

**Draft Agenda**  
**Special PNB Meeting, Public/Open Session**  
 Teleconference Meeting  
 Thursday, August 22, 2019

**Directors:**

Grace Aaron, KPFK, Listener  
 Garry Boast, Cerebral Radio, Affiliate  
 Robin Collier, KCEI, Affiliate  
 Chris Cory, KPFA, Listener  
 Bill Crosier, KPFT, Listener  
 Donald Goldmacher, KPFA, Listener  
 Jan Goodman, KPFK, Listener  
 Sabrina Jacobs, KPFA, Staff  
 Wally James, KPFT, Staff  
 DeWayne Lark, KPFT, Listener  
 Adrienne LaViolette, KPFT, Listener

Martha Peterson, WPFW, Listener  
 Ron Pinchback, WPFW, Staff  
 Ralph Poynter, WBAI, Listener  
 Lawrence Reyes, KPFK, Listener  
 Shawn Rhodes, WBAI, Staff  
 Eileen Rosin, WPFW, Listener  
 Mansoor Sabbagh, KPFK, Staff  
 James Sagurton, WBAI, Listener  
 Nancy Sorden, WPFW, Listener  
 Alex Steinberg, WBAI, Listener  
 Tom Voorhees, KPFA, Listener

**Others:**

John Vernile, interim Executive Director  
 Otis Maclay, Webmaster, web streamer

Tamra Swiderski, interim Chief Financial Officer  
 John Tatum, Parliamentarian

<b>Item # Description</b>	<b>Time</b>
<b>1. Preliminary items</b>	5 min.
A. Call to Order	
B. Roll Call	
C. Excused Absences	
D. Identify Timekeepers	
<b>2. Agenda Approval</b>	5 min.
<b>3. Approval of Minutes</b>	5 min.
<b>4. Interim ED Report, Q &amp; A</b>	20 min.
<b>5. Pension Plan motions (see below)</b>	20 min.
<b>6. Committee reports and motions</b>	max 15 min. each
<b>7. Other motions</b>	max 15 min. each, 60 min. total
<b>8. Adjourn</b>	

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**Note: Documents related to the Pension & Retirement Plans are in the following online folder:**

**<https://app.box.com/s/fiq7b428y6074bfluesa4vfenjfs5qb>**

It includes a file referenced in the motion below on Pension Plan Reinstatement that the PNB needs to approve, and also the Basic Plan Document which does not need PNB approval, as the Basic Plan Document is the IRS pre-approved document.

**Motion on KPFA Pension Plan Contributions:**

WHEREAS, Pacifica Foundation (the "Foundation") maintains the Pacifica Foundation Retirement Plan (the "Retirement Plan") and the Pacifica Foundation 403(b) Retirement Plan (the "403(b) Plan") (together, the "Plans")

WHEREAS, as of July 8, 2013, the Foundation entered into a collective bargaining agreement with Communication Workers of America (the "Union") covering KPFA bargaining unit employees (the "KPFA CBA"), which provides for a required employer nonelective contribution to the Retirement Plan equal to 2% of compensation on behalf of such bargaining unit employees (the "2% Retirement Plan Employer Contribution"), and a matching contribution to the 403(b) Plan equal to 100% of a bargaining unit employee's deferrals to the 403(b) Plan up to a maximum of 4% of the employee's compensation (the "4% 403(b) Plan Matching Contribution") (together, the "KPFA Plan Contributions");

WHEREAS, Section 33 of the KPFA CBA states that the KPFA CBA shall remain in full force and effect until April 30, 2016;

WHEREAS, the Foundation's labor counsel advised Pacifica's current interim Executive Director, the KPFA General Manager, NETA personnel, our ERISA attorneys and the Retirement Plans Administrative Committee that the Foundation's obligation to make the KPFA Plan Contributions continued to remain in effect under applicable labor law from May 1, 2016 through the present and continues to remain in effect;

WHEREAS, the PNB voted unanimously in Executive Session July 18, 2019 upon recommendation of the Administrative Committee to make designated KPFA employees whole;

WHEREAS, the KPFA Plan Contributions that have not already been made to the Plans should now be made;

WHEREAS, the PNB has the sole authority to approve contributions to the Plans;

WHEREAS, the PNB desires to approve (i) all KPFA Plan Contributions for the period of July 8, 2013 through the present that have not already been contributed to the Plans, and (ii) any future KPFA Plan Contributions with respect to any period in which the obligation to make such KPFA Plan Contributions remains in effect;

NOW, THEREFORE, BE IT RESOLVED, that the PNB hereby approves (i) all KPFA Contributions for the period of July 8, 2013 through the present that have not already been contributed to the Plans, and (ii) any future KPFA Plan Contributions with respect to any period in which the obligation to make such KPFA Plan Contributions remains in effect;

RESOLVED FURTHER, that the Administrative Committee is hereby authorized and directed to take any and all such actions as may be necessary and appropriate to effect the foregoing resolutions, and any and all actions taken heretofore and hereafter to accomplish such purposes are hereby ratified, including without limitation: (i) calculating the KPFA Plan Contributions owed to the Plans, (ii) preparing, executing, and submitting the Plans to the IRS' Voluntary Correction Program (VCP), and (iii) preparing employee communications regarding the KPFA Plan Contributions.

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**Motion on Pension Plan Restatement:**

**ACTION BY THE PACIFICA NATIONAL BOARD**

The undersigned, on behalf of Pacifica National Board (the "PNB"), hereby certifies that at a meeting of the PNB, the following resolutions were approved:

WHEREAS, Pacifica Foundation (the "Foundation") maintains the Pacifica Foundation Retirement Plan (the "Plan") for the benefit of its eligible employees;

WHEREAS, the PNB deems it desirable to adopt an amendment and restatement of the Plan document;

WHEREAS, Section 8.1 of the Plan document provides that the Foundation has the right at any time to amend the Plan;

NOW, THEREFORE, BE IT RESOLVED that the PNB hereby approves and adopts the amendment and restatement of the Plan, effective September 1, 2019 (the "2019 Restatement") in the form attached;

RESOLVED FURTHER that the Chair of the PNB (the "Chair") is authorized to execute the 2019 Restatement and authorize the performance of any other actions necessary to implement the foregoing resolutions, and may authorize any other person to execute the 2019 Restatement and perform the necessary actions to adopt the 2019 Restatement.

I, the undersigned Chair of the PNB, hereby certify that the foregoing is a true record of resolutions duly adopted at a meeting of the PNB held on August \_\_, 2019.

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Chair, Pacifica National Board

**Note: The 2019 Restatement referred to in the resolution above is at:**  
<https://app.box.com/s/pvwtz0b4fuiv58jpumst96jd9tk9pr8>

To verify that you have the correct file, the heading on page 1 of that document is "VOLUME SUBMITTER PROFIT SHARING PLAN ADOPTION AGREEMENT"

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**Motion on Audioport Changes for Voter Empowerment and Participation Programming,**  
approved by the Pacifica Programming Committee, Aug. 20, 2019

Whereas, Pacifica station hosts, producers and program directors are interested in producing programming to encourage voter empowerment and participation,

and Whereas, voter empowerment programming may be of great interest to other stations and our Affiliates,

Therefore, be it resolved that:

1) Otis Maclay be tasked with creating a section of the Audioport to be a repository for this type of programming and that this repository be segregated into different parts such as audio of 5 minutes or less, 15 minutes or less, 30 minutes or less and 60 minutes or less.

2) That Otis work on a short, written explanation of how hosts can easily upload their shows to this repository, and

3) That an automatic announcement about this repository and how to access it be sent to all Program Directors, News Directors, and General Managers for distribution to all hosts and producers and that this announcement also be sent to the Affiliate Program Director.

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**Resolution on National Programming**, passed unanimously on Aug. 20, 2019 by the PNB Programming Committee

Whereas, the Pacifica mission statement says that

“In radio broadcasting operations to engage in any activity that shall contribute to a lasting understanding between nations and between the individuals of all nations, races, creeds and colors; to gather and disseminate information on the causes of conflict between any and all of such groups; and through any and all means compatible with the purposes of this corporation to promote the study of political and economic problems and of the causes of religious, philosophical and racial antagonisms. In radio broadcasting operations to promote the full distribution of public information; to obtain access to sources of news not commonly brought together in the same medium; and to employ such varied sources in the public presentation of accurate, objective, comprehensive news on all matters vitally affecting the community”

Be it resolved that the Pacifica Foundation and its radio stations and affiliates will collaborate and creatively work with each other as much as possible to explore the possibilities of national programming on the following days and months:

Juneteenth  
Malcolm X's birthday  
International Workers Day  
International Women's Day  
Election Day  
Kwanzaa-  
Armistice Day-November 11  
ST PATRICKS DAY  
INDIGENOUS PEOPLES DAY-October 14  
EARTH DAY-APRIL 22  
HIROSHIMA-NAGASAKI DAY  
Arbor Day  
Eid  
Día De Los Muertos  
Día de los Niños  
INTERNATIONAL INDIGENOUS PEOPLES DAY  
May Day  
INTERNATIONAL HOLOCAUST DAY  
NAKBA DAY  
19 th AMENDMENT- AUGUST 26  
Women extended the right to vote  
Seneca Falls Convention

MONTHS TO LOOK INTO

January None to date  
February African American History Month  
March National National Women's History Month, Irish-American Heritage Month  
April March 13 to April 15 is National Deaf History Month  
May Asian Pacific American Heritage, Older Americans Month and Jewish American Heritage Month  
June Gay Lesbian Pride Month  
July None to date  
August None to date  
September National Hispanic-Latino Heritage Month (Sept. 15-Oct. 15)  
October National Disability Employment Awareness Month and National Italian American Heritage Month  
November National American Indian Heritage Month  
December None to date; are two international commemorations

To get this process jump started it will be the goal of the Foundation to encourage all the stations to collaborate and use the coming International Climate Change meeting in NYC at the United Nations in September 2019 as a event to focus cooperation on nationally