

**PACIFICA FOUNDATION RADIO**  
**PACIFICA NATIONAL BOARD SPECIAL MEETING**  
From Various Locations via Telephone Conference  
**APPROVED MINUTES - Open Meeting**  
Friday, December 11, 2015 - 8:30PM ET

I. **Call to Order**

Chair Brazon calls the meeting to order at 8:45PM ET

[Audio archives of the meeting can be found here -><https://kpftx.org/archives/pnb/pnb151211/pnb151211a.mp3> and <https://kpftx.org/archives/pnb/pnb151211/pnb151211b.mp3>]

A. Roll call and establishment of quorum

Roll call taken by Secretary Janet Kobren at 8:45 PM ET

<u>P</u> Teresa Allen, KPFT	<u>P</u> Janet Kobren, KPFA
<u>PL</u> Rodrigo Argueta, KPFK	<u>A</u> Janis Lane-Ewart, KFAI Affiliate
<u>PL</u> Carolyn Birden, WBAI	<u>P</u> Robert Mark, KPFT
<u>P</u> Lydia Brazon, KPFK	<u>P</u> Brenda Medina, KPFK
<u>PL</u> Jim Brown, WPFW	<u>P</u> Tony Norman, WPFW
<u>EA</u> Stephen Brown, WBAI	<u>A</u> Robert Rabin (Siegal), WVQR Affiliate
<u>P</u> Adriana Casenave, KPFT	<u>A</u> George Reiter, KPFT
<u>P</u> Janet Coleman, WBAI	<u>P</u> Lawrence Reyes, KPFK
<u>P</u> Benito Diaz, WPFW	<u>P</u> Cerene Roberts, WBAI
<u>P</u> Brian Edwards-Tiekert, KPFA	<u>P</u> Pete Tucker, WPFW
<u>A</u> Jose Luis Fuentes, KPFA	<u>EA</u> Margy Wilkinson, KPFA

Staff:

P Lydia Brazon, iED

Guests:

P L. Joy Williams, NES

Legend: P = Present at roll call, PL = Late, A = Absent, EA = Excused absence

Quorum is 12. At roll call, quorum established by 13 directors present (see P's above).

B. Identify Timekeepers - one for speakers (90 seconds) and one for agenda items

Roberts volunteers to be the timekeeper for speakers  
Medina volunteers to be the timekeeper for agenda items

I. Call to Order (cont.)

C. Excused absences

Roberts moves to excuse S.Brown and Wilkinson

**Vote on Robert's motion to excuse S.Brown and Wilkinson (Passes - HNO)**

D. Agenda Approval

(30 min.)

Allen moves to add an iED Report to the agenda after the elections report for 10 minutes

**Vote on Allen's motion to add an iED Report to the agenda after the elections report for 10 minutes**

<u>Y</u> Teresa Allen, KPFT	<u>A</u> Janet Kobren, KPFA
<u>__</u> Rodrigo Argueta, KPFK	<u>__</u> Janis Lane-Ewart, KFAI Affiliate
<u>Y</u> Carolyn Birden, WBAI	<u>Y</u> Robert Mark, KPFT
<u>PNV</u> Lydia Brazon, KPFK	<u>N</u> Brenda Medina, KPFK
<u>N</u> Jim Brown, WPFW	<u>A</u> Tony Norman, WPFW
<u>__</u> Stephen Brown, WBAI	<u>__</u> Robert Rabin (Siegal), WVQR Affiliate
<u>N</u> Adriana Casenave, KPFT	<u>__</u> George Reiter, KPFT
<u>Y</u> Janet Coleman, WBAI	<u>N</u> Lawrence Reyes, KPFK
<u>N</u> Benito Diaz, WPFW	<u>N</u> Cerene Roberts, WBAI
<u>A</u> Brian Edwards-Tiekert, KPFA	<u>N</u> Pete Tucker, WPFW
<u>__</u> Jose Luis Fuentes, KPFA	<u>__</u> Margy Wilkinson, KPFA

Vote count: 4Y/7N/3A/1PNV (Fails)

Legend: Y = Yes, N = No, A = Abstain, PNV = Present - Not Voting

D. Agenda Approval (cont.)

Kobren moves to approve the agenda

Edwards-Tiekert calls the question on approving the agenda

**Vote on calling the question on approving the agenda**

<u>Y</u> Teresa Allen, KPFT	<u>Y</u> Janet Kobren, KPFA
<u>—</u> Rodrigo Argueta, KPFK	<u>—</u> Janis Lane-Ewart, KFAI Affiliate
<u>Y</u> Carolyn Birden, WBAI	<u>Y</u> Robert Mark, KPFT
<u>PNV</u> Lydia Brazon, KPFK	<u>Y</u> Brenda Medina, KPFK
<u>A</u> Jim Brown, WPFW	<u>Y</u> Tony Norman, WPFW
<u>—</u> Stephen Brown, WBAI	<u>—</u> Robert Rabin (Siegal), WVQR Affiliate
<u>Y</u> Adriana Casenave, KPFT	<u>—</u> George Reiter, KPFT
<u>Y</u> Janet Coleman, WBAI	<u>Y</u> Lawrence Reyes, KPFK
<u>Y</u> Benito Diaz, WPFW	<u>Y</u> Cerene Roberts, WBAI
<u>Y</u> Brian Edwards-Tiekert, KPFA	<u>Y</u> Pete Tucker, WPFW
<u>—</u> Jose Luis Fuentes, KPFA	<u>—</u> Margy Wilkinson, KPFA

Vote count: 13Y/0N/1A/1PNV (Passes)

Legend: Y = Yes, N = No, A = Abstain, PNV = Present - Not Voting

**Vote on motion to approve the agenda**

<u>A</u> Teresa Allen, KPFT	<u>Y</u> Janet Kobren, KPFA
<u>—</u> Rodrigo Argueta, KPFK	<u>—</u> Janis Lane-Ewart, KFAI Affiliate
<u>N</u> Carolyn Birden, WBAI	<u>N</u> Robert Mark, KPFT
<u>PNV</u> Lydia Brazon, KPFK	<u>Y</u> Brenda Medina, KPFK
<u>N</u> Jim Brown, WPFW	<u>Y</u> Tony Norman, WPFW
<u>—</u> Stephen Brown, WBAI	<u>—</u> Robert Rabin (Siegal), WVQR Affiliate
<u>Y</u> Adriana Casenave, KPFT	<u>—</u> George Reiter, KPFT
<u>N</u> Janet Coleman, WBAI	<u>Y</u> Lawrence Reyes, KPFK
<u>Y</u> Benito Diaz, WPFW	<u>Y</u> Cerene Roberts, WBAI
<u>Y</u> Brian Edwards-Tiekert, KPFA	<u>Y</u> Pete Tucker, WPFW
<u>—</u> Jose Luis Fuentes, KPFA	<u>—</u> Margy Wilkinson, KPFA

Vote count: 9Y/4N/1A/1PNV (Passes)

Legend: Y = Yes, N = No, A = Abstain, PNV = Present - Not Voting

II. 2016 Affiliates Directors protocol

(15 min.)

**Article Five, Board of Directors of the Foundation, Section 4:  
Nomination and Election of Affiliate Representative  
Directors**

B. ELECTION

As the first order of business, and given 30 days advance notice, at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate or At-Large Directors from the vote) shall establish a protocol for balloting and shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method. Affiliate Directors shall serve for a one-year term which shall commence with their seating at the regular January Board meeting.

A. Affiliates Taskforce motion

1. Motion regarding extension of Affiliates Director nominations

Allen moves an amended version of the motion in APPENDIX A below. No second.

B. Other Old Business-related motions

1. Motion re Jevon Gammon as Affiliate Director

Norman moves that Jevon Gammon, is determined to be an Affiliate Director by the PNB and is to be seated by the end of January, 2016 (see APPENDIX B below)

II. 2016 Affiliates Directors protocol (cont.)

B. Other Old Business-related motions (cont.)

1. Motion re Jevon Gammon as Affiliate Director (cont.)

**Vote on Norman motion that Jevon Gammon, is determined to be an Affiliate Director by the PNB and is to be seated by the end of January, 2016**

<u>N</u> Teresa Allen, KPFT	<u>Y</u> Janet Kobren, KPFA
<u>__</u> Rodrigo Argueta, KPFK	<u>__</u> Janis Lane-Ewart, KFAI Affiliate
<u>N</u> Carolyn Birden, WBAI	<u>N</u> Robert Mark, KPFT
<u>Y</u> Lydia Brazon, KPFK	<u>Y</u> Brenda Medina, KPFK
<u>Y</u> Jim Brown, WPFW	<u>Y</u> Tony Norman, WPFW
<u>__</u> Stephen Brown, WBAI	<u>__</u> Robert Rabin (Siegal), WVQR Affiliate
<u>Y</u> Adriana Casenave, KPFT	<u>__</u> George Reiter, KPFT
<u>N</u> Janet Coleman, WBAI	<u>Y</u> Lawrence Reyes, KPFK
<u>Y</u> Benito Diaz, WPFW	<u>Y</u> Cerene Roberts, WBAI
<u>Y</u> Brian Edwards-Tiekert, KPFA	<u>Y</u> Pete Tucker, WPFW
<u>__</u> Jose Luis Fuentes, KPFA	<u>__</u> Margy Wilkinson, KPFA

Vote count: 11Y/4N/0A/0PNV (Passes)

Legend: Y = Yes, N = No, A = Abstain, PNV = Present - Not Voting

Kobren moves to extend the meeting by 30 minutes

Roberts makes a substitute motion to extend the meeting by 40 minutes

**II. 2016 Affiliates Directors protocol (cont.)**

**Vote on Robert's substitute motion to extend the meeting by 40 minutes**

<u>Y</u> Teresa Allen, KPFT	<u>Y</u> Janet Kobren, KPFA
<u>  </u> Rodrigo Argueta, KPFK	<u>  </u> Janis Lane-Ewart, KFAI Affiliate
<u>Y</u> Carolyn Birden, WBAI	<u>N</u> Robert Mark, KPFT
<u>Y</u> Lydia Brazon, KPFK	<u>N</u> Brenda Medina, KPFK
<u>Y</u> Jim Brown, WPFW	<u>Y</u> Tony Norman, WPFW
<u>  </u> Stephen Brown, WBAI	<u>  </u> Robert Rabin (Siegal), WVQR Affiliate
<u>Y</u> Adriana Casenave, KPFT	<u>  </u> George Reiter, KPFT
<u>N</u> Janet Coleman, WBAI	<u>Y</u> Lawrence Reyes, KPFK
<u>Y</u> Benito Diaz, WPFW	<u>Y</u> Cerene Roberts, WBAI
<u>N</u> Brian Edwards-Tiekert, KPFA	<u>Y</u> Pete Tucker, WPFW
<u>  </u> Jose Luis Fuentes, KPFA	<u>  </u> Margy Wilkinson, KPFA

Vote count: 11Y/4N/0A/0PNV (Passes)

Legend: Y = Yes, N = No, A = Abstain, PNV = Present - Not Voting

Roberts moves to extend the 2016 Affiliates Directors protocol item by 10 minutes

**Vote on Robert's motion to extend the 2016 Affiliates Directors protocol item by 10 minutes (Passes - HNO)**

II. 2016 Affiliates Directors protocol (cont.)

B. Other Old Business-related motions (cont.)

2. Motion re Second Affiliate Director

Norman makes the following motion regarding filling the second Affiliate Director seat (revision of APPENDIX C below):

Whereas, only one candidate nomination was received by the November 15, 2015 bylaws deadline for Affiliate Director nominations, and

Whereas, one seat has been filled but there remains one seat to be filled,

Move that there shall be a new nominations deadline of midnight E.T. on Friday, December 18 for the purpose of filling the remaining seat

In the event there are two or more candidates, there shall be a Special PNB meeting at 10PM, E.T. on Wednesday, Dec. 23 to interview the candidates and ballots shall be sent out by midnight, E.T., Thursday, Dec. 24 for an IRV or STV election to be held with a balloting deadline of Sunday, midnight, E.T., Dec. 27 and shall be tallied on Wednesday, December 30, 2015.

II. 2016 Affiliates Directors protocol (cont.)

B. Other Old Business-related motions (cont.)

2. Motion re Second Affiliate Director (cont.)

**Vote on Norman's revised motion regarding filling the second Affiliate Director seat**

<u>N</u> Teresa Allen, KPFT	<u>Y</u> Janet Kobren, KPFA
<u>Y</u> Rodrigo Argueta, KPFK	<u>__</u> Janis Lane-Ewart, KFAI Affiliate
<u>N</u> Carolyn Birden, WBAI	<u>N</u> Robert Mark, KPFT
<u>Y</u> Lydia Brazon, KPFK	<u>Y</u> Brenda Medina, KPFK
<u>Y</u> Jim Brown, WPFW	<u>Y</u> Tony Norman, WPFW
<u>__</u> Stephen Brown, WBAI	<u>__</u> Robert Rabin (Siegal), WVQR Affiliate
<u>Y</u> Adriana Casenave, KPFT	<u>__</u> George Reiter, KPFT
<u>N</u> Janet Coleman, WBAI	<u>Y</u> Lawrence Reyes, KPFK
<u>Y</u> Benito Diaz, WPFW	<u>Y</u> Cerene Roberts, WBAI
<u>A</u> Brian Edwards-Tiekert, KPFA	<u>Y</u> Pete Tucker, WPFW
<u>__</u> Jose Luis Fuentes, KPFA	<u>__</u> Margy Wilkinson, KPFA

Vote count: 11Y/4N/1A/0PNV (Passes)

Legend: Y = Yes, N = No, A = Abstain, PNV = Present - Not Voting

III. NES Report

(15 min.)

NES L. Joy Williams reported on the status of the 2015 LSB elections at KPFA, KPFK, KPFT and WBAI

Kobren moves to extend the NES Report item by 15 minutes

III. NES Report (cont.)

Vote on motion to extend the NES Report item by 15 minutes

<u>Y</u> Teresa Allen, KPFT	<u>Y</u> Janet Kobren, KPFA
<u>Y</u> Rodrigo Argueta, KPFK	<u>  </u> Janis Lane-Ewart, KFAI Affiliate
<u>N</u> Carolyn Birden, WBAI	<u>N</u> Robert Mark, KPFT
<u>Y</u> Lydia Brazon, KPFK	<u>N</u> Brenda Medina, KPFK
<u>Y</u> Jim Brown, WPFW	<u>Y</u> Tony Norman, WPFW
<u>  </u> Stephen Brown, WBAI	<u>  </u> Robert Rabin (Siegal), WVQR Affiliate
<u>N</u> Adriana Casenave, KPFT	<u>  </u> George Reiter, KPFT
<u>N</u> Janet Coleman, WBAI	<u>Y</u> Lawrence Reyes, KPFK
<u>Y</u> Benito Diaz, WPFW	<u>A</u> Cerene Roberts, WBAI
<u>N</u> Brian Edwards-Tiekert, KPFA	<u>Y</u> Pete Tucker, WPFW
<u>  </u> Jose Luis Fuentes, KPFA	<u>  </u> Margy Wilkinson, KPFA

Vote count: 9Y/6N/1A/0PNV (Fails)

Legend: Y = Yes, N = No, A = Abstain, PNV = Present - Not Voting

Meeting time extension expires

Chair adjourns the meeting at 10:20PM ET

Respectfully submitted by Janet Kobren, PNB Secretary

Minutes Approved: December 29, 2015

Witness of Approval: Janet Kobren, PNB Secretary

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## Agenda items not reached due to meeting being adjourned:

### IV. Elections motions (15 min.)

#### A. Elections Committee motions

1. MOTION RE: NOTICE OF SEATING 2016 DELEGATES  
[approved by the PNB Elections Committee, 12/7/15]

(see APPENDIX D below)

2. MOTION RE: LOCAL STATION AREA REVIEWS OF BALLOT TABULATIONS  
[approved by the PNB Elections Committee, 12/7/15]

(see APPENDIX E below)

#### B. Additional election motion

1. Motion regarding nominations deadline for 2016 director candidates  
[Kobren, noticed 12/11/15]

(see APPENDIX F below)

### V. Adjourn (by 9:30 PM ET)

## **APPENDIX A:**

### **Motion regarding extension of Affiliates Director nominations**

[approved by Affiliates Taskforce (without objection), 11/17/15]

Whereas the PNB Bylaws require representation of 2 Affiliate Directors, and the deadline of the Nov. 15, 2015 nomination period resulted in only 1 application, Therefore the Affiliate Taskforce: Moves that the Affiliate Taskforce send a letter to the PNB proposing an extension of the deadline for the Affiliate Dir. Nomination to Dec. 12, 2015, that the PNB Secretary present the names of the candidates to the PNB by Dec. 15, 2015, and that the PNB select the 2 Directors in December 2015.

**APPENDIX B:**

**Motion re Jevon Gammon as Affiliate Director**

[Tony Norman, noticed 12/3/15]

Whereas, Jevon Gammon, submitted the bylaws required documentation by November 15, 2015, and

Whereas, the PNB Secretary having received no additional nominations for Affiliate Director by the November 15 deadline,

Move that Jevon Gammon, is determined to be an Affiliate Director by the PNB and is to be seated by the end of January, 2016.

**APPENDIX C:**

**Motion re Second Affiliate Director**

[Tony Norman, noticed 12/3/15 in the event the Motion re Jevon Gammon as Affiliate Directors approved]

Whereas, only one candidate nomination was received by the November 15, 2015 bylaws deadline for Affiliate Director nominations, and

Whereas, one seat has been filled but there remains one seat to be filled,

Move that there shall be a new nominations deadline of midnight E.T. on Sunday, December 13 for the purpose of filling the remaining seat

In the event there are two or more candidates, there shall be a Special PNB meeting at 10PM, E.T. on Monday, Dec. 14 to interview the candidates and ballots shall be sent out by midnight, E.T., Tuesday, Dec. 15 for an IRV or STV election to be held with a balloting deadline of Sunday, midnight, E.T., Dec. 21 and shall be tallied on December 23, 2015.

## **APPENDIX D:**

### **MOTION RE: NOTICE OF SEATING 2016 DELEGATES**

[approved by the PNB Elections Committee, 12/7/15]

Whereas, elections have been extended to January 4, 2016 at KPFK, KPFT, and WBAI, and

Whereas, the NES has advised that Local Station Board election results at KPFA will take approximately one week from the close date of December 4, 2015 to tabulate and it is not yet known how many days it will take from the close date of January 4, 2016, to simultaneously tabulate the results for KPFK, KPFT and WBAI, and

Whereas, regardless of whatever else is happening, currently serving delegates who have been on their boards continuously since the seatings after the December 2009 elections are automatically off of their LSBs and cease to be Delegates on the eve of their 6th anniversary. (A list of those in that position is below as "Delegates Near Term-Limit w/ Original Seating Dates".)

We recommend that the current chairs of KPFA's KPFK's, KPFT's and WBAI's Delegates' Assembly and Local Station Boards should cause provisional notice (see below) customized by station, to be sent to candidates via the Local Election Supervisor. Notice should be copied to the Compliance Officer [omaclay@gmail.com](mailto:omaclay@gmail.com) and Foundation Secretary [secretary@pacifica.org](mailto:secretary@pacifica.org)

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#### **KPFA**

Election closes December 4, 2015.  
Meeting date December 12, 2015.

We suggest a regular meeting with current population on December 12, 2015 and another meeting for later in the month to seat new delegates and elect officers

#### **KPFT & WBAI**

Elections close on January 4, 2016.  
December 9, 2015 meetings should be held as usual.

Unless, at the December meeting a board decides otherwise, the January 13, 2016 meeting should be held, with provisional notices (see below) provided to all candidates as soon after the December meetings as possible, but no later than January 6, 2016.

#### **KPFK**

Election closes on January 4, 2016.  
Meetings are posted for December 20 & December 27, 2015.

Unless the board decides otherwise, the January 2016 meeting should be held, with provisional notices (see below) provided to all candidates as soon after the December meetings as possible, but no later than a week before the meeting.

**Provisional Notice for KPFA (send no less than 7 days before the next meeting)**

Pacifica practice is to provide written notice (date, time, and “place”) to all board members 7-days before, 2-days before, and on the day of governance meetings.

Therefore, this provisional notice of the next KPFA Local Station Board meeting is being provided to all candidates:

(day, month, date, 2016)

(time)

(location).

The Delegates’ meeting will be held at (time) on the same??? day.

Should you be successful in the election, you are expected to be present at those meetings.

Election for officers will be held.

**Provisional Notice for KPFK**

Pacifica practice is to provide written notice (date, time, and “place”) to all board members 7-days before, 2-days before, and on the day of governance meetings. The current elections will not close until January 4, 2016 and results may not be available until January 11, 2016, which may not allow for 7 days notice.

Therefore, this provisional notice of the next KPFK Local Station Board meeting is being provided to all candidates:

(day, month, date, 2016)

(time)

(location).

The Delegates’ meeting will be held at (time) on the same??? day.

Should you be successful in the election, you are expected to be present at those meetings.

Election for officers and national boardmembers will be held.

**Provisional Notice for KPFT and WBAI**

Pacifica practice is to provide written notice (date, time, and “place”) to all board members 7-days before, 2-days before, and on the day of governance meetings. However, the current elections will not close until January 4, 2016 and results may not be available until January 11, 2016, which may not allow for 7 days notice.

Therefore, this provisional notice of the next (station call letters) Local Station Board meeting is being provided to all candidates:

(day, month, date, 2016)

(time)

(location).

The Delegates' meeting will be held at (time) on the same??? day.

Should you be successful in the election, you are expected to be present at those meetings.

Election for officers and national boardmembers will be held.

### **Delegates Near Term-Limit w/ Original Seating Dates**

(L: Listener S: Staff)

KPFA 1/11/10\*: [BL: Later we learned that this seating likely took place on 12/5/09]

L: Pritchett

KPFK 12/15/09:

L: Kaufman, Klunder, Merrick, Parker

S: Argueta, Cromshow.

KPFT 12/16/09:

L: Mark

S: Apolinar, Lopez

WBAI 12/23/09:

S: Coleman

WPFW 12/9/09:

L: Diaz, Tucker

S: Faircloth

\* KPFA held no meeting in December 2009

<https://kpfa.org/blog/december-2009-lsb-meeting-records/>

[https://kpfa.org/wp-content/uploads/2015/04/january\\_2010\\_kpfa\\_lsb\\_minutes.pdf](https://kpfa.org/wp-content/uploads/2015/04/january_2010_kpfa_lsb_minutes.pdf)

**APPENDIX E:**

**MOTION RE: LOCAL STATION AREA REVIEWS OF BALLOT TABULATIONS**

[approved by the PNB Elections Committee, 12/7/15]

The PNB Elections Committee recommends that the election results not be certified by the NES until the review at each station of the raw data and the images of the paper ballots take place, using Choice Plus.

**APPENDIX F:**

**Motion regarding nominations deadline for 2016 director candidates**

[Kobren, noticed 12/11/15]

For any station for which their 2015 Local Station Board election has not been certified by the NES in time to seat their new LSB at their regular December 2015 LSB meeting or to be able to schedule an LSB meeting later in December 2015 to do so, the December 31 deadline to nominate the 2016 director candidates from that station shall be extended until the date the new LSB has been seated.