

**PNB Regular Open/Public Meeting**  
**Teleconference Meeting**  
**Minutes**  
**Thursday, April 5, 2018, 8:30 pm ET**  
**(APPROVED May 3, 2018)**

**Item #1**

**A. Chair Nancy Sorden calls the meeting to order at 8:42 pm ET**

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

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

At Roll Call 16 present, Quorum of 12 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 announces that Travis requested an excused absence and asks if there are others.**

**JGoodman MOVES to excuse Carole Travis' absence**

**HNO MOTION to excuse Carole Travis' absence APPROVED**

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

See more below

Item #	Item	Activity
2	Agenda Approval	<p>(Draft agenda emailed Thursday, April 5, 2018, 5:39 pm ET)</p> <p>Sabbagh MOVES to approve the Agenda</p> <p>Chair asks if there are any amendments to the agenda and there are none.</p> <p>HNO MOTION to approve the Agenda <b>APPROVED</b></p> <p>See approved Agenda below</p>
3	Minutes Approval	
	3-1-18	<p>Sabbagh MOVES to approve 3-1-18 meeting minutes</p> <p>HNO MOTION to approve 3-1-18 meeting minutes <b>APPROVED</b> with the following <b>ABSTENSIONS</b>: Casenave, Diaz, Heerwagen, Lark</p>
4	iED Report	<p>iED gives a report followed by Q&amp;A</p> <p>Diaz MOVES to EXTEND the item by 15 minutes</p> <p>JGoodman MOVES to AMEND the MOTION to EXTEND to be for 8 minutes</p> <p>MOTION to AMEND the MOTION to EXTEND to be for 8 minutes <b>FAILS 5Y/7N/6A</b> with the following vote tally:  <b>YES:</b> Aaron, Cory, JGoodman, Laufer, Sabbagh  <b>NO:</b> Casenave, Diaz, Heerwagen, Leon, Sorden, Steinberg, Washington  <b>ABSTAIN:</b> Crosier, JDavis, KDavis, Jacobs, Lark, Voorhees</p> <p>MOTION to EXTEND the item by 15 minutes <b>FAILS 7Y/8N/4A</b> with the following vote tally:  <b>YES:</b> Casenave, Cory, Diaz, Heerwagen, Lark, Leon, Washington  <b>NO:</b> Aaron, Crosier, JGoodman, Laufer, Randall, Sabbagh, Steinberg, Voorhees  <b>ABSTAIN:</b> JDavis, KDavis, Jacobs, Sorden</p>
See more below		

<p style="text-align: center;">5</p>	<p><b>* Special Order of Business *</b>  <b>Financial Institution Signatories</b></p>	<p><b>JDavis MOVES the motion he noticed as follows:</b></p> <p><b>Upon the departure date of the Chief Financial Officer on or before May 4, 2018, Shailendra S. Agarwal (Sam Agarwal) who submitted his resignation as CFO shall be removed as a signatory and operator for all financial institutions and vendors, including but not limited to, banking, investment, stock, and securities accounts for the Pacifica Foundation and all of its financial divisions (KPFA, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives and Pacifica Affiliates).</b></p> <p><b>Between the departure date of CFO Sam Agarwal on or before May 4, 2018 and the first day of employment of a new Chief Financial Officer, PNB Secretary and Foundation Officer Janet Kobren shall be authorized to be a primary signatory and operator for all financial institutions and vendors, including but not limited to, banking, investment, stock, and securities accounts for the Pacifica Foundation and all of its financial divisions (KPFA, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives and Pacifica Affiliates).</b></p> <p><b>Tom Livingston, Interim Executive Director, continues to be authorized to be a primary signatory and operator for all financial institutions and vendors, including but not limited to, banking, investment, stock, and securities accounts for the Pacifica Foundation and all of its financial divisions (KPFA, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives, and Pacifica Affiliates).</b></p> <p><b>Crosier MOVES to AMEND the MOTION by striking "on or before May 4, 2018" each place that phrase appears.</b></p> <p><b>JGoodman MOVES to AMEND the AMENDMENT to the MOTION to read as follows:</b></p> <p><b>Upon the departure date of the Chief Financial Officer Shailendra S. Agarwal (Sam Agarwal) who submitted his resignation as CFO shall be removed as a signatory and operator for all financial institutions and vendors, including but not limited to, banking, investment, stock, and securities accounts for the Pacifica Foundation and all of its financial divisions (KPFA, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives and Pacifica Affiliates).</b></p> <p><b>Effective immediately (Note: Secretary interprets this was implied), PNB Secretary and Foundation Officer Janet Kobren shall be authorized to be a primary signatory and operator for all financial institutions and vendors, including but not limited to, banking, investment, stock, and securities accounts for the Pacifica Foundation and all of its financial divisions (KPFA, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives and Pacifica Affiliates).</b></p>
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<p style="text-align: center;">5 (cont.)</p>	<p><b>* Special Order of Business *</b> <b>Financial Institution Signatories (cont.)</b></p>	<p><b>Sabbagh MOVES to EXTEND the item by 5 minutes</b></p> <p><b>MOTION to EXTEND the item by 5 minutes</b> <b>APPROVED 10Y/5N/4A with the following vote tally:</b>  <b>YES:</b> Casenave, Cory, Crosier, JDavis, Diaz, JGoodman, Heerwagen, Randall, Sabbagh, Washington  <b>NO:</b> Aaron, Lark, Laufer, Steinberg, Voorhees  <b>ABSTAIN:</b> KDavis, Jacobs, Leon, Sorden</p> <p><b>HNO AMENDMENT to the AMENDMENT to the MOTION regarding Financial Institution Signatories</b> <b>APPROVED</b></p> <p><b>HNO MOTION regarding Financial Institution Signatories as AMENDED APPROVED and reads as follows:</b></p> <p style="padding-left: 40px;">Upon the departure date of the Chief Financial Officer Shailendra S. Agarwal (Sam Agarwal) who submitted his resignation as CFO shall be removed as a signatory and operator for all financial institutions and vendors, including but not limited to, banking, investment, stock, and securities accounts for the Pacifica Foundation and all of its financial divisions (KPFA, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives and Pacifica Affiliates).</p> <p style="padding-left: 40px;">Effective immediately, PNB Secretary and Foundation Officer Janet Kobren shall be authorized to be a primary signatory and operator for all financial institutions and vendors, including but not limited to, banking, investment, stock, and securities accounts for the Pacifica Foundation and all of its financial divisions (KPFA, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives and Pacifica Affiliates).</p> <p style="padding-left: 40px;">Tom Livingston, Interim Executive Director, continues to be authorized to be a primary signatory and operator for all financial institutions and vendors, including but not limited to, banking, investment, stock, and securities accounts for the Pacifica Foundation and all of its financial divisions (KPFA, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives, and Pacifica Affiliates).</p>
	<p><b>PNB Committees Status</b></p>	
<p style="text-align: center;">6</p>	<p><b>A. Update from PNB Secretary</b></p>	<p><b>Secretary reports that all PNB Committees have been populated with Director and Delegate members except KPFA and WBAI Delegates</b></p>
<p>See more below</p>		

	<p><b>PNB Committees Status (cont.)</b></p>	
<p><b>6 (cont.)</b></p>	<p><b>B. Revisiting KPFA Director memberships on PNB Committees due to March 6th Court ruling</b></p>	<p><b>Steinberg MOVES the motion he noticed as follows:</b></p> <p><b>Whereas, through no fault of his own Tom Voorhees was disenfranchised between January 25, 2018 and March 6, 2018 from participation in all PNB meetings and activities including PNB committee sign-ups and elections,</b></p> <p><b>Be it resolved that immediately upon approval of this motion Tom Voorhees be given 3 minutes to address the PNB, that if he wishes to be on any PNB committees he is to state so, that for any of these committees in which there is a KPFA Director vacancy that he immediately become a member, that for any of these committees in which a KPFA Director is already a member following the April 5th PNB meeting an IRV election be held between Tom Voorhees and the current KPFA Director member for which the PNB Secretary is to make arrangements with teller Terry Goodman, a second ballot recipient and a timeline for specific dates for ballot distribution, ballot return deadline, public tally and teller report, and if the results change the current KPFA Director committee membership, the new membership(s) go(es) into effect immediately after the elections results are known.</b></p> <p><b>Heerwagen MOVES to AMEND the MOTION to reopen and redo all KPFA PNB committee elections again so that Mr. Voorhees and the current committee holders can compete on an equal basis</b></p> <p><b>Diaz 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>Diaz 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>Crosier MOVES to POSTPONE Alex Steinberg's MOTION on KPFA Director committee members until the next PNB meeting</b></p>
<p>See more below</p>		

	<p><b>PNB Committees Status (cont.)</b></p>	
<p><b>6 (cont.)</b></p>	<p><b>B. Revisiting KPFA Director memberships on PNB Committees due to March 6th Court ruling (cont.)</b></p>	<p><b>MOTION to POSTPONE Alex Steinberg's MOTION on KPFA Director committee members until the next PNB meeting FAILS 5Y/10N/3A with the following vote tally:</b>  <b>YES:</b> Casenave, Crosier, Diaz, Heerwagen, Lark  <b>NO:</b> Aaron, Cory, KDavis, JGoodman, Laufer, Randall, Sabbagh, Steinberg, Voorhees, Washington  <b>ABSTAIN:</b> JDavis, Jacobs, Sorden</p> <p><b>AMENDMENT to Alex Steinberg's MOTION on KPFA Director committee members FAILS 4Y/11N/3A with the following vote tally:</b>  <b>YES:</b> Casenave, Diaz, Heerwagen, Washington  <b>NO:</b> Aaron, Cory, Crosier, KDavis, JGoodman, Jacobs, Laufer, Randall, Sabbagh, Steinberg, Voorhees  <b>ABSTAIN:</b> JDavis, Lark, Sorden</p> <p><b>Alex Steinberg's MOTION on KPFA Director committee members APPROVED 10Y/5N/3A with the following vote tally:</b>  <b>YES:</b> Aaron, Crosier, JDavis, KDavis, JGoodman, Laufer, Randall, Sabbagh, Steinberg, Voorhees  <b>NO:</b> Casenave, Diaz, Heerwagen, Lark, Washington  <b>ABSTAIN:</b> Cory, Jacobs, Sorden</p> <p><b>Voorhees is given 3 minutes, addresses the body and states that he wishes to serve on the Strategic Planning Committee and the Programming Committee.</b></p>
		<p><b>Adjournment time is reached.</b></p> <p><b>JGoodman MOVES to EXTEND the meeting by 12 minutes to give a report from the Personnel Committee.</b></p> <p><b>HNO MOTION to EXTEND the meeting by 12 minutes APPROVED</b></p>
<p>See more below</p>		

8	<b>PNB Committee Reports</b>	
	<b>E. Personnel Committee</b>	<p><b>JGoodman moves the following motion on behalf of the Personnel Committee which approved it:</b></p> <p style="padding-left: 40px;"><b>The PNB designates the Personnel Committee to aid Livingston and Associates in its search for Pacifica’s next Executive Director in whatever ways Livingston and Associates deems helpful.</b></p> <p><b>Diaz MOVES to AMEND the Personnel Committee MOTION to read as follows:</b></p> <p style="padding-left: 40px;"><b>PNB &amp; Personnel Cmte are cognizant that Bylaws require that Personnel submit its recommendations for PNB scrutiny and final decisions.</b></p> <p><b>Chair rules the AMENDMENT out of order because it is redundant and already in the bylaws</b></p> <p><b>Casenave CHALLENGES THE RULING OF THE CHAIR</b></p> <p><b>RULING OF THE CHAIR UPHELD 13Y/3N/2A with the following vote tally:</b>  <b>YES:</b> Aaron, Cory, Crosier, KDavis, JGoodman, Jacobs, Laufer, Randall, Sabbagh, Sorden, Steinberg, Voorhees, Washington  <b>NO:</b> Casenave, Diaz, Heerwagen  <b>ABSTAIN:</b> JDavis, Lark</p> <p><b>Personnel Committee MOTION APPROVED 12Y/3N/3A with the following vote tally:</b>  <b>YES:</b> Aaron, Crosier, KDavis, JGoodman, Jacobs, Lark, Laufer, Randall, Sabbagh, Steinberg, Voorhees, Washington  <b>NO:</b> Casenave, Diaz, Heerwagen  <b>ABSTAIN:</b> Cory, JDavis, Sorden</p>
<b>Time for Executive Session is reached and Chair adjourns the meeting at 11:33 pm ET</b>		
<p style="text-align: center;">Audio archives of this meeting can be found at:  <a href="https://kpftx.org/archives/pnb/pnb180405/pnb180405a.mp3">https://kpftx.org/archives/pnb/pnb180405/pnb180405a.mp3</a> (Part 1),  <a href="https://kpftx.org/archives/pnb/pnb180405/pnb180405b.mp3">https://kpftx.org/archives/pnb/pnb180405/pnb180405b.mp3</a> (Part 2), and  <a href="https://kpftx.org/archives/pnb/pnb180405/pnb180405c.mp3">https://kpftx.org/archives/pnb/pnb180405/pnb180405c.mp3</a> (Part 3)</p>		
<b>Draft Minutes respectfully submitted by Janet Kobren, PNB Secretary</b>		
See more below		

**Agenda items not reached during the meeting prior to adjournment**

<b>7</b>	<b>Mandates for Ad Hoc committees</b>	
<b>8</b>	<b>PNB Committee Reports</b>	
	<b>A. Strategic Planning Committee</b>	
	<b>B. Finance Committee</b>	
	<b>C. Audit Committee</b>	
	<b>D. Governance Committee</b>	



**PNB Open/Public Regular Meeting**  
 Teleconference Meeting  
**Approved Agenda**  
 Thursday, April 5, 2018, 8:30 pm ET

Directors			
	Grace Aaron, <b>KPFFK</b> , Listener Jonathan Alexander, <b>KPFFK</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>KPFFK</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>KPFFK</b> , Listener Nancy Sorden, <b>WPFW</b> , Listener Alex Steinberg, <b>WBAI</b> , Listener Carole Travis, <b>KPFA</b> , Listener Tom Voorhees, <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 03-01-18		5 min
4	iED Report		30 min
See more below			

<p>5</p>	<p>* Special Order of Business * Financial Institution Signatories</p>	<p>Motion noticed by JDavis:</p> <p>Upon the departure date of the Chief Financial Officer on or before May 4, 2018, Shailendra S. Agarwal (Sam Agarwal) who submitted his resignation as CFO shall be removed as a signatory and operator for all financial institutions and vendors, including but not limited to, banking, investment, stock, and securities accounts for the Pacifica Foundation and all of its financial divisions (KPFA, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives and Pacifica Affiliates).</p> <p>Between the departure date of CFO Sam Agarwal on or before May 4, 2018 and the first day of employment of a new Chief Financial Officer, PNB Secretary and Foundation Officer Janet Kobren shall be authorized to be a primary signatory and operator for all financial institutions and vendors, including but not limited to, banking, investment, stock, and securities accounts for the Pacifica Foundation and all of its financial divisions (KPFA, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives and Pacifica Affiliates).</p> <p>Tom Livingston, Interim Executive Director, continues to be authorized to be a primary signatory and operator for all financial institutions and vendors, including but not limited to, banking, investment, stock, and securities accounts for the Pacifica Foundation and all of its financial divisions (KPFA, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives, and Pacifica Affilates).</p>	<p>5 min</p>
<p>See more below</p>			

	PNB Committees Status		
	A. Update from PNB Secretary		5 min
6	B. Revisiting KPFA Director memberships on PNB Committees due to March 6th Court ruling	<p>Motion noticed by Steinberg:</p> <p>Whereas, through no fault of his own Tom Voorhees was disenfranchised between January 25, 2018 and March 6, 2018 from participation in all PNB meetings and activities including PNB committee sign-ups and elections,</p> <p>Be it resolved that immediately upon approval of this motion Tom Voorhees be given 3 minutes to address the PNB, that if he wishes to be on any PNB committees he is to state so, that for any of these committees in which there is a KPFA Director vacancy that he immediately become a member, that for any of these committees in which a KPFA Director is already a member following the April 5th PNB meeting an IRV election be held between Tom Voorhees and the current KPFA Director member for which the PNB Secretary is to make arrangements with teller Terry Goodman, a second ballot recipient and a timeline for specific dates for ballot distribution, ballot return deadline, public tally and teller report, and if the results change the current KPFA Director committee membership, the new membership(s) go(es) into effect immediately after the elections results are known.</p>	5 min
7	Mandates for Ad Hoc committees		10 min
8	PNB Committee Reports		
	A. Strategic Planning Committee		10 min
	B. Finance Committee		5 min
	C. Audit Committee		5 min
	D. Governance Committee		5 min
	E. Personnel Committee		5 min
9	Adjourn to Executive Session		11:00 pm ET - time certain