

**PNB Regular Open/Public Meeting**  
 Teleconference Meeting  
**Minutes**  
**Thursday, June 7, 2018, 8:30 pm ET**  
 (APPROVED July 5, 2018)

**Item #1**

**A. Chair Nancy Sorden calls the meeting to order at 8:40 pm ET**

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

PL	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	P	Tony Leon, <b>WPFW</b> , Staff
P	Chris Cory, <b>KPFA</b> , Listener	PL	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
PL	Jan Goodman, <b>KPFK</b> , Listener	P	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 18 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. During roll call Secretary announces that Grace Aaron requested a probable excused absence. Secretary also reminds the body that Jan Goodman will probably not be on the call. Chair asks if there are other requests for excused absence.**

**Travis MOVES to excuse Grace Aaron's and Jan Goodman's absences**

**HNO MOTION to excuse Grace Aaron's and Jan Goodman's absences APPROVED**  
 (Note from Secretary: Aaron and Goodman subsequently call in to the meeting)

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

**(Note from Secretary: There were reports that the meeting wasn't being streamed; Otis Maclay looked into the matter; the Chair chose to continue the meeting anyway; it was subsequently learned that the streaming contract had expired)**

See more below

Item #	Item	Activity
2	Agenda Approval	<p>(Draft agenda emailed Thursday, June 7, 2018, 1:14 am ET)</p> <p>Sabbagh MOVES to approve the Agenda</p> <p>Travis MOVES to add a motion she noticed to the agenda as follows:</p> <p style="padding-left: 40px;">I move the PNB authorizes its iED to retain accounting help to address the issue of preparation for the 2017 audit, the pension issues, and the day to day finance and HR operations taking into account the concerns discussed by the PNB and to be guided by the current parameters of the 3 now vacant National Office vacancies of CFO and 2 senior accountants.</p> <p>Travis then agrees that she will take her motion up in the CLOSED agenda.</p> <p>Crosier MOVES to AMEND the AGENDA by moving items #5 (Approval of amendment to FJC loan) and #6 (Motion to establish the FJC Reserve Interest Fund) on CLOSED agenda to the OPEN agenda</p> <p>MOTION to AMEND the AGENDA by moving items #5 (Approval of amendment to FJC loan) and #6 (Motion to establish the FJC Reserve Interest Fund) on CLOSED agenda to the OPEN agenda <b>FAILS 2Y/13N/4A</b> with the following vote tally:  <b>YES:</b> Crosier, Randall  <b>NO:</b> Cory, JDavis, KDavis, Diaz, Heerwagen, Lark, Laufer, Leon, Nwangaza, Sabbagh, Steinberg, Travis, Washington  <b>ABSTAIN:</b> Casenave, Jacobs, Sorden, Voorhees</p> <p>HNO MOTION to approve the Agenda <b>APPROVED</b></p> <p>See approved Agenda below</p>
3	<p>Minutes Approval</p> <p>Minutes Approval 05-10-18</p>	<p>Casenave MOVES to POSTPONE approval of 05-10-18 meeting minutes to the next meeting</p> <p>HNO MOTION to to POSTPONE approval of 05-10-18 meeting minutes to the next meeting <b>APPROVED</b></p>
<p>See more below</p>		

4	iED Report	<p>The iED reports The iED reports that the main things he has been working on the last month are the finance office transition, preparing the Nakapon building for sale, supporting the audit process and the move of WBAI transmitter to a new location. The Nakapon building is ready to close. Will meet the June 19th deadline for the 2016 audit. The Great Plains conversion is complete. Sam Agarwal's tenure is complete as of June 1st. We received responses to our RFP process and he is asking the PNB to authorize him to select one of the accounting firms. WBAI went on the air on May 31st from 4 Times Square. This is followed by Q&amp;A.</p> <p>Sabbagh MOVES to EXTEND the meeting by 15 minutes</p> <p>HNO MOTION to EXTEND the meeting by 15 minutes <b>APPROVED</b></p>
5	Update on Campisi lawsuit	<p>Chair reports that on the judge reversed her May ??? order staying the March 6th ruling pending appeal and thus a stay is not in effect.</p>
6/7	PNB Committee Reports and Q&A	
	A. Finance Committee	<p>Finance Committee Chair JDavis reports that the committee has met a number of times, they have yet to get any hard numbers and they are trying to get the budgets going.</p>
	B. Audit Committee	<p>Audit Committee Chair Eileen Rosin joins the call and gives a report that the committee will be reviewing the 2016 audit, resolve any issues and send it to the PNB for sign-off and has also been reviewing candidates for 2017 auditor and assessing the readiness of units for the audit.</p>
	C. Governance Committee	No report
	D. Strategic Planning Committee	<p>Lark MOVES to EXTEND the meeting by 10 minutes</p> <p>MOTION to EXTEND the meeting by 10 minutes <b>FAILS 9Y/7N/4A</b> with the following vote tally:  <b>YES:</b> Casenave, Crosier, JDavis, KDavis, Diaz, Lark, Laufer, Leon, Washington  <b>NO:</b> Aaron, Cory, JGoodman, Jacobs, Randall, Voorhees, Travis  <b>ABSTAIN:</b> Heerwagen, Nwangaza, Sorden, Steinberg,</p> <p>No report (time has run out)</p>
	E. Personnel Committee	No report
	F. Elections Committee	No report
G. Programming Committee	No report	
<b>Chair adjourns the meeting at 9:51 pm ET</b>		
<p>Audio archives of this meeting can be found at:  <a href="https://kpftx.org/archives/pnb/pnb180607/pnb180607a.mp3">https://kpftx.org/archives/pnb/pnb180607/pnb180607a.mp3</a></p>		
<b>Draft Minutes respectfully submitted by Janet Kobren, PNB Secretary</b>		

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

<b>8</b>	<b>Unfinished Business</b>	
	<b>A. Mandates for Ad Hoc committees</b>	
	<b>B. Line of authority of ED and CFO</b>	
	<b>C. Motion to lift the veil of secrecy</b>	<p><b>Motion #1:</b></p> <p>Motion made by Steinberg, seconded and debated at May 10, 2018 Special OPEN meeting and postponed to the next Regular meeting contingent on the Chair consulting with legal counsel</p>
		<p><b>Motion #2:</b></p> <p>Motion approved unanimously on May 9, 2018 by the WBAI LSB:</p> <p>Whereas, in March 2018, loans in the amounts of \$500,000 and \$3.7 million were taken by the Pacifica Foundation in order to settle, at \$3.4 million, the lawsuit brought against Pacifica for WBAI transmitter rents, license fees, and related costs, and to pay and/or escrow other Pacifica expenses,</p> <p>Be it hereby resolved that the WBAI Local Station Board (LSB) requests that the Pacifica National Board (PNB) direct the Interim Executive Director (IED) to prepare and distribute by June 5, 2018, to each Pacifica LSB, with identification of any material that requires confidential treatment:</p> <ul style="list-style-type: none"> <li>• The terms and conditions of the loans including collateral, interest, fees, payment dates and amounts</li> <li>• An itemization of the use of all funds including escrowed amounts</li> <li>• The lease or terms for 4 Times Square including escalation clauses and fees</li> </ul> <p>As much as possible, we request that signed documents, rather than or in addition to summaries, be provided.</p> <p>The PNB is further encouraged to have the IED prepare a similar but non-confidential version of the report that can be posted on Foundation sites.</p>
<b>D. Motion regarding Agenda Setting</b>	<p><b>Motion noticed by Heerwagen:</b></p> <p>For all regular meetings of the Pacifica National Board, there shall be a call for agenda items at least 10 days before each meeting and items submitted by 7 days before the meeting shall appear on the draft agenda which must be provided no fewer than 3 days before the meeting.</p> <p>This rule shall also apply to each PNB Committee, Working Group or Taskforce, except that Local Station Boards with an established process at the time of the passage of this motion may continue to use their process, subject to review by the PNB upon the request of 4 LSB members. The policy applied by an LSB shall cover its committees, working groups and taskforces.</p>	

**PNB Regular Open/Public Meeting**  
 Teleconference Meeting  
**Approved Agenda**  
 Thursday, June 7, 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 05-10-18		5 min
4	iED Report		15 min
5	Update on Campisi lawsuit		5 min
6	PNB Committee Reports and Q&A		
7	A. Finance Committee		20 min
	B. Audit Committee		
	C. Governance Committee		
	D. Strategic Planning Committee		
	E. Personnel Committee		
	F. Elections Committee		
	G. Programming Committee		
8	Unfinished Business		
	A. Mandates for Ad Hoc committees		10 min
	B. Line of authority of ED and CFO		5 min
See more below			

<p style="text-align: center;">8 (cont.)</p>	<p>Unfinished Business (cont.)</p>		
	<p>C. Motion to lift the veil of secrecy</p>	<p>Motion #1:</p> <p>Motion made by Steinberg, seconded and debated at May 10, 2018 Special OPEN meeting and postponed to the next Regular meeting contingent on the Chair consulting with legal counsel</p>	<p>10 min</p>
<p>See more below</p>			

	Unfinished Business (cont.)		
8 (cont.)	D. Motion regarding Agenda Setting	<p>Motion noticed by Heerwagen:</p> <p>For all regular meetings of the Pacifica National Board, there shall be a call for agenda items at least 10 days before each meeting and items submitted by 7 days before the meeting shall appear on the draft agenda which must be provided no fewer than 3 days before the meeting.</p> <p>This rule shall also apply to each PNB Committee, Working Group or Taskforce, except that Local Station Boards with an established process at the time of the passage of this motion may continue to use their process, subject to review by the PNB upon the request of 4 LSB members. The policy applied by an LSB shall cover its committees, working groups and taskforces.</p>	5 min
9	Adjourn		9:30 pm ET - time certain