

Minutes - Open/Public Session
Pacifica National Board Teleconference Regular Meeting
November 1, 2018, 8:30 pm
and continued on November 8, 2018
Note: All times here are Eastern Time.

Approved by PNB Jan. 31, 2019

1. Preliminary Business

The meeting was called to order at 8:36 pm on Nov. 1, 2018 by the Chair, Nancy Sorden.

Roll was taken by the pro-tem Secretary, Bill Crosier:

Directors:

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

Others:

P	Maxie Jackson III, Executive Director		
P	Otis Maclay, Web streamer	P	John Tatum, Parliamentarian

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

Quorum was established, with 18 Directors present at roll call.

Sabbagh moved to excuse absences of Goodman, Leon, and Kathryn Davis. The motion was approved without objection.

The following people were appointed as timekeepers by the Chair:

For agenda items and individual speakers: Sabbagh

2. Agenda Approval

Sabbagh moved to approve the draft agenda, and Randall seconded the motion.

Crosier moved to amend the agenda by adding a motion on KPFT's LSB Violation of PNB Motion on Telephone Participation, as item 9H on the agenda. The amendment was approved by a vote of 11 Yes, 7 No, 1 Abstain, as follows:

Yes: Aaron, Alexander, Cory, Crosier, Jacobs, Laufer, Randall, Sabbagh, Steinberg, Travis, Voorhees

No: Casenave, J. Davis, Diaz, Heerwagen, Lark, Nwangaza, Washington

Abstain: Sorden

Travis moved to go into executive session as the time had come for Pacifica's general legal counsel to join the call for discussion of legal matters. Casenave seconded. The motion was approved without objection.

The meeting was adjourned to executive session at 9:19 pm.

The open session was re-convened at 11:29 pm by the Chair, Nancy Sorden.
Roll was taken by the pro-tem Secretary, Bill Crosier:

Directors:

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

Others:

P	Maxie Jackson III, Executive Director		
P	Otis Maclay and Fred Blair, Web streamers	P	John Tatum, Parliamentarian

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

Quorum was established, with 17 Directors present at roll call.

Casenave moved to hear from the Executive Director first, before completing agenda approval. Goodman second.

Diaz raised a Point of Order, that due to technical difficulties the public could not hear the web stream at the beginning of reconvening the open session. The chair said that was well taken, but the public would be able to hear the meeting via the audio archives.

Travis moved to amend Casenave's motion, to include selecting a secretary pro-tem before the ED's presentation. Goodman second.

(Web stream was started.) Travis's amendment was approved by a vote of 7 Yes, 1 No, 7 Abstain, as follows:

Yes: Aaron, Cory, Laufer, Sabbagh, Steinberg, Travis, Voorhees

No: Diaz

Abstain: Casenave, Crosier, J. Davis, Heerwagen, Jacobs, Sorden. Washington

Casenave's motion, as amended by Travis, was approved without objection.

Travis nominated Crosier for pro-tem secretary. No others who were nominated were willing to accept the nomination. Crosier was elected as pro-tem secretary by a vote of 7 Yes, 4 No, 4 Abstain, as follows:

Yes: Aaron, Cory, Jacobs, Laufer, Sabbagh, Travis, Voorhees

No: Casenave, J. Davis, Diaz, Lark

Abstain: Crosier, Heerwagen, Sorden. Washington

Casenave moved to extend time by 30 minutes for the Executive Director report. Diaz seconded. The motion was approved without objection.

Maxie Jackson III gave an Executive Director report.

Aaron moved to extend time for 10 minutes, and Crosier seconded. The motion to extend was approved without objection.

Travis moved to have a continuation meeting on Nov. 8, and Crosier seconded. John Tatum, Parliamentarian, advised that the (still not approved) draft agenda could be used then.

Casenave raised a point of order, that the time extension was just for the ED report. The chair ruled that this was not correct for the last 10 minute extension.

The motion to have a continuation meeting on Nov. 8 was approved by a vote of 8 Yes, 6 No, 1 Abstain, as follows:

Yes: Aaron, Cory, Crosier, Jacobs, Sabbagh, Steinberg, Travis, Voorhees

No: Casenave, J. Davis, Diaz, Heerwagen, Lark, Washington

Abstain: Sorden

The meeting was adjourned until Nov. 8 at 12:43 am, Nov. 2, 2018.

The meeting was resumed on Nov. 8, 2018.

1. Preliminary Business

The continuation meeting was called to order at 11:24 pm on Nov. 8, 2018, by the Chair, Nancy Sorden.

Roll was taken by the pro-tem Secretary, Bill Crosier:

Directors:

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

Others:

P Maxie Jackson III, Executive Director

P Otis Maclay, Web streamer

P John Tatum, Parliamentarian

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

Quorum was established, with 18 Directors present at roll call.

The following people were appointed as timekeepers by the Chair:

For agenda items and individual speakers: Aaron

2. Agenda Approval

Sorden moved the approval of the agenda as amended on Nov. 1, 2018. Travis seconded.

Casenave moved to amend the agenda by putting the motion for ED signatory authority as the first item. The amendment was approved without objection.

Heerwagen moved to add a motion on the status of WBAI LSB meetings to the agenda following the ED report. It was approved by a vote of 10 Yes, 8 No, 2 Abstain, as follows:

Yes: Alexander, Casenave, J. Davis, K. Davis, Diaz, Heerwagen, Lark, Leon, Nwangaza, Washington

No: Aaron, Crosier, Goodman, Laufer, Sabbagh, Steinberg, Travis, Voorhees

Abstain: Jacobs, Sorden

Aaron moved to have a continuation of the open session on Nov. 15. Sabbagh seconded. The motion failed by a vote of 10 Yes, 10 No, as follows:

Yes: Aaron, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

No: Alexander, Casenave, J. Davis, Diaz, Heerwagen, Lark, Leon, Nwangaza, Sorden, Washington

Crosier moved to extend time by 45 minutes. Travis seconded. Casenave moved to amend by making the extension 10 minutes, Heerwagen seconded. Casenave's amendment was approved by a vote of 9 Yes, 7 No, 3 Abstain, as follows:

Yes: Alexander, Casenave, J. Davis, Diaz, Heerwagen, Lark, Nwangaza, Sorden, Washington

No: Aaron, Crosier, Laufer, Sabbagh, Steinberg, Travis, Voorhees

Abstain: K. Davis, Goodman, Jacobs

The amended motion to extend time failed by a vote of 8 Yes, 7 No, 3 Abstain (failed to get 2/3) as follows:

Yes: Casenave, J. Davis, Diaz, Goodman, Heerwagen, Lark, Nwangaza, Washington

No: Aaron, Crosier, Laufer, Sabbagh, Steinberg, Travis, Voorhees

Abstain: K. Davis, Jacobs, Sorden

Adriana raised a Point of Order, that it takes a 2/3 vote to extend time (as it was after midnight).

The chair adjourned the meeting at 12:20 am on Nov. 9, 2018.

Minutes respectfully submitted by Bill Crosier, Secretary Pro Tem

Appendix A – Agenda as Amended

Regular PNB Open Session

Teleconference Meeting

Draft Agenda

Thursday, November 1, 2018

Directors:

Grace Aaron, KPFK, Listener
Jonathan Alexander, KPFK, Staff
Adriana Casenave, KPFT, Listener
Chris Cory, KPFA, Listener
Bill Crosier, KPFT, Listener
Joseph Davis, KPFT, Staff
Kathryn Davis, WBAI, Staff
Benito Diaz, WPFW, Listener
Jan Goodman, KPFK, Listener
William Heerwagen, WBAI, Listener
Sabrina Jacobs, KPFA, Staff

DeWayne Lark, KPFT, Listener
Ken Laufer, WBAI, Listener
Tony Leon, WPFW, Staff
Efia Nwangaza, WMXP, Affiliate
Alex Randall, WUVI, Affiliate
Mansoor Sabbagh, KPFK, Listener
Nancy Sorden, WPFW, Listener
Alex Steinberg, WBAI, Listener
Carole Travis, KPFA, Listener
Tom Voorhees, KPFA, Listener
Maskeelah Washington, WPFW, Listener

Others:

Maxie Jackson III, Executive Director
Otis Maclay, Webmaster
John Tatum, Parliamentarian

Item #	Item	Time per Item
1	A. Call to Order B. Roll Call C. Excused Absences D. Identify Timekeepers	10 min
2	Agenda Approval	10 min
3	Election of Protem Secretary	10 min
3A	ED Signature Authority Motion	10 min
4	Minutes Approval Sep. 20 - prepared by Janet Oct. 4 (including continuation meetings on Oct. 11 and 18)	5 min
5	ED/Financial Report and Q & A	30 min
5A	WBAI LSB Meetings motion by Heerwagen	10 min

6	Delegate Elections Report	20 min
7	Motion to go into Executive session to discuss legal matters	5 min
8	Report out from Executive Session	5 min
9	PNB Committee Reports, Q&A, and Motions from Committee	45 min
	<ul style="list-style-type: none"> A. Strategic Planning Committee - see motion below B. Personnel Committee C. Elections Committee D. Programming Committee E. Finance Committee F. Audit Committee G. Governance Committee H. Motion on KPFT LSB's Violation of PNB Motion on Telephone Participation 	
10	Unfinished Business	30 min
	<ul style="list-style-type: none"> A. Line of Authority of ED and CFO B. Motion regarding Agenda Setting – see motion below C. Motion regarding Bylaws timeline 	
11	Adjourn to Closed session	Time Certain 12 AM ET

Motion from Strategic Planning Committee on Bylaws Changes

Motion on Agenda Setting noticed by Heerwagen:

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. 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.

Motion - Bylaws Amendments Timelines - Crosier

The Pacifica National Board hereby notices the beginning of a Bylaws amendment timeline process, consistent with Article 17, Section 1 of the Bylaws as of this date, Oct. 11, 2018.

For the 2018 Bylaws amendment process, all properly proposed Bylaws amendments will be submitted to the Pacifica National Board Secretary at secretary@pacifica.org (and optionally to the

PNB as well) and shall be held until November 13, the submission close date, and shall be posted publicly on pacifica.org by November 16 (the "Notice Date"), which is 45 days before the earliest of the voting dates of the Board and of the Delegates, which shall be Dec 31, 2018.

The Delegates at each of the five stations shall vote on the proposed amendment(s) during a 60-day period beginning with the date that the PNB votes on the proposed amendment(s). The PNB recommends that the PNB vote date to be Thursday, Jan 10, 2017.

Further, the PNB notices that a second Bylaws amendment timeline be established, as follows:

The Pacifica National Board hereby notices the beginning of a Bylaws amendment process, consistent with Article 17, Section 1 of the Bylaws as of this date, Oct. 11, 2018.

For the 2018 Bylaws amendment process, all properly proposed Bylaws amendments will be submitted to the Pacifica National Board Secretary at secretary@pacifica.org (and optionally to the PNB as well) and shall be held until January 4, 2019, the submission close date, and shall be posted publicly on pacifica.org by January 7, 2019 (the "Notice Date"), which is 45 days before the earliest of the voting dates of the Board and of the Delegates, which shall be February 21, 2019.

The Delegates at each of the five stations shall vote on the proposed amendment(s) during a 60-day period beginning with when the PNB votes on the proposed amendment(s). The PNB vote date shall be Thursday, Feb. 21, 2019 if possible, or no later than March 14, 2019.

Motion on KPFT LSB Violation of PNB Motion on Telephone Participation - Crosier

Whereas, the Pacifica National Board passed a resolution in September of 2017 permitting telephonic participation in Local Station Board and Delegate meetings "in order to facilitate more democratic participation in Pacifica Governance structure", and

Whereas, the Local Station Boards are committees of the Pacifica National Board, subject to supervision of the PNB, and

Whereas, KPFT's LSB has repeatedly refused to allow Deb Shafto and others to participate by phone, even when they had valid medical or out-of-town travel reasons for why they could not attend in person, and when KPFT's LSB was repeatedly notified that they were thereby violating the PNB motion on telephone participation in LSB meetings, and

Whereas, by refusing to allow Ms. Shafto to participate by phone for at least three consecutive meetings, and also by not excusing the absences that they thereby created, the KPFT LSB majority claimed that she was removed as a Delegate and LSB member, and

Whereas, the KPFT LSB has taken actions that create legal jeopardy for the Pacifica Foundation and made decisions outside of the authority granted to it by the Bylaws creating unnecessary work and confusion in a time when KPFT and Pacifica are facing severe financial stress, thus putting the Foundation at risk, and

Whereas, LSBs have no power to disenfranchise or deny members the right to full participation, and

Whereas, the Pacifica National Board has the power to override actions taken by an LSB (Bylaws citations below),

Therefore, pursuant to the supervisory powers of the PNB over the LSBs under Bylaws Article 7, Section 3 and 4, it is hereby resolved that:

The recent actions of the KPFT LSB purporting to remove Deb Shafto from the Board are null and void, and that any future such action by any LSB shall also be null and void, and

Further, any member who has been removed from the LSB and/or as a Delegate, having been denied their right to remote telephone participation, will have their LSB and Delegate membership restored. Their replacements shall be thanked for their service, removed from the LSB, and encouraged to participate in LSB committees

Further, any LSB meetings that did or does not conform to the PNB motion regarding LSB member remote participation (herein referenced) is not valid, and any member who was or is not present at such non-valid meetings but who could have participated by phone shall not be considered absent at such meeting.

Further, if the KPFT LSB fails to follow these strictures, all actions it or its Delegate assembly takes shall be considered null and void until the above requirements are followed.

Pacifica Bylaws References:

Article Seven, Local Station Boards, Section 3: Specific Powers and Duties

Each LSB, acting as a standing committee of the Foundation's Board of Directors, shall have the following powers, duties and responsibilities related to its specific radio station, under the direction and supervision of the Foundation's Board of Directors:

Article Seven, Local Station Boards, Section 4: Other Local Station Board Powers and Authority

By resolution, the Foundation's Board of Directors may delegate any other corporate powers it deems appropriate to an LSB with regard to that specific radio station. Any such power delegated to an LSB is subject to revocation at any time by the Board of Directors. Any and all actions, resolutions and policies taken or adopted by an LSB may be overridden by a majority vote of the Directors if said action, resolution or policy is found by the Board of Directors to be adverse to the mission and/or charitable or business purposes of the Foundation, to exceed the power or authority granted to said LSB or to be inconsistent with these Bylaws, the Articles or applicable laws and regulations.

ED Signatory Authority Motion

Effective immediately, Maxie Jackson III, Executive Director of the Pacifica Foundation, 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 its financial divisions (KPFA, KPFT, KPFK, WPFW, WBAI, the Pacifica Radio Archives and the Pacifica Affiliates).

WBAI LSB Meetings Motion – by Heerwagen

Whereas, the WBAI Local Station Board (LSB) has set its regular monthly meeting for second Wednesdays, and

Whereas, the LSB has not met since June 2018, with no meeting noticed for July, no quorum in August, and no meeting noticed for September, and has not addressed urgent business including the budget for FY2019, and

Whereas, on the evening of October 3, 2018, the Chair publicly tendered his immediately-effective resignation without posting a notice the regular LSB meeting that was to have happened on October 10, 2018, and

Whereas, in the wake of the Chair's abrupt announcement, the Vice Chair has not communicated with the LSB in spite of a request that he do so and none of the 3 remaining officers called a meeting for November 14, 2018

Resolved that the Pacifica National Board directs the Vice Chair of the WBAI LSB to call an LSB meeting for Wednesday, December 12 at 7pm. Should he fail to do so by Wednesday, November 21, 2018, any WBAI Director may do so.