

Draft Minutes
Pacifica National Board Special Call-In Meeting
Open/Public Session,
Thursday August 17, 2017 – 8:30 PM ET

Audio of the meeting are archived at:
<https://kpftx.org/archives/pnb/pnb170817/pnb170817a.mp3>
<https://kpftx.org/archives/pnb/pnb170817/pnb170817b.mp3>

1. Open/Public Session Call to Order.

Chair Jonathan Alexander called the meeting to order.
Secretary Akio Tanaka called the roll.

A. Roll call

Present: Grace Aaron, Jonathan Alexander, Jim Brown, Adriana Casenave, Bill Crosier, Kathryn Davis, Benito Diaz, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Robert Mark, *Cerene Roberts, Mansoor Sabbagh, *TM Scruggs, *Nancy Sorden, Akio Tanaka, *Themba Tshibanda,

Absent: David Beaton, Jan Goodman, Alex Steinberg, Andrea Turner, Maskeelah Washington

[Present: 17]

* Arrived after the Roll Call

B. Identify Timekeepers – Grace Aaron, Akio Tanaka

C. Excused absences – Alex Steinberg, Maskeelah Washington

Point of Order by Adriana Casenave

To ask the Chair to stop the violation of the Pacifica Foundation Bylaws and the California Corporations Code by using a telephonic system of communication that prevents to comply with:

Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings

[Amended December 14, 2015]

The Board may hold regular and special meetings by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" meetings is not permitted. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:

A. Each Director participating in the meeting can communicate concurrently with all other Directors.

B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.

C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.

CORPORATIONS CODE - CORP

TITLE 1. CORPORATIONS [100 - 14631] (Title 1 enacted by Stats. 1947, Ch. 1038.)

DIVISION 2. NONPROFIT CORPORATION LAW [5000 - 10841] (Heading of Division 2 amended by Stats. 1978, Ch. 567.)

PART 2. NONPROFIT PUBLIC BENEFIT CORPORATIONS [5110 - 6910] (Part 2 added by Stats. 1978, Ch. 567.)

CHAPTER 2. Directors and Management [5210 - 5260] (Chapter 2 added by Stats. 1978, Ch. 567.)

ARTICLE 1. General Provisions [5210 - 5215] (Article 1 added by Stats. 1978, Ch. 567.)

5211.

(a)Unless otherwise provided in the articles or in the bylaws, all of the following apply: ...6) Directors may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation (Sections 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply: (A) Each director participating in the meeting

can communicate with all of the other directors concurrently. (B) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation."

That is why I am asking the chair to stop immediately this illegal telephonic system of communication that violates the rights of Directors to communicate concurrently with all other Directors, propose, or to interpose an objection to any action to be taken by the Foundation.

Vote to uphold 'Point not well taken' ruling of the Chair:

Yes: Grace Aaron, Jonathan Alexander, Bill Crosier, Kathryn Davis, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden,
[11Y – 5N: Chairs ruling upheld]

Request to add to the Minutes by Cerene Roberts

Improper removal of Sharon Brown and Efia Nwangaza and improper seating of David Beaton and Mansoor Sabbagh. Individual and continuing breach should be addressed by this body.

2. Agenda Approval

Approval of Agenda:

Yes: Grace Aaron, Jonathan Alexander, Bill Crosier, Kathryn Davis, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz,
Abstain Cerene Roberts

[11Y – 3N – 1A: Agenda Approved]

3. Minutes Approval 8-03-17

Minutes Approval 8-03-17

Yes: Grace Aaron, Bill Crosier, Kathryn Davis, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Robert Mark, TM Scruggs, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden,

Not Voting: Jonathan Alexander

[9Y – 5N – 1NV: Minutes Approved]

4 Old Minutes Approval 3-02-17

Motion to Table 3-02-17 Minutes Approval

Yes: Jim Brown, Adriana Casenave, Kathryn Davis, Benito Diaz, Cerene Roberts, Nancy Sorden, Themba Tshibanda

No: Grace Aaron, Jonathan Alexander, Bill Crosier, Rhonda Garner, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka,

Abstain: Sabrina Jacobs

[7Y – 9N – 1A Motion Fails]

Minutes Approval 3-02-17

Yes: Grace Aaron, Jonathan Alexander, Bill Crosier, Kathryn Davis, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Nancy Sorden, Themba Tshibanda

[11Y – 5N: Minutes Approved]

5. Adjourn to Closed Session

Meeting is adjourned to closed session at 9:38 PM ET.

Akio Tanaka – 08/22/17

PNB Secretary