

**PNB Regular Open/Public Meeting**  
 Teleconference Meeting  
**Revised Draft Agenda**  
 Thursday, July 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 5-10-18 6-7-18 6-14-18		10 min
4	iED/Acting CFO report		10 min
5	* Special Order of Business *		
	A. Chair Ruling on voting in absentia		5 min
See more below			

<p style="text-align: center;">5 (cont.)</p>	<p>* Special Order of Business * (cont.)</p>		
	<p>B. Delegates Election Timeline</p>	<p>Motion noticed by Heerwagen:</p> <p><b>Timeline for the Next Delegate Election</b></p> <p>Whereas Pacifica is out of compliance with Articles Four and Five of the bylaws relative to the Delegate elections timeline; and,</p> <p>Whereas, it is the intent of the Pacifica Foundation Board to follow our By-Laws as closely as possible; and,</p> <p>Whereas, the Foundation has had demonstrable business altering circumstances, specifically the Empire State Realty Trust vs. Pacifica Lawsuit regarding WBAI rents and license fees, etc. in addition to an avalanche of other pressing financial obligations including overdue contributions to employee pensions; and,</p> <p>Whereas, due to these extraordinary circumstances which are more severe than in 2013 when Delegates elections were previously postponed, and given the 2012 Delegates Election cost Pacifica \$224,830.53, the 2015 Delegates Election cost Pacifica \$143,511.47 and the 2016 Delegates Election cost Pacifica an estimated \$136,000, the Foundation's cashflow is not sufficient to fund a Delegates Election; and</p> <p>Whereas our fiduciary duties as Directors are paramount in the discharge of our duty of loyalty to the Pacifica Foundation; and</p> <p>Whereas, this Pacifica National Board (PNB) fully endorses democratic elections of Delegates and fully wishes to maintain the bylaws as stated, "Elections of Delegates shall be staggered over a 3-year period"; and</p> <p>Whereas attempting a condensed Delegate election timeline in 2018 could prove to be more costly and would clash with the national mid-term elections in November of 2018; be it hereby resolved</p> <p>That the PNB hereby authorizes maintaining the required two (2) Elections in a three (3) year period, but that the sequence of our Elections for this three (3) year period (2018-2020) shall be the second and third year – 2019 and 2020, rather than the first and second year – 2018 and 2019; and</p> <p>Specifies that the next Delegate elections shall be held in 2019 in accordance with the bylaws election timeline and current Delegates shall continue to serve until the next election except that those meeting the individual and absolute 6 consecutive cumulative year limit are automatically removed and replaced from the runners-up list from the last election and, if exhausted, by appointment by the Local Station Board as with other Delegate vacancies per Article 4, Section 10. Directors shall be elected to the PNB in January 2019 as per usual.</p> <p>(Note from Secretary: Three bylaws were listed at this point. To save space I have provided the links to those bylaws rather than the text, so just click on the links.)</p> <p><a href="#">Article Four, Delegates, Section 4: Election Supervisors</a></p> <p><a href="#">Article Four, Delegates, Section 5: Election Time Frame</a></p> <p><a href="#">Article Four, Delegates, Section 10: Filling of Vacancies</a></p>	<p>20 min</p>
<p>See more below</p>			

6	PNB Committee Reports and Q&A		
	A. Finance Committee		20 min
	B. Audit Committee		
	C. Governance Committee		
	D. Strategic Planning Committee		
	E. Personnel Committee		
	F. Elections Committee		
	G. Programming Committee		
	Mandates for Ad Hoc committees		10 min
7	Meeting NETA		10:05 pm ET - time certain (15 min.)
8	Unfinished Business		
	A. Lifting the veil of secrecy	<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>	5 min
		<p>Motion #2:</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>	10 min

	Unfinished Business (cont.)		
	B. Line of authority of ED and CFO		5 min
8 (cont.)	C. 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 to Executive Session		10:25 pm ET - time certain