

**Minutes - Open/Public Session
Pacifica National Board Teleconference Regular Meeting
December 6, 2018, 8:30 pm**

Note: All times here are Eastern Time.

Approved by the PNB on 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, KPFA, Listener	A	DeWayne Lark, KPFT, Listener
PK	Jonathan Alexander, KPFA, Staff	P	Ken Laufer, WBAI, Listener
P	Adriana Casenave, KPFT, Listener	A	Tony Leon, WPFW, Staff
P	Chris Cory, KPFA, Listener	A	Efia Nwangaza, WMXP, Affiliate
P	Bill Crosier, KPFT, Listener	PL	Alex Randall, WUVI, Affiliate
P	Joseph Davis, KPFT, Staff	PL	Mansoor Sabbagh, KPFA, Listener
A	Kathryn Davis, WBAI, Staff	P	Nancy Sorden, WPFW, Listener
A	Benito Diaz, WPFW, Listener	P	Alex Steinberg, WBAI, Listener
P	Jan Goodman, KPFA, 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, Webmaster	P	John Tatum, Parliamentarian

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

Quorum was established, with 14 Directors present at roll call.

Casenave moved to excuse absences of Leon and Diaz. Travis seconded the motion. The motion was approved without objection.

The following people were appointed as timekeepers by the Chair:

For agenda items: Travis

For individual speakers: Aaron

2. Elect Pro Tem Secretary

Goodman nominated Crosier as pro tem secretary. No others were nominated so the chair announced that Crosier would continue as pro tem secretary.

3. Agenda Approval

Goodman moved to approve the draft agenda, and Travis seconded the motion. Casenave moved to amend by adding KPFT's Committee of Inclusion report under the PNB Committee reports. The chair ruled that because that was for one station, rather than from a PNB national committee, that it should come after the national committee reports and motions. The amendment was approved without objection.

Steinberg moved to amend by adding the motion on the Timeline for Nomination and Election of 2019 Directors (see Appendix), following Aaron's motion if it's added to the agenda, but after agenda approval if Aaron's motion is not added. Aaron seconded. The amendment was approved without objection

Aaron moved to amend by adding 5 minutes after agenda approval for a motion on the Delegate Elections Timeline from the National Election Supervisor (NES). (See Appendix). Sabbagh seconded. The amendment was approved without objection.

The amended agenda was approved by a vote of 12 Yes, 4 No, 1 Abstain, as follows:

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

No: Casenave, J. Davis, Heerwagen. Washington

Abstain: Sorden

3.1. NES Delegate Election Timeline

Aaron moved her NES Delegate Election Timeline motion (see Appendix).

Sorden stepped down temporarily from chairing the meeting, and Vice-Chair Goodman continued as chair for the rest of the meeting. The motion was approved by a vote of 11 Yes, 4 No, as follows:

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

No: Casenave, J. Davis, Heerwagen. Washington

5. Affiliate Directors Election

As time certain for this had come, the three nominees for the Affiliate Representative Director positions were interviewed individually. They were: DaraMonifah Cooper of WUVI, Garry Boast of Cerebral Radio, and Robin Collier of KCEI – Cultural Energy.

Motion on Nomination and Election of 2019 Directors

Steinberg moved his motion on the nomination and election of Directors for 2019 (see Appendix). Travis seconded. The motion was approved by a vote of 10 Yes, 4 No, 1 Abstain, as follows:

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

No: Casenave, J. Davis, Heerwagen. Washington

Abstain: Goodman

4. ED/Financial Report and Q & A

Juhandryn Dessames, accountant in Pacifica's National Office, gave a financial report summary. Maxie Jackson III then gave an additional report.

9. Adjourn:

Aaron moved to adjourn the open session. Travis seconded. The motion to adjourn the open session was approved by a vote of 11 Yes, 4 No, as follows:

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

No: Casenave, J. Davis, Heerwagen. Washington

The meeting was adjourned to executive session at 11:28 pm.

Minutes respectfully submitted by Bill Crosier, Secretary Pro Tem

Appendix A – Agenda as amended

Regular PNB Open Session Teleconference Meeting Agenda Thursday, December 6, 2018

Directors:

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

Others:

Maxie Jackson III, Executive Director	_____, Secretary
Otis Maclay, Webmaster	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	Elect Pro Tem Secretary	10 min
3	Agenda Approval	10 min
3.1	NES Election Timeline	5 min
3.2	Timeline for Nomination and Election of 2019 Directors	
4	ED/Financial Report and Q & A	Time Certain 9:00 pm ET
5	Affiliate Directors Election	60 min
	Interview Applicants	
	Establish Protocol for Balloting (motion below)	
6	Minutes approval	5 min
	for Sep. 20, 2018 open session	
	for Oct. 4, 2018 open session, with continuations on Oct. 11 and 18	
6	ED/Financial Report, Questions & Answers	20 min
7	PNB Committee Reports, Q&A, and Motions from Committee	30 min
	A. Administrative Committee	
	B. Audit Committee	

- C. Finance Committee
- D. Personnel Committee – Status of Employee Handbook
- E. Programming Committee
- F. Strategic Planning Committee
- G. Task Forces

7.1 KPFT Committee of Inclusion report

- 8 Unfinished Business** 30 min
- A. Line of Authority of ED and CFO
 - B. Motion regarding Agenda Setting – see motion below

- 9 Motion to go into Executive session** Time Certain 11:30 PM
- ED report for closed session
 - iCFO appointment

- 10 Return from Executive Session for Report Out** 5 min

11 Adjourn

Addendum – Motions

Motion on Delegate Elections Timeline, by Aaron

The PNB is in accord with the new LSB Delegates Elections timeline put forward by the NES and appreciates her flexibility and good judgement in the face of difficult circumstances.

Motion on Nomination and Election of Directors for 2019, by Steinberg

Whereas Article 5, Section 3 of the Pacifica bylaws specify the dates when nominations for Directors and election of non-Affiliate Directors are due, to wit:

A. NOMINATION

Any current Delegate of any class of Members may nominate any other current Delegate of any class of Members serving the same radio station for the office of Director, provided that the nominee has served at least one year as a Delegate for that radio station. Said nominations shall be given in writing to the Recording Secretary for the radio station Local Station Board ("LSB") by December 31 prior to the election of Directors in January..

B. ELECTION

The Delegates for each radio station shall meet annually in early January to elect four Directors to represent that radio station on the Board. The Delegates of both classes of Members, voting together, shall elect three Listener-Sponsor Directors using the Single Transferable Voting method, and shall elect one Staff Director using the Instant Runoff Voting method, to represent that radio station on the Board. The Staff Director must be a Staff Delegate. The Listener-Sponsor Directors must be Listener-Sponsor Delegates.

C. SEATING OF STATION REPRESENTATIVE DIRECTORS

All newly elected Station Representative Directors shall be seated at the Meeting of the Board of Directors held in late January each year, when their terms shall commence.

And whereas due to the 2018 Election cycle being late it will not be possible to meet these deadlines,

And whereas the intent of Article 5 Section 3 was clearly that the nominations process shall begin after the winners of the current election cycle for Delegates are known and have been seated,

And whereas it would clearly contravene the intent of Article 5 Section 3 to allow a committee of lame-duck Delegates to nominate and/or to vote for the Directors of the new yearly cycle,

Be it resolved that

1. All non-Affiliate Directors from the 2018 PNB remain in place as hold-over Directors until the 2019 Directors are seated, in accordance with past precedent,
2. That the due date for nominations for 2019 Directors be changed to the end of the month after the election results are announced, currently Feb 28 according to the revised time line for the 2018 elections
3. That the election of non-Affiliate Directors take place early in the following month after the nominations have been sent, currently early March according to the revised time line for the 2018 elections.
4. This new time line for nominations and election of Directors is subject to change if there is a quorum failure or some other occurrence that prevents the election cycle from being completed in February 2019.

Motion of Line of Authority of ED and CFO – Jan Goodman

Resolved that the Pacifica National Board hereby clarifies the supervisorial line of authority of the Pacifica Foundation to wit: the Chief Financial Officer reports to the Executive Director of the Foundation.

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 to Establish Protocol for Balloting for Affiliate Directors Election, by Crosier:

Voting for the Affiliate Representative Directors election shall be by Single Transferable Voting to elect two Affiliate Directors, in accordance with the Pacifica Bylaws. The Secretary or Secretary Pro Tem shall send out the ballots and voting instructions to all Directors other than current Affiliate Representative Directors, by Dec. 10, 2018.

The ballots shall be returned to Terry Goodman who shall be the Ballot Tabulator, and to _____ who shall be the Secondary Ballot Recipient, with the ballot return deadline no earlier than Dec.

14 and no later than Dec. 18, depending on the schedule of the Ballot tabulator and secondary ballot recipient.

The Ballot Tabulator shall tabulate the ballots in an accessible public location no later than Dec. 21, and shall announce when and where that will be, in advance. The Secondary Ballot Recipient shall tabulate the ballots at the same time, in a public location in a different city. , and announce that, too.