

PNB Regular Open/Public Meeting
 Teleconference Meeting
Minutes
Thursday, September 6, 2018, 8:30 pm ET
 (APPROVED September 20, 2018)

Item #1

A. Chair Nancy Sorden calls the meeting to order at 8:43 pm ET

B. Secretary Janet Kobren calls the roll:

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

At Roll Call 16 present, Quorum of 12 established by 22 Directors present (see P's above).

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

P	Tom Livingston, iED	P	John Tatum, Parliamentarian
---	---------------------	---	-----------------------------

C. Chair asks if there were requests for excused absences other than Sabrina Jacobs, Kathryn Davis, Tony Leon and Efia Nwangaza, and there were none.

Casenave MOVES to excuse Jonathan Alexander's, Tony Leon's, Mansoor Sabbagh's and Alex Steinberg's absences

HNO MOTION to excuse Jonathan Alexander's, Tony Leon's, Mansoor Sabbagh's* and Alex Steinberg's absences APPROVED

Travis MOVES to excuse Sabrina Jacobs' absence

HNO MOTION to excuse Sabrina Jacobs' absence APPROVED

(*Note from Secretary: Sabbagh called in to the meeting after his absence was excused)

D. Chair asks for timekeepers. Secretary volunteers for Agenda Items and Travis volunteers for Speakers (90 seconds).

See more below

SEE MORE BELOW

Item #	Item	Activity
2	Agenda Approval	<p>(Draft agenda emailed by Chair Thursday, September 6, 2018, 10:44 am ET)</p> <p>Sabbagh MOVES to approve the Agenda</p> <p>Travis MOVES to AMEND the AGENDA by adding a new motion under a New Business category after Crosier's new item</p> <p>HNO Sabbagh MOVES to WITHDRAW Travis' motion</p> <p>Crosier MOVES to EXTEND the item by 10 minutes</p> <p>MOTION to EXTEND the item by 3 minutes APPROVED 12Y/5N/1A with the following vote tally: YES: Aaron, Casenave, Cory, Crosier, KDavis, JGoodman, Laufer, Nwangaza, Randall, Sabbagh, Travis, Voorhees NO: JDavis, Diaz, Heerwagen, Lark, Washington ABSTAIN: Sorden</p> <p>Casenave MOVES to AMEND the AGENDA by adding an item to preserve the Chain of Custody of the official recordings of the Pacifica Foundation meetings</p> <p>MOTION to AMEND the AGENDA by adding an item to preserve the Chain of Custody of the official recordings of the Pacifica Foundation meetings FAILS 7Y/9N/1A with the following vote tally: YES: Casenave, JDavis, Diaz, Heerwagen, Lark, Sorden, Washington NO: Aaron, Cory, Crosier, JGoodman, Laufer, Randall, Sabbagh, Travis, Voorhees ABSTAIN: KDavis</p> <p>Crosier MOVES to AMEND the AGENDA by adding an item for a motion he noticed for a 2018 Bylaws Amendment Timeline as item #8, making Unfinished Business item #9 and correcting the Adjourn item # to be item #10</p> <p>MOTION to AMEND the AGENDA by adding an item for a motion for a 2018 Bylaws Amendment Timeline as item #8, making Unfinished Business item #9 and correcting the Adjourn item # to be item #10 APPROVED 10Y/7N/1A with the following vote tally: YES: Aaron, Cory, Crosier, KDavis, JGoodman, Laufer, Randall, Sabbagh, Travis, Voorhees NO: Casenave, JDavis, Diaz, Heerwagen, Lark, Nwangaza, Washington ABSTAIN: Sorden</p> <p>MOTION to approve the AGENDA as AMENDED and CORRECTED APPROVED 10Y/5N/1A with the following vote tally: YES: Aaron, Cory, Crosier, KDavis, JGoodman, Laufer, Randall, Sabbagh, Travis, Voorhees NO: Casenave, JDavis, Diaz, Heerwagen, Washington ABSTAIN: Sorden</p> <p>See approved Agenda below</p>

See more below

See more below

Item #	Item	Activity
3	Minutes Approval	
	8-30-18	<p>Chair asks if there are corrections to the 8-2-18 meeting minutes</p> <p>Hearing no corrections Chair declares the 8-2-18 meeting minutes APPROVED</p>

Casenave requests an announcement regarding the passing of Aris Anagnos be read by the Secretary and recorded in the minutes. The announcement reads as follows:

The National Board of Directors of the Pacifica Foundation deeply regrets the death of Aris Anagnos, a friend and generous donor. Aris Anagnos, passed away peacefully at his home in Los Angeles on July 23, 2018. Born in Athens, Greece in 1923, Aris dedicated his life to fighting for peace and justice, and for humanitarian causes, globally. Aris and his late wife Carolyn were very active in peace and human rights movements in Nicaragua, El Salvador, Guatemala and Mexico, including brokering peace proposals in El Salvador and Nicaragua. For this work Aris was awarded the Comandante Enrique Schmitt Medal, the highest Sandinista award for non-Nicaraguans, and the Ruben Dario Award, the highest decoration of the Nicaraguan Republic from President Daniel Ortega. Aris and Carolyn established the Peace Center in Los Angeles, which houses several peace and human rights organizations rent-free, and in 2008 Aris formally donated the building for this use, by establishing it as a non-profit foundation. In 2014 Aris Anagnos came to the rescue of the Pacifica Foundation with a loan of \$156,000 with 0% interest. In June 2015 he converted the loan into a gift.

Time Certain is reached for item #5 so it is taken up before item #4

5	<p>Appointment of Pension Plan Trustees and Administrative Committee and approval of the Charter of the Administrative committee</p>	<p>Chair describes the Establishment of Administrative Committee and Appointment of Trustees RESOLUTIONS as spelled out in APPENDIX A below.</p> <p>Chair MOVES the Establishment of Administrative Committee and Appointment of Trustees RESOLUTIONS for the purpose of approving the Administrative Committee Charter; appointing members of the Administrative Committee and delegating to them certain specified fiduciary obligations of Pacifica under the Plans; providing for indemnification of individuals who serve as members of the Administrative Committee and fiduciaries under the Plans; and appoint Trustees for the Plans</p> <p>Casenave MOVES to AMEND the MOTION to substitute DeWayne Lark as one of the three members of the Administrative Committee, citing Article Eight, Section 2 which states that the members of the committee are to be elected according to Article 8, section 2 by STV”</p> <p>Chair RULES Casenave’s AMENDMENT OUT OF ORDER because someone would have to step down, it is not consistent with the language with the language of the resolution and time ran out for making an amendment</p>
---	--	--

See more below

SEE MORE BELOW

Item #	Item	Activity
5 (cont.)	Appointment of Pension Plan Trustees and Administrative Committee and approval of the Charter of the Administrative committee (cont.)	Lark APPEALS the RULING of the Chair Chair gives Director Casenave a warning for her interruptions RULING of the Chair UPHELD 11Y/5N/2A with the following vote tally: YES: Aaron, Cory, Crosier, KDavis, JGoodman, Laufer, Randall, Sabbagh, Sorden, Travis, Voorhees NO: Casenave*, JDavis, Diaz, Heerwagen, Lark ABSTAIN: Nwangaza, Washington *Chair mutes Casenave while others' votes are taken by the Secretary
	Time Certain Vote	MOTION regarding the Establishment of Administrative Committee and Appointment of Trustees RESOLUTIONS for the purpose of approving the Administrative Committee Charter; appointing members of the Administrative Committee and delegating to them certain specified fiduciary obligations of Pacifica under the Plans; providing for indemnification of individuals who serve as members of the Administrative Committee and fiduciaries under the Plans; and appoint Trustees for the Plans as spelled out in APPENDIX A below APPROVED 11Y/6N/1A with the following vote tally: YES: Aaron, Cory, Crosier, KDavis, JGoodman, Laufer, Randall, Sabbagh, Sorden, Travis, Voorhees NO: Casenave*, JDavis, Diaz, Heerwagen, Lark, Washington ABSTAIN: Nwangaza *Chair mutes Casenave while others' votes are taken by the Secretary

See more below

Item #	Item	Activity
--------	------	----------

<p>4</p>	<p>IED/ICFO Report and Q&A</p>	<p>The IED reports as follows: Announcement about KPFT – I heard from the IGM at KPFT yesterday that he was resigning effective immediately. As I reported by email to the PNB today, Mr. Winters has been having health problems, including a recent stay in the hospital. I have spoken to several of the paid staff, and they believe they can operate without a new IGM being appointed given what we are hoping will be the short amount of time until the KPFT Local station board should be done with completing the search for the permanent GM. We know they had a deadline for the position last week, and have been told they have a pool. I will continue to explore the question with the staff and will approach the LSB to see if I can get a sense of when they think a search may be complete. We also had a departure from the National Office last week, Olga Machado, the contract HR specialist who had started in March. She did a great job for us during her time there, including taking on additional duties after the departure of our Sr. Accounting person and then our CFO. In response, I've promoted a part time accountant in the national office to full time, added some duties to our payroll administrator and am in discussions with NETA about providing additional support in the areas the HR Administrator was helping us with. Speaking of NETA, within the week I'm expecting a report from them with recommendations going forward. After reviewing the report and proposal myself, I will share the report and proposal with the PNB and the Finance Committee. NETA has done extremely important work on the audits and supporting our payroll process. Some in Pacifica have worried and emailed about whether we would meet the August 15 deadline for filing our tax return and request for extensions for the audit, and those have in fact been filed and our auditor and NETA are projecting the 2017 audit will be completed in November. On the work agenda is also to complete a draft budget for the National office and after that an overall budget for the organization. Our new Third Party Administrator, Primark, has been engaged and is gearing up. Their first focus will be completing work on the 2016 and 2017 plan years including filing tax returns, and they expect to have those completed within the next two months. They are projecting that they will be able to give access to people who have left Pacifica by the beginning of November. There is an important motion for consideration by the PNB tonight to name new trustees for the plan. In terms of repairing the plan, our next step will be to reach an agreement on how much is owed with the KPFA union, which we anticipate will be similar including in size to the agreement we reached with the KPFA union. The collective bargaining agreements for those units had stipulations in them about contributions that were not met. The election process is underway. Last week, Graeme Drew, the National Election Supervisor and I had site visits at KPFA, KPFA and KPFT and this week he visited WBAI and WPFW. Drew has created a timeline that will have the elections completed by the end of the year which we have shared with the PNB. WPFW is in the process of undertaking an antenna and transmitter project that will allow them to keep operating from their current location and represent a significant upgrade to their equipment. The project is funded with a combination of a major gift and station funds – the project will require approval from our lender, which we are in the process of requesting, and when a contract is agreed upon it will be provided to the PNB for final approval.</p> <p>Heerwagen MOVES to EXTEND the item by 10 minutes</p> <p>MOTION to EXTEND the item by 3 minutes FAILS 5Y/8N/3A with the following vote tally: YES: Cory, JDavis, Diaz, Heerwagen, Lark NO: Aaron, Crosier, KDavis, JGoodman, Randall, Sabbagh, Travis, Voorhees ABSTAIN: Laufer, Sorden, Washington</p>
<p>Item #</p>	<p>Item</p>	<p>Activity</p>

6	Election Schedule	<p>Chair announces that we have a proposal for a revised 2018 Delegate election timeline from the NES, that the PNB has to approve any timeline changes, and asks for a motion on this.</p> <p>Travis MOVES that voting begins no earlier than November 11th. She remarks that she hasn't written the motion up yet but will. The Chair instructs her that her motion must include the entire timeline. The iED announces that he just forwarded the NES' latest revised timeline (see APPENDIX D below). The Chair explains to Travis that her motion will say that we adopt that timeline with the change she is proposing. The motion is seconded by JGoodman.</p> <p>The Chair recognizes the Parliamentarian who says that the NES' revised timeline that the iED forwarded is considered an "ASSUMED" MOTION and anything that follows is an amendment.</p> <p>The Chair explains that there has been no motion to accept the NES' revised timeline that Travis' motion would amend.</p> <p>After Aaron asserts that everyone on the Board has a conflict of interest when it comes to the Delegate elections and that's why the NES has sole authority over them. Travis agrees, and says she is changing her language to be a suggestion to the NES and that she will email the language.</p> <p>The Chair says there is no motion on the floor until the body gets something in writing and moves on to the next agenda item with 15 minutes left to this one.</p> <p>Travis later emails the following MOTION: I move that we make the suggestion to the NES that the voting for the Delegates should be moved up so that the U. S. national midterm general elections and our elections do not happen at the same time. Those elections take place on November 9, 2018, we all expect an avalanche of emails and mail and fear our materials will be lost and a quorum will difficult to be reached.</p>
7	<p>PNB Committee Reports, Q&A, and Motions from Committees</p> <p>A. Finance Committee</p>	<p>NFC Chair JDavis presents a motion approved by the NFC on June 12, 2018 as follows:</p> <p>Barring other concerns, bequests to Pacifica should be credited to the station or unit from whence the donor participated with Pacifica.</p>
See more below		
Item #	Item	Activity

<p style="text-align: center;">7 (cont.)</p>	<p>PNB Committee Reports, Q&A, and Motions from Committees (cont.)</p>	
	<p>A. Finance Committee (cont.)</p>	<p>Heerwagen MOVES a SUBSTITUTE MOTION as follows:</p> <p>Whereas, the Pacifica Foundation is a single organization with 7 operating sub-divisions: 5 broadcast stations, the Pacifica Radio Archives, and a national office that at this time includes the Executive Director, the Chief Financial Officer, and the Affiliate Coordinator (Director of Affiliate Station Relations) and staff related to those positions, and</p> <p>Whereas, most Pacifica members are connected to the foundation as a result of the programming on their local station, be it hereby resolved,</p> <p>That effective for FY2018 where a bequest says “Pacifica” but fails to specifically name a station, after retention of 5% for the National Office, credit for funds or property shall be “booked” to the station where the donor(s) would have had a geographic listening connection or did establish an ongoing donating relationship. Should an equal donor relationship exist with more than one station, the amount shall be divided equally, and further</p> <p>That updating the Foundation’s Financial Policy and Procedures Manual shall be a priority for the next Chief Financial Officer or equivalent and must be drafted within the later of 60 days of their hire or of the passage of this motion.</p> <p>Crosier MOVES to POSTPONE the MOTION until the PNB gets a legal opinion.</p> <p>JGoodman MOVES to TABLE the MOTION until after item #8.</p> <p>MOTION to TABLE the MOTION until after item #8 FAILS 8Y/5N/3A with the following vote tally: YES: Aaron, Crosier, KDavis, JGoodman, Laufer, Randall, Travis, Voorhees NO: Casenave, JDavis, Diaz, Heerwagen, Lark ABSTAIN: Cory, Sorden, Washington</p> <p>MOTION to POSTPONE the MOTION until the PNB gets a legal opinion APPROVED 9Y/5N/2A with the following vote tally: YES: Aaron, Cory, Crosier, Diaz, JGoodman, Randall, Travis, Voorhees, Washington NO: Casenave, JDavis, KDavis, Heerwagen, Lark ABSTAIN: Laufer, Sorden</p>
<p>See more below</p>		

Crosier MOVES to EXTEND the meeting by 20 minutes

MOTION to EXTEND the the meeting by 20 minutes FAILS 6Y/7N/3A with the following vote tally:

YES: Aaron, Crosier, KDavis, JGoodman, Travis, Voorhees

NO: Casenave, JDavis, Diaz, Heerwagen, Lark, Laufer, Randall

ABSTAIN: Cory, Sorden, Washington

Chair adjourns the meeting at 12:16 am ET (September 7, 2018)

Audio archives of this meeting can be found at:
<https://kpftx.org/archives/pnb/pnb180906/pnb180906a.mp3> (Part 1),
<https://kpftx.org/archives/pnb/pnb180906/pnb180906b.mp3> (Part 2) and
<https://kpftx.org/archives/pnb/pnb180906/pnb180906c.mp3> (Part 3)

Draft Minutes respectfully submitted by Janet Kobren, PNB Secretary

Agenda items not reached during the meeting prior to adjournment

7	PNB Committee Reports, Q&A, and Motions from Committees	
	B. Audit Committee	
	C. Governance Committee	
	D. Strategic Planning Committee	See motion in APPENDIX B below
	E. Personnel Committee	
	F. Elections Committee	
	G. Programming Committee	
8	2018 Bylaws Amendment Timeline	<p>Motion noticed by Crosier:</p> <p>The Pacifica National Board hereby notices the beginning of a Bylaws amendment process, consistent with with Article 17, Section 1 of the Bylaws as of this date, Sept. 6, 2018.</p> <p>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 September 15, the submission close date, and shall be posted publicly on pacifica.org by September 17 (the "Notice Date"), which is 45 days before the earliest of the voting dates of the Board and of the Delegates, which shall be Nov. 1, 2018.</p> <p>The Delegates at each of the five stations shall vote on the proposed amendment(s) during a 60-day period beginning with when the PNB votes on the proposed amendment(s). The PNB recommends that the PNB vote date to be Thursday, Nov. 4, 2017.</p>

See more below

Agenda items not reached during the meeting prior to adjournment (cont.)

9	Unfinished Business	
	A. Line of Authority of ED and CFO	
	B. Motion regarding Agenda Setting	See motion in APPENDIX C below

PNB Regular Open/Public Meeting
 Teleconference Meeting
Approved Agenda
Thursday, September 6, 2018, 8:30 pm ET

Directors			
	Grace Aaron, KPFFK , Listener Jonathan Alexander, KPFFK , 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, KPFFK , 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, KPFFK , Listener Nancy Sorden, WPFW , Listener Alex Steinberg, WBAI , Listener Carole Travis, KPFA , Listener Tom Voorhees, KPFA , Listener Maskeelah Washington, WPFW , Listener	
	Janet Kobren, Secretary	Tom Livingston, iED John Tatum, Parliamentarian	
Item #	Item		Time
1	A. Call to Order		10 min
	B. Roll Call		
	C. Excused Absences		
	D. Identify Timekeepers		
2	Agenda Approval		10 min
3	Minutes Approval 8-30-2018 (sent 9-5-18 at 5:10 AM ET)		5 min
4	IED/ICFO Report and Q & A		30 min
5	Appointment of Pension Plan Trustees and Administrative Committee and approval of the Charter of the Administrative committee	See resolution in APPENDIX A below	15 min
	Vote	* Time Certain * 10:00 PM ET	
6	Election Schedule		30 min
7	PNB Committee Reports, Q&A, and Motions from Committees		60 min for entire item
	A. Finance Committee		
	B. Audit Committee		
	C. Governance Committee		
	D. Strategic Planning Committee	See motion in APPENDIX B below	
See more below			

APPENDIX A

RESOLUTIONS OF THE PACIFICA NATIONAL BOARD

Establishment of Administrative Committee and Appointment of Trustees

BACKGROUND

The Pacifica Foundation (“Pacifica”) established and maintains the Pacifica Foundation Retirement Plan and the Pacifica Foundation 403B Retirement Plan (collectively, the “Plans”) for the purpose of providing retirement benefits to its employees. The Plans are governed by the Employee Retirement Income Security Act of 1974, as amended, (“ERISA”) and the Internal Revenue Code of 1986, as amended (the “Code”).

Under the terms of the Plans, Pacifica is the plan sponsor, administrator and named fiduciary as such terms are defined in ERISA. Pacifica has deemed it desirable to formally establish a committee of senior management and other select personnel for the purpose of delegating some of Pacifica’s fiduciary obligations with respect to the Plans. Such committee is known as the Pacifica Foundation Retirement Plans Administrative Committee (the “Administrative Committee”).

The activities of the Administrative Committee will (1) serve as a formal process for satisfying certain specified fiduciary obligations and (2) provide a record of fiduciary decisions and other actions taken, with respect to the Plans. The Administrative Committee will be responsible for detailed decisions concerning investment policy and review for the Plans.

The purpose of the following resolutions is to:

- (A) Approve the Administrative Committee Charter;
- (B) Appoint members of the Administrative Committee and delegate to them certain specified fiduciary obligations of Pacifica under the Plans; and
- (C) Provide for indemnification of individuals who serve as members of the Administrative Committee and fiduciaries under the Plans.
- (D) Appoint Trustees for the Plans.

(A) Adoption of the Administrative Committee Charter

WHEREAS, on July 12, 2018, the Pacifica National Board (the “Board”) established the Administrative Committee for the purpose of delegating certain specified fiduciary obligations and to clearly delineate those obligations, with respect to the Plans.

NOW, THEREFORE, BE IT RESOLVED, that effective immediately, the Administrative Committee Charter is hereby approved and adopted in substantially the form attached hereto as Exhibit A.

(B) Appointment and Removal of Administrative Committee Members and Delegation of Authority

WHEREAS, the Administrative Committee shall be responsible for the investment policy and review of the Plans, including but not limited to, the evaluation of the Plans’ investment policy statements, asset allocations, investment managers performance, investment funds performance, and investment consultants performance and selection of investment alternatives;

WHEREAS, the Administrative Committee shall have full and complete discretionary authority with respect to the responsibilities delegated hereunder; and

See more below

**APPENDIX A
(cont.)**

**RESOLUTIONS OF THE PACIFICA NATIONAL BOARD (cont.)
Establishment of Administrative Committee and Appointment of Trustees
(cont.)**

**(B) Appointment and Removal of Administrative Committee Members
and Delegation of Authority (cont..)**

WHEREAS, members of the Administrative Committee shall serve at the pleasure of the Board.

NOW, THEREFORE, BE IT RESOLVED, that for the purposes of (1) delegating certain rights and responsibilities with respect to the administration, operation and legal compliance of the Plans; and (2) delegating certain rights and responsibilities with respect to the investment of assets under the Plans, the Administrative Committee shall be comprised of certain individuals who are either (i) Pacifica National Board Members, (ii) employees of Pacifica, or (iii) other individuals who are serving as trustee of either of the Plans:

1. Tom Livingston
2. Grace Aaron
3. Carole Travis

RESOLVED FURTHER, that any member of the Administrative Committee is authorized to prepare, deliver, execute and file on behalf of Pacifica and the Administrative Committee all documents, letters, certificates, agreements, and reports and to incur all expenses and take all further actions as may be necessary, desirable, or convenient to carry out the decisions of the Administrative Committee and/or the directions of the Board;

RESOLVED FURTHER, that any member of the Administrative Committee may be removed at any time, for any reason, with or without cause, by resolution of the Board; and

(C) Indemnification of Individuals Serving as Plan Fiduciaries

WHEREAS, Pacifica wishes to indemnify the individuals to whom any fiduciary responsibility with respect to the Plans is delegated.

NOW, THEREFORE, BE IT RESOLVED, notwithstanding any provisions of the Plans to the contrary or otherwise, Pacifica shall hereby indemnify and hold harmless any individual to whom any fiduciary responsibility with respect to the Plans is delegated, from and against any and all liabilities, costs and expenses, including attorneys' fees, incurred by such person as a result of any act, or omission to act, in connection with the performance of their duties, responsibilities and obligations under the Plans and under ERISA, other than such liabilities, costs and expenses as may result from bad faith, criminal acts, gross negligence or willful misconduct of such persons or to the extent such indemnification is prohibited by ERISA or other applicable law. Pacifica shall have the obligation to conduct the defense of such persons in any proceedings to which this indemnification applies. If any Plan fiduciary covered by this indemnification provision determines that the defense of Pacifica is inadequate, such fiduciary shall be entitled to retain separate legal counsel for his or her defense and Pacifica shall be obligated to pay for all reasonable legal fees and other court costs incurred in the course of such defense unless a court of competent jurisdiction finds such fiduciary acted in bad faith, gross negligence or engaged in criminal acts, or willful misconduct.

See more below

**APPENDIX A
(cont.)**

**RESOLUTIONS OF THE PACIFICA NATIONAL BOARD (cont.)
Establishment of Administrative Committee and Appointment of Trustees
(cont.)**

(D) Appointment of Trustees

WHEREAS, the Board wishes to appoint Trustees for the Plans,

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby appoints Alex Randall, Affiliate PNB Director and Eileen Rosin, WPFW Local Station Board member and current Chair of the National Audit Committee, as Trustees of the Plans. Both Trustees are entitled to and will be provided with contact information for representatives of the Plans' auditor, the Plans' administrators, Pacifica's ERISA attorneys, the Plans themselves, and any other interested party or firm involved with the Plans' affairs.

**EXHIBIT A
ADMINISTRATIVE COMMITTEE CHARTER**

PURPOSE

The Board of Directors (the "Board") of the Pacifica Foundation ("Pacifica") has delegated certain rights, powers and duties of Pacifica to the Pacifica Foundation Retirement Plans Administrative Committee (the "Administrative Committee"). The Administrative Committee shall serve as the responsible parties for the purpose of fulfilling certain specified fiduciary obligations, which are assigned to Pacifica under the terms of the Pacifica Foundation Retirement Plan and the Pacifica Foundation 403B Retirement Plan (collectively, the "Plans"). The Administrative Committee shall be responsible for the investment policy and review of the Plans, including but not limited to, the evaluation of the Plans' investment policy statements, asset allocations, investment managers performance, investment funds performance, and investment consultant performances and selection of investment alternatives as and when appropriate.

This Administrative Committee Charter ("Charter") sets forth the powers and duties of the Administrative Committee.

MEMBERSHIP

Members of the Administrative Committee shall be appointed by the Board and shall consist of employees of Pacifica, Pacifica National Board Members, or individuals who are serving as trustee of either of the Plans, whose qualifications include an understanding of their fiduciary duties and responsibilities under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Members of the Administrative Committee may appoint a chairperson, a secretary, and such other officers, as the members deem advisable.

MEETINGS AND PROCEDURES

The Administrative Committee shall convene as often as they deem necessary or desirable, except that the Administrative Committee must meet at least semi-annually with respect to its investment evaluation responsibilities as set forth below. The Administrative Committee shall keep minutes of all of their meetings. Minutes of each meeting will be submitted for approval at the next meeting. Formal records and documentation of all changes and amendments to the Plans must be maintained in the minute books of the Administrative Committee. Copies of any documents approved and/or adopted by the Administrative Committee must also be maintained in the minute books. A majority of the members shall constitute a quorum at meetings of the Administrative Committee. A vote on any issue before the Administrative Committee will carry only if a majority of the members present at a meeting at which a quorum was established vote in favor. The Administrative Committee shall have the discretion to determine and adopt such other policies and procedures as they deem necessary or desirable to perform their duties with respect to the Plans.

See more below

**APPENDIX A
(cont.)**

**RESOLUTIONS OF THE PACIFICA NATIONAL BOARD (cont.)
EXHIBIT A (cont.)
ADMINISTRATIVE COMMITTEE CHARTER (cont.)**

RESPONSIBILITIES

The principal responsibilities of the Administrative Committee are set forth below. These responsibilities are set forth as a guide with the understanding that the Administrative Committee has the complete discretion to supplement them as appropriate and may establish policies and procedures from time to time as it deems necessary or advisable in fulfilling its responsibilities. In undertaking the responsibilities as set forth below, the Administrative Committee shall have full and complete discretionary authority, which shall be exercised in a non-discriminatory manner.

General

The Administrative Committee shall:

Periodically review and reassess the adequacy of this Charter and make changes to the Charter, as appropriate.

Evaluate and approve matters as necessary to satisfy certain specified fiduciary obligations with respect to the Plans delegated to the Administrative Committee by Pacifica as described herein;

Provide an ERISA compliance report at least annually to the Board or appropriate Board committee; and

Evaluate, select, retain, appoint, or terminate outside counsel, advisors, consultants, actuaries, investment managers, accountants, independent fiduciaries, insurance carriers, record keepers, administrative service providers and/or investment review advisors or other specialists as necessary to support the Administrative Committee, as appropriate, in fulfilling any and all of the responsibilities set forth in this Charter.

Investment Review

The Administrative Committee shall:

1. At least semi-annually, evaluate the Plans' asset allocations and investment managers performance and/or investment funds performance; and

2. As and when appropriate, terminate and/or retain investment managers, select investment alternatives, and evaluate the Plans' investment policy statements and investment consultants performance.

Employee Benefit Plan Administration and Policy

The Administrative Committee shall be responsible for:

The administration of the Plans including adopting appropriate policies and procedures;

Interpreting the provisions of the Plans;

Legal and tax compliance matters associated with the Plans;

Reviewing and deciding all appeals of adverse benefit determinations as may be appropriate under the terms of the Plans. The Administrative Committee shall have the sole and absolute discretion to interpret the Plans and to make factual findings relating to such appeals. The decisions of the Administrative Committee shall be subject to judicial review only for abuse of discretion.

See more below

<p>APPENDIX A (cont.)</p>	<p style="text-align: center;">RESOLUTIONS OF THE PACIFICA NATIONAL BOARD (cont.) EXHIBIT A (cont.) ADMINISTRATIVE COMMITTEE CHARTER (cont.)</p> <p>RESPONSIBILITIES (cont.) Plan Amendments The Administrative Committee shall have the authority to approve amendments to the Plans, provided that any such amendments that materially increase the cost of the Plans to Pacifica must be authorized solely and exclusively by the Board.</p> <p>Miscellaneous The Administrative Committee shall have the authority to perform any other activities for the Plans consistent with this Charter, governing law, and as the Administrative Committee deems necessary or appropriate.</p> <p>ERISA COMPLIANCE The Administrative Committee shall comply with the fiduciary requirements of ERISA and shall perform its fiduciary duties with respect to the Plans:</p> <ul style="list-style-type: none"> • Solely in the interest of participants and beneficiaries under the Plans; • For the exclusive purpose of providing benefits to participants and their beneficiaries and defraying the reasonable expenses of administering the Plans; • With the same care, skill, prudence, and diligence that other plan administrators in similar circumstances would employ; • Except to the extent required by the terms of the Plans (to the extent such terms are consistent with ERISA) by diversifying the investments of the Plans, as applicable and consistent with the documents of the Plans, so as to minimize the risk of large losses, unless, under the circumstances, it is clearly prudent not to do so; and • In accordance with the documents and instruments of the Plans insofar as they are consistent with ERISA. <p>AUTHORITY OF CHARTER In the event of any conflict between this Charter (or any delegation of authority made pursuant to this Charter) and the terms of the Plans, the terms of the Plans shall govern.</p> <p>AMENDMENT OF CHARTER This Charter may be amended at any time by action of the Board. To the extent not inconsistent with the authority granted to the Administrative Committee, this Charter may also be amended at any time by action of the Administrative Committee.</p>
<p>APPENDIX B</p>	<p>Motion from Strategic Planning Committee</p> <p>The Strategic Planning Committee recommends that the Pacifica National Board authorize the Executive Director to formalize the structure of the Pacifica Affiliates Program by taking the necessary steps to treat it as a separate business unit with its own budget and its own staff separate from the National Office staff.</p>
<p>APPENDIX C</p>	<p>Motion on Agenda Setting noticed by Heerwagen:</p> <p>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.</p> <p>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.</p>

Item #	Item		Time
7 (cont.)	PNB Committee Reports, Q&A, and Motions from Committees (cont.)		60 min for entire item
	E. Personnel Committee		
	F. Elections Committee		
	G. Programming Committee		
8	2018 Bylaws Amendment Timeline	<p>Motion noticed by Crosier:</p> <p>The Pacifica National Board hereby notices the beginning of a Bylaws amendment process, consistent with with Article 17, Section 1 of the Bylaws as of this date, Sept. 6, 2018.</p> <p>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 September 15, the submission close date, and shall be posted publicly on pacifica.org by September 17 (the "Notice Date"), which is 45 days before the earliest of the voting dates of the Board and of the Delegates, which shall be Nov. 1, 2018.</p> <p>The Delegates at each of the five stations shall vote on the proposed amendment(s) during a 60-day period beginning with when the PNB votes on the proposed amendment(s). The PNB recommends that the PNB vote date to be Thursday, Nov. 4, 2017.</p>	
9	Unfinished Business		30 min
	A. Line of Authority of ED and CFO		
	B. Motion regarding Agenda Setting	See motion in APPENDIX C below	
10	Adjourn	* Time Certain * 12:00 AM ET	

APPENDIX D

1249 Malvern Place
Delta, BC V4M 3H8

Phone: 604.943.7364
www.drewnorth.com

Drew North Consulting

TO: Station Staff & Local Election Teams

FROM: Graeme Drew
National Elections Supervisor

DATE: Tuesday, September 4, 2018

RE: Station Visit & Discussion Items

1. Introductions & GD Background
 - Referred by Simply Voting Inc
 - Certified Electoral Officer (Canada)
2. Election Process and Timeline
 - Per Pacifica by-laws
 - Working timeline (see below / feedback welcome)

DATE	ACTION ITEM
Thu, Aug 10	Contract signed by DNC and PF; Graeme appointed National Election Supervisor (NES)
Aug 27-31	First week of NES meetings with IED and local radio stations
Sep 4-7	Second week of NES meetings with local stations and PF National Board
Thu, Sep 6	PF Board meeting to approve election timeline and related matters per PF bylaws
Fri, Sep 7	Election timeline is finalized & posted on local election websites
Sun, Sep 16	Deadline for new members to be eligible to run and/or vote in 2018 election
Fri, Sep 21	Mailing #1: Notice to electors re. dates, rules, process, elector list (online), nom form?
Mon, Sep 24	Nomination Period opens (for 30 days per Bylaws)
Wed, Oct 24	Nomination Period closes (candidates assessed immediately upon application)
Wed, Oct 31	Mailing #2 goes out with VINs and paper ballots requested to date
Thu, Nov 1	Voting Period opens (for 35 days per Bylaws); paper ballots fulfilled upon request
Wed, Nov 28	Deadline to request paper ballots
Fri, Dec 7	Close of Voting Period; ballot count process begins
Dec 8-19	Votes are Counted & Local Results Consolidated into Final Count
Fri, Dec 21	Final Report submitted by NES

3. Elector Lists
 - Number of members?
 - Meet separately with staff responsible for member list
4. Local Election Supervisors
 - Defining role & scope of work
 - Recruiting soon / prospects?
5. Questions / Next Steps / Wrap-up
6. Thank You!