

**Minutes - Open/Public Session  
Pacifica National Board Teleconference Meeting  
November 20, 2018, 8:30 pm**

**Note: All times here are Eastern Time.**

Approved by PNB Jan. 31, 2019

### **1. Preliminary Business**

The meeting was called to order at 9:00 pm by the Chair, Nancy Sorden.

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

#### **Directors:**

P	Grace Aaron, KPFFK, Listener	P	DeWayne Lark, KPFT, Listener
EA	Jonathan Alexander, KPFFK, Staff	P	Ken Laufer, WBAI, Listener
P	Adriana Casenave, KPFT, Listener	EA	Tony Leon, WPFW, Staff
P	Chris Cory, KPFA, Listener	PL	Efia Nwangaza, WMXP, Affiliate
P	Bill Crosier, KPFT, Listener	EA	Alex Randall, WUVI, Affiliate
P	Joseph Davis, KPFT, Staff	P	Mansoor Sabbagh, KPFFK, Listener
P	Kathryn Davis, WBAI, Staff	P	Nancy Sorden, WPFW, Listener
A	Benito Diaz, WPFW, Listener	P	Alex Steinberg, WBAI, Listener
P	Jan Goodman, KPFFK, Listener	P	Carole Travis, KPFA, Listener
PL	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, Webmaster	P	John Tatum, Parliamentarian

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

Quorum was established, with 16 Directors present at roll call.

Travis moved to excuse absences of Leon, Randall, and Alexander. 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 Travis seconded the motion.

Casenave moved that the PNB adjourn to Executive Session at 11 pm ET. Lark seconded. The motion failed on a vote of 6 Yes, 11 No, as follows:

Yes: Casenave, J. Davis, Heerwagen, Lark, Sorden, Washington

No: Aaron, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

Casenave moved to extend 10 minutes. The motion failed on a vote of 5 Yes, 11 No, 1 Abstain, as follows:

Yes: Casenave, J. Davis, Heerwagen, Lark, Washington

No: Aaron, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

Abstain: Sorden

The agenda was approved without objection.

### **3. Elect Pro-Tem Secretary**

Travis nominated Crosier as pro tem Secretary. Casenave nominated herself. Crosier was elected with a vote of 10 for Crosier, 5 for Casenave, 2 Abstain, as follows:

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

Casenave: Casenave, J. Davis, Heerwagen, Lark, Washington

Abstain: Crosier, Sorden

#### **4. Pacifica Delegate Election**

Travis moved the motion on the Delegate Election Timeline (See Appendix A). Crosier seconded. Casenave moved a substitute, to approve the timeline proposed by the NES. Heerwagen seconded. The chair ruled that no timeline had been put forward to vote on (before now) and thus it should take a 2/3 vote to set one. Steinberg challenged the ruling of the chair, saying that the provision in the Bylaws requiring a 2/3 vote to change the timeline is if the PNB so decides by November of the previous year. The ruling of the chair failed to be sustained, by a vote of 7 Yes, 10 No, as follows:

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

No: Aaron, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Travis, Voorhees

Casenave's substitute motion failed to be approved, by a vote of 6 Yes, 11 No, 1 Abstain, as follows:

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

No: Aaron, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

Abstain: Sorden

Travis's motion was approved, by a vote of 11 Yes, 7 No, as follows:

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

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

#### **5. Audit Committee Motion on 403(b) Audit**

Sorden moved the Audit Committee motion to approve the FY2016 audit of the 403(b) plan (See Appendix A).

The motion was approved by a vote of 13 Yes, 3 No, 2 Abstain, as follows:

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

No: Casenave, Heerwagen, Nwangaza

Abstain: J. Davis, Lark

#### **6. ED Signature Authority**

Casenave moved to approve the ED Signature Authority motion (see App. A). The motion was approved without objection.

Crosier moved to have a continuation meeting on Nov. 29. Travis seconded.

A motion to extend time failed by a vote of 10 Yes, 6 No (did not get 2/3), as follows:

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

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

Crosier raised a Point of Order, that the PNB should still vote on the motion that was on the floor (to have a continuation meeting).

#### **10. Adjourn**

The Chair adjourned the meeting at 12:10 am, Nov. 21, 2018.

Minutes respectfully submitted by Bill Crosier, Secretary Pro Tem

## Appendix A – Agenda

### Draft Agenda

#### Special PNB Meeting, Public/Open Session

Teleconference Meeting

Tuesday, November 20, 2018

#### Directors:

Grace Aaron, KPFFK, Listener  
Jonathan Alexander, KPFFK, 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, KPFFK, 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, KPFFK, 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, web streamer

\_\_\_\_\_, Secretary  
John Tatum, Parliamentarian

**Note:** The agenda items below on approval of 403(b) retirement plan audit, and on the ED signature authority, are not needed if unanimous consent is obtained by e-mail on those two motions before the PNB meeting.

Item #	Description	Time
1	<b>Preliminary items</b>	10 min.
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	
2	<b>Agenda Approval</b>	10 min
3	<b>Elect Pro Tem Secretary</b>	5 min
4	<b>Pacifica Delegate Elections</b>	15 min.
5	<b>Audit Committee motion: Approve 403(b) retirement plan audit (if needed)</b>	5 min.
6	<b>ED signatory authority (if needed)</b>	5 min.
7	<b>Strategic Planning Committee motion: Bylaws Amendments Timeline</b>	10 min.
8	<b>Motion on KPFT violation of PNB's resolution on phone participation</b>	15 min
9	<b>Minutes approval</b>	10 min
	for Sep. 20, 2018 open session	
	for Oct. 4, 2018 open session, with continuations on Oct. 11 and 18	

## 10 Adjourn to Executive Session

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### **Motion on Delegate Election Timeline – by Travis:**

Extend the record date to run from Oct 1, 2018 through Oct. 20, 2018 - New Record Date  
Nov. 26 - Preliminary candidate names, statements, and questionnaires shall be posted publicly on elections.pacifica.org, along with requests for any corrections; This posting should also be announced on-air on all stations, multiple times a day starting Nov 26 ending December 3, 2018.

Nov. 30 All candidates should be notified by email and by phone by their LES that their candidacies are either validated or invalidated. If invalidated, the specific reason or reasons should be given for their disqualification.

December 5 and December 10- Any disqualified candidate shall have 5 days, until midnight December 5, 2018 to make their substantive appeal to their disqualification by making their case to the NES, copying the appropriate LES and Ford Greene for a 2018 election file. The NES will make a ruling by December 10, 2018 and inform the candidate, the appropriate LES with a copy of their final ruling to Ford Greene for a 2018 election file.

December 11 -The Ballots will be sent to the printer/mail house by midnight December 11, 2018. The mail will get out as soon as possible after to every listener whose email we DO NOT have. December 11, 2018 links to how to get online for candidate information and how to vote online (if possible) for members for whom we DON'T have e-mail addresses will be prominently posted on all the stations websites.

Beginning on December 11, 2018 and going through January the election period appropriate carts of a minimum of 30 seconds shall be put on every station 8 times a day at minimum. At the beginning of the time frame this time frame shall alert listener members to watch for their ballots; in the middle to remind people to listen to for the candidate carts and check the election website for information on who is running and how to vote; and beginning January 7 remind people that the election is on, how to get replacement ballots, and when the date of the close of election.

Beginning December 11, 2018 A 30 second minimum candidate statement shall be played for each candidate 4 times between December 11 and January 20, 2019.

January 24, 2019 Voting shall end January 24, 2019 for stations that reach quorum.

February 5, 2019 If quorum is reached everywhere Ballots shall be counted and the election certified by February 5, 2019.

February 21, 2019 If any station fails to reach quorum, the election shall remain open until Feb. 21

March 10, 2019 If the extended voting is required to reach quorum, Ballots shall be counted and the election certified by March 10, 2019.

Finally, if clerical hiring is required to help any of the stations meet this deadline, the NES may request the funds to hire such people.

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### **Audit Committee Motion on 2016 Audit of 403b Retirement Plan:**

"The PNB Audit Committee has reviewed and approved the completed 2016 audit of the 403b retirement plan and recommends that the PNB approve it."

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**Motion on ED signature authority**

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).

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**Strategic Planning Committee Motion - Bylaws Amendments Timelines**

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, Nov. 20, 2018.

For the 2018 Bylaws amendment process, all properly proposed Bylaws amendments will be submitted to the Pacifica National Board Secretary at [secretary@pacificafoundation.org](mailto:secretary@pacificafoundation.org) (and optionally to the PNB as well) and shall be held until November 30, the submission close date, and shall be posted publicly on [pacificafoundation.org](http://pacificafoundation.org) by December 3, 2018 (the "Notice Date"), which is 45 days before the earliest of the voting dates of the Board and of the Delegates, which shall be Jan. 24, 2019.

The Delegates at each of the five stations shall vote on the proposed amendment(s) during a 60-day period beginning with the date when the PNB votes on the proposed amendment(s). The PNB recommends that the PNB vote date to be Thursday, Jan 24, 2019.

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, Nov. 20, 2018.

For the 2018 Bylaws amendment process, all properly proposed Bylaws amendments will be submitted to the Pacifica National Board Secretary at [secretary@pacificafoundation.org](mailto:secretary@pacificafoundation.org) (and optionally to the PNB as well) and shall be held until January 25, 2019, the submission close date, and shall be posted publicly on [pacificafoundation.org](http://pacificafoundation.org) by January 28, 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 March 21, 2019.

The Delegates at each of the five stations shall vote on the proposed amendment(s) during a 60-day period beginning with the date when the PNB votes on the proposed amendment(s). The PNB vote date shall be Thursday, March 21, 2019 if possible, or no later than April 4, 2019.

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**Motion on Violation of KPFT LSB Motion on Telephone Participation**

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.

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**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.