

Approved Minutes
Pacifica National Board Special Call-In Meeting
Open/Public Session,
Thursday July 20, 2017 – 8:30 PM ET

Audio of the meeting are archived at:

<https://kpftx.org/archives/pnb/pnb170720/pnb170720a.mp3> [1:11:10]

<https://kpftx.org/archives/pnb/pnb170720/pnb170720b.mp3> [23:33]

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, *TM Scruggs, *Nancy Sorden, Alex Steinberg, Akio Tanaka, Themba Tshibanda, *Andrea Turner, Maskeelah-Myrtle Washington,

[Present: 22]

* Arrived after the Roll Call

B. Identify Timekeepers – Mansoor Sabbagh, Akio Tanaka

C. Excused absences – None

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. [See the 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]

Request to add to the Minutes by Cerene Roberts

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

2. Agenda Approval

Motion: Add KPFT iGM Items to the Agenda by Cerene Roberts

Yes: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Robertss, Nancy Sorden, Themba Tshibanda, Maskeelah Washington

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

Abstain: Bill Crosier, Kathryn Davis

[7Y – 12N – 2A: Motion fails]

Motion: Remove item 4 Commend iED from the Agenda by Cerene Roberts

Yes: Jonathan Alexander, Jim Brown, Adriana Casenave, Benito Diaz, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Cerene Roberts, TM Scruggs, Nancy Sorden, Themba Tshibanda, Andrea Turner, Maskeelah-Myrtle Washington

No: David Beaton, Alex Steinberg, Akio Tanaka

Abstain: Grace Aaron, Bill Crosier, Kathryn Davis, Mansoor Sabbagh

[15Y – 3N – 4A: Motion passes]

Approval of Agenda:

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

No: Jim Brown, Adriana Casenave, Benito Diaz, Nancy Sorden, Themba Tshibanda, Andrea Turner, Maskeelah Washington

[13Y – 7N: Agenda Approved]

3. Minute Approval 7-6-17

[Add full text of Adriana Casenave's Point of Order to the 7-6-17 Minutes]

Minutes Approval as Amended

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

No: Jim Brown, Adriana Casenave, Benito Diaz, Themba Tshibanda

Abstain: Nancy Sorden, Andrea Turner, Maskeelah Washington

[13Y – 4N – 3A: Minutes Approved]

Motion: Adjourn

Yes: Jonathan Alexander, Jim Brown, Adriana Casenave, Benito Diaz, Sabrina Jacobs, Robert Mark, Nancy Sorden, Maskeelah Washington

No: Grace Aaron, David Beaton, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Ken Laufer, Mansoor Sabbagh,

Abstain: TM Scruggs, Akio Tanaka, Andrea Turner

Not Voting: Themba Tshibanda

[8Y – 8N – 3A – 1NV: Motion fails]

Motion: Extend time by 10 Minutes by Grace Aaron

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

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

[12Y – 8N: Motion fails]

4. Committee Motions [Not addressed]

5. Adjourn

Meeting adjourn at 10:15 PM ET.

Akio Tanaka – 07/23/17

PNB Secretary

Motion: Reverse removal of KPFT iGM by Cerene Roberts

Whereas the Pacifica Bylaws, in Article 7, Section 3 (D), below, provide that a Local Station Board (LSB) and the Executive Director (ED) must agree on the issue of discharging a General Manager or that, if necessary, the Pacifica National Board (PNB) shall serve as a tiebreaker; and

Whereas, the bylaws do not restrict the LSB's involvement or the ED's authority to "permanent" managers; and
Whereas, the interim ED held no discussion with the LSB before suddenly discharging KPFT's interim GM Dr. Obidike Kamau; and
Whereas, in June, the LSB gave strong support for Dr. Kamau's direction and work;

Be it hereby resolved, that the dismissal of the interim GM is reversed; and
That the Foundation apologizes to Dr. Kamau for any distress and embarrassment; and further,
That all staff changes made over the past week are hereby reversed with apologies to staff abruptly separated from payroll; and
That all 5 Pacifica stations shall be invited to carry a special day of fundraising for KPFT to be held by August 10, 2017 which shall be coordinated by the stations' management teams or a station may opt to instead contribute at least \$25,000 to KPFA by August 17, 2017.

http://pacificafoundation.org/indexed_bylaws/art7sec3.html

Article Seven, Local Station Boards, Section 3: Specific Powers and Duties

Each LSB, acting as a standing committee of the Foundation's Board of Directors, shall have the following powers, duties and responsibilities related to its specific radio station, under the direction and supervision of the Foundation's Board of Directors:

D. Both the Executive Director and/or an LSB may initiate the process to fire a station General Manager. However, to effectuate it, both the Executive Director and the LSB must agree to fire said General Manager. If the Executive Director and the LSB cannot agree, the decision to terminate or retain said General Manager shall be made by the Board of Directors.

Motion to Affirm iED actions addressing financial problems at KPFT by Alex Steinberg

"The Pacifica National Board commends the interim Executive Director, Bill Crosier, for his initiative in addressing the financial problems at KPFT. We urge all those who are committed to seeing a healthy and financially sustainable Pacifica station in Houston to set aside factional differences and to work with the iED and the new interim General Manager, Larry Winters, in addressing the problems at KPFT. We are confident that given a new direction KPFT will be able to overcome its recent difficulties and make a positive contribution to the communities it serves in the greater Houston area and beyond."

Finance Committee Motion

1. Restructuring Committee: 06-27-17

Motion: "That the NFC ask the PNB to establish an ad hoc committee called the Restructuring Committee to find and acquire help from outside consultants to create a plan for restructuring Pacifica toward establishing a positive cash flow."

Governance Committee Motions

1. Contracts & Compensation Committee: 06-20-17

As provided in Article Eight, Other Committees of the Board of Directors, Section 1: Committees of the Board

...

G. Approve or execute any contract or transaction to which the Foundation is a party; or

H. Incur any indebtedness, or borrow money, on behalf of the Foundation,

...

the PNB hereby establishes the Contracts & Compensation Committee to oversee and approve or disapprove all major legal and financial transactions and contracts involving any of the business units, accounts or holdings of the Pacifica Foundation, which have not already been pre-approved in that business unit's budget. The purpose of the committee is to ensure that the Foundation's business dealings and investments are wisely and properly managed.

The committee will be composed of the following 5 individuals:

- the ED,
- the CFO,
- the Chair of the National Finance Committee
- Chief Operations Officer
- Legal Council or appointed adviser

The committee may also have an additional non-voting secretary. All meetings will be in executive session. The committee will meet at least monthly, or more frequently as necessity demands. The committee will have access to all financial and personnel information from any of the business units as well as bank statements for any accounts at the National Office or any of the business units.

Major legal and financial transactions are defined as follows or as amended by the PNB in the future:

- Any payment or commitment of
 - \$10,000 or more expended over a period of 3 months or less
 - \$30,000 or more expended over a period of 6 months or less
 - \$70,000 or more expended over a period of 9 months or less
 - \$100,000 or more expended over any period of time.
- Any other contracts, transactions, or intended expenditures that have been presented to the committee for evaluation.
- Any transaction/contract/commitment of \$100,000 or more once approved by this Committee will be presented to the PNB and will require a majority vote of the PNB for approval.

Any and all Major legal or financial transactions at any of the business units will require Contracts & Compensation Committee review followed by PNB approval.

The ED, and only the ED, will always have the authority to make emergency expenditures as needed, even without PNB or this committees oversight or approval, however, the fact of such emergencies normally indicates a failure of management and reporting and should be the rarest of occurrences.

This policy will be distributed to all General Managers, Business Managers and Financial Personnel at all business units and will be included in training material required of any newly hired personnel in any of those positions.

2. General Disclaimers: 06-20-17

In order to inform the public of Pacifica's tradition of journalistic objectivity and to facilitate the greatest degree of uncensored expression by our broadcasters and their guests,

Therefor be it resolved that the General Manager of each station will be responsible for the establishment and use of general disclaimer statements to be aired 2 to 5 times per day.

Normally the General Manager will assign this task and its monitoring to the Program Director, however the responsibility for the proper use of disclaimer statements will reside with the General Manager and will be considered in evaluation of the General Manager's job performance.

Compliance to this policy will be reported to the Executive Director in written report or email during the month of January and again in June each year. The report will include a list of all disclaimers used and on what programs and how often they are stated. Initial compliance is required by June 30th 2017.

Examples of appropriate disclaimer statements can be found via the internet but there is currently no legal standard set in Pacifica. It is expected that the programmers, the Program Director and the General Manager

will use common sense and creativity to generate statements that are brief, informative and enhance the listening experience rather than act as a distraction or bother.

3. Station Identification: 07-20-17

"Station identifications at each of the five stations should include the information that the station is part of the Pacifica network."

Audit Committee Motion

1. Report Out by Cost Centers: 04-25-17

"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."

Programming Committee Motions

1. Ally: 05-03-17

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 multi media 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.

2. Programming Directors: 05-03-17

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.

3. Program Evaluation: 05-03-17

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.

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 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.