

Strategic Planning Committee 7/9/18 Draft minutes

Draft agenda

1. Roll Call
2. Adoption of Agenda
3. Minutes
4. Report from Finance work group
5. Report from Governance and Purpose work group
6. Report from Programming work group
7. New Business

Telephonic meeting via Loop-Up was called to order on the stream at 8:43 PM ET

1. Role Call
- Joseph Davis - P
Jan Goodman - P
Janet Kobren - P
Tony Leon - P
Tom Livingston P
Efia Nwangaza - P
Mansoor Sabbagh - NP
Nancy Sorden - P
Alex Steinberg - P
Carole Travis – P
Tom Vorhees – P

Quorum Met

2. Agenda approval

Jan Goodman - Moved to approve agenda; Carole - seconded

Tony moved to amend agenda by adding, as item 4a, a discussion on the email Janet Kobren sent this evening

Jan moved to amend the amendment by making after item 7 rather than after item 4

Janet clarified that in her email she sent a motion and so she supports Tony's original motion

Vote on Jan's amendment to Tony's amendment – 5N, 4Y FAILS

- Joseph Davis – N
Jan Goodman - Y
Janet Kobren - N
Tony Leon – N
Tom Livingston Y
Efia Nwangaza – N
Mansoor Sabbagh - NP
Nancy Sorden – N
Alex Steinberg – Y
Carole Travis - Y

Vote on Tony's amendment to the agenda – 5Y, 1N, 3A PASSES

- Joseph Davis – Y
Jan Goodman - N
Janet Kobren - Y
Tony Leon – Y
Tom Livingston A
Efia Nwangaza – Y
Mansoor Sabbagh - NP

Nancy Sorden – Y
Alex Steinberg – A
Carole Travis - A

Agenda approved as amended - HNO

FINAL AGENDA

1. Roll Call
2. Adoption of Agenda
3. Minutes
4. Report from Finance work group
- 4a. Discussion on Janet's email with motion sent tonight
5. Report from Governance and Purpose work group
6. Report from Programming work group
7. New Business

3. Minutes approval –

Minutes from

3-12-18

3-26-18

4-16-18

No corrections

Minutes are approved – HNO

Joseph Davis announced that there was a conflicting meeting of the KPFT MRSC meeting.

JK pointed out that this committee approved having the meeting every 2nd and 4th Monday of the month AS will add them all to the KPFTX calendar.

4. Report from Finance work group (Joseph Davis, Janet Kobren, Mansoor Sabbagh, Nancy Sorden, Alex Steinberg)

No report from group – hasn't met yet

Efia asked to join the group and offered to convene it. Efia's offer was accepted by the chair to have Efia convene the Finance SPC working group.

4a. Discussion on Janet's email with motion sent tonight

Jan made a point of order that the information in the motion is executive session. Alex ruled it was not and that Janet may continue reading.

Janet read the motion.

Whereas, per the 2016 audit, Pacifica's total liabilities are \$7.8 million, \$2 million higher than 2015. I would imagine a 2018 audit would be equivalent or possibly even higher.

The remainder of the proceeds from the Nakapon sale is about \$200,000.

When it comes to day-to-day operations Pacifica and its stations barely have money to pay for that yet the PNB seems to feel comfortable adding more to Pacifica's debt of at least \$3.2 million from a loan that is due in May 2021.

Pacifica has paid a total of more than \$175,000 this year in legal fees for legal consultations and various lawsuits and arbitration.

In the meantime, there are still the following outstanding accounts payable and necessary added expenses that will need to be paid, as follows:

- . Pension plan payments of probably more than \$750,000, due immediately, plus thousands more in legal fees, money that Pacifica does not have;
- . Payment for the 2017 and 2018 audits of at least \$500,000, due by the end of September, money that Pacifica does not have;
- . Replenishment of \$500,000 in restricted funds, due immediately, money that Pacifica does not have;

. Payments for legal fees for various lawsuits and arbitration that could perhaps add up to another \$175,000 by the end of this year, money that Pacifica does not have;

This already adds up to close to \$2 million and we only have the \$200,000 from the Nakapon sale.

Then there are major expenses down the road such as:

- . Payment for the second 18 months of the interest on the FJC loan that will amount to around \$400,000, perhaps more that will be needed in 15 months because 3 of the first 18 months has already elapsed. This too is money that Pacifica does not have;
- . Repayment of the \$3.2 million FJC loan principal in 33 months, money that Pacifica does not have; and
- . A potential payment of \$1.2 million if Pacifica loses the Radford lawsuit.

And who knows what other costs that might come our way in the meantime?

With plans to hire a new CFO, a National Development Director, an HR Manager at the national office and now also a National Program Director, that will add at least \$175,000 this year to National office operations, money that Pacifica also doesn't have.

And last Thursday the PNB basically voted to add an expense close to \$150,000 for a Delegates election this year. This will add that amount to Pacifica's previously described \$2 million liability for this year. Pacifica currently does not have the money to pay for an election this year either, and it will become outstanding debt if money is not raised for it over the next few months. Given that the bylaws allow for an election to be postponed, one should question the wisdom of holding an election this year.

Regardless, since the beginning of this year, Pacifica has not raised any money to pay for any of what I have just listed.

Yet after almost 4 months since this Committee began meeting when its mandate is to come up with a repayment plan, it has prioritized talking and talking about restructuring and re-missioning rather than focusing on the necessary financial planning and prioritization to pay for the liabilities that will be due within this year and also apparently kicking the can filled with the remaining liability down the road for the 2019 PNB.

Therefore I move that this committee change its course immediately, put a plug on spending what we don't have and focus on raising the money we will need to pay the liabilities we have for this year and paying for them.

Nancy moved that the resolution of Janet's motion

that this committee change its course immediately, put a plug on spending what we don't have and focus on raising the money we will need to pay the liabilities we have for this year and paying for them.

be replaced with

The Strategic Planning Committee recommends to the PNB that when they consider taking on any new debt that it be restricted to those new things that will give a positive return on investment, so any money received be put toward our current debts or to those things that will give a positive return on investment.

Janet moved to amend Nancy's amendment to add "financial" before return on investment - HNO

Jan moved to divide (to vote on the Whereas clauses separate from the resolution clause) – HNO

Vote on keeping the Whereas clauses 4N, 3Y, 2 A – FAILS

Joseph Davis – Y
Jan Goodman - N
Janet Kobren - Y
Tony Leon – A
Tom Livingston A
Efia Nwangaza – Y
Mansoor Sabbagh - NP

Nancy Sorden – N
Alex Steinberg – N
Carole Travis – N

Vote on the Nancy's substitute motion – HNO PASSES
Vote on the Main motion – HNO PASSES

5. Report from Governance and Purpose work group

Carole gave a report on survey for the Directors
The survey is on Google Docs has all Janet's changes, some of Alex's changes accepted but need further discussion. The committee will look at again and suggest changes. will not finalize until next meeting.

6. Report from Programming work group (Alex Steinberg, Tom Livingston, Carole Travis, Nancy Sorden)

Tom brought ideas also agreed to by management team
Create function of National Program Director
Create a national program channel that could be picked up by other stations as needed

Alex read motion crafted from the working group ideas
Motion from Programming work group

Be it resolved that Pacifica take immediate steps begin to function as a network.

The Executive Director will appoint a National Programming Director who will be tasked with the job of coordinating National Programming with the local Program Directors.

That the National Program Director organize a Pacifica Channel to make programs from throughout the Pacifica network easily available to each Pacifica station.

That a one hour a day Pacifica wide program be implemented that will initially include the best programming from each listening area. Each station will be required to schedule this network wide program and contribute to it.

That steps be taken to revive a Pacifica wide news service to complement the local news.

Janet moved to amend Alex's motion by adding

Amend the National Program Director motion as follows:

Add, "The Strategic Planning Committee recommends the PNB take action on the following motion:" at the beginning.

After "The Executive Director will appoint a National Programming Director who will be tasked with the job of coordinating National Programming with the local Program Directors." add the following:

That a job description for the position be drafted and approved by the PNB, and

That the position be posted to the Pacifica website and all station websites as well as external sites and on each station's bulletin board, emailed by the iED to the Pacifica email list, emailed by each GM to their respective station staff and emailed by the PNB Secretary to the LSB Secretaries.

Jan moved to amend Janet's amendment

By adding to Janet's amendment

The search for said natl program director be limited to a three week period with w decision to be made within n 6 weeks.

That said position be advertised as a volunteer position with a \$1000/mo honorarium to begin, which hopefully will turn into a paid full time position in the future.

Vote on Jan's amendment to Janet's amendment – 4Y, 3N, 2 A - PASSES

Joseph Davis – N
Jan Goodman - Y
Janet Kobren - N
Tony Leon – A
Tom Livingston A
Efia Nwangaza – N
Mansoor Sabbagh - NP
Nancy Sorden – Y
Alex Steinberg – Y
Carole Travis – Y

Vote on Janet's amendment as amended by Jan 4Y, 4N, 1 A FAILS

That a job description be

Joseph Davis – N
Jan Goodman - N
Janet Kobren - N
Tony Leon – N
Tom Livingston A
Efia Nwangaza – N
Nancy Sorden – Y
Alex Steinberg – Y
Carole Travis – Y

Vote on the Main motion without the amendments 4Y, 4N, 1A - FAILS

Joseph Davis – N
Jan Goodman - Y
Janet Kobren - N
Tony Leon – N
Tom Livingston A
Efia Nwangaza – N
Nancy Sorden – Y
Alex Steinberg – Y
Carole Travis – Y

Alex adjourned meeting at 10:44 pm ET.