

**PNB Open/Public Session**  
**Teleconference Meeting**  
**Minutes**  
**Thursday, March 1, 2018, 8:30 pm ET**  
**(APPROVED April 5, 2018)**

**Item #1**

**A. Chair Nancy Sorden calls the meeting to order at 9:00 pm ET**

**B. Secretary Janet Kobren calls the roll:**

P	Grace Aaron, <b>KPFK</b> , Listener	P	DeWayne Lark, <b>KPFT</b> , Listener
P	Jonathan Alexander, <b>KPFK</b> , Staff	P	Ken Laufer, <b>WBAI</b> , Listener
P	Adriana Casenave, <b>KPFT</b> , Listener	EA	Tony Leon, <b>WPFW</b> , Staff
EA	Chris Cory, <b>KPFA</b> , Listener	P	Efia Nwangaza, <b>WMXP</b> , Affiliate
P	Bill Crosier, <b>KPFT</b> , Listener	P	Alex Randall, <b>WUVI</b> , Affiliate
P	Joseph Davis, <b>KPFT</b> , Staff	P	Mansoor Sabbagh, <b>KPFK</b> , Listener
P	Kathryn Davis, <b>WBAI</b> , Staff	P	Nancy Sorden, <b>WPFW</b> , Listener
P	Benito Diaz, <b>WPFW</b> , Listener	P	Alex Steinberg, <b>WBAI</b> , Listener
P	Jan Goodman, <b>KPFK</b> , Listener	P	Carole Travis, <b>KPFA</b> , Listener
P	William Heerwagen, <b>WBAI</b> , Listener	P	Maskeelah Washington, <b>WPFW</b> , Listener
P	Sabrina Jacobs, <b>KPFA</b> , Staff		

At Roll Call 19 present, Quorum of 11 established by 22 Directors present (see P's above).

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

P	Tom Livingston, iED
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**C. Chair asks if there were requests for excused absences and there were none.**

**JGoodman MOVES to excuse Chris Cory's and Carole Travis' absences**

**HNO MOTION to excuse Chris Cory's and Carole Travis' absences APPROVED**

**D. Chair asks for timekeepers. Casenave volunteers for Agenda Items and Sabbagh volunteers for Speakers (90 seconds).**

See more below

Item #	Item	Activity
2	Agenda Approval	<p><b>(Draft agenda emailed Thursday, March 1, 2018, 1:16 pm ET)</b></p> <p><b>Casenave MOVES to approve the Agenda</b></p> <p><b>Diaz MOVES to AMEND the Agenda by moving item #4 after item #5.</b></p> <p><b>HNO MOTION to AMEND Agenda <b>APPROVED</b></b></p> <p><b>Travis MOVES to AMEND the Agenda by removing item #6</b></p> <p><b>Motion noticed by Travis</b> Resolved that: The PNB requests from the iED and CFO the following plans for PNB approval: 1) Within 30 days, a plan to cut costs and increase income to cover Pacifica's operating expenses through March of 2019 (halfway through the 2019 fiscal year) and, if possible, to generate a surplus to help in paying our debts. The iED and CFO shall consult with the station managers to generate a realistic plan based on best estimates and forecasts of income and expenses over the coming 14 months. This plan shall also include the funds necessary to cover essential National Office expenses including completing the audits for fiscal years 2016, 2017, and 2018. If some stations cannot pay some or all of their Central Services then the plan shall identify where the money will come from to pay for the audits and other essential National Office expenses (eg., loans, special additional assessments on some of the stations, or some other source). 2) Within 30 days, a plan to payoff Pacifica's debts over a specified period of time, including paying off any loans that may be taken out to refinance debts and cover operating expenses, as well as paying the pension plan arrearages and fines. The plan may include the sale(s) and/or swap(s) of assets, and any other measures the executive, financial and management staff deems advisable.</p> <p><b>to be taken up by the Strategic Planning Committee</b></p> <p><b>HNO MOTION to AMEND Agenda <b>APPROVED</b></b></p> <p><b>HNO MOTION to approve the Agenda as Amended <b>APPROVED</b></b></p> <p><b>See approved Agenda below</b></p>

See more below

3	Minutes Approval	
	2-1-18 (from Aki)	<p>Travis MOVES to approve 2-1-18 meeting minutes</p> <p><b>MOTION to approve 2-1-18 meeting minutes</b>  <b>APPROVED 10Y/1N/8A with the following vote tally:</b>  <b>YES:</b> Aaron, Alexander, Crosier, KDavis, JGoodman, Laufer, Randall, Sabbagh, Steinberg, Travis  <b>NO:</b> Diaz  <b>ABSTAIN:</b> Casenave, JDavis, Heerwagen, Jacobs, Lark, Nwangaza, Sorden, Washington</p>
5	2-22-18	<p>Casenave MOVES to EXTEND the item by 3 minutes</p> <p><b>HNO MOTION to EXTEND the item by 3 minutes</b>  <b>APPROVED</b></p> <p>Casenave MOVES to approve 2-22-18 meeting minutes</p> <p><b>HNO MOTION to approve 2-22-18 meeting minutes</b>  <b>APPROVED</b></p>
	Committee Business	
5	A. Status of Committees	<p><b>CHAIR asks the Secretary to report on the status of the various committees.</b></p> <p><b>The Secretary gives a background on the difference between Standing Committees vs. “Ad Hoc” committees. The former are spelled out in the bylaws whereas the latter have been created by the PNB over time. Data for who is on what committee is still in flux.</b></p> <p><b>CHAIR calls for the PNB to revisit the KPFA Director membership on PNB Committees at next PNB meeting in April after we have learned the Court’s ruling on the Campisi case and invites a motion to be prepared</b></p>
	B. Internal process for updates to committee membership	<p><b>The Secretary explains formal process for making changes to PNB committee membership including LSBs. Meeting minutes will be required and in lieu of them, committee Secretaries and Chairs can provide the Secretary with information on a provisional basis.</b></p>
See more below		

	<p><b>Committee Business (cont.)</b></p>	
<p>5 (cont.)</p>	<p><b>C. Convening Committees</b></p>	<p><b>CHAIR calls for a process for the PNB to determine the mandates and priorities of the AD HOC committees and for Casenave to prepare something for that for the next meeting with JGoodman working with her with respect to the Personnel Committee</b></p> <p><b>Casenave MOVES to EXTEND the item by 5 minutes</b></p> <p><b>HNO MOTION to EXTEND the item by 5 minutes</b> <b>APPROVED</b></p> <p><b>CHAIR calls for volunteers to CONVENE 2018 PNB COMMITTEES. Directors volunteer as follows:</b></p> <p><b>STANDING COMMITTEES:</b></p> <ul style="list-style-type: none"> <li>• <b>COORDINATING (convener is Sorden)</b></li> <li>• <b>GOVERNANCE (convener is Sabbagh)</b></li> </ul> <p><b>STANDING COMMITTEES that have been continuing to meet ongoing (NO CONVENER NEEDED):</b></p> <ul style="list-style-type: none"> <li>• <b>AUDIT (Eileen Rosin is temporary Chair)</b></li> <li>• <b>FINANCE (oR. Paul Martin is Chair protem)</b></li> </ul> <p><b>AD HOC COMMITTEES:</b></p> <ul style="list-style-type: none"> <li>• <b>ELECTIONS (convener is JDavis)</b></li> <li>• <b>PROGRAMMING (convener is KDavis)</b></li> <li>• <b>PERSONNEL (convener is JGoodman)</b></li> <li>• <b>STRATEGIC PLANNING (convener is Steinberg)</b></li> </ul> <p><b>STRATEGIC PLANNING WORKING GROUP (convener is Crosier)</b></p>
<p style="text-align: center;">See more below</p>		

	Committee Business (cont.)	
5 (cont.)	D. Composition of Task Forces and term limits for members	<p><b>CHAIR calls for standardized membership requirements and term limits for task forces to be taken up by the Governance Committee using the questions the Secretary sent to the Chair and send a recommendation to the PNB</b></p> <p><b>CHAIR calls for volunteers to CONVENE 2018 PNB TASKFORCES:</b></p> <ul style="list-style-type: none"> <li>• <b>AFFILIATES</b> (convener is Casenave)</li> <li>• <b>ARCHIVES</b> (convener is Casenave)</li> <li>• <b>DEVELOPMENT</b> (convener is KDavis)</li> <li>• <b>RACISM &amp; SEXISM</b> (convener is TBD) [Note: This was added after the meeting]</li> <li>• <b>SPANISH-LANGUAGE PROGRAMMING</b> (convener is Casenave) [Note: This was added after the meeting]</li> <li>• <b>TECHNOLOGY</b> (convener is Randall)</li> </ul> <p><b>The Secretary explains that all members of the COMMITTEES OF INCLUSION, including Director members, are determined by the LSBs</b></p> <p><b>Casenave MOVES to EXTEND the meeting by 30 minutes</b></p> <p><b>JGoodman MOVES to AMEND the MOTION to EXTEND the meeting by 30 minutes to 15 minutes</b></p> <p><b>MOTION to EXTEND the meeting by 15 minutes FAILS 10Y/6N/3A with the following vote tally:</b>  <b>YES:</b> Aaron, Alexander, KDavis, JGoodman, Laufer, Nwangaza, Sabbagh, Steinberg, Travis, Washington  <b>NO:</b> Casenave, Diaz, Heerwagen, Jacobs, Lark, Randall  <b>ABSTAIN:</b> Crosier, JDavis, Sorden</p> <p><b>MOTION to EXTEND the meeting by 30 minutes FAILS 11Y/7N/1A with the following vote tally:</b>  <b>YES:</b> Casenave, Crosier, JDavis, Diaz, Heerwagen, Jacobs, Lark, Nwangaza, Randall, Travis, Washington  <b>NO:</b> Aaron, Alexander, KDavis, JGoodman, Laufer, Sabbagh, Steinberg  <b>ABSTAIN:</b> Sorden</p>
<b>Adjournment time is reached and motions to extend fail. Chair adjourns the meeting at 10:10 pm ET</b>		
<b>Draft Minutes respectfully submitted by Janet Kobren, PNB Secretary</b>		
<b>Agenda item not reached during the meeting prior to adjournment</b>		
4	iED Report	

**PNB Open/Public Regular Meeting**  
 Teleconference Meeting  
**Approved Agenda**  
 Thursday, March 1, 2018, 8:30 pm ET

<b>Directors</b>			
	Grace Aaron, <b>KPFK</b> , Listener Jonathan Alexander, <b>KPFK</b> , Staff Adriana Casenave, <b>KPFT</b> , Listener Chris Cory, <b>KPFA</b> , Listener Bill Crosier, <b>KPFT</b> , Listener Joseph Davis, <b>KPFT</b> , Staff Kathryn Davis, <b>WBAI</b> , Staff Benito Diaz, <b>WPFW</b> , Listener Jan Goodman, <b>KPFK</b> , Listener William Heerwagen, <b>WBAI</b> , Listener Sabrina Jacobs, <b>KPFA</b> , Staff	DeWayne Lark, <b>KPFT</b> , Listener Ken Laufer, <b>WBAI</b> , Listener Tony Leon, <b>WPFW</b> , Staff Efia Nwangaza, <b>WMXP</b> , Affiliate Alex Randall, <b>WUVI</b> , Affiliate Mansoor Sabbagh, <b>KPFK</b> , Listener Nancy Sorden, <b>WPFW</b> , Listener Alex Steinberg, <b>WBAI</b> , Listener Carole Travis, <b>KPFA</b> , Listener Maskeelah Washington, <b>WPFW</b> , Listener	
	Janet Kobren, Secretary	Tom Livingston, iED	
Item #	Item		Time
1	A. Call to Order		10 min
	B. Roll Call		
	C. Excused Absences		
	D. Identify Timekeepers		
2	Agenda Approval		10 min
3	Minutes Approval 2-1-18 (from Aki) 2-22-18		5 min
5	Committee Business A. Status of Committees B. Internal process for updates to committee membership C. Convening Committees D. Composition of Task Forces and term limits for members		20 min
4	iED Report		30 min
7	Adjourn to Executive Session		10:00 - time certain