

PNB Regular Open/Public Meeting
 Teleconference Meeting
Minutes
Thursday, July 5, 2018, 8:30 pm ET
 (APPROVED August 2, 2018)

Item #1

A. Chair Nancy Sorden calls the meeting to order at 8:35 pm ET

B. Secretary Janet Kobren calls the roll:

P	Grace Aaron, KPFK , Listener	P	DeWayne Lark, KPFT , Listener
A	Jonathan Alexander, KPFK , Staff	P	Ken Laufer, WBAI , Listener
P	Adriana Casenave, KPFT , Listener	P	Tony Leon, WPFW , Staff
P	Chris Cory, KPFA , Listener	P	Efia Nwangaza, WMXP , Affiliate
P	Bill Crosier, KPFT , Listener	PL	Alex Randall, WUVI , Affiliate
P	Joseph Davis, KPFT , Staff	PL	Mansoor Sabbagh, KPFK , Listener
P	Kathryn Davis, WBAI , Staff	P	Nancy Sorden, WPFW , Listener
P	Benito Diaz, WPFW , Listener	PL	Alex Steinberg, WBAI , Listener
PL	Jan Goodman, KPFK , Listener	P	Carole Travis, KPFA , Listener
P	William Heerwagen, WBAI , Listener	P	Tom Voorhees, KPFA , Listener
PL	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
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C. Chair asks if there were requests for excused absences and there were none.

D. Chair asks for timekeepers. Cassenave volunteers for Agenda Items and Crosier volunteers for Speakers (90 seconds).

Item #	Item	Activity
2	Agenda Approval	(Draft agenda emailed Thursday, July 5, 2018, 3:05 am ET) Crosier MOVES to approve the Agenda HNO MOTION to approve the Agenda APPROVED by voice vote as follows: AYE: "all Yeses" NO: None ABSTAIN: None See approved Agenda below

See more below

	Minutes Approval	
3	Minutes Approval 5-10-18 6-7-18 6-14-18	<p>Chair asks if there are any corrections to the 5-10-18 meeting minutes.</p> <p>Casenave objects to changes the PNB Secretary made in item #4: Sequestering Nakapon/NO sale proceeds and remainder of loan money. The PNB Secretary agrees to remove her note and include Travis' email and these minutes are APPROVED unanimously pending the corrections.</p> <p>KDavis MOVES to EXTEND the item by 2 minutes</p> <p>HNO MOTION to EXTEND the meeting by 10 minutes APPROVED</p> <p>Chair asks if there are any corrections to the 6-7-18 or 6-14-18 meeting minutes and hearing none declares those two sets of minutes APPROVED unanimously</p>
4	iED/Acting CFO report	<p>The iED reports on 9 items as follows:</p> <ol style="list-style-type: none"> 1. Last week a new WBAI transmitter was installed; 2. WPFW in process of replacing its current transmitter; 3. More than 75% of our 117 employees finished sexual harassment training so far; there is interest in providing the training to volunteers as well 4. The new employee handbook has been completed; 5. We have attained a new accounting firm NETA; 6. There were four complete responses to the RFP, NETA was the most responsive and most economical and the monthly cost will be approximately half of the total of Sam Agarwal and the accounting personnel; their first priority will be the audit; 7. The Department of Labor has inquired into our pension plan; Trucker & Huss are the ERISA attorneys; hiring a third party administrator is in the works; 8. We received two applications for NES for the board elections and the search will be extend for a few more weeks; the cost of election is expected to be in the \$150,000 range; 9. The ED search is near completion; Livingston Associates received 26 application, narrowed them down to 15 and referred them to Personnel Committee; and a final decision by the PNB could come as early as August; <p>This is followed by Q&A.</p> <p>Heerwagen MOVES to EXTEND the item by 8 minutes</p> <p>MOTION to EXTEND the item by 8 minutes FAILS 9Y/8N/3A with the following vote tally: YES: Casenave, Cory, JDavis, Diaz, Heerwagen, Lark, Leon, Nwangaza, Washington NO: Aaron, Crosier, JGoodman, Laufer, Randall, Steinberg, Travis, Voorhees ABSTAIN: KDavis, Jacobs, Sorden</p>
5	<p>* Special Order of Business *</p> <p>A. Chair Ruling on voting in absentia</p>	<p>Chair RULES the Standing Rule approved by the PNB at the 6/14/18 meeting that a Director can vote in absentia NULL and VOID because Directors' voting cannot conflict with Article Six, Section 5 of the bylaws that say Directors have to be present during the vote.</p>

<p>5 (cont.)</p>	<p>* Special Order of Business * (cont.)</p>	
	<p>B. Delegates Election Timeline</p>	<p>Heerwagen MOVES the MOTION he noticed as follows:</p> <p>Timeline for the Next Delegate Election</p> <p>Whereas Pacifica is out of compliance with Articles Four and Five of the bylaws relative to the Delegate elections timeline; and,</p> <p>Whereas, it is the intent of the Pacifica Foundation Board to follow our By-Laws as closely as possible; and,</p> <p>Whereas, the Foundation has had demonstrable business altering circumstances, specifically the Empire State Realty Trust vs. Pacifica Lawsuit regarding WBAI rents and license fees, etc. in addition to an avalanche of other pressing financial obligations including overdue contributions to employee pensions; and,</p> <p>Whereas, due to these extraordinary circumstances which are more severe than in 2013 when Delegates elections were previously postponed, and given the 2012 Delegates Election cost Pacifica \$224,830.53, the 2015 Delegates Election cost Pacifica \$143,511.47 and the 2016 Delegates Election cost Pacifica an estimated \$136,000, the Foundation's cashflow is not sufficient to fund a Delegates Election; and</p> <p>Whereas our fiduciary duties as Directors are paramount in the discharge of our duty of loyalty to the Pacifica Foundation; and</p> <p>Whereas, this Pacifica National Board (PNB) fully endorses democratic elections of Delegates and fully wishes to maintain the bylaws as stated, "Elections of Delegates shall be staggered over a 3-year period"; and</p> <p>Whereas attempting a condensed Delegate election timeline in 2018 could prove to be more costly and would clash with the national mid-term elections in November of 2018; be it hereby resolved</p> <p>That the PNB hereby authorizes maintaining the required two (2) Elections in a three (3) year period, but that the sequence of our Elections for this three (3) year period (2018-2020) shall be the second and third year – 2019 and 2020, rather than the first and second year – 2018 and 2019; and</p> <p>Specifies that the next Delegate elections shall be held in 2019 in accordance with the bylaws election timeline and current Delegates shall continue to serve until the next election except that those meeting the individual and absolute 6 consecutive cumulative year limit are automatically removed and replaced from the runners-up list from the last election and, if exhausted, by appointment by the Local Station Board as with other Delegate vacancies per Article 4, Section 10. Directors shall be elected to the PNB in January 2019 as per usual.</p> <p>MOTION regarding Timeline for the Next Delegate Election FAILS 8Y/12N/1A with the following vote tally:</p> <p>YES: Casenave, JDavis, Diaz, Heerwagen, Lark, Leon, Nwangaza, Washington NO: Aaron, Cory, Crosier, KDavis, JGoodman, Jacobs, Laufer, Randall, Sabbagh, Steinberg, Travis, Voorhees ABSTAIN: Sorden</p>
<p>See more below</p>		

	* Special Order of Business * (cont.)	
5 (cont.)	B. Delegates Election Timeline (cont.)	<p>Diaz MOVES to EXTEND the item by 10 minutes</p> <p>MOTION to EXTEND the item by 10 minutes FAILS 9Y/9N/2A with the following vote tally:</p> <p>YES: Casenave, Cory, JDavis, Diaz, Heerwagen, Lark, Leon, Nwangaza, Washington</p> <p>NO: Aaron, Crosier, JGoodman, Jacobs, Laufer, Randall, Steinberg, Travis, Voorhees</p> <p>ABSTAIN: KDavis, Sorden</p>
* Time certain for item #7 is reached so item #6 is skipped *		
7	Meeting NETA	<p>iED Livingston introduces Anita Sims who joins the call. She is Executive Vice President & Director Business Center of National Educational Telecommunications Association (NETA), the accounting firm Pacifica has contracted with. She introduces herself and talks about the work she has begun and will be doing for Pacifica.</p> <p>Q&A follows.</p>
Adjournment time certain is reached.		
Chair adjourns the meeting at 10:28 pm ET to Executive Session		
Audio archives of this meeting can be found at: https://kpftx.org/archives/pnb/pnb180705/pnb180705a.mp3 (Part 1) and https://kpftx.org/archives/pnb/pnb180705/pnb180705b.mp3 (Part 2)		
Draft Minutes respectfully submitted by Janet Kobren, PNB Secretary		
Agenda items not reached during the meeting prior to adjournment		
6	PNB Committee Reports and Q&A	
	A. Finance Committee	
	B. Audit Committee	
	C. Governance Committee	
	D. Strategic Planning Committee	
	E. Personnel Committee	
	F. Elections Committee	
	G. Programming Committee	
	Mandates for Ad Hoc committees	
See more below		

8	Unfinished Business	
	A. Lifting the veil of secrecy	<p>Motion #1:</p> <p>Motion made by Steinberg, seconded and debated at May 10, 2018 Special OPEN meeting and postponed to the next Regular meeting contingent on the Chair consulting with legal counsel</p> <hr/> <p>Motion #2:</p> <p>Motion approved unanimously on May 9, 2018 by the WBAI LSB:</p> <p>Whereas, in March 2018, loans in the amounts of \$500,000 and \$3.7 million were taken by the Pacifica Foundation in order to settle, at \$3.4 million, the lawsuit brought against Pacifica for WBAI transmitter rents, license fees, and related costs, and to pay and/or escrow other Pacifica expenses,</p> <p>Be it hereby resolved that the WBAI Local Station Board (LSB) requests that the Pacifica National Board (PNB) direct the Interim Executive Director (IED) to prepare and distribute by June 5, 2018, to each Pacifica LSB, with identification of any material that requires confidential treatment:</p> <ul style="list-style-type: none"> • The terms and conditions of the loans including collateral, interest, fees, payment dates and amounts • An itemization of the use of all funds including escrowed amounts • The lease or terms for 4 Times Square including escalation clauses and fees <p>As much as possible, we request that signed documents, rather than or in addition to summaries, be provided.</p> <p>The PNB is further encouraged to have the IED prepare a similar but non-confidential version of the report that can be posted on Foundation sites.</p>
	B. Line of authority of ED and CFO	
C. Motion regarding Agenda Setting	<p>Motion 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>	

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Approved Agenda
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Directors			
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	Janet Kobren, Secretary	Tom Livingston, iED	
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 5-10-18 6-7-18 6-14-18		10 min
4	iED/Acting CFO report		10 min
5	* Special Order of Business *		
	A. Chair Ruling on voting in absentia		5 min
See more below			

<p>5 (cont.)</p>	<p>* Special Order of Business * (cont.)</p>	
	<p>B. Delegates Election Timeline</p>	<p>Motion noticed by Heerwagen:</p> <p>Timeline for the Next Delegate Election</p> <p>Whereas Pacifica is out of compliance with Articles Four and Five of the bylaws relative to the Delegate elections timeline; and,</p> <p>Whereas, it is the intent of the Pacifica Foundation Board to follow our By-Laws as closely as possible; and,</p> <p>Whereas, the Foundation has had demonstrable business altering circumstances, specifically the Empire State Realty Trust vs. Pacifica Lawsuit regarding WBAI rents and license fees, etc. in addition to an avalanche of other pressing financial obligations including overdue contributions to employee pensions; and,</p> <p>Whereas, due to these extraordinary circumstances which are more severe than in 2013 when Delegates elections were previously postponed, and given the 2012 Delegates Election cost Pacifica \$224,830.53, the 2015 Delegates Election cost Pacifica \$143,511.47 and the 2016 Delegates Election cost Pacifica an estimated \$136,000, the Foundation's cashflow is not sufficient to fund a Delegates Election; and</p> <p>Whereas our fiduciary duties as Directors are paramount in the discharge of our duty of loyalty to the Pacifica Foundation; and</p> <p>Whereas, this Pacifica National Board (PNB) fully endorses democratic elections of Delegates and fully wishes to maintain the bylaws as stated, "Elections of Delegates shall be staggered over a 3-year period"; and</p> <p>Whereas attempting a condensed Delegate election timeline in 2018 could prove to be more costly and would clash with the national mid-term elections in November of 2018; be it hereby resolved</p> <p>That the PNB hereby authorizes maintaining the required two (2) Elections in a three (3) year period, but that the sequence of our Elections for this three (3) year period (2018-2020) shall be the second and third year – 2019 and 2020, rather than the first and second year – 2018 and 2019; and</p> <p>Specifies that the next Delegate elections shall be held in 2019 in accordance with the bylaws election timeline and current Delegates shall continue to serve until the next election except that those meeting the individual and absolute 6 consecutive cumulative year limit are automatically removed and replaced from the runners-up list from the last election and, if exhausted, by appointment by the Local Station Board as with other Delegate vacancies per Article 4, Section 10. Directors shall be elected to the PNB in January 2019 as per usual.</p> <p>(Note from Secretary: Three bylaws were listed at this point. To save space I have provided the links to those bylaws rather than the text, so just click on the links.)</p> <p>Article Four, Delegates, Section 4: Election Supervisors</p> <p>Article Four, Delegates, Section 5: Election Time Frame</p> <p>Article Four, Delegates, Section 10: Filling of Vacancies</p>

6	PNB Committee Reports and Q&A		
	A. Finance Committee		20 min
	B. Audit Committee		
	C. Governance Committee		
	D. Strategic Planning Committee		
	E. Personnel Committee		
	F. Elections Committee		
	G. Programming Committee		
	Mandates for Ad Hoc committees		10 min
7	Meeting NETA		10:05 pm ET - time certain (15 min.)
8	Unfinished Business		
	A. Lifting the veil of secrecy	<p>Motion #1:</p> <p>Motion made by Steinberg, seconded and debated at May 10, 2018 Special OPEN meeting and postponed to the next Regular meeting contingent on the Chair consulting with legal counsel</p> <p>Motion #2:</p> <p>Motion approved unanimously on May 9, 2018 by the WBAI LSB:</p> <p>Whereas, in March 2018, loans in the amounts of \$500,000 and \$3.7 million were taken by the Pacifica Foundation in order to settle, at \$3.4 million, the lawsuit brought against Pacifica for WBAI transmitter rents, license fees, and related costs, and to pay and/or escrow other Pacifica expenses,</p> <p>Be it hereby resolved that the WBAI Local Station Board (LSB) requests that the Pacifica National Board (PNB) direct the Interim Executive Director (IED) to prepare and distribute by June 5, 2018, to each Pacifica LSB, with identification of any material that requires confidential treatment:</p> <ul style="list-style-type: none"> • The terms and conditions of the loans including collateral, interest, fees, payment dates and amounts • An itemization of the use of all funds including escrowed amounts • The lease or terms for 4 Times Square including escalation clauses and fees <p>As much as possible, we request that signed documents, rather than or in addition to summaries, be provided.</p> <p>The PNB is further encouraged to have the IED prepare a similar but non-confidential version of the report that can be posted on Foundation sites.</p>	5 min
			10 min

8 (cont.)	Unfinished Business (cont.)		
	B. Line of authority of ED and CFO		5 min
	C. Motion regarding Agenda Setting	<p>Motion 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>	5 min
9	Adjourn to Executive Session		10:25 pm ET - time certain