Draft Agenda  
Special PNB Meeting, Public/Open Session  
Teleconference Meeting  
Thursday, April 25, 2019

Directors:
Grace Aaron, KPFK, Listener  Ralph Poynter, WBAI, Listener  
Garry Boast, Cerebral Radio, Affiliate Lawrence Reyes, KPFK, Listener  
Robin Collier, KCEI, Affiliate  Shawn Rhodes, WBAI, Staff  
Chris Cory, KPFA, Listener Eileen Rosin, WPFW, Listener  
Bill Crosier, KPFT, Listener Mansoor Sabbagh, KPFK, Staff  
Donald Goldmacher, KPFA, Listener James Sagurton, WBAI, Listener  
Jan Goodman, KPFK, Listener Nancy Sorden, WPFW, Listener  
Sabrina Jacobs, KPFA, Staff Alex Steinberg, WBAI, Listener  
Wally James, KPFT, Staff Tom Voorhees, KPFA, Listener  
DeWayne Lark, KPFT, Listener Maskeelah Washington, WPFW, Listener  
Adrienne LaViolette, KPFT, Listener

Others:
Maxie Jackson III, Executive Director John Tatum, Parliamentarian  
Otis Maclay, Webmaster, web streamer

Item #  Description  Time
1. Preliminary items  10 min.  
   A. Call to Order  
   B. Roll Call  
   C. Excused Absences  
   D. Identify Timekeepers

2. Bylaws amendments  60 min.  
   See pacifica.org/documents/bylaws_181210/bylaws_amendments_181210.pdf  
   and pacifica.org/documents/bylaws_190127/Pacifica_Bylaw_Changes_Jan2019.pdf

3. Ad hoc committees  20 min.  

4. Audit and financial reports  30 min.  

5. Adjourn to executive session to discuss confidential personnel matters  10 min.

-------------

Motion on Strategic Planning Ad Hoc Committee, from Steinberg:

Background:
This was the original motion that created the Strategic Planning Committee in Feb. 2018:

Be it resolved therefore that a Strategic Planning Committee be formed consisting of the following membership:

1. The Executive Director of Pacifica  
2. The Chief Financial Officer of Pacifica  
3. The Officers of the Pacifica National Board  
4. One Director from each listening area to be selected by an IRV election  
5. One Affiliate Director to be selected by an IRV election
The mandate of this committee is to propose to the PNB the implementation of a financial recovery plan to address both the short term and long term requirements of the Pacifica Foundation. As such this committee is charged with the responsibility to consider all options for raising funds and/or liquidating assets as well as restructuring the business model of Pacifica. The Committee may be authorized to engage experts in the field of strategic planning and recovery in order to assist them in their deliberations.

Nominations to open positions on the Strategic Planning Committee and elections to the committee shall be conducted by email in accordance with the provisions of other elections to Committees of the PNB. The nomination period shall open on Feb 16 and close on Feb 18. Election ballots shall be mailed out on Feb 19 and shall be due on Feb 22. The final composition of the committee shall be announced on Feb 25 and the Chair of the PNB shall convene its first meeting after that date.

I wish to reintroduce this motion with the following amended language (in red)

**Motion for the Open Session Agenda:**

In order to address the short term and long term problems involved in the restructuring of the Pacifica Foundation as a viable and sustainable concern, the Pacifica National Board authorizes the formation of an ad hoc Strategic Planning Committee to advise the PNB on strategic decisions that must be implemented in the coming period.

Be it resolved therefore that a Strategic Planning Committee be formed consisting of the following membership:

1. The Executive Director of Pacifica
2. The Chief Financial Officer of Pacifica if a CFO is active
3. The Officers of the Pacifica National Board - The Chair, Vice Chair and Secretary provided the Secretary is a voting member of the PNB
4. One Director from each listening area to be selected by an IRV election
5. One Affiliate Director to be selected by an IRV election

The mandate of this committee is to propose to the PNB the implementation of a comprehensive recovery plan to address both the short term and long term requirements of the Pacifica Foundation. As such this committee is charged with the responsibility to consider all options for raising funds and/or liquidating assets as well as restructuring the business model of Pacifica. The Committee shall adopt a wholistic approach that includes how programming, governance, technology and Purpose impact on finances. The Committee is authorized to engage experts in the field of strategic planning and recovery in order to assist them in their deliberations.