

**PNB Regular Open/Public Meeting**  
**Teleconference Meeting**  
**Minutes**  
**Thursday, August 2, 2018, 8:30 pm ET**  
**(APPROVED August 30, 2018)**

**Item #1**

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

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

P	Grace Aaron, <b>KPFK</b> , Listener	PL	DeWayne Lark, <b>KPFT</b> , Listener
EA	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
P	Chris Cory, <b>KPFA</b> , Listener	EA	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	PL	Mansoor Sabbagh, <b>KPFK</b> , Listener
EA	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	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
---	---------------------

**C. Chair asks if there were requests for excused absences other than Jonathan Alexander, Kathryn Davis, Tony Leon and Efia Nwangaza, and there were none.**

**Casenave MOVES to excuse Jonathan Alexander's, Kathryn Davis', Tony Leon's and Efia Nwangaza's absences**

**HNO MOTION to excuse Jonathan Alexander's, Kathryn Davis', Tony Leon's and Efia Nwangaza's absences APPROVED**

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

See more below

Item #	Item	Activity
2	Agenda Approval	<p>(Draft agenda emailed by Chair Thursday, August 2, 2018, 2:37 pm ET)</p> <p><b>JDavis MOVES to approve the Agenda</b></p> <p><b>Crosier MOVES to AMEND the AGENDA by striking Item #5.</b></p> <p><b>Item #5 is listed as “Bylaw Amendment Timeline recommendation” and has the following description:</b></p> <p style="padding-left: 40px;"><b>Because we need a Bylaw to establish a special committee for the Pension Plan administration we need to set this up ASAP</b></p> <p style="padding-left: 40px;"><b>This is a suggestion</b></p> <p style="padding-left: 40px;">Make the record date (website publication date) on or before Sept. 9 (add 45 days) PNB vote on proposed amendment on or before Oct. 18 (3rd Thurs. - Special meeting) (add 60 days) LSBs vote on PNB-approved proposals on or before Dec. 16 (3rd Sun.) – and no later than Dec 31</p> <p style="padding-left: 40px;">If time before record date, suggested motions without the needed 6 Directors could go to the Governance committee for review and edit. I.E. if the process is started early enough they can be worked on together.</p> <p style="padding-left: 40px;">A final version needs to be submitted by 6 Directors or by 1% of members.</p> <p style="padding-left: 40px;"><b>Motion for Bylaw Amendment Timeline</b></p> <p style="padding-left: 40px;">The PNB moves that proposed Bylaw amendments for 2018 will be submitted the PNB according to Bylaw Article 17, Section 1, on or before Sept 7, and will be posted to the website on or before Sept 9 and the PNB will vote on proposed amendments on or before Oct 18 and the LSBs will vote on the PNB-approved proposals on or before Dec 16 and no later than Dec 31, 2018.</p> <p><b>MOTION to AMEND the the AGENDA by striking Item #5</b>  <b>APPROVED 12Y/2N/4A with the following vote tally:</b>  <b>YES:</b> Aaron, Cory, Crosier, Diaz, JGoodman, Jacobs, Laufer, Randall, Sabbagh, Steinberg, Travis, Voorhees  <b>NO:</b> Casenave, JDavis  <b>ABSTAIN:</b> Heerwagen, Lark, Sorden, Washington</p> <p><b>HNO MOTION to approve the Agenda as Amended APPROVED</b></p> <p><b>See approved Agenda below</b></p>
See more below		

Item #	Item	Activity
3	Minutes Approval 7-5-18	<b>Chair asks if there are any corrections to the 7-5-18 meeting minutes and hearing none declares that set of minutes <b>APPROVED</b> unanimously</b>
4	iED/Acting CFO report	<p><b>The iED reports the following:</b></p> <p><u>Finance:</u> All stations have paid all Central Service Fee payments for April, May and June.</p> <p><u>Accounting service:</u> NETA has been working on four fronts: making site visits at all units, supporting the 2017 audit (a very preliminary balance sheet for the end of FY 2017 is imminent), moving a NETA staffer into the controller role for Pacifica who is managing cash flow and approving invoices for payment, and having another NETA staffer review and approve the regular payroll.</p> <p><u>Pensions:</u> Moved forward by engaging the new Third Party Administrator for the pension plan, Primark, as approved by the PNB. Primark has been gathering information and begun processing new retirees. Also, our relationship with the pension fund advisor, Byron Hancock and his company has been reestablished. Hancock has been supporting our efforts to repair the pensions and also respond to the DOL request. Work is being done on a manageable payment plan for KPFK pension plans that should be able to be funded over the next several months, hopefully by the end of the year. Similar efforts are being done with regards to KPFA's pension plan. Both the KPFK and KPFA fixes may need approval from the IRS. And we have a firm working on past due audits of our pension plans with the help of our ERISA attorneys.</p> <p><u>Delegate Elections:</u> There are two viable candidates for National Election Supervisor and selection should be within the week. The ED's understanding is that an election is required this year by the bylaws. The next step will be to provide a draft schedule for approval by the PNB.</p> <p><u>ED search:</u> The Personnel Committee has completed video interviews with eight candidates and expects to finalize a list of three to be interviewed by the full board on a meeting tentatively scheduled for August 16.</p> <p><b>This is followed by Q&amp;A.</b></p> <p><b>The Secretary requests the iED send his report in writing which he does during the meeting.</b></p>
See more below		

Item #	Item	Activity
6	In- Person Meeting	<p><b>JDavis MOVES a MOTION on dates for an in-person meeting as follows:</b></p> <p>As per Bylaw Article 6, Section 1, the PNB will meet in-person by October 22, 2018, the exact date to be set according to the best available times with respect to PNB Directors personal schedules, hotel arrangements expenses, and flight costs and in compliance with notices required by Article 6, Section 4.</p> <p><b>Aaron MOVES to REFER the MOTION on dates for an in-person meeting to the Coordinating Committee and Finance Committee to investigate the cost</b></p> <p><b>Lark MOVES to EXTEND the item by 5 minutes</b></p> <p><b>HNO MOTION to EXTEND the item by 5 minutes APPROVED</b></p> <p><b>MOTION to REFER the MOTION on dates for an in-person meeting to the Coordinating Committee and Finance Committee to investigate the cost APPROVED 8Y/5N/5A with the following vote tally:</b></p> <p><b>YES:</b> Aaron, Cory, Crosier, JGoodman, Jacobs, Laufer, Randall, Sabbagh  <b>NO:</b> Casenave, JDavis, Diaz, Heerwagen, Lark  <b>ABSTAIN:</b> Sorden, Steinberg, Travis, Voorhees, Washington</p>
7	<p><b>PNB Committee Reports and Q&amp;A</b></p> <p><b>A. Finance Committee</b></p> <p><b>B. Audit Committee</b></p> <p><b>C. Governance Committee</b></p>	<p></p> <p><b>NFC Chair JDavis reports that the committee has received very little financial information and that the committee passed a motion that is parallel to one from the SPC to get financial information from all the stations and their practices.</b></p> <p><b>No report</b></p> <p><b>Committee has not convened</b></p>
<p>See more below</p>		

Item #	Item	Activity
<p style="text-align: center;">7 (cont.)</p>	<p><b>D. Strategic Planning Committee</b></p>	<p><b>SPC Chair reports on various SPC working groups. The Governance and Mission WG prepared an anonymous survey that was sent to the Directors. The Finance Recovery WG did not have any motions to pass on to the PNB.</b></p> <p><b>SPC Chair Steinberg MOVES the Programming motion approved on 7/23/18 by the SPC as follows:</b></p> <p style="padding-left: 40px;"><b>Be it resolved that Pacifica take immediate steps begin to function as a network.</b></p> <p style="padding-left: 40px;"><b>The Executive Director will appoint a National Programming Director who will be tasked with the job of coordinating National Programming with the local Program Directors. This can position can be filled initially with either a volunteer or an interim hire.</b></p> <p style="padding-left: 40px;">Further, That a National Program Director be sought, There be a search for a National Program Director be conducted with the understanding that initially the job would be filled by a volunteer who would initially be given an honorarium of no more than \$1000/month, but with the understanding that the position will hopefully turn into a full time paid position. Future, higher funding for this position will be sought for this position and program. Such further or additional funding be limited to funds raised specifically for this position/National Programming, and or put into future budgets.</p> <p style="padding-left: 40px;">Further that the Executive Director be charged with doing the search and hiring of this person.</p> <p style="padding-left: 40px;"><b>That the National Program Director organize a Pacifica Channel to make programs from throughout the Pacifica network easily available to each Pacifica station.</b></p> <p style="padding-left: 40px;"><b>That a one hour a day Pacifica wide program be implemented that will initially include the best programming from each listening area. Each station will be required to schedule this network wide program and contribute to it.</b></p> <p style="padding-left: 40px;"><b>That steps be taken to revive a Pacifica wide news service to complement the local news.</b></p> <p><b>MOTION from SPC regarding Programming APPROVED 8Y/6N/4A with the following vote tally:</b></p> <p style="padding-left: 40px;"><b>YES:</b> Aaron, Crosier, JGoodman, Randall, Sabbagh, Steinberg, Travis, Voorhees</p> <p style="padding-left: 40px;"><b>NO:</b> Casenave, JDavis, Diaz, Heerwagen, Lark, Washington</p> <p style="padding-left: 40px;"><b>ABSTAIN:</b> Cory, Jacobs, Laufer, Sorden</p>

Item #	Item	Activity
7 (cont.)	H. Pension Administrative Committee	Chair reports that since we have heard from the ERISA attorney about this and the PNB doesn't have to do anything on this she RULES the item OUT OF ORDER
8	Conflict of interest Policy	<p>Casenave MOVES the Chair's suggested Conflict of interest Policy motion language as follows:</p> <p>Pacifica's Interested Persons, as per Bylaw Article 13: Conflicts of Interest, will disclose annually in January any potential conflicts of interest using a form (to be developed by the ED/iED) where they will disclose all material facts related to actual or potential conflicts of interest that are needed to determine whether a Conflict of Interest exists and, if so, whether it is in the Foundation's (or a Foundation radio station's) best interest to nonetheless enter into the contract or transaction.</p> <p><b>MOTION regarding a Conflict of interest Policy APPROVED 8Y/5N/5A with the following vote tally:</b>  <b>YES:</b> Aaron, Casenave, JDavis, Diaz, JGoodman, Lark, Laufer, Washington  <b>NO:</b> Crosier, Jacobs, Randall, Sabbagh, Travis  <b>ABSTAIN:</b> Cory, Heerwagen, Sorden, Steinberg, Voorhees</p>
9	<p>Unfinished Business</p> <p>A. Restricted Account for Proceeds of Sale of Nakapon and Remaining Funds from Loans</p>	<p>Casenave MOVES the Chair's suggested motion language regarding use of restricted remaining funds from Nakapon/NO bldg. sale and the loans, collectively edited and then emailed by Travis, as follows:</p> <p>Whereas, the proceeds of the Sale of the Nakapon/NO bldg. were restricted to use for covering costs of solving the Pension Plan issues and completing audits, (see resolution dated May 10, 2018), the PNB directs that the remaining funds from the Loans to be used for costs dealing with the Pension Plan issues and paying for the 2017 and 2018 audits.</p> <p>HNO MOTION regarding use of restricted remaining funds from Nakapon/NO bldg. sale and the loans <b>APPROVED</b></p>
See more below		

Item #	Item	Activity
<p style="text-align: center;">9 (cont.)</p>	<p><b>B. Lifting the veil of secrecy</b></p>	<p><b>Motion #1:</b></p> <p><b>This regards Steinberg’s MOTION that was seconded, debated and then POSTPONED at the May 10, 2018 CLOSED session pending Chair consulting with legal counsel. The language is as follows:</b></p> <p style="padding-left: 40px;"><b>Whereas transparency of the work of the PNB is mandated by both the Pacifica bylaws, CPB regulations and FCC regulations, as well as the desire of the members of the Pacifica Foundation, therefore,</b></p> <p style="padding-left: 40px;"><b>Whereas negotiations that once required confidentiality have now been concluded and the terms of loans and contracts have been made public, the reason for their confidentiality has been removed,</b></p> <p style="padding-left: 40px;"><b>Be it resolved that the veil of confidentiality be lifted from all PNB Executive sessions in 2018 that have been approved by the PNB. The sole exceptions would be any items in the minutes that pertains to;</b></p> <p style="padding-left: 40px;"><b>1 Personnel issues</b>  <b>2 Negotiations that are still ongoing</b>  <b>3 Confidential discussions with legal counsel.</b></p> <p style="padding-left: 40px;"><b>Therefore, the Pacifica National Board authorizes the publication of the approved minutes of the PNB closed sessions for 2018 with the redaction of the 3 exceptions noted above. The PNB authorizes the Secretary of the PNB and the Chair of the PNB to evaluate the minutes prior to publication to insure that the items that require redaction are in fact removed and no other items are redacted.</b></p> <p><b>Chair announces that she has consulted with legal counsel who said that because this motion was from a closed session for which there is an agreement that what members say when speaking freely as well as how they vote remain confidential and stay in closed session, that the vote on this in open session must be unanimous in order for it to pass.</b></p> <p><b>Casenave MOVES to AMEND by adding “2017” to the motion</b></p> <p><b>HNO MOTION to AMEND by adding “2017” to the motion</b>  <b>APPROVED</b></p> <p><b>MOTION regarding Lifting the veil of secrecy made by Steinberg as AMENDED (requiring a unanimous vote) FAILS 14Y/3N/1A with the following vote tally:</b></p> <p style="padding-left: 40px;"><b>YES:</b> Aaron, Casenave, Cory, Crosier, JDavis, JGoodman, Jacobs, Laufer, Randall, Sabbagh, Steinberg, Travis, Voorhees, Washington  <b>NO:</b> Diaz, Heerwagen, Lark  <b>ABSTAIN:</b> Sorden</p>
See more below		

**Adjournment time certain is reached.**

**Chair adjourns the meeting at 10:52 pm ET to Executive Session**

Audio archives of this meeting can be found at:  
<https://kpftx.org/archives/pnb/pnb180802/pnb180802a.mp3> (Part 1) and  
<https://kpftx.org/archives/pnb/pnb180802/pnb180802b.mp3> (Part 2)

**Draft Minutes respectfully submitted by Janet Kobren, PNB Secretary**

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

6	In- Person Meeting	<b>Motion on Location</b> The PNB will meet in 2018 for an in-person meeting at the location best for containing costs and if necessary will reset the rotation of the meeting area according.
7	<b>PNB Committee Reports and Q&amp;A</b>	
	<b>E. Personnel Committee</b>	Prior motions authorizing ED search
	<b>F. Elections Committee</b>	
	<b>G. Programming Committee</b>	
9	<b>Unfinished Business</b>	
	<b>B. Lifting the veil of secrecy</b>	<b>Motion #2:</b> <b>Motion approved unanimously on May 9, 2018 by the WBAI LSB:</b>  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,  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: <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> As much as possible, we request that signed documents, rather than or in addition to summaries, be provided.  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.

See more below

**Agenda items not reached during the meeting prior to adjournment (cont.)**

<b>9 (cont.)</b>	<b>Unfinished Business (cont.)</b>	
	<b>C. Line of authority of ED and CFO</b>	
	<b>D. Motion regarding Agenda Setting</b>	<p><b>Motion noticed by Heerwagen:</b></p> <p><b>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.</b></p> <p><b>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.</b></p>

**PNB Regular Open/Public Meeting**  
 Teleconference Meeting  
**Approved Agenda**  
 Thursday, August 2, 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 7-5-18		5 min
4	iED/Acting CFO report		15 min
See more below			

Item #	Item		Time
6	In- Person Meeting	<p>Motion on Dates</p> <p>As per Bylaw Article 6, Section 1, the PNB will meet in-person by October 22, 2018, the exact date to be set according to the best available times with respect to PNB Directors personal schedules, hotel arrangements expenses, and flight costs and in compliance with notices required by Article 6, Section 4.</p> <p>Motion on Location</p> <p>The PNB will meet in 2018 for an in-person meeting at the location best for containing costs and if necessary will reset the rotation of the meeting area according.</p> <p>Vote on Motions</p>	<p>10 min</p> <p>9:35pm ET Time Certain</p>
7	<p>PNB Committee Reports and Q&amp;A</p> <p>A. Finance Committee</p> <p>B. Audit Committee</p> <p>C. Governance Committee</p> <p>D. Strategic Planning Committee</p> <p>E. Personnel Committee</p> <p>F. Elections Committee</p> <p>G. Programming Committee</p>	<p>Motions Passed out of Committees</p> <p>Prior motions authorizing ED search</p>	<p>20 min</p>
<p>See more below</p>			



Item #	Item		Time
8	Conflict of interest Policy	<p>Suggested motion to have Tom develop a form for Board member to fill out annually to disclose any potential conflicts of interest, after review Conflict of Interest Policy.</p> <p>Motion:  Pacifica's Interested Persons, as per Bylaw Article 13: Conflicts of Interest, will disclose annually in January any potential conflicts of interest using a form (to be developed by the ED/iED) where they will disclose all material facts related to actual or potential conflicts of interest that are needed to determine whether a Conflict of Interest exists and, if so, whether it is in the Foundation's (or a Foundation radio station's) best interest to nonetheless enter into the contract or transaction.</p> <p>Vote on Motion</p>	<p>10 mins.</p> <p>10:20 pm ET  Time Certain</p>

See more below

Item #	Item		Time
9	Unfinished Business		
	A. Restricted Account for Proceeds of Sale of Nakapon and Remaining Funds from Loans	<p>Whereas, the proceeds of the Sale of the Nakapon/NO bldg. were restricted to use for covering costs of solving the Pension Plan issues and completing audits, (see resolution dated) and the PNB moved that the remaining funds from the Loans also be restricted for use to be determined ( see resolutions), the PNB moves that the remainder of the funds from the loans also be used for costs solutions dealing with the Pension Plan issues and paying for the 2017 and 2018 audits.</p> <p>Vote on Motion</p>	<p>10 min</p> <p>10:30 pm ET Time Certain</p>
	B. 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> <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>	<p>10 mins</p> <p>10 min</p>

Item #	Item		Time
	Unfinished Business (cont.)		
	C. Line of authority of ED and CFO		5 min
9 (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>	10 min
10	Adjourn to Executive Session		10:45 pm ET - time certain

See Appendices below

<p>Appendix A</p>	<p><b>Pacifica Bylaws Article Eight, Other Committees of the Board of Directors, Section 2: Composition of Board Committees</b></p> <p>Except as otherwise provided in these Bylaws, all committees shall include at least one Director from each Foundation radio station and two Delegates, who are not then serving as Directors, from each radio station, provided, however, that the inclusion of Delegates on a committee shall not be required where the Board by a majority vote determines that the privileged, sensitive or confidential nature of the matters to be addressed by said committee preclude the inclusion of Delegates as committee members in order for said committee to effectively and efficiently perform its duties. The Board may designate one or more Directors as alternate members of any committee. Director committee members shall be selected by a majority vote of the Board using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the Board shall use the single transferable method of voting to select committee members. Delegate committee members shall be elected by their respective LSBs using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the LSBs shall use the single transferable method of voting to select committee members.</p>	
<p>Appendix B</p>	<p><b>July 12, 2018 PNB Motion</b></p> <p><b>The Pacifica National Board hereby establishes the Administrative Committee which shall have the authority to manage and operate the Pacifica Pension Plans (Retirement and 403(b)). This committee will be composed of three members who may be Pacifica National Board Members, employees of Pacifica, or non-employee-non-Board members who will be the Trustees. The first item of business for the committee is to create a charter and bylaws for approval by the Board.</b></p>	