

PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD SPECIAL MEETING
From Various Locations via Telephone Conference
DRAFT AGENDA - Special Open Meeting
Tuesday, December 29, 2015 - 8:30PM ET

I. **Call to Order**

A. Roll call and establishment of quorum

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

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

C. Excused absences

D. Agenda Approval (30 min.)

E. Minutes Approval (5 min.)

- 05.07.15 Draft PNB OPEN meeting minutes
- 12.11.15 Draft PNB OPEN meeting minutes

F. Next meetings:

1. Regular monthly meeting, Thursday, January 7, 2016
2. Meeting to seat the 2016 PNB, Thursday, January 28, 2016

- II. Second 2016 Affiliates Director** (15 min.)
(see APPENDIX A below)
- A. Motion regarding Efia Nwangaza as 2016 Affiliates Director
[Norman, noticed 12/28/15]
(see APPENDIX B below)
- III. Special Order of Business** (15 min.)
Nominations deadline for 2016 director candidates
(see APPENDIX C below)
- A. Motion regarding nominations deadline for 2016 director candidates
[Kobren, noticed 12/11/15, was on 12/11/15 PNB agenda]
(see APPENDIX D below)
- B. Motion re Extensions re. Seating of Delegates & Nominations for Station
[Roberts, noticed 12/26/15]
- 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, on 12/11/15 PNB agenda]
(see APPENDIX E below)
2. MOTION RE: LOCAL STATION AREA REVIEWS OF BALLOT TABULATIONS
[approved by the PNB Elections Committee, 12/7/15, on 12/11/15 PNB agenda]
(see APPENDIX F below)
- V. Adjourn** (by 9:45 PM ET)

APPENDIX A:

[Revised] Motion re Second Affiliate Director

[Tony Norman, noticed 12/3/15, revised 12/11/15, approved by the PNB on 12/11/15]

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.

APPENDIX B:

Motion regarding Efia Nwangaza as 2016 Affiliates Director

[Norman, noticed 12/28/15]

Whereas, Efia Nwangaza, submitted the bylaws required documentation by December 18, 2015, and

Whereas, the PNB Secretary having received no additional bylaws required nominations for Affiliate Director by the December 18 deadline,

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

APPENDIX C:

Article Five, Board of Directors of the Foundation, Section 3: Nomination and Election of Station Representative Directors

A. NOMINATION

Any current Delegate of any class of Members may nominate any other current Delegate of any class of Members serving the same radio station for the office of Director, provided that the nominee has served at least one year as a Delegate for that radio station. Said nominations shall be given in writing to the Recording Secretary for the radio station Local Station Board ("LSB") by December 31 prior to the election of Directors in January..

B. ELECTION

The Delegates for each radio station shall meet annually in early January to elect four Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect three Listener-Sponsor Directors using the Single Transferable Voting method, and shall elect one Staff Director using the Instant Runoff Voting method, to represent that radio station on the Board. The Staff Director must be a Staff Delegate. The Listener-Sponsor Directors must be Listener-Sponsor Delegates.

C. SEATING OF STATION REPRESENTATIVE DIRECTORS

All newly elected Station Representative Directors shall be seated at the Meeting of the Board of Directors held in late January each year, when their terms shall commence.

http://pacificafoundation.org/indexed_bylaws/art5sec3.html

APPENDIX D:

Motion regarding nominations deadline for 2016 director candidates

[Kobren, noticed 12/11/15, on 12/11/15 PNB agenda]

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.

APPENDIX E:

MOTION RE: NOTICE OF SEATING 2016 DELEGATES

[approved by the PNB Elections Committee, 12/7/15, on 12/11/15 PNB agenda]

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 and Foundation Secretary secretary@pacifica.org

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

KPFA 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

APPENDIX F:

MOTION RE: LOCAL STATION AREA REVIEWS OF BALLOT TABULATIONS

[approved by the PNB Elections Committee, 12/7/15, on 12/11/15 PNB agenda]

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.