

Approved Minutes
Pacifica National Board Special Call-In Meeting
Open/Public Session,
Thursday, January 11, 2018 – 8:30 PM ET

Audio of the meeting are archived at:
<https://kpftx.org/archives/pnb/pnb180111/pnb180111a.mp3>
<https://kpftx.org/archives/pnb/pnb180111/pnb180111b.mp3>

1. Open/Public Session Call to Order.

Pro tem Chair Nancy Sorden called the meeting to order.
Secretary Akio Tanaka called the roll.

A. Roll call

Present: Grace Aaron, David Beaton, Jim Brown, Adriana Casenave, Bill Crosier, Kathryn Davis, Benito Diaz, Rhonda Garner, Sabrina Jacobs, DeWayne Lark, Ken Laufer, Cerene Roberts, Mansoor Sabbagh, TM Scruggs, Nancy Sorden, Alex Steinberg, Akio Tanaka, Themba Tshibanda, Maskeelah Washington

Absent: David Beaton, Jan Goodman, Andrea Turner

[Present: 19]

Arrived after the Roll Call

B. Identify Timekeepers – Mansoor Sabbagh,

C. Excused Absences – Jan Goodman and Andrea Turner

Benito Diaz challenges the absence of Andrea Turner.

Vote to excuse Andrea Turner

Yes: Grace Aaron, David Beaton, Jim Brown, Bill Crosier, Kathryn Davis, Rhonda Garner, Sabrina Jacobs, DeWayne Lark, Ken Laufer, Cerene Roberts, Mansoor Sabbagh, TM Scruggs, Nancy Sorden, Alex Steinberg, Akio Tanaka, Themba Tshibanda, Maskeelah Washington

No: Benito Diaz

Abstain: Adriana Casenave

[17Y – 1N – 1A: Andrea turner excused]

2. Agenda Approval

Motion: Move Item 6 regarding KPFA election to after Minutes Approval by Alex Steinberg

Motion Move Item 5 on Recount posting ahead of item 6 by Adrian Casenave

Motion: Move item 8 on Affiliate after Minutes Approval by Benito Diaz

Yes: Jim Brown, Benito Diaz,

No: Grace Aaron, David Beaton, Adriana Casenave, Bill Crosier, Kathryn Davis, Rhonda Garner, Sabrina Jacobs, DeWayne Lark, Ken Laufer, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Themba Tshibanda,

Abstain: Cerene Roberts, Nancy Sorden, Aki Tanaka, Maskeelah Washington

[2Y – 13N – 4A: Motion fails]

Motion: Change Time certain from 10:15 PM ET to 10:45 PM ET

Yes: David Beaton, Adriana Casenave, DeWayne Lark, Cerene Roberts, Nancy Sorden, Alex Steinberg, Themba Tshibanda

No: Grace Aaron, Bill Crosier, Benito Diaz, Rhonda Garner, Sabrina Jacobs, Mansoor Sabbagh, TM Scruggs, Aki Tanaka, Maskeelah Washington

Abstain: Jim Brown, Kathryn Davis, Ken Laufer,

[7Y – 9N – 3A: Motion fails]

Agenda Approval as Amended

Yes: Grace Aaron, David Beaton, Adriana Casenave, Kathryn Davis, Rhonda Garner, Sabrina Jacobs, DeWayne Lark, Ken Laufer, Cerene Roberts, Mansoor Sabbagh, TM Scruggs, Nancy Sorden, Alex Steinberg, Themba Tshibanda,

No: Benito Diaz, Aki Tanaka, Maskeelah Washington

Abstain: Jonathan Alexander, Bill Crosier

[14Y – 3N – 2A: Agenda approved]

Motion: Extend time 30 minutes

Yes: Adriana Casenave, Cerene Roberts, Nancy Sorden, Alex Steinberg, Themba Tshibanda

No: David Beaton, Jim Brown, Bill Crosier, Benito Diaz, Sabrina Jacobs, Mansoor Sabbagh, TM Scruggs, Aki Tanaka, Maskeelah Washington

Abstain: Grace Aaron, Kathryn Davis, Rhonda Garner, DeWayne Lark, Ken Laufer,

[5Y – 9N – 5A: Motion fails]

3. Minutes Approval 1-4-18 [Not addressed]

4. Motion: 2016 Delegate Election Ballot Recount Results by Cerene Roberts

"The Pacifica National Board directs the Interim Executive Director to have the Recounted Results of the 2016 Delegates Elections that were submitted to the Board and IED by Terry Goodman on July 22, 2017 prominently and permanently posted on the foundation's election website with a link to the regular pacifica.org website and to the LSB section of each station's website. The flawed results should be so labeled and archived elsewhere on the foundation's election page."

Yes: Grace Aaron, Adriana Casenave, DeWayne Lark, Ken Laufer, Cerene Roberts, Nancy Sorden, Themba Tshibanda,

No: David Beaton, Jim Brown, Bill Crosier, Rhonda Garner, Mansoor Sabbagh,

Abstain: Kathryn Davis, Benito Diaz, Sabrina Jacobs, TM Scruggs, Alex Steinberg, Aki Tanaka, Maskeelah Washington

[7Y – 5N – 8A: Motion passes]

5. Motion: KPFA Delegate Replacement and PNB Listener Directors Election by Alex Steinberg [Not addressed]

Motion regarding the KPFA Delegate replacement and PNB Listener Directors election

Resolved that the PNB does not recognize the process (or lack thereof) used on Saturday, January 6, 2018 for appointing Susan da Silva to a KPFA Listener seat vacated by Yuri Gottesman and considers the seat vacant. Be it also resolved that the KPFA LSB shall contact candidates on the recount runners up list, including the write-in candidates, to find the first one who is available and willing to serve and seat that individual. Be it further resolved that if no runner up candidates are available, a call should go out to the KPFA membership on KPFA's website and on the air inviting listener members to apply for the vacancy and giving a deadline, that the applicants shall be interviewed by the Delegates at an LSB meeting, and the LSB shall conduct an IRV vote to determine the winner of the seat.

Furthermore, given that KPFA has four current Directors on the PNB until January 25, 2018 when the 2018 PNB is seated, and given that all Delegates who were elected in the KPFA Directors elections on January 6, 2018 are actually Directors-elect and become full-fledged Directors on January 25, 2018 when they are seated, when Bill Campisi "resigned" immediately following the announcement of the results of the Listener Directors election he was not actually resigning as a Director for which Article 5, Section 8 of the bylaws would apply but rather he was withdrawing his acceptance as a Director-elect for which a Director replacement election per the above bylaw would be out of order. Therefore be it resolved that the third KPFA Listener Director-elect position goes to the fourth place candidate Tom Voorhees who shall be seated on the 2018 PNB on January 25, 2018.

6. Communications Motions [Not addressed]

Whereas staff has been sending information they label "Confidential", legal opinions, proprietary information, material from executive sessions to persons who are not members of governance, and members of governance

have been distributing materials provided in executive session and not part of the Boards approved "Report Out"; be it hereby resolved,

That by February 1st each year, and as updated, the Secretary shall provide to the Executive Director, a list of current members of PNB members for distribution to national office staff, consultants, attorneys, and unit heads; and

That the PNB tasks its Governance Committee with recommending a process by March 30, 2018, through which the Board can "declassify" executive session material.

7. Affiliate Directors Election Update by Benito Diaz [Not Addressed]

8. Adjourn to Closed Session at 10:30 PM ET

Akio Tanaka – 01/15/18
PNB Secretary