

Approved Minutes
Pacifica National Board Special Call-In Meeting
Open/Public Session,
Thursday November 09, 2017 – 8:30 PM ET

Audio of the meeting are archived at:
<https://kpftx.org/archives/pnb/pnb171109/pnb171109a.mp3>
<https://kpftx.org/archives/pnb/pnb171109/pnb171109b.mp3>

1. Open/Public Session Call to Order.

Secretary Akio Tanaka called the meeting to order.
Secretary Akio Tanaka called the roll.

A. Roll call

Present: Grace Aaron, Jim Brown, Adriana Casenave, Bill Crosier, Kathryn Davis, Benito Diaz, *Rhonda Garner, Jan Goodman, Ken Laufer, Robert Mark, Cerene Roberts, *Mansoor Sabbagh, TM Scruggs, Nancy Sorden, Alex Steinberg, Akio Tanaka, Andrea Turner, Maskeelah Washington

Absent: Jonathan Alexander, David Beaton, Sabrina Jacobs, Themba Tshibanda

[Present: 18]

* Arrived after the Roll Call

Excused Absence: Rhonda Gardner

Object to Rhonda Gardner Excused Absence by Benito Diaz

Vote to excuse absence

Yes: Grace Aaron, Bill Crosier, Kathryn Davis, Jan Goodman, Ken Laufer, Robert Mark, TM Scruggs, Nancy Sorden, Alex Steinberg, Akio Tanaka, Andrea Turner

No: Adriana Casenave, Benito Diaz,

Abstain: Cerene Roberts, Maskeelah Washington

[11Y – 2N – 2A: Absence excused]

B. Identify Timekeepers – Grace Aaron, Akio Tanaka

Motion: Elect Jan Goodman as Pro-tem Chair

Approved without objection.

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.

Adriana Casenave request to put the Point of Order in the Minutes.

Approved without objection

Point of Order by Benito Diaz

I see that, for the 2nd consecutive time, Sharon Brown was not included in the roll call, whereas Mansoor Sabaggh continues to be included in the roll call as a member of this PNB. As we all know, on 10/26/17, a court in California ruled that Sharon Brown is to be returned as a member of her Los Angeles LSB, and as a member of this PNB; and that Mansoor Sabbagh is to be taken off both the LSB & PNB.

The PNB is hereby ordered by the court. If this PNB doesn't want to be held in contempt of court, it would be wise to reseal Sharon Brown and unseat Mansoor Sabbagh. Accordingly, Mansoor's name is to be taken off of the roll and substituted with that of Sharon.

Furthermore, I will take this opportunity to remind the members of this PNB that Article 11, Sections 1, 2 and 9 of the Pacifica Bylaws make crystal clear that directors will not be indemnified if they willfully violate a court order. See the email I sent to the members of the PNB at approximately 8 PM on 11/2/17 with the wording of these 3 Sections of Article 11. I include them below by reference. Remember also that we don't have director's insurance either. Each of you is personally liable and will have to pay. Therefore, if you don't want to have to pay personally, or risk jail time, I suggest that this PNB obey the court order.

I will also remind the members of this PNB that, if there's any doubt as to the accuracy of this point of order, they should review what happened to Summer Reese and Carolyn Birden in the case of Dan Siegel.

I request that the Secretary provide Ms. Brown with the appropriate call-in information; that Mansoor be instructed to get off the call and that his contact be discontinued; and that we recess while we wait for Sharon to join the call.

"The wording of the Bylaws sections of Article 11 which I referenced above are as follows:

Article Eleven, Indemnification of Directors, Officers, Delegates, Employees and Other Agents, Section 1: Non-Liability of Directors, Officers & Delegates

Directors, Officers and Delegates shall not be personally liable for the debts, liabilities, or other obligations of the Foundation and private property of such individuals shall be exempt from Foundation debts or liabilities, subject to the applicable provisions of California's Corporation Code, unless said debts, liabilities or other obligations are the direct result of intentional misconduct by a Director, Officer or Delegate. The personal liability of Directors, Delegates and Officers shall be eliminated to the fullest extent permitted by California law.

Article Eleven, Indemnification of Directors, Officers, Delegates, Employees and Other Agents, Section 2:

Definitions: Agents, Proceedings and Expenses

For the purposes of this Article 11, "agent" means any person who is or was a Director, Officer, Delegate, employee or agent of this Foundation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 3 or Section 4 of this Article.

Article Eleven, Indemnification of Directors, Officers, Delegates, Employees and Other Agents, Section 9:

Limitations

No indemnification shall be made hereunder, except as provided in Section 5 and Section 6(B) of this Article, or as otherwise required by law, in any circumstance where it appears: A. That it would be inconsistent with a provision of the Articles of Incorporation, the Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or B. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.”

Action Taken On Point Of Order

The chair, Jan Goodman, ruled against the Point Of Order; Nancy Sorden challenged the ruling of the Chair.

Vote To Uphold the Ruling of the Chair

Yes: Grace Aaron, Bill Crosier, Katheryn Davis, Rhonda Garner, Jan Goodman, Ken Laufer, Robert Mark, TM Scruggs, Alex Steinberg, Aki Tanaka

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

Abstain: Andrea Turner

[10Y – 6N – 1A: Chairs ruling upheld]

2. Agenda Approval

Add Motion on Meeting Notice by Cerene Roberts

Agenda approved without objection.

3. Motion: Meeting Notice by Cerene Roberts

Meeting agenda, support materials, and staff and committee reports for all regular and special meetings of the Pacifica National Board, its committees – including Local Station Boards, taskforces, and working groups are to be electronically distributed to all group members no fewer than 48 hours ahead of the stated meeting start time.

Open session agenda must be posted on kpftx.org at least 24 hours ahead of the stated meeting start time.

Motion: 7 minutes time extension

Yes: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, TM Scruggs, Nancy Sorden, Andrea Turner, Maskeelah Washington

No: Grace Aaron, Bill Crosier, Rhonda Garner, Jan Goodman, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

Abstain: Kathryn Davis

[8Y - 8N – 1A: Time extension fail 2/3]

Motion to Refer by Robert Mark

Refer the Motion to Governance Committee

Yes: Grace Aaron, Bill Crosier, Rhonda Garner, Jan Goodman, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Nancy Sorden, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Kathryn Davis, Benito Diaz, Cerene Roberts, Andrea Turner, Maskeelah Washington

[11Y – 7N: Motion passes]

4. Minutes Approval 09-28-17

Motion: 6 Minutes time extension by Grace Aaron

Point of Order: Object to Chair allowing time extension for voting on the Minutes by Nancy Sorden

Chair rules that time extension to finish voting on the Minutes Approval is proper.

Benito Diaz challenges the ruling of the chair.

Vote to support ruling of chair to allow for time extension to approve the Minutes.

Yes: Grace Aaron, Bill Crosier, Rhonda Garner, Jan Goodman, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Andrea Turner, Maskeelah Washington

Abstain: Kathryn Davis

[10Y – 7N – 1A: Uphold the ruling of the chair]

Vote on the 6 Minutes time extension

Yes: Grace Aaron, Bill Crosier, Rhonda Garner, Jan Goodman, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Nancy Sorden, Alex Steinberg, Akio Tanaka,

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

[11Y – 6N: Time extension fails 2/3]

Vote on the Minutes Approval: 9-28-17

Yes: Grace Aaron, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Andrea Turner, Maskeelah Washington

[11Y – 7N: 9-28-17 Minutes approved]

5. Minutes Approval 10-05-17

Yes: Grace Aaron, Bill Crosier, Kathryn Davis, Jan Goodman, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Andrea Turner, Maskeelah Washington

[10Y – 7N: 10-5-17 Minutes approved]

6. Minutes Approval 10-26-17

Yes: Grace Aaron, Bill Crosier, Kathryn Davis, Jan Goodman, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Akio Tanaka,

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

Abstain: Andrea Turner

[10Y – 6N – 1A: 10-26-17 Minutes approved]

7. Minutes Approval 11-02-17

Yes: Grace Aaron, Bill Crosier, Kathryn Davis, Benito Diaz, Jan Goodman, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Akio Tanaka, Andrea Turner, Maskeelah Washington

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

[13Y – 4N: 11-2-17 Minutes approved]

8. Adjourn

Meeting is adjourned to closed session at 7:37 PM ET.

Akio Tanaka – 11/10/17

PNB Secretary