

Minutes - Open/Public Session
Pacifica National Board Teleconference Regular Meeting
November 29, 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 8:37 pm 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
PL	Jonathan Alexander, KPFK, Staff	P	Ken Laufer, WBAI, Listener
P	Adriana Casenave, KPFT, Listener	P	Tony Leon, WPFW, Staff
P	Chris Cory, KPFA, Listener	PL	Efia Nwangaza, WMXP, Affiliate
P	Bill Crosier, KPFT, Listener	P	Alex Randall, WUVI, Affiliate
A	Joseph Davis, KPFT, Staff	P	Mansoor Sabbagh, KPFK, Listener
PL	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	EA	Tom Voorhees, KPFA, Listener
PL	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 15 Directors present at roll call.

Sabbagh moved to excuse absence of Voorhees. Travis seconded the motion. The motion passed without objection.

The following people were appointed as timekeepers by the Chair:

For agenda items and individual speakers: Sabbagh

2. Agenda Approval

John Tatum, Parliamentarian, advised that the PNB did not need to approve the agenda, as this is a special meeting, the topics for the meeting were explicitly given in the meeting notice, and no other topics may be added to a special meeting, but that individual agenda items could be postponed by the body when we get to any of them. Casenave raised a Point of Order, saying the agenda had to be approved. The chair ruled that Mr. Tatum was correct.

3. Elect Pro Tem Secretary

Casenave nominated herself for pro-tem secretary. Sabbagh nominated Crosier. Crosier was elected by a vote of 6 for Casenave, 11 for Crosier, 2 Abstain, as follows:

Casenave: Casenave, Diaz, Heerwagen, Leon, Nwangaza, Washington

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

Abstain: Crosier, Sorden

4. Strategic Planning Committee motion: Bylaws Amendments Timeline

Diaz raised a Point of Order, that we should be able to postpone this motion. The chair ruled that this was not in order before a motion had been made. Steinberg moved approval of the Strategic Planning Committee motion

(see Appendix A) and pointed out that the dates had been adjusted because it had been many weeks since the motion was approved by the committee until the PNB had been able to consider the motion. Heerwagen raised a Point of Order, that Bylaws amendments had to be approved in the same year that they were proposed. The Chair ruled that was not well taken, because that part of the Bylaws only applied to amendments proposed via members, and not to amendments proposed by Directors.

Diaz raised a Point of Order, saying we should be able to question the order of items on the agenda. The Parliamentarian advised that this was in improper use of a POO, that one must get the floor in the usual way to make a motion about this, and that it was dilatory to use a POO for this. Diaz moved to reverse the order of the agenda items. The chair ruled this was Out of Order, and that only the agenda item on the floor could be addressed. Diaz complained, and Sabbagh raised a Point of Order that Mr. Diaz was being dilatory. The chair again ruled that only this one agenda item could be addressed. Diaz moved that the election issue be moved to the top of the agenda. The Chair ruled that Out of Order, saying that only the current agenda item could be adjusted now.

Aaron raised a Point of Order, that we were out of time for this item so should go directly to a vote. The Chair ruled that time spent on Points of Information, Points of Personal Privilege, etc. will count towards time for this agenda item. Diaz challenged the ruling of the Chair. The Chair's ruling was sustained by a vote of 11 Yes, 3 No, 2 Abstain, as follows:

Yes: Aaron, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Randall, Sabbagh, Steinberg, Sorden

No: Casenave, Diaz, Heerwagen

Abstain: Nwangaza, Washington

(Pacifica General Legal Counsel Ford Greene joins the call)

Heerwagen moved to postpone the motion. Crosier raised a Point of Order, that Heerwagen's motion to postpone was Out of Order because time had expired and the vote had already been called for. The Chair ruled that Crosier's point was well taken.

The Bylaws Amendments Timeline motion was approved by a vote of 11 Yes, 5 No, 2 Abstain, as follows:

Yes: Aaron, Alexander, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Randall, Sabbagh, Steinberg

No: Casenave, Diaz, Heerwagen, Lark, Washington

Abstain: Nwangaza, Sorden

5. Motion on KPFT LSB violation of PNB's resolution on phone participation

Crosier moved this motion (see Appendix A). Aaron seconded.

Due to some phone line difficulties, everyone hang up and called back using a different conference call number. Roll was taken again by the pro-tem Secretary, Bill Crosier:

Directors:

P Grace Aaron, KPFFK, Listener

A Jonathan Alexander, KPFFK, Staff

P Adriana Casenave, KPFT, Listener

P Chris Cory, KPFA, Listener

P Bill Crosier, KPFT, Listener

A Joseph Davis, KPFT, Staff

PL Kathryn Davis, WBAI, Staff

P Benito Diaz, WPFWS, Listener

P Jan Goodman, KPFFK, Listener

P William Heerwagen, WBAI, Listener

P Sabrina Jacobs, KPFA, Staff

P DeWayne Lark, KPFT, Listener

P Ken Laufer, WBAI, Listener

A Tony Leon, WPFWS, Staff

P Efa Nwangaza, WMXP, Affiliate

P Alex Randall, WUVI, Affiliate

P Mansoor Sabbagh, KPFFK, Listener

P Nancy Sorden, WPFWS, Listener

P Alex Steinberg, WBAI, Listener

PL Carole Travis, KPFA, Listener

EA Tom Voorhees, KPFA, Listener

P Maskeelah Washington, WPFWS, 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 again, with 17 Directors present at roll call.

The motion on KPFT LSB's violation of the policy on phone participation was approved by a vote of 10 Yes, 5 No, 1 Abstain, as follows:

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

No: Casenave, Diaz, Heerwagen, Lark, Washington

Abstain: Sorden

6. ED Report and Delegate Elections Update

Maxie Jackson III gave an Executive Director report, including that the National Election Supervisor had sent an addendum to the Delegate elections timeline.

Heerwagen moved to postpone the Delegate elections by approving his "Timeline for the Next Delegate Election" (See Appendix A). Diaz seconded. Heerwagen's motion failed by a vote of 5 Yes, 10 No, 1 Abstain, as follows:

Yes: Casenave, Diaz, Heerwagen, Lark, Washington

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

Abstain: Sorden

10. Adjourn: The meeting was adjourned at 12:19 am, Nov. 30, 2018.

Minutes respectfully submitted by Bill Crosier, Secretary Pro Tem

Appendix A – Agenda

Draft Agenda

Special PNB Meeting, Public/Open Session

Teleconference Meeting

Thursday, November 29, 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, web streamer

_____, Secretary
John Tatum, Parliamentarian

Item #	Description	Time
1	Preliminary items	10 min.
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	
2	Agenda Approval	10 min
3	Elect Pro Tem Secretary	5 min
4	Strategic Planning Committee motion: Bylaws Amendments Timeline	25 min
5	Motion on KPFT violation of PNB's resolution on phone participation by Crosier	30 min
6	ED Report and Delegate Elections Update	30 min
9	Minutes approval	10 min
	for Sep. 20, 2018 open session	
	for Oct. 4, 2018 open session, with continuations on Oct. 11 and 18	
10	Adjourn Open Session	

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. 29, 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 December 7, the submission close date, and shall be posted publicly on pacifica.org by December 10, 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. 31, 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 31, 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. 29, 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 25, 2019, the submission close date, and shall be posted publicly on pacifica.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.

Motion on Violation of KPFT LSB Motion on Telephone Participation by Bill 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.

Timeline for the Next Delegate Election - by Heerwagen

Whereas Pacifica is out of compliance with Articles Four and Five of the bylaws relative to the Delegate elections timeline; and,

Whereas, it is the intent of the Pacifica Foundation Board to follow our By-Laws as closely as possible; and,

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,

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

Whereas our fiduciary duties as Directors are paramount in the discharge of our duty of loyalty to the Pacifica Foundation; and

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

Whereas various timelines have been publicly offered and each change in the Record Date causes more confusion and adversely affects current candidates, petition signatories and expectant voters; be it hereby resolved

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

Specifies that the next Delegate elections shall begin in 2019 in accordance with the original 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.