

PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD REGULAR MEETING
From Various Locations via Telephone Conference
APPROVED MINUTES - Open Meeting
Thursday, January 28, 2016 - 8:30PM ET

I. **Call to Order**

2015 Vice Chair Tony Norman calls the meeting to order at 8:38 PM ET

[Audio archives of the meeting can be found here → Part 1, <https://kpftx.org/archives/pnb/pnb160128/pnb160128a.mp3>, Part 2, <https://kpftx.org/archives/pnb/pnb160128/pnb160128b.mp3>, and Part 3, <https://kpftx.org/archives/pnb/pnb160128/pnb160128c.mp3>]

A. Roll call and establishment of quorum

Roll call taken by 2015 Secretary Janet Kobren

<u>P</u> Grace Aaron, KPFK	<u>P</u> Tony Norman, WPFW
<u>P</u> Johnathan Alexander, KPFK	<u>P</u> Michael Novick, KPFK
<u>P</u> Wesley Bethune, KPFT	<u>PL</u> Efia Nwangaza, WMXP Affiliate
<u>PL</u> Jim Brown, WPFW	<u>P</u> Vinisha Patel-Adams, KPFT
<u>P</u> Adriana Casenave, KPFT	<u>PL</u> Ron Pinchback, WPFW
<u>P</u> Bill Crosier, KPFT	<u>PL</u> Nancy Sorden, WPFW
<u>P</u> Brian Edwards-Tiekert, KPFA	<u>P</u> Margy Wilkinson, KPFA
<u>P</u> Jose Luis Fuentes-Roman, KPFA	
<u>P</u> Jevon Gammon, Uhuru Radio Affiliate	
<u>P</u> Jan Goodman, KPFK	
<u>P</u> Janet Kobren, KPFA	

Staff:

P Lydia Brazon, iED

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

Quorum is 10. At roll call, quorum established by 14 directors present (see P's above).

[Secretary's note: The phone number and call-in code for the meeting was sent to the 18 elected Directors: 4 from KPFA, 4 from KPFK, 4 from KPFT, 4 from WPFW plus 2 Affiliate Directors. Also, as can be heard by listening to the audio archives, throughout the meeting there were numerous and lengthy disruptions. Some involved interruptions by some current WBAI LSB members claiming to be WBAI Directors and who had gotten unauthorized access to the conference call, apparently having somehow obtained the phone#/call-in code. Others involved some of the 2015 WBAI Directors who had also gotten unauthorized access to the conference call interrupting the meeting with audio noises and the lengthy playing of music that drowned out the voice of the Chair and the voices of anyone trying to participate in the meeting.]

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

Casenave volunteers to be the timekeeper for speakers

Wilkinson volunteers to be the timekeeper for agenda items

C. Excused absences

N/A

Meeting "housekeeping"

Norman as 2015 Vice Chair announces that given the 2015 Chair has termed out, he is presiding over this meeting until the body chooses officers or there is an election for permanent officers or an election of a Protem Chair.

Chair rules that Affiliates Directors Jevon Gammon and Efia Nwangaza were properly seated.

Aaron challenges the ruling of the Chair

==>> Vote on the Chair's ruling

Vote Tally:

YES (11): Bethune, JBrown, Casenave, Edwards-Tiekert, Fuentes, Gammon, Kobren, Norman, Novick, Sorden, Wilkinson

NO (4): Aaron, Alexander, Crosier, Goodman

ABSTAIN (2): Patel-Adams, Pinchback

PRESENT NOT VOTING (0)

Vote Count: 11Y/4N/2A/0PNV

Ruling of the Chair SUSTAINED

###

Edwards-Tiekert moves that Tony Norman continue as pro-tem chair, and that Janet Kobren continue as pro-tem secretary until the PNB completes elections for permanent officers.

==>> Vote on Edwards-Tiekert's motion regarding Protem Chair and Protem Secretary

Vote Tally:

YES (13): Bethune, JBrown, Casenave, Edwards-Tiekert, Fuentes, Gammon, Kobren,, Novick, Nwangaza, Patel-Adams, Pinchback, Sorden, Wilkinson

NO (3): Aaron, Alexander, Goodman

ABSTAIN (0)

PRESENT NOT VOTING (2): Crosier, Norman

Vote Count: 13Y/3N/0A/2PNV

Motion regarding Protem Chair and Protem Secretary APPROVED as follows:

That Tony Norman continue as pro-tem chair, and that Janet Kobren continue as pro-tem secretary until the PNB completes elections for permanent officers

###

Chair rules that the Directors list is complete and the body can deal with the WBAI issue by adding it to the agenda

Crosier challenges the ruling of the Chair

==>> Vote on the Chair's ruling

Vote Tally:

YES (12): Bethune, JBrown, Casenave, Edwards-Tiekert, Fuentes, Gammon, Kobren, Novick, Nwangaza, Pinchback, Sorden, Wilkinson

NO (4): Aaron, Alexander, Crosier, Goodman

ABSTAIN (0)

PRESENT NOT VOTING (1): Norman

Vote Count: 12Y/4N/0A/1PNV

Ruling of the Chair SUSTAINED

###

D. Agenda Approval (30 min.)

Fuentes moves to approve the agenda

Goodman moves to amend the agenda to seat the duly elected PNB members from WBAI immediately after the agenda is approved.

Edwards-Tiekert moves a substitute amendment to Goodman's motion to amend the agenda, to insert an agenda item titled "WBAI Directors" immediately after "agenda approval" and limit it to 20 minutes.

==>> Vote on Edwards-Tiekert's substitute to the motion to amend the agenda

HNO

**Substitute to the motion to amend the agenda
APPROVED as follows:**

To insert an agenda item titled "WBAI Directors" immediately after "agenda approval" and limit it to 20 minutes

###

==>> Vote on the agenda as amended

HNO

Agenda as amended APPROVED

###

E. WBAI Directors (20 min.)

Goodman moves to seat the WBAI Directors who were duly and properly elected at their Delegates Assembly on January 26th on the PNB

Casenave makes a substitute motion as follows:

Whereas the list of WBAI Delegates claimed to have been elected as Directors on January 26, 2016, submitted by a particular group of Delegates, is not valid because said election occurred at a meeting in which quorum was not obtained and votes were cast including one person (Kathryn Davis) whom the PNB had determined on January 21, 2016, was not in fact a duly seated Delegate (Ms. Davis instead remaining a runner-up), and

Whereas, the Delegates of WBAI have therefore failed to submit a valid list of elected Directors for the 2016 Pacifica National Board (PNB), whose seating in late January is required in the bylaws and which date for this year (January 28, 2016) has been publicly calendared at kpftx.org since December 23, 2015, and

Whereas, three of WBAI present directors are off of the local board by virtue of term limit (Coleman) and term expiration and replacement (Birden and Brown), and

Whereas, the 1-year term of all four of its 2015 Directors has expired, be it resolved

That while the 2015 WBAI Directors are welcome to participate in future PNB discussions and remain bound by fiduciary responsibility, they shall not vote on matters before the board, and that this shall continue to be the case until WBAI holds the required elections and submits results to the PNB, and further

That the WBAI Delegates shall meet on Wednesday, February 10, at 9 PM, at the same location as the meeting of the WBAI Local Station Board scheduled for 7 PM that day, for the purpose of electing 2016 Directors to the Pacifica National Board. At such meeting and any later 2016 meetings of the WBAI Delegates, as per the PNB's motion adopted January 21, 2016, determining the bylaws-compliant occupant of the seat vacated by the term-limited former staff Delegate (Janet Coleman), Vajra Kilgour shall remain seated as a Delegate and Kathryn Davis shall not be seated as a Delegate.

Goodman moves to extend the item by 15 minutes

Casenave moves to amend to extend the item by 10 minutes

==>> Vote on Casenave's substitute motion to extend the item by 10 minutes

HNO

Motion to extend the item by 10 minutes APPROVED

###

**==>> Vote on Casenave's substitute motion regarding
2016 WBAI Directors**

Vote Tally:

**YES (12): Bethune, JBrown, Casenave, Edwards-Tiekert,
Gammon, Norman, Novick, Nwangaza, Patel-Adams,
Pinchback, Sorden, Wilkinson**

NO (5): Aaron, Alexander, Crosier, Goodman, Kobren

ABSTAIN (1): Fuentes

PRESENT NOT VOTING (0)

Vote Count: 12Y/5N/1A/0PNV

Motion regarding 2016 WBAI Directors **APPROVED as
follows:**

Whereas the list of WBAI Delegates claimed to have been elected as Directors on January 26, 2016, submitted by a particular group of Delegates, is not valid because said election occurred at a meeting in which quorum was not obtained and votes were cast including one person (Kathryn Davis) whom the PNB had determined on January 21, 2016, was not in fact a duly seated Delegate (Ms. Davis instead remaining a runner-up), and

Whereas, the Delegates of WBAI have therefore failed to submit a valid list of elected Directors for the 2016 Pacifica National Board (PNB), whose seating in late January is required in the bylaws and which date for this year (January 28, 2016) has been publicly calendared at kpftx.org since December 23, 2015, and

Whereas, three of WBAI present directors are off of the local board by virtue of term limit (Coleman) and term expiration and replacement (Birden and Brown), and

Whereas, the 1-year term of all four of its 2015 Directors has expired, be it resolved

That while the 2015 WBAI Directors are welcome to participate in future PNB discussions and remain bound by fiduciary responsibility, they shall not vote on matters before the board, and that this shall continue to be the case until WBAI holds the required elections and submits results to the PNB, and further

That the WBAI Delegates shall meet on Wednesday, February 10, at 9 PM, at the same location as the meeting of the WBAI Local Station Board scheduled for 7 PM that day, for the purpose of electing 2016 Directors to the Pacifica National Board. At such meeting and any later 2016 meetings of the WBAI Delegates, as per the PNB's motion adopted January 21, 2016, determining the bylaws-compliant occupant of the seat vacated by the term-limited former staff Delegate (Janet Coleman), Vajra Kilgour shall remain seated as a Delegate and Kathryn Davis shall not be seated as a Delegate.

###

==>> Vote on Casenave's substitute motion regarding 2016 WBAI Directors as the main motion

Vote Tally:

YES (12): Bethune, JBrown, Casenave, Edwards-Tiekert, Gammon, Norman, Novick, Nwangaza, Patel-Adams, Pinchback, Sorden, Wilkinson

NO (4): Aaron, Alexander, Crosier, Goodman

ABSTAIN (2): Fuentes, Kobren

PRESENT NOT VOTING (0)

Vote Count: 12Y/4N/2A/0PNV

Substitute motion regarding 2016 WBAI Directors as the main motion **APPROVED (see above substitute motion for text of the main motion)**

###

F. Minutes Approval (5 min.)

- 01.21.16 Draft PNB OPEN meeting minutes

Casenave moves to approve the draft minutes of the 01.21.16 PNB OPEN meeting minutes

==>> Vote on Casenave's motion to approve 01.21.16 PNB OPEN meeting minutes

Vote Tally:

YES (6): JBrown, Casenave, Fuentes, Gammon, Norman, Wilkinson

NO (4): Aaron, Alexander, Crosier, Goodman

ABSTAIN (7): Bethune, Edwards-Tiekert, Kobren, Novick, Nwangaza, Patel-Adams, Pinchback

PRESENT NOT VOTING (0)

Vote Count: 6Y/4N/7A/0PNV

Motion to approve 01.21.16 PNB OPEN meeting minutes **APPROVED**

###

II. Directors introduce themselves (@90 seconds = appx 35 min.)

Self-introductions of Directors begin

[Secretary's note: Much audio interference and disturbance during the Directors introductions and as a result Chair moves the agenda before completion of the introductions.]

Goodman moves to adjourn the meeting

==>> Vote on motion to adjourn

Vote Tally:

YES (6): Aaron, Alexander, Crosier, Fuentes, Goodman, Kobren

NO (12): Bethune, JBrown, Casenave, Edwards-Tiekert, Gammon,
Norman, Novick, Nwangaza, Patel-Adams, Pinchback, Sorden,
Wilkinson

ABSTAIN (0)

PRESENT NOT VOTING (0)

Vote Count: 6Y/12N/0A/0PNV

Motion to adjourn the meeting FAILS (Required 2/3)

###

[Secretary's note: The meeting continued with disruptions, noise and interruptions and ended only because the clock ran out based on the adjournment time on the agenda of 10:30 PM ET. The call didn't end until 11:10 PM ET and the stream was stopped at 11:15 PM ET]

Respectfully submitted by Janet Kobren, PNB Secretary

Agenda items and motions not reached during the meeting prior to adjournment:

III. Timeline for electing permanent officers (15 min.)

Note: This involves determining for each officer position (Chair, Vice Chair, Secretary) and Recording Secretary: 1) nomination open and close dates, 2) date for sending out ballots, 3) identifying ballot teller and talliers, 4) setting a ballot return deadline, and 5) setting date for ballot results

A. 2016 PNB officers election motion [Kobren, noticed 1/28/16]

(see APPENDIX A below)

IV. Time-sensitive matters

A. Action regarding iED (10 min.)

1. iED Motion
[Brown, noticed 1/28/16]

(see APPENDIX B below)

B. PNB Committee Process (15 min.)

1. Composition of PNB Committees
(see APPENDICES C&D below)
2. Begin 2016 PNB Committee sign-up process

C. Discuss February 4 Regular Meeting agenda (10 min.)

V. Adjourn (by 10:30 PM ET)

The meeting automatically adjourned at 10:30pm ET per the agenda that was adopted

Minutes respectfully submitted by Janet Kobren, PNB Secretary

Minutes Approved: March 3, 2016

Witness of Approval: Janet Kobren, PNB Secretary

APPENDIX A:

2016 PNB officers election motion

[Kobren, noticed 1/28/16]

Move that the following timetable be adopted for the 2016 PNB officers elections,

Nominations for Chair, Vice Chair and Secretary shall open tonight at the January 28, 2016 PNB meeting and continue via email until Friday, January 29, 2016, 12 midnight ET

Ballots for Chair, Vice Chair and Secretary shall be sent out by the Secretary Protem and balloting shall begin on Saturday, January 30, 2016 to Monday, February 1, 2016, 12 midnight ET

Ballots for Chair, Vice Chair and Secretary shall be returned via email to the teller Terry Goodman and two ballot recipients (TBD) by Tuesday, February 2, 2016, 12 midnight ET.

Ballots shall be counted by the teller and the two ballot recipients on Tuesday, February 2, 2016 and the vote count shall be reported by the teller by noon on February 3, 2016.

The newly elected officers shall assume their responsibilities on February 4, 2016.

APPENDIX B:

iED Motion

[Brown, noticed 1/28/16]

Whereas, the motion appointing Lydia Brazon as IED expires at the end of January,

Move that the Pacifica National Board re-appoint, Lydia Brazon Acting and Interim Executive Director of the Pacifica Foundation, effective today, January 28, 2016 and,

That Lydia Brazon, at her request, shall serve as interim Executive Director without the benefit of a salary, and

That Lydia Brazon shall serve in this capacity until a permanent Executive Director is hired by the Pacifica National Board

APPENDIX C:

Article Eight, Other Committees of the Board of Directors, Section 2: Composition of Board Committees

Except as otherwise provided in these Bylaws, all committees shall include at least one Director from each Foundation radio station and two Delegates, who are not then serving as Directors, from each radio station, provided, however, that the inclusion of Delegates on a committee shall not be required where the Board by a majority vote determines that the privileged, sensitive or confidential nature of the matters to be addressed by said committee preclude the inclusion of Delegates as committee members in order for said committee to effectively and efficiently perform its duties. The Board may designate one or more Directors as alternate members of any committee. Director committee members shall be selected by a majority vote of the Board using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the Board shall use the single transferable method of voting to select committee members. Delegate committee members shall be elected by their respective LSBs using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the LSBs shall use the single transferable method of voting to select committee members.

APPENDIX D:

PNB COMMITTEES, WORKING GROUPS & TASKFORCES DESCRIPTIONS

See Article 8, Section 2 of the bylaws (or APPENDIX A above) regarding PNB Committee membership.

COMMITTEES

Special Committees

COORDINATING

- coordinates PNB activities between meetings, especially in-person meetings

FINANCE

- reviews and recommends the annual budget to PNB; monitors and reports Foundation financial activities at least quarterly

PERSONNEL

- prepares evaluation of the Executive Director (ED) and Chief Financial Officer (CFO)

“Regular” Committees

AUDIT

- oversees annual audit: reviews and recommends potential auditors. Excludes Finance Committee members.

COMMITTEE OF INCLUSION

- monitors the under-representation of communities in station programming and staffing and the diversity of election candidates

ELECTIONS

- helps with the planning for Local Station Board/Delegate elections including making recommendations for cost-cutting etc.

GOVERNANCE

- regularly reviews the Foundation's bylaws and policies for governance of Board activities

PROGRAMMING

- insures that programming at Foundation stations meets and fulfills the Foundation's purposes: http://pacificafoundation.org/indexed_bylaws/art1sec2.html

PNB WORKING GROUP

STRATEGIC PLANNING WORKING GROUP

- formed on July 9, 2015 by the PNB
- composed of Directors and (i)ED to review proposals and strategic plans for the Foundation and submit them to the full board for approval

TASKFORCES

Directors volunteer through the PNB; delegates, listeners, and staff volunteer through the LSB.

AFFILIATES

- devises ways to expand and strengthen relationships with affiliate stations

ARCHIVES

- advises on building Archives' infrastructure and reach

DEVELOPMENT

- recommends plans to increase network profile, listenership and income

SPANISH-LANGUAGE PROGRAMMING

- assists in implementation of Spanish-language programming motion

TECHNOLOGY

- advises on foundation infrastructure and information technology