

Approved Minutes
Pacifica National Board Special Call-In Meeting
Open/Public Session,
Thursday, January 18, 2018 – 8:30 PM ET

Audio of the meeting are archived at:
<https://kpftx.org/archives/pnb/pnb180118/pnb180118a.mp3>
<https://kpftx.org/archives/pnb/pnb180118/pnb180118b.mp3>

1. Open/Public Session Call to Order.

Pro tem Chair Nancy Sorden called the meeting to order.
Secretary Akio Tanaka called the roll.

A. Roll call

Present: Grace Aaron, David Beaton, Jim Brown, Adriana Casenave, Bill Crosier, Kathryn Davis, Benito Diaz, Rhonda Garner, Jan Goodman, Sabrina Jacobs, DeWayne Lark, Ken Laufer, Cerene Roberts, Mansoor Sabbagh, TM Scruggs, Nancy Sorden, Alex Steinberg, Akio Tanaka, Themba Tshibanda, Andrea Turner, Maskeelah Washington
[Present: 22]

B. Identify Timekeepers – Mansoor Sabbagh,

C. Excused Absences –

2. Agenda Approval

Point of Order: Bankruptcy Authorization does not belong on the Agenda by Benito Diaz

Chair rules in favor.

Vote on challenge to the Chair:

Yes: Grace Aaron, Jim Brown, Adriana Casenave, Kathryn Davis, Benito Diaz, DeWayne Lark, Ken Laufer, Cerene Roberts, Mansoor Sabbagh, Alex Steinberg, Themba Tshibanda, Meskeelah Washington, Nancy Sorden

No: Jonathan Alexander, David Beaton, Bill Crosier, Rhonda Garner, Sabrina Jacobs, TM Scruggs, Aki Tanaka, Andrea Turner

Abstain: Jan Goodman

[13Y – 8N – 1A: Chair's ruling upheld]

Motion: Extend time certain past 10:30 by Cerene Roberts

Yes: None

No: Grace Aaron, David Beaton, Jim Brown, Bill Crosier, Kathryn Davis, Benito Diaz, Rhonda Garner, Jan Goodman, Sabrina Jacobs, DeWayne Lark, Ken Laufer, Mansoor Sabbagh, TM Scruggs, Nancy Sorden, Alex Steinberg, Akio Tanaka, Themba Tshibanda, Maskeelah Washington

Abstain: Adriana Casenave, Cerene Roberts,

[0Y – 18N - 3A: Motion fails]

Agenda Approval

Yes: Grace Aaron, David Beaton, Adriana Casenave, Kathryn Davis, Rhonda Garner, Sabrina Jacobs, DeWayne Lark, Ken Laufer, Cerene Roberts, Mansoor Sabbagh, TM Scruggs, Nancy Sorden, Alex Steinberg, Themba Tshibanda,

No: Benito Diaz, Aki Tanaka, Maskeelah Washington

Abstain: Jonathan Alexander, Bill Crosier

[14Y – 3N – 2A: Agenda approved as amended]

3. Minutes Approval

Minutes of: 12-21-17, 12-28-17, 1-04-18, 1-11-18

Yes: Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Kathryn Davis, Jan Goodman, Ken Laufer, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Aki Tanaka, Andrea Turner

No: Jim Brown, Adriana Casenave, Benito Diaz, DeWayne Lark, Cerene Roberts, Themba Tshibanda, Maskeelah Washington

Abstain: Rhonda Garner, Sabrina Jacobs, Nancy Sorden
[12Y – 7N – 3A: Minutes approved]

4. Amendment of Minutes 12-18-17 by Cerene Robert

Move to amend the minutes of December 18, 2017 to reflect that Directors were unable to join the call and listeners were unable to hear the meeting for a substantial period of time.

The 12/18/17 Minutes were amended as follows:

Note: Directors were unable to join the call and listeners were unable to hear the meeting for a substantial period of time.

Otis Maclay said: "i think it was the phone company, not maestro because of the kind of message i got when I tried to dial in."

5. Chairs Report by Nancy Sorden

6. Motion: KPFA Delegate Replacement and PNB Listener Directors Election by Alex Steinberg

"Resolved that the PNB does not recognize the process used on Saturday, January 6, 2018 for appointing Susan da Silva to a KPFA Listener Delegate seat vacated by Yuri Gottesman and considers the seat vacant. Be it also resolved that the KPFA LSB shall contact candidates on the recount runners up list, including the write-in candidates, to find the first one who is available and willing to serve and seat that individual. Be it further resolved that if no runner up candidates are available, a call should go out to the KPFA membership on KPFA's website and on the air inviting listener members to apply for the vacancy and giving a deadline, that the applicants shall be interviewed by the Delegates at an LSB meeting, and the LSB shall conduct an IRV vote to determine the winner of the seat.

Furthermore, given that KPFA has four current Directors on the PNB until January 25, 2018 when the 2018 PNB is seated, and given that all Delegates who were elected in the KPFA Directors elections on January 6, 2018 are actually Directors-elect and become full-fledged Directors on January 25, 2018 when they are seated, when Bill Campisi "resigned" immediately following the announcement of the results of the Listener Directors election he was not actually resigning as a Director for which Article 5, Section 8 of the bylaws would apply but rather he was declining to serve in the position he had just been elected to, Director-elect, and for which a Director replacement election per the above bylaw would be out of order. In addition, an IRV replacement election for a Director-elect does not exist in the bylaws. Therefore be it resolved that the STV election held on January 6, 2018 stands, a redo of that STV election is not in order, and the third KPFA Listener Director-elect position goes to the fourth place nominee in that election, Tom Voorhees who shall be seated on the 2018 PNB on January 25, 2018."

Yes: Grace Aaron, David Beaton, Adriana Casenave, Kathryn Davis, Benito Diaz, Jan Goodman, DeWayne Lark, Ken Laufer, Cerene Roberts, Mansoor Sabbagh, Alex Steinberg, Themba Tshibanda, Meskeelah Washington, Nancy Sorden

No: Bill Crosier, Rhonda Garner, Sabrina Jacobs, TM Scruggs, Aki Tanaka, Andrea Turner

Abstain: Jonathan Alexander, Jim Brown
[14Y – 6N – 2A: Motion passes]

Motion: Extend time by 15 min

Yes: Jim Brown, Adriana Casenave, DeWayne Lark, Cerene Roberts, Themba Tshibanda

No: Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Kathryn Davis, Benito Diaz, Rhonda Garner, Jan Goodman, Ken Laufer, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Aki Tanaka, Andrea Turner, Nancy Sorden

Abstain: Sabrina Jacobs, Maskeelah Washington
[5y-15N -2A: Extension fails]

7. Agenda Item 8: Amend Communications w/ Consultants [Not addressed]

Whereas, the PNB had sought to improve the flow of information to the deciders by creating a policy where consultants and attorneys working with the foundation through this period of heightened anxiety would include 2 of 4 particular directors in telephone conversations. And for that to work, written communication needed to be sent to the 4 directors so that all could be prepared; and

Whereas, this hasn't been happening consistently and it appears to complicate things for our agents; therefore,

Effective immediately, all correspondence from foundation attorneys shall be addressed to the IED and CFO at their usual Pacifica addresses, and copied to the full board at PNB at pacifica.org

Our email discussions shall not include the attorneys and/or consultants as it would severely tax our finances if we had to pay them to field multiple responses and it would certainly tax their patience and sanity. The 4 directors previously identified shall provide organized feedback to our outside workers.

PREVIOUS MOTION

*Thursday, December 7, 2017, 10Y 3N

I move that Nancy Sorden (back-up Adriana Casenave) and Jan Goodman (back-up Grace Aaron) also be briefed by Sam Himmelstein, Greg Guy, and Marc Hand when Bill Crosier and/or Sam Agarwal communicates with them so that we are getting a multiplicity of direct reports from others on these crucial matters in addition to hearing from Bill Crosier.

7. Communications Motion #3: Declassification [Not addressed]

Whereas staff has been sending information they label "Confidential", legal opinions, proprietary information, material from executive sessions to persons who are not members of governance, and members of governance have been distributing materials provided in executive session and not part of the Boards approved "Report Out"; be it hereby resolved,

That by February 1st each year, and as updated, the Secretary shall provide to the Executive Director, a list of current members of PNB members for distribution to national office staff, consultants, attorneys, and unit heads; and

That the PNB tasks its Governance Committee with recommending a process by March 30, 2018, through which the Board can "declassify" executive session material.

8. Motion: Sexual Harassment Training by Grace Aaron [Not addressed]

Whereas, discrimination and sexual harassment lawsuits have cost the Pacifica Foundation hundreds of thousands of dollars in the past,

And, Whereas, it is the law in California that sexual harassment training needs to be done every 2 years by supervisory personnel and within 6 months for any person newly hired,

And, Whereas, almost every staff member, both paid and unpaid, has some supervisor responsibilities,

Be it Resolved that all staff of Pacifica complete online sexual harassment training within 3 months if they have not completed such training in the last 2 years.

9. Adjourn to Closed Session at 10:30 PM ET