

PNB Special Open/Public Meeting
Teleconference Meeting
Minutes

Thursday, May 10, 2018, 8:30 pm ET
 (APPROVED July 5, 2018 with correction)

Item #1

A. Chair Nancy Sorden calls the meeting to order at 8:46 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
PL	Chris Cory, KPFA , Listener	P	Efia Nwangaza, WMXP , Affiliate
P	Bill Crosier, KPFT , Listener	P	Alex Randall, WUVI , Affiliate
P	Joseph Davis, KPFT , Staff	P	Mansoor Sabbagh, KPFK , Listener
P	Kathryn Davis, WBAI , Staff	P	Nancy Sorden, WPFW , Listener
P	Benito Diaz, WPFW , Listener	P	Alex Steinberg, WBAI , Listener
P	Jan Goodman, KPFK , Listener	P	Carole Travis, KPFA , Listener
P	William Heerwagen, WBAI , Listener	P	Tom Voorhees, KPFA , Listener
P	Sabrina Jacobs, KPFA , Staff	P	Maskeelah Washington, WPFW , Listener

At Roll Call 20 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. Sabbagh volunteers for both Agenda Items and Speakers (90 seconds).

See more below

Item #	Item	Activity
2	Agenda Approval	<p>(Draft agenda emailed Thursday, May 10, 2018, 12:23 am ET)</p> <p>Sabbagh MOVES to approve the Agenda</p> <p>Crosier MOVES to AMEND the AGENDA by adding Steinberg’s MOTION to lift the veil of secrecy that had been noticed as a CLOSED session item as item # 4.A for 10 minutes as follows:</p> <p style="padding-left: 40px;">Whereas transparency of the work of the PNB is mandated by both the Pacifica bylaws, CPB regulations and FCC regulations, as well as the desire of the members of the Pacifica Foundation, therefore,</p> <p style="padding-left: 40px;">Whereas negotiations that once required confidentiality have now been concluded and the terms of loans and contracts have been made public, the reason for their confidentiality has been removed,</p> <p style="padding-left: 40px;">Be it resolved that the veil of confidentiality be lifted from all PNB Executive sessions in 2018 that have been approved by the PNB. The sole exceptions would be any items in the minutes that pertains to;</p> <p style="padding-left: 40px;">1 Personnel issues 2 Negotiations that are still ongoing 3 Confidential discussions with legal counsel.</p> <p style="padding-left: 40px;">Therefore, the Pacifica National Board authorizes the publication of the approved minutes of the PNB closed sessions for 2018 with the redaction of the 3 exceptions noted above. The PNB authorizes the Secretary of the PNB and the Chair of the PNB to evaluate the minutes prior to publication to insure that the items that require redaction are in fact removed and no other items are redacted.</p> <p>HNO MOTION to AMEND the AGENDA by adding MOTION to lift the veil of secrecy as item # 4.A for 10 minutes APPROVED</p> <p>HNO MOTION to approve the Agenda as Amended APPROVED</p> <p>See approved Agenda below</p>
3	Minutes Approval	<p>Sabbagh MOVES to approve 05-03-18 meeting minutes</p> <p>HNO MOTION to approve 05-03-18 meeting minutes APPROVED</p>
	05-03-18	<p>See more below</p>

<p style="text-align: center;">4</p>	<p>Sequestering Nakapon/NO sale proceeds and remainder of loan money</p>	<p>Travis MOVES a MOTION as follows:</p> <p style="padding-left: 40px;">I move that we sequester any remaining proceeds from the sale of the Nakapon/National office after paying the “friendly loan” and setting aside an account for the first 18 months to service the interest on the FJC loan into a restricted escrow account separated from the general funds until we have a full discussion and decision about how to use this money.</p> <p>Sabbagh MOVES to EXTEND the item by 10 minutes</p> <p>HNO MOTION to EXTEND the item by 10 minutes APPROVED</p> <p>Debate continues</p> <p>Diaz MOVES to EXTEND the item by 5 minutes</p> <p>HNO MOTION to EXTEND the item by 5 minutes APPROVED</p> <p>Debate continues</p> <p>Diaz MOVES to EXTEND the item by 5 minutes</p> <p>HNO MOTION to EXTEND the item by 5 minutes APPROVED</p> <p>Casenave MOVES a SUBSTITUTE MOTION to the MAIN MOTION as follows:</p> <p style="padding-left: 40px;">I move that THE Foundation OPEN A RESTRICTED ACCOUNT WITH any remaining proceeds from the sale of the Nakapon/National office after paying the “Supporters loan” and setting aside an account for the first 18 months to service the interest on the FJC loan into a restricted escrow account.</p> <p>Washington MOVES to AMEND the SUBSTITUTE MOTION by including “until we have a full discussion and decision about how to use this money”.</p> <p>HNO MOTION to AMEND the SUBSTITUTE MOTION APPROVED</p> <p>Travis emails language as follows:</p> <p style="padding-left: 40px;">I move that the Foundation OPEN A RESTRICTED ACCOUNT WITH any remaining proceeds from the sale of the Nakapon/National office and the loans after paying the “Supporters loan” and setting aside an account for the first 18 months to service the interest on the FJC loan into a restricted escrow account until we have a full discussion and decision about how to use this money.</p> <p>HNO AMENDED SUBSTITUTE MOTION as MAIN MOTION APPROVED as follows:</p> <p style="padding-left: 40px;">I move that the Foundation OPEN A RESTRICTED ACCOUNT WITH any remaining proceeds from the sale of the Nakapon/National office and the loans after paying the “Supporters loan” until we have a full discussion and decision about how to use this money and setting aside an account for the first 18 months to service the interest on the FJC loan into a restricted escrow account.</p>
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<p>4A</p>	<p>Motion to lift the veil of secrecy</p>	<p>Steinberg MOVES the following motion:</p> <p>Whereas transparency of the work of the PNB is mandated by both the Pacifica bylaws, CPB regulations and FCC regulations, as well as the desire of the members of the Pacifica Foundation, therefore,</p> <p>Whereas negotiations that once required confidentiality have now been concluded and the terms of loans and contracts have been made public, the reason for their confidentiality has been removed,</p> <p>Be it resolved that the veil of confidentiality be lifted from all PNB Executive sessions in 2018 that have been approved by the PNB. The sole exceptions would be any items in the minutes that pertains to;</p> <p>1 Personnel issues 2 Negotiations that are still ongoing 3 Confidential discussions with legal counsel.</p> <p>Therefore, the Pacifica National Board authorizes the publication of the approved minutes of the PNB closed sessions for 2018 with the redaction of the 3 exceptions noted above. The PNB authorizes the Secretary of the PNB and the Chair of the PNB to evaluate the minutes prior to publication to insure that the items that require redaction are in fact removed and no other items are redacted.</p> <p>Crosier MOVES to AMEND the MOTION by adding the following at the end of the motion: Further, the PNB further authorizes publication of the documents for the FJC and Pacifica supporters' loans.</p> <p>JGoodman MOVES to AMEND the AMENDMENT to the MOTION as follows: Further resolved that the FAQ Sheet being written and compiled the by PNB Chair, Nancy Sorden, be released at the same time and along with the other documents which relate to the various loans Pacifica has entered.</p> <p>Aaron MOVES to POSTPONE the two AMENDMENTS</p> <p>Chair rules the MOTION to POSTPONE out of order as only amendments to a motion cannot be postponed</p>
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<p>4A (cont.)</p>	<p>Motion to lift the veil of secrecy (cont.)</p>	<p>JGoodman AMENDMENT to the AMENDMENT to the MOTION FAILS 5Y/12N/4A with the following vote tally: YES: KDavis, JGoodman, Sabbagh, Travis, Washington NO: Aaron, Casenave, Crosier, JDavis, Diaz, Heerwagen, Jacobs, Lark, Laufer, Leon, Nwangaza, Randall ABSTAIN: Cory, Sorden, Steinberg, Voorhees</p> <p>Crosier AMENDMENT to the MOTION FAILS 6Y/13N/2A with the following vote tally: YES: Casenave, Cory, Crosier Jacobs, Randall, Travis NO: Aaron, JDavis, KDavis, Diaz, JGoodman, Heerwagen, Laufer, Leon, Nwangaza, Sabbagh, Steinberg, Voorhees, Washington ABSTAIN: Lark, Sorden</p> <p>Leon MOVES to POSTPONE the MOTION as follows: Whereas, it would be prudent for the Chair to consult with legal counsel prior to the Board making a decision I move to postpone Alex Steinberg’s motion to the next regular session of the PNB</p> <p>MOTION to POSTPONE Steinberg’s MOTION to the next Regular session so that the Chair can consult with legal counsel APPROVED 11Y/10N/0A with the following vote tally: YES: Casenave, Cory, JDavis, Diaz, Heerwagen, Lark, Leon, Nwangaza, Sorden, Travis, Washington NO: Aaron, Crosier, KDavis, JGoodman, Jacobs, Laufer, Randall, Sabbagh, Steinberg, Voorhees ABSTAIN: NONE</p> <p>Casenave MOVES to EXTEND the meeting by 15 minutes</p> <p>MOTION to EXTEND the meeting by 15 minutes FAILS 10Y/8N/2A with the following vote tally: YES: Casenave, Cory, JDavis, Diaz, Heerwagen, Jacobs, Lark, Leon, Nwangaza, Washington NO: Aaron, KDavis, JGoodman, Laufer Sabbagh, Steinberg, Travis, Voorhees ABSTAIN: Crosier, Sorden</p>
<p>See more below</p>		

Chair adjourns the meeting at 10:50 pm ET

Audio archives of this meeting can be found at:
<https://kpftx.org/archives/pnb/pnb180510/pnb180510a.mp3> (Part 1) and
<https://kpftx.org/archives/pnb/pnb180510/pnb180510b.mp3> (Part 2)

Draft Minutes respectfully submitted by Janet Kobren, PNB Secretary

Agenda item not reached during the meeting prior to adjournment

5	Budgeting for paying down the FJC loan	
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Approved Agenda
 Thursday, May 10, 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 05-03-18		5 min
4	Sequestering Nakapon/NO sale proceeds and remainder of loan money		10 min
4A	Motion to lift the veil of secrecy		10 min
5	Budgeting for paying down the FJC loan		15 min
6	Adjourn to Executive Session		9:30 pm ET - time certain