

PACIFICA FOUNDATION RADIO
PACIFICA NATIONAL BOARD REGULAR MEETING
From Various Locations via Telephone Conference
APPROVED MINUTES - Open Meeting
Thursday, January 26, 2017 - 8:30PM ET

I. **Call to Order**

2016 Vice Chair and Acting Chair Adriana Casenave 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/pnb170126/pnb170126a.mp3>

Part 2 <https://kpftx.org/archives/pnb/pnb170126/pnb170126b.mp3>

Part 3 <https://kpftx.org/archives/pnb/pnb170126/pnb170126c.mp3>

Part 4 <https://kpftx.org/archives/pnb/pnb170126/pnb170126d.mp3>]

A. Roll call and establishment of quorum

Roll call taken by Acting Secretary Janet Kobren

P Grace Aaron, KPFK

P Jonathan Alexander, KPFK

P Jim Brown, WPFW

P Sharon Brown, KPFK

P William Campisi, KPFA

P Adriana Casenave, KPFT

P Bill Crosier, KPFT

P Kathryn Davis, WBAI

P Benito Diaz, WPFW

P Rhonda Garner, KPFT

P Jan Goodman, KPFK

P Sabrina Jacobs, KPFA

P Frank LeFever, WBAI

P Robert L. Mark, KPFT

P Efia Nwangaza, WMXP Affiliate

P Cerene Roberts, WBAI

P Nancy Sorden, WPFW

P Alexander Steinberg, WBAI

P Aki Tanaka, KPFA

P Themba Tshibanda, Uhuru Radio Affiliate

P Andrea J. Turner, KPFA

P Maskeelah-Myrtle Washington, WPFW

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

Quorum is 12. At roll call, quorum established by 22 directors present (see P's above).

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

Sorden volunteers to be the timekeeper for speakers

Roberts volunteers to be the timekeeper for agenda items

I. Call to Order (cont.)

C. Excused absences

N/A as all Directors are present

Chair entertains points of order from earlier reminding Directors they must be recognized by the Chair before they speak

Davis makes a point of order with regards to the roll call and conduct of the meeting that the alternate tally for the Affiliates Directors election should be used in the seating of Affiliate Directors

Chair rules that what Davis called a point of order is not a point of order because a point of order is a violation of the rules and what Davis is raising is not a violation of the rules

Tanaka challenges the ruling of the Chair

Interruptions by numerous Directors follow with points of order, points of information, Directors interrupting individually and at the same time without being recognized by the Chair

There are numerous requests to hear the point of order in question repeated by Davis

Mark “respectfully” requests that the Chair stop “stepping on everybody else”

Chair raises a point of personal privilege saying that Directors should not assign intentions to anyone else, and gives Davis the floor

I. Call to Order (cont.)

Davis repeats her point of order, that the alternate tally for the Affiliates Directors election should be used in the seating of Affiliate Directors as the other tally does not allow proper representation from WBAI in the election of Affiliate Directors. Not allowing the three Directors from WBAI to vote in the election was a violation of Article 5, Section 1, Part C of the Pacifica bylaws which states that the board shall have equal representation from each of the Foundation's 5 radio stations.

Chair re-rules Davis' point of order out of order because it is not a point of order

Discussion and interruptions by numerous Directors follows with points of order, points of information, Directors interrupting individually and at the same time without being recognized by the Chair and sometimes speaking over the Chair, and using points of personal privilege to jump the stack to debate

Jacobs calls the question on the challenge to the ruling of the Chair

More interruptions by numerous Directors follow with points of order, points of information, Directors interrupting individually and at the same time without being recognized by the Chair and sometimes speaking over the Chair

==> Vote on calling the question

Vote Tally:

YES (10): JBrown, SBrown, Casenave, Diaz, Jacobs, Nwangaza, Roberts, Sorden, Tshibanda, Washington

NO (12): Aaron, Alexander, Campisi, Crosier, Davis, Garner, Goodman, Laufer, Mark, Steinberg, Tanaka, Turner

ABSTAIN (0)

PRESENT NOT VOTING (0)

Vote Count: 10Y/12N/0A/0PNV

Motion to call the question FAILS (2/3 required)

###

I. Call to Order (cont.)

Discussion on Tanaka's challenge to the ruling of the Chair continues

Crosier moves to table this and to a vote on electing a chair protem

Chair rules that Crosier's motion is not germane and the body just voted to continue debate

More interruptions by numerous Directors follow with points of order, points of information, Directors interrupting individually and at the same time without being recognized by the Chair and sometimes speaking over the Chair

Davis raises a point of personal privilege in response to what Roberts was saying and speaks numerous times without being recognized by the Chair, including speaking over the Chair

Chair requests the Secretary to include a warning in the minutes that Davis was not following the rules

Alexander moves to table this discussion

Chair rules that tabling only applies to a motion and what is being discussed is the challenge to the ruling of the Chair

A heated exchange occurs between a Director and the Chair

Additional Directors engage in exchanges with the Chair on procedure

Crosier moves to table all debate on the pending points of order and any motions on the floor

Chair rules that the points of order need to be resolved before moving on

I. **Call to Order (cont.)**

Crosier challenges the ruling of the Chair

Numerous interruptions by numerous Directors

Roberts moves to adjourn to executive session

Crosier makes a point of order that the motion to table must be voted on before the motion to adjourn

Chair rules Crosier's point of order is out of order because issues must be tabled one at a time, not all the issues at once and asks for the motion in writing because it keeps on evolving

Crosier challenges the ruling of the Chair

Numerous Directors follow with points of order and points of information

Alexander challenges the same ruling of the Chair

Chair rules that there was no motion made to table before the motion to adjourn was made

Chair asks the Secretary to take the vote on motion to adjourn to executive session

==> Vote on motion to adjourn to executive session

Numerous Directors interrupt the vote tally

Vote Tally:

YES (10): JBrown, SBrown, Casenave, Diaz, Jacobs, Nwangaza, Roberts, Sorden, Tshibanda, Washington

NO (12): Aaron, Alexander, Campisi, Crosier, Davis, Garner, Goodman, Laufer, Mark, Steinberg, Tanaka, Turner

ABSTAIN (0)

PRESENT NOT VOTING (0)

Vote Count: 10Y/12N/0A/0PNV

Motion to adjourn to executive session FAILS (2/3 required)

###

I. Call to Order (cont.)

Roberts moves to adjourn

Crosier makes a point of order that the motion to adjourn is out of order because the motion to table must be voted on first

Chair rules Crosier's motion out of order because a motion to adjourn is on the table

Crosier challenges the ruling of the Chair

Numerous Directors engage in exchanges with the Chair on procedure

==> **Vote on motion to adjourn**

Vote Tally:

YES (6): JBrown, Diaz, Nwangaza, Roberts, Tshibanda, Washington

NO (13): Aaron, Alexander, Crosier, Davis, Garner, Goodman, Jacobs, Laufer, Mark, Sorden, Steinberg, Tanaka, Turner

ABSTAIN (1): Campisi

PRESENT NOT VOTING (2): SBrown, Casenave

Vote Count: 6Y/13N/1A/2PNV

Motion to adjourn FAILS (2/3 required)

###

Chair notes that there are 25 people on the call when there are only supposed to be 24 (22 Directors, Acting Secretary, Streamer) and requests an investigation

Noise from multiple people whose phones are not muted

Back and forth between Directors and the Chair

Tanaka moves that he retract his original challenge of the ruling of the chair that Davis' point of order is not a point of order and go to electing protem Chair

I. Call to Order (cont.)

Chair reminds Tanaka the his challenge belongs motion is out of order

Garner moves that considering the number of times there have been objections to the Chair's rulings that protem officers be elected immediately

Chair requests Garner send her motion in writing

Davis moves to approve the agenda

Chair reminds Davis that there are still unresolved challenges to deal with

Tanaka moves to vote for the protem officers right now

Chair reminds Tanaka that the bylaws require IRV ballots to elect officers that cannot be done over the phone

Garner moves to request that Casenave step down right now and allow an election of the protem officers

Roberts makes a point of order that motions must be spoken as well as written, that written motions alone are considered correspondence, and that furthermore Pacifica has a policy, a standing rule that meeting last no more than 3 hours, it is now 11:30 in New York and calls the orders of the day, and this meeting must end now

Roberts repeats her point of order (above)

Aaron moves to suspend all other actions until we elect protem officers by voice vote immediately

Sorden moves to adjourn to executive session

I. Call to Order (cont.)

Chair rules that the body already voted against such an adjournment

Chair addresses the motion Roberts made regarding the PNB meeting time limits

Kobren reads and emails the PNB policy in question

March 20, 2008

PNB Special Open Session (Teleconference)

Time Limits of PNB Teleconference Sessions

Effective immediately, the PNB establishes a special rule of order that all meetings held via teleconference of the PNB, PNB committees (except LSBs) and PNB Task Forces, shall be limited to a maximum of 3 hours, or an ending time of midnight EST, whichever comes first. If an executive session and a public session are held on the same day, this rule will apply to the combination of both sessions.

Steinberg gives 30 days notice, per Bylaws article 5, section 7, to remove Adriana Casanave from the position of Director, for exhibiting conduct that is adverse to the best interests of the Foundation

VI. Adjourn

(by 10:00 PM ET)

Chair adjourns the meeting at midnight ET.

Respectfully submitted by Janet Kobren, Acting Secretary on
January 26, 2017

Minutes Approved:

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

I. Call to Order

D. Agenda Approval (30 min.)

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

III. Schedule Regular Monthly PNB Meetings (10 min.)

IV. Protem Chair and Protem Secretary Elections (15 min.)

Per Article 15, Section 1 of the bylaws (see http://pacific.org/indexed_bylaws/art15sec1.html), “all elections by ... Directors, shall be conducted by ... Instant Runoff Voting Method where there is only one seat or position to be filled”. The process for the election of Protem Chair and Protem Secretary should involve the following: 1) nomination open and close dates, 2) identification of ballot preparer, teller and second ballot recipient, 3) date for sending out ballots, 4) ballot return deadline, 5) public tally of ballots date and location, and 6) teller notification of ballot results date.

V. Timeline for IRV Elections of Permanent 2017 PNB Officers (15 min.)

Per Article 15, Section 1 of the bylaws (see http://pacific.org/indexed_bylaws/art15sec1.html), “all elections by ... Directors, shall be conducted by ... Instant Runoff Voting Method where there is only one seat or position to be filled”. The process for the election of each officer position (Chair, Vice Chair, Secretary) and Recording Secretary should involve the following: 1) nomination open and close dates, 2) identification of ballot preparer, teller and second ballot recipient, 3) date for sending out ballots, 4) ballot return deadline, 5) public tally of ballots date and location, and 6) teller notification of ballot results date.