

PNB Regular Open/Public Meeting
 Teleconference Meeting
Draft Agenda
 Thursday, August 2, 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	
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 7-5-18		5 min
4	iED/Acting CFO report		15 min

5	Bylaw Amendment Timeline recommendation	<p>Because we need a Bylaw to establish a special committee for the Pension Plan administration we need to set this up ASAP</p> <p>This is a suggestion</p> <p>Make the record date (website publication date) on or before Sept. 9 (add 45 days) PNB vote on proposed amendment on or before Oct. 18 (3rd Thurs. - Special meeting) (add 60 days) LSBs vote on PNB-approved proposals on or before Dec. 16 (3rd Sun.) – and no later than Dec 31</p> <p>If time before record date, suggested motions without the needed 6 Directors could go to the Governance committee for review and edit. I.E. if the process is started early enough they can be worked on together.</p> <p>A final version needs to be submitted by 6 Directors or by 1% of members.</p> <p>Motion for Bylaw Amendment Timeline</p> <p>The PNB moves that proposed Bylaw amendments for 2018 will be submitted the PNB according to Bylaw Article 17, Section 1, on or before Sept 7, and will be posted to the website on or before Sept 9 and the PNB will vote on proposed amendments on or before Oct 18 and the LSBs will vote on the PNB-approved proposals on or before Dec 16 and no later than Dec 31, 2018.</p> <p>Vote on Motion</p>	<p>15 min</p> <p>9:25pm ET Time Certain</p>
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6	In- Person Meeting	<p>Motion on Dates</p> <p>As per Bylaw Article 6, Section 1, the PNB will meet in-person by October 22, 2018, the exact date to be set according to the best available times with respect to PNB Directors personal schedules, hotel arrangements expenses, and flight costs and in compliance with notices required by Article 6, Section 4.</p> <p>Motion on Location</p> <p>The PNB will meet in 2018 for an in-person meeting at the location best for containing costs and if necessary will reset the rotation of the meeting area according.</p> <p>Vote on Motions</p>	<p>10 min</p> <p>9:35pm ET Time Certain</p>
7	<p>PNB Committee Reports and Q&A</p> <p>A. Finance Committee</p> <p>B. Audit Committee</p> <p>C. Governance Committee</p> <p>D. Strategic Planning Committee</p> <p>E. Personnel Committee</p> <p>F. Elections Committee</p> <p>G. Programming Committee</p>	<p>Motions Passed out of Committees</p> <p>Prior motions authorizing ED search</p>	20 min

	<p>H. Pension Administrative Committee</p>	<p>Motion needed on appointing committee members?</p> <p>As it is most urgent for us to be in compliance with Dept of Labor requirements – Does our motion authorizing the committee and the Chair’s request for volunteers as complete the process. (We had delayed appointing the people who volunteered at the last meeting until we could work out the process.)</p> <p>Or do we need such a motion to be in compliance with both the Dept of Labor requirements and our Bylaws?</p> <p>Suggested motion: Regarding the motion of July 12, 2018, establishing the Administrative Committee for the Pension Plans, because of our Bylaws, an ad hoc committee that conforms to Article 8, Section 2, and includes the Executive Director, will be the committee to carry out the first item of business to create a charter and a bylaw for this special committee that will be described in the new Bylaw as composed of three members who may be Pacifica National Board Members, employees of Pacifica, or non-employee-non-Board members who will be the Trustees.</p> <p>See appendix A (bylaw) and B (July 12 motion)</p> <p>Vote on Motion</p>	<p>15 mins</p> <p>10:10p m ET Time Certain</p>
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8	Conflict of interest Policy	<p>Suggested motion to have Tom develop a form for Board member to fill out annually to disclose any potential conflicts of interest, after review Conflict of Interest Policy.</p> <p>Motion: Pacifica’s Interested Persons, as per Bylaw Article 13: Conflicts of Interest, will disclose annually in January any potential conflicts of interest using a form (to be developed by the ED/iED) where they will disclose all material facts related to actual or potential conflicts of interest that are needed to determine whether a Conflict of Interest exists and, if so, whether it is in the Foundation's (or a Foundation radio station's) best interest to nonetheless enter into the contract or transaction.</p> <p>Vote on Motion</p>	<p>10 mins.</p> <p>10:20 pm ET Time Certain</p>
9	Unfinished Business		
	<p>A. Restricted Account for Proceeds of Sale of Nakapon and Remaining Funds from Loans</p> <p>B. Lifting the veil of secrecy</p>	<p>Whereas, the proceeds of the Sale of the Nakapon/NO bldg. were restricted to use for covering costs of solving the Pension Plan issues and completing audits, (see resolution dated) and the PNB moved that the remaining funds from the Loans also be restricted for use to be determined (see resolutions), the PNB moves that the remainder of the funds from the loans also be used for costs solutions dealing with the Pension Plan issues and paying for the 2017 and 2018 audits.</p> <p>Vote on Motion</p> <p>Motion #1: 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>10 min</p> <p>10:30 pm ET Time Certain</p> <p>10 mins</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>	10 min
9 (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>	10 min

10	Adjourn to Executive Session	10:45 pm ET - time certain
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	Appendix A	<p>Pacifica Bylaws Article Eight, Other Committees of the Board of Directors, Section 2: Composition of Board Committees</p> <p>Except as otherwise provided in these Bylaws, all committees shall include at least one Director from each Foundation radio station and two Delegates, who are not then serving as Directors, from each radio station, provided, however, that the inclusion of Delegates on a committee shall not be required where the Board by a majority vote determines that the privileged, sensitive or confidential nature of the matters to be addressed by said committee preclude the inclusion of Delegates as committee members in order for said committee to effectively and efficiently perform its duties. The Board may designate one or more Directors as alternate members of any committee. Director committee members shall be selected by a majority vote of the Board using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the Board shall use the single transferable method of voting to select committee members. Delegate committee members shall be elected by their respective LSBs using the Instant Runoff Voting method, provided however that if there is an election for more than one committee member, then the LSBs shall use the single transferable method of voting to select committee members.</p>	
	Appendix B	<p>July 12, 2018 PNB Motion</p> <p>The Pacifica National Board hereby establishes the Administrative Committee which shall have the authority to manage and operate the Pacifica Pension Plans (Retirement and 403(b)). This committee will be composed of three members who may be Pacifica National Board Members, employees of Pacifica, or non-employee-non-Board members who will be the Trustees. The first item of business for the committee is to create a charter and bylaws for approval by the Board.</p>	