

**PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD REGULAR MEETING
From Various Locations via Telephone Conference**

APPROVED MINUTES - Open Meeting

Continuation meeting of 01.28.16 Regular PNB OPEN meeting

Thursday, February 4, 2016 - 8:30PM ET

I. Call to Order

Chair Protem 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/pnb160204/pnb160204a.mp3> and Part 2, <https://kpftx.org/archives/pnb/pnb160204/pnb160204b.mp3>]

A. Roll call and establishment of quorum

Roll call taken by 2015 Secretary Protem Janet Kobren

<u>P</u> Grace Aaron, KPFK	<u>P</u> Tony Norman, WPFW
<u>PL</u> Johnathan Alexander, KPFK	<u>P</u> Michael Novick, KPFK
<u>P</u> Wesley Bethune, KPFT	<u>P</u> Efia Nwangaza, WMXP Affiliate
<u>A</u> Jim Brown, WPFW	<u>PL</u> Vinisha Patel-Adams, KPFT
<u>P</u> Adriana Casenave, KPFT	<u>P</u> Ron Pinchback, WPFW
<u>P</u> Bill Crosier, KPFT	<u>P</u> Nancy Sorden, WPFW
<u>P</u> Brian Edwards-Tiekert, KPFA	<u>P</u> Margy Wilkinson, KPFA
<u>PL</u> Jose Luis Fuentes-Roman, KPFA	
<u>P</u> Jevon Gammon, Uhuru Radio Affiliate	
<u>PL</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 13 directors present (see P's above).

Chair announces that he has appointed Director Michael Novick as Sergeant-At-Arms

I. Call to Order (cont.)

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

Casenave volunteers to be the timekeeper for speakers

Edwards-Tiekert volunteers to be the timekeeper for agenda items

- C. Excused absences

None

- D. Agenda Approval (30 min.)

ABOVE ITEM COMPLETED DURING JANUARY 28, 2016 MEETING

- E. WBAI Directors (20 min.)

ABOVE ITEM COMPLETED DURING JANUARY 28, 2016 MEETING

(see APPENDIX E below)

- F. Minutes Approval (5 min.)

- 01.21.16 Draft PNB OPEN meeting minutes

ABOVE ITEM COMPLETED DURING JANUARY 28, 2016 MEETING

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

THIS ITEM HAD NOT BEEN COMPLETED DURING JANUARY 28, 2016 MEETING

Continuation of self-introductions of Directors

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 moves her motion as found in APPENDIX A and reads it

==>> Vote on Kobren's 2016 PNB officers election motion

HNO

Motion on 2016 PNB officers election APPROVED as follows:

1. Nominations for permanent 2016 PNB officers (Chair, Vice-Chair, and Secretary) and 2016 PNB committees (Coordinating, Finance, Personnel, Audit, Committee of Inclusion, Elections, Governance, Programming) shall commence at this PNB meeting with a deadline of Thursday, February 11, midnight ET to enable submission of additional written nominations to be sent to the Secretary Protem at <secretary@pacific.org> and to the PNB. Sign-ups for the PNB Strategic Planning Working Group and taskforces (Affiliates, Archives, Development, Spanish-Language Programming and Technology) shall also be submitted to the Secretary Protem and the PNB by the same deadline. A PNB committee/taskforce sign-up sheet will be sent to all Directors for this purpose with instructions inside.
2. All nominees are to confirm via email their willingness to run for the respective office or seat or their decision to withdraw from running no later than Thursday, February 11, midnight ET.
3. On February 12th the Secretary Protem shall notify the PNB Directors of the confirmed nominations and send out ballots for contested officer positions and/or PNB committee seats.
4. PNB Directors shall have until Monday, February 15th, midnight ET, to return their written ballots in any contested officer or committee seat via email to the teller Terry Goodman and ballot recipient John Garry. [Any PNB Director who has signed up for any

uncontested PNB committee seat shall immediately assume their service on the respective PNB committee.]

5. Ballots shall be counted and tallied on Wednesday, February 17th by Terry Goodman and John Garry, following the same procedure as has been used in the past and the vote count shall be reported by the teller by noon on February 17th.

6. The newly-elected officers shall assume their responsibilities at the next meeting of the Pacifica National Board following the completion of the election and winners of contested PNB committee seats shall assume their service on the respective PNB committee immediately following the completion of the election.

7. Until newly-elected officers are seated, Tony Norman shall continue to serve as Chair Protem, and Janet Kobren shall continue serve as Secretary Protem.

8. Until the PNB completes a hire of a permanent Executive Director, Lydia Brazon shall continue to serve as Interim Executive Director, on a volunteer basis (as per her request).

###

Kobren moves to adjourn the meeting

==>> Vote on motion to adjourn

HNO

Motion to adjourn APPROVED

Meeting adjourns at 9:50 PM ET

###

[Secretary's note: Although measures were taken by the sergeant-at-arms throughout the call to attempt to mute disruptions, this did not succeed. Once again there were people on the call who had gotten unauthorized access to the conference call information and as can be heard by listening to the audio archives, the meeting was again disrupted by ongoing noises and other audio mechanisms throughout the call that at times drowned out the voice of the Chair and the voices of Directors trying to participate in the meeting.]

Respectfully submitted by Janet Kobren, PNB Secretary

Minutes Approved: March 3, 2016

Witness of Approval: Janet Kobren, PNB Secretary

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

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)

APPENDIX A:

2016 PNB officers election motion

[Kobren, noticed 1/28/16, modified 2/4/16]

1. Nominations for permanent 2016 PNB officers (Chair, Vice-Chair, and Secretary) and 2016 PNB committees (Coordinating, Finance, Personnel, Audit, Committee of Inclusion, Elections, Governance, Programming) shall commence at this PNB meeting with a deadline of Thursday, February 11, midnight ET to enable submission of additional written nominations to be sent to the Secretary Protem at <secretary@pacific.org> and to the PNB. Sign-ups for the PNB Strategic Planning Working Group and taskforces (Affiliates, Archives, Development, Spanish-Language Programming and Technology) shall also be submitted to the Secretary Protem and the PNB by the same deadline. A PNB committee/taskforce sign-up sheet will be sent to all Directors for this purpose with instructions inside.
2. All nominees are to confirm via email their willingness to run for the respective office or seat or their decision to withdraw from running no later than Thursday, February 11, midnight ET.
3. On February 12th the Secretary Protem shall notify the PNB Directors of the confirmed nominations and send out ballots for contested officer positions and/or PNB committee seats.
4. PNB Directors shall have until Monday, February 15th, midnight ET, to return their written ballots in any contested officer or committee seat via email to the teller Terry Goodman and ballot recipient John Garry. [Any PNB Director who has signed up for any uncontested PNB committee seat shall immediately assume their service on the respective PNB committee.]
5. Ballots shall be counted and tallied on Wednesday, February 17th by Terry Goodman and John Garry, following the same procedure as has been used in the past and the vote count shall be reported by the teller by noon on February 17th.
6. The newly-elected officers shall assume their responsibilities at the next meeting of the Pacifica National Board following the completion of the election and winners of contested PNB committee seats shall assume their service on the respective PNB committee immediately following the completion of the election.
7. Until newly-elected officers are seated, Tony Norman shall continue to serve as Chair Protem, and Janet Kobren shall continue serve as Secretary Protem.
8. Until the PNB completes a hire of a permanent Executive Director, Lydia Brazon shall continue to serve as Interim Executive Director, on a volunteer basis (as per her request).

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

APPENDIX E:

WBAI Directors Motion

[approved by PNB, 1/28/16]

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.