

**Regular PNB Open Session -Teleconference Meeting  
Draft Agenda - Thursday, Nov. 8, 2018**

continued from Thursday, November 1, 2018

Note: Items completed on Nov. 1 and which do not need to be repeated are in *red italics*.

**Directors:**

Grace Aaron, KPFK, Listener  
Jonathan Alexander, KPFK, Staff  
Adriana Casenave, KPFT, Listener  
Chris Cory, KPFA, Listener  
Bill Crosier, KPFT, Listener  
Joseph Davis, KPFT, Staff  
Kathryn Davis, WBAI, Staff  
Benito Diaz, WPFW, Listener  
Jan Goodman, KPFK, Listener  
William Heerwagen, WBAI, Listener  
Sabrina Jacobs, KPFA, Staff  
DeWayne Lark, KPFT, Listener  
Ken Laufer, WBAI, Listener  
Tony Leon, WPFW, Staff  
Efia Nwangaza, WMXP, Affiliate  
Alex Randall, WUVI, Affiliate  
Mansoor Sabbagh, KPFK, Listener  
Nancy Sorden, WPFW, Listener  
Alex Steinberg, WBAI, Listener  
Carole Travis, KPFA, Listener  
Tom Voorhees, KPFA, Listener  
Maskeelah Washington, WPFW, Listener

**Others:**

Maxie C. Jackson, III, Exec. Dir.  
John Tatum, Parliamentarian  
Otis Maclay, Webmaster

<b>#</b>	<b>Agenda Item</b>	<b>Time per Item</b>
1	Preliminary Business A. Call to Order B. Roll Call C. Excused Absences D. Identify Timekeepers E. Report out from Executive Session	10 min
2	Agenda Approval	10 min
3	<i>Election of Protem Secretary</i>	<i>10 min</i>
5	<i>ED/Financial Report and Q &amp; A</i>	<i>30 min</i>
6	<i>Delegate Elections Report</i>	<i>20 min</i>

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|----|---|------------------------------------|
| 4  | Minutes Approval<br>Sep. 20 - prepared by Janet<br>Oct. 4 (including continuation meetings on Oct. 11 and 18) | 5 min                              |
| 7  | <i>Motion to go into Executive session to discuss legal matters</i>   | <i>5 min</i>                       |
| 8  | <i>Report out from Executive Session</i>  | <i>5 min</i>                       |
| 9  | PNB Committee Reports, Q&A, and Motions from Committee  | 45 min                             |
|    | A. Strategic Planning Committee - see motion below  |                                    |
|    | B. Personnel Committee  |                                    |
|    | C. Elections Committee  |                                    |
|    | D. Programming Committee - see motion below   |                                    |
|    | E. Finance Committee  |                                    |
|    | F. Audit Committee - see motion below   |                                    |
|    | G. Governance Committee   |                                    |
| 9H | Motion on Violation of KPFT LSB Motion on Telephone Participation   |                                    |
| 10 | Unfinished Business   | 30 min                             |
|    | A. Line of Authority of ED and CFO  |                                    |
|    | B. Motion regarding Agenda Setting – see motion below   |                                    |
| 11 | <i>Adjourn to Closed session</i>  | <b><i>Time Certain 12 M ET</i></b> |
| 12 | Adjourn   |                                    |

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### **Strategic Planning Committee Motion - Bylaws Amendments Timelines**

The Pacifica National Board hereby notices the beginning of a Bylaws amendment timeline process, consistent with Article 17, Section 1 of the Bylaws as of this date, Nov. 8, 2018.

For the 2018 Bylaws amendment process, all properly proposed Bylaws amendments will be submitted to the Pacifica National Board Secretary at [secretary@pacifica.org](mailto:secretary@pacifica.org) (and optionally to the PNB as well) and shall be held until November 20, the submission close date, and shall be posted publicly on [pacifica.org](http://pacifica.org) by November 23 (the "Notice Date"), which is 45 days before the earliest of the voting dates of the Board and of the Delegates, which shall be Jan. 7, 2018.

The Delegates at each of the five stations shall vote on the proposed amendment(s) during a 60-day period beginning with the date that the PNB votes on the proposed amendment(s). The PNB recommends that the PNB vote date to be Thursday, Jan 17, 2017.

Further, the PNB notices that a second Bylaws amendment timeline be established, as follows:

The Pacifica National Board hereby notices the beginning of a Bylaws amendment process, consistent with Article 17, Section 1 of the Bylaws as of this date, Nov. 8, 2018.

For the 2018 Bylaws amendment process, all properly proposed Bylaws amendments will be submitted to the Pacifica National Board Secretary at [secretary@pacifica.org](mailto:secretary@pacifica.org) (and optionally to the PNB as well) and shall be held until January 25, 2019, the submission close date, and shall be posted publicly on [pacifica.org](http://pacifica.org) by January 28, 2019 (the "Notice Date"), which is 45 days before the earliest of the voting dates of the Board and of the Delegates, which shall be March 14, 2019.

The Delegates at each of the five stations shall vote on the proposed amendment(s) during a 60-day period beginning with when the PNB votes on the proposed amendment(s). The PNB vote date shall be Thursday, March 14, 2019 if possible, or no later than April 4, 2019.

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### **Programming Committee motion:**

Be it resolved that:

The Program Director of each station will generate a quarterly spreadsheet report analyzing the categories of programs broadcast on their station, to be emailed to the General Manager of the station, the PNB Programming Committee, and the Executive Director. A bar graph will be included in the spreadsheet showing the relative number of hours broadcast for each category during the week and separately on the weekends.

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### **Audit Committee Motion on 2016 Audit of 403b Retirement Plan:**

"The PNB Audit Committee has reviewed and approved the completed 2016 audit of the 403b retirement plan and recommends that the PNB approve it."

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### **Motion on Agenda Setting noticed by Heerwagen:**

For all regular meetings of the Pacifica National Board, there shall be a call for agenda items at least 10 days before each meeting and items submitted by 7 days before the meeting shall appear on the draft agenda which must be provided no fewer than 3 days before the meeting.

This rule shall also apply to each PNB Committee, Working Group or Taskforce, except that Local Station Boards with an established process at the time of the passage of this motion may continue to use their process, subject to review by the PNB upon the request of 4 LSB members. The policy applied by an LSB shall cover its committees, working groups and taskforces.

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## **Motion on Violation of KPFT LSB Motion on Telephone Participation**

Whereas, the Pacifica National Board passed a resolution in September of 2017 permitting telephonic participation in Local Station Board and Delegate meetings “in order to facilitate more democratic participation in Pacifica Governance structure”, and

Whereas, the Local Station Boards are committees of the Pacifica National Board, subject to supervision of the PNB, and

Whereas, KPFT's LSB has repeatedly refused to allow Deb Shafto and others to participate by phone, even when they had valid medical or out-of-town travel reasons for why they could not attend in person, and when KPFT's LSB was repeatedly notified that they were thereby violating the PNB motion on telephone participation in LSB meetings, and

Whereas, by refusing to allow Ms. Shafto to participate by phone for at least three consecutive meetings, and also by not excusing the absences that they thereby created, the KPFT LSB majority claimed that she was removed as a Delegate and LSB member, and

Whereas, the KPFT LSB has taken actions that create legal jeopardy for the Pacifica Foundation and made decisions outside of the authority granted to it by the Bylaws creating unnecessary work and confusion in a time when KPFT and Pacifica are facing severe financial stress, thus putting the Foundation at risk, and

Whereas, LSBs have no power to disenfranchise or deny members the right to full participation, and

Whereas, the Pacifica National Board has the power to override actions taken by an LSB (Bylaws citations below),

Therefore, pursuant to the supervisory powers of the PNB over the LSBs under Bylaws Article 7, Section 3 and 4, it is hereby resolved that:

The recent actions of the KPFT LSB purporting to remove Deb Shafto from the Board are null and void, and that any future such action by any LSB shall also be null and void, and

Further, any member who has been removed from the LSB and/or as a Delegate, having been denied their right to remote telephone participation, will have their LSB and Delegate membership restored. Their replacements shall be thanked for their service, removed from the LSB, and encouraged to participate in LSB committees

Further, any LSB meetings that did or does not conform to the PNB motion regarding LSB member remote participation (herein referenced) is not valid, and any member who was or is not present at such non-valid meetings but who could have participated by phone shall not be considered absent at such meeting.

Further, if the KPFT LSB fails to follow these strictures, all actions it or its Delegate assembly takes shall be considered null and void until the above requirements are followed.

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## **Pacifica Bylaws References:**

### **Article Seven, Local Station Boards, Section 3: Specific Powers and Duties**

Each LSB, acting as a standing committee of the Foundation's Board of Directors, shall have the following powers, duties and responsibilities related to its specific radio station, **under the direction and supervision of the Foundation's Board of Directors:**

### **Article Seven, Local Station Boards, Section 4: Other Local Station Board Powers and Authority**

By resolution, the Foundation's Board of Directors may delegate any other corporate powers it deems appropriate to an LSB with regard to that specific radio station. Any such power delegated to an LSB is subject to revocation at any time by the Board of Directors. **Any and all actions, resolutions and policies taken or adopted by an LSB may be overridden by a majority vote of the Directors if said action, resolution or policy is found by the Board of Directors to be adverse to the mission and/or charitable or business purposes of the Foundation, to exceed the power or authority granted to said LSB or to be inconsistent with these Bylaws, the Articles or applicable laws and regulations.**