

Approved Minutes
Pacifica National Board Special Call-In Meeting
Open/Public Session,
Thursday June 22, 2017 – 10:00 PM ET

Audio of the meeting are archived at:
<https://www.kpftx.org/archives/pnb/pnb170622/pnb170622a.mp3>
<https://www.kpftx.org/archives/pnb/pnb170622/pnb170622b.mp3>

1. Open/Public Session Call to Order.

Chair Jonathan Alexander called the meeting to order.
Secretary Akio Tanaka called the roll.

A. Roll call

Present: Grace Aaron, Jonathan Alexander, David Beaton, Jim Brown, Adriana Casenave, Bill Crosier, Kathryn Davis, Benito Diaz, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Cerene Roberts, Mansoor Sabbagh, Nancy Sorden, Alex Steinberg, Akio Tanaka, Themba Tshibanda, Maskeelah-Myrtle Washington

Absent: TM Scruggs, Andrea Turner,
[Present: 20]

B. Identify Timekeepers – Mansoor Sabbagh, Akio Tanaka

C. Excused absences – TM Scruggs

Point of Order by Adriana Casenave

To ask the Chair to stop the violation of the Pacifica Foundation Bylaws and the California Corporations Code by using a telephonic system of communication that prevents compliance with: Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings. [Full text below]

The Chair rules “Point not well taken”.

Vote to affirm Chair’s ruling against the Point of Order:

Yes: Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Themba Tshibanda, Maskeelah-Myrtle Washington

[13Y – 7N: Chair’s ruling upheld]

Notice by Cerene Roberts

Improper removal of Sharon Brown and Efia Nwangaza and improper seating of David Beaton and Mansoor Sabbagh. Individual and continuing breach should be addressed by this body.

2. Agenda Approval

Motion to add items to the Agenda by Cerene Roberts

That in meetings of Pacifica’s local and national boards, committees, taskforces, and workgroups, all but procedural motions must be distributed to the body electronically or in paper form before a vote can be taken.

That during any meeting of Pacifica’s local and national boards, committees, taskforces, and workgroups, which is not live-streamed and recorded, the group’s secretary must immediately repeat each member’s voice vote for verification.

Substitute Motion to refer Robert's Motion to the Governance Committee by Grace Aaron

Yes: Grace Aaron, David Beaton, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Akio Tanaka,

No: Nancy Sorden, Alex Steinberg

Abstain: Jim Brown, Maskeelah Washington

Not Voting: Jonathan Alexander, Adriana Casenave, Benito Diaz, Cerene Roberts, Themba Tshibanda
[11Y – 2N – 2A – 5NV: Motion passes]

Approval of Agenda:

Yes: Grace Aaron, David Beaton, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden

Abstain: Maskeelah Washington

Not Voting: Jonathan Alexander, Themba Tshibanda
[12Y – 5N – 1A – 2NV: Agenda Approved]

3. Minute Approval 5-25-17

Approval of 5-25-17 Minutes

[Dates missing from Minutes Approval- Robert Mark]

Yes: Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Nancy Sorden, Maskeelah-Myrtle Washington,

Abstain: Maskeelah Washington

Not Voting: Cerene Roberts, Themba Tshibanda
[13Y – 4N – 1A – 2NV: Minutes Approved]

4. Minute Approval 5-11-17

Approval of 5-11-17 Minutes

[Agenda and Minutes Approval was not by Unanimous Consent - Adriana Casenave]

[Dates missing from Minutes Approval- Robert Mark]

Yes: Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Themba Tshibanda, Maskeelah-Myrtle Washington,

Abstain: Jim Brown, Nancy Sorden, Maskeelah Washington

Not Voting: Themba Tshibanda

[13Y – 3N – 3A – 1NV: Minutes Approved]

5. Finance Committee Motion: Central Service Payment

Amendment by Nancy Sorden

Yes: Jim Brown, Adriana Casenave, Kathryn Davis, Benito Diaz, Cerene Roberts, Nancy Sorden, Themba Tshibanda, Maskeelah-Myrtle Washington,

No: Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

[8Y – 12N: Motion fails]

Main Motion by Alex Steinberg

Yes: Grace Aaron, David Beaton, Bill Crosier, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Kathryn Davis, Benito Diaz, Cerene Roberts, Nancy Sorden, Themba Tshibanda, Maskeelah-Myrtle Washington,

Abstain: Jonathan Alexander

Not Voting: Rhonda Garner
[10Y – 8N – 1A – 1PNV: Motion Passes]

6. Audit Committee- Motion: Implementation of Audit Letter Recommendations [Not addressed]

7. Programming Committee- Motion Programming Ally [Not addressed]

8. Programming Committee- Motion Programming Directors [Not addressed]

9. Programming Committee- Motion Programming Evaluation [Not addressed]

10. Motion to Adjourn

Yes: David Beaton, Jim Brown, Adriana Casenave, Bill Crosier, Kathryn Davis, Benito Dias, Rhonda Garner, Sabrina Jacobs, Robert Mark, Mansoor Sabbagh, Nancy Sorden, Akio Tanaka, Themba Tshibanda, Maskeelah Washington

No: Jonathan Alexander, Ken Laufer, Alex Steinberg

Abstain: Grace Aaron

Not Voting: Cerene Roberts

[14Y – 3N – 1A – 1 NP: Motion Passes]

Akio Tanaka – 06/23/17
PNB Secretary

Motion: Finance Committee: Passed Tuesday, June 13, 2017.

"Whereas the National Office has been driven into a state of deterioration and dysfunction to great degree by the significant absence of Central Service Payments from several stations totaling a deficit of \$800,000 over the past two years, and

Whereas the National Office is currently having to address Financial burdens and emergencies which have been hidden, ignored and left un-addressed for many years and now threaten the very existence of the Foundation,

Therefor be it resolved that all Station Managers are hereby given the mandate to manage their stations as necessary to successfully generate enough revenue to pay the following three expenses each month, in full and on time:

- The staff payroll,
- health care costs and
- the allocated Central Service Payment.

It is understood that income and expenses are not fixed and fluctuate from month to month and therefore a station should develop a reserve to use when income is lower to fulfill this obligation. It is also understood that by joint consent the ED and the CFO may grant an exemption, for that month, to a station that cannot meet its payroll or health care expenses with the commitment that the station will make good on omitted payments in subsequent months.

As income may not be sufficient to keep up with all expenses, General Managers and Business Managers must report all outstanding deficits, payments that are in arrears and bills that cannot be paid due to lack of revenue. These reports must be accurate and complete, without any omissions, and must be updated every month.

If a General Manager of a station repeatedly fails to accomplish these obligation they will be subject to evaluation and disciplinary action including filing of reprimands and possible suspension without pay and/or termination. General Managers that can meet these obligations without major neglect of other bills will likewise be properly and publicly acknowledged.

The first month this policy begins enforcement will be July 2017."

Amendment by Nancy Sorden

Be it resolved that all Station Managers are hereby given the mandate to manage their stations as necessary to successfully generate enough revenue to pay the following ---- expenses each month, in full and on time:

-The staff payroll,

-health care costs and

-the allocated Central Service Payment

- AND ALL COST NEEDED TO REMAIN ON THE AIR SO AS NOT TO BE IN VIOLATION OF FCC RULES OR

It is understood that income and expenses are not fixed and fluctuate from month to month and therefore a station should develop a reserve to use when income is lower to fulfill this obligation. It is also understood that by joint consent the ED and the CFO may grant an exemption, for that month, to a station that cannot meet its payroll or health care expenses with the commitment that the station will make good on omitted payments in subsequent months.

As income may not be sufficient to keep up with all expenses, General Managers and Business Managers must report all outstanding deficits, payments that are in arrears and bills that cannot be paid due to lack of revenue. These reports must be accurate and complete, without any omissions, and must be updated every month.

If a General Manager of a station THAT HAS ITS OWN 20-HOUR-PER-WEEK-MINIMUM-BUSINESS MANAGER, repeatedly fails to accomplish these obligation they will be subject to evaluation and disciplinary action including filing of reprimands and possible suspension without pay and/or termination. General Managers that can meet these obligations without major neglect of other bills will likewise be properly and publicly acknowledged.

The first month this policy begins enforcement WHEN CPB FUNDING HAS BEEN SECURED, ALLOCATED, AND SENT TO THE STATIONS.

Motion: Audit Committee: Passed Tuesday, April 25.

"Moved, each cost center of Pacifica shall propose and begin the implementation of a plan to rectify in fact and by written protocol or policy the defects as stated in the 2014 Auditor Management letter no later than May 31, 2017 and submit them to the PNB by this date."

"We also request that iED report to Audit Committee and PNB, by unit, status report as to the status of review and changes suggested by the former audit Firm."

Motion: Programming Committee A: Ally: Passed w/o objection Wednesday, May 3.

All Pacifica radio stations should actively ally with journalism schools and communications programs in their signal areas. All these young people are being trained in multimedia production and they can create new shows and reinforce existing ones. All current shows should include social media producers who will develop the Facebook pages and also use Twitter.

Motion: Programming Committee B: Programming Directors: (proposed by Grace Aaron)

That the job descriptions of all Pacifica Program Directors include the following:

The Program Director is expected to improve the listenership of the station. If the station does not subscribe to Nielsen ratings, the listenership shall be estimated based on the following metrics, each one given equal weight:

- 1) The number of online listeners tabulated by an analysis of the information available on <http://stats.pacifica.org/> and/or individual downloads or online listeners tracked on individual station websites.
- 2) The gross revenue of the station, as improved listenership generally is reflected in improved revenue.
- 3) Increased membership, as improved programming builds larger audiences and results in more listener support and loyalty.

Motion: Programming Committee C: Program Evaluation:

(Proposed by Grace Aaron, with amendments in italics by Carol Wolfley and Dave Beaton)

Listenership at all 5 stations has been declining, as far as we can tell without subscribing to Nielsen ratings. Declining listenership has resulted in declining membership and income. This has been forcing stations to lengthen fund drives and resort to other measures to make ends meet. Because of this it is imperative that programming improvement be a top priority. Therefore, it is necessary to evaluate programs on an individual basis. Thus, the Program Director is charged with evaluating every program using the following criteria:

- 1) Nielsen ratings (if available).
- 2) Amount of money generated by the program.
- 3) Amount of membership generated by the program.
- 4) Does the program content conform with the Pacifica Mission?
- 5) Willingness of the programmer to create learning opportunities for interns, including affording them some on air experience.
- 6) Sound quality of the program.
- 7) Production values of the program.
- 8) Does the program subject matter add diversity to our grid in terms of appeal to varied demographics and interests?
- 9) Does the program have a social network presence and is the programmer and/or producer promoting through social media and other outreach?
- 10) Input from stats.pacifica.org, Community Advisory Boards, PNB National Programming Committee and Audio Port program sharing history.
- 11) Amount of Volunteer participation of programmer in station operations and events.

Programs should be judged based on their placement on the grid. In other words, as morning drive time has a higher potential audience it should be expected to produce more income than shows in a less advantageous time slot. The Program Director should first evaluate all programs involving paid staff. The next evaluation priority will be all programs in daytime hours during the week and on weekends.

Text of Point of Order by Adriana Casenave

POINT OF ORDER: To ask the Chair to stop the violation of the Pacifica Foundation Bylaws and the California Corporations Code by using a telephonic system of communication that prevents to comply with:

Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings

[Amended December 14, 2015]

The Board may hold regular and special meetings by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" meetings is not permitted. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:

- A. Each Director participating in the meeting can communicate concurrently with all other Directors.
- B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.
- C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.

CORPORATIONS CODE - CORP

TITLE 1. CORPORATIONS [100 - 14631] (Title 1 enacted by Stats. 1947, Ch. 1038.)

DIVISION 2. NONPROFIT CORPORATION LAW [5000 - 10841] (Heading of Division 2 amended by Stats. 1978, Ch. 567.)

PART 2. NONPROFIT PUBLIC BENEFIT CORPORATIONS [5110 - 6910] (Part 2 added by Stats. 1978, Ch. 567.)

CHAPTER 2. Directors and Management [5210 - 5260] (Chapter 2 added by Stats. 1978, Ch. 567.)

ARTICLE 1. General Provisions [5210 - 5215] (Article 1 added by Stats. 1978, Ch. 567.)

5211.

(a)Unless otherwise provided in the articles or in the bylaws, all of the following apply: ...6) Directors may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation (Sections 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes

presence in person at that meeting if both of the following apply: (A) Each director participating in the meeting can communicate with all of the other directors concurrently. (B) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation."

That is why I am asking the chair to stop immediately this illegal telephonic system of communication that violates the rights of Directors to communicate concurrently with all other Directors, propose, or to interpose an objection to any action to be taken by the Foundation.