

Draft Agenda
Special PNB Meeting, Public/Open Session
 Teleconference Meeting
Tuesday, November 20, 2018

Directors:

Grace Aaron, KPFK, Listener
 Jonathan Alexander, KPFK, 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, KPFK, 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, KPFK, Listener
 Nancy Sorden, WPFW, Listener
 Alex Steinberg, WBAI, Listener
 Carole Travis, KPFA, Listener
 Tom Voorhees, KPFA, Listener
 Maskeelah Washington, WPFW, Listener

Others:

Maxie Jackson III, Executive Director
 Otis Maclay, Webmaster, web streamer

_____, Secretary
 John Tatum, Parliamentarian

Item #	Description	Time
1	Preliminary items	10 min.
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	
2	Agenda Approval	10 min
3	Elect Pro Tem Secretary	10 min
4	Audit Committee motion: Approve 403(b) retirement plan audit	10 min.
5	ED signatory authority	10 min.
6	Minutes approval	10 min
	for Sep. 20, 2018 open session	
	for Oct. 4, 2018 open session, with continuations on Oct. 11 and 18	
7	Motion on KPFT violation of PNB's resolution on phone participation	15 min
8	Strategic Planning Committee motion: Bylaws Amendments Timeline	10 min.
9	Pacifica Elections – Updates on Delegate elections, Affiliate Director elections	20 min.
10	Adjourn Open Session	

Motion on Violation of KPFT LSB Motion on Telephone Participation

Whereas, the Pacifica National Board passed a resolution in September of 2017 permitting telephonic participation in Local Station Board and Delegate meetings “in order to facilitate more democratic participation in Pacifica Governance structure”, and

Whereas, the Local Station Boards are committees of the Pacifica National Board, subject to supervision of the PNB, and

Whereas, KPFT's LSB has repeatedly refused to allow Deb Shafto and others to participate by phone, even when they had valid medical or out-of-town travel reasons for why they could not attend in person, and when KPFT's LSB was repeatedly notified that they were thereby violating the PNB motion on telephone participation in LSB meetings, and

Whereas, by refusing to allow Ms. Shafto to participate by phone for at least three consecutive meetings, and also by not excusing the absences that they thereby created, the KPFT LSB majority claimed that she was removed as a Delegate and LSB member, and

Whereas, the KPFT LSB has taken actions that create legal jeopardy for the Pacifica Foundation and made decisions outside of the authority granted to it by the Bylaws creating unnecessary work and confusion in a time when KPFT and Pacifica are facing severe financial stress, thus putting the Foundation at risk, and

Whereas, LSBs have no power to disenfranchise or deny members the right to full participation, and

Whereas, the Pacifica National Board has the power to override actions taken by an LSB (Bylaws citations below),

Therefore, pursuant to the supervisory powers of the PNB over the LSBs under Bylaws Article 7, Section 3 and 4, it is hereby resolved that:

The recent actions of the KPFT LSB purporting to remove Deb Shafto from the Board are null and void, and that any future such action by any LSB shall also be null and void, and

Further, any member who has been removed from the LSB and/or as a Delegate, having been denied their right to remote telephone participation, will have their LSB and Delegate membership restored. Their replacements shall be thanked for their service, removed from the LSB, and encouraged to participate in LSB committees

Further, any LSB meetings that did or does not conform to the PNB motion regarding LSB member remote participation (herein referenced) is not valid, and any member who was or is not present at such non-valid meetings but who could have participated by phone shall not be considered absent at such meeting.

Further, if the KPFT LSB fails to follow these strictures, all actions it or its Delegate assembly takes shall be considered null and void until the above requirements are followed.

Pacifica Bylaws References:

Article Seven, Local Station Boards, Section 3: Specific Powers and Duties

Each LSB, acting as a standing committee of the Foundation's Board of Directors, shall have the following powers, duties and responsibilities related to its specific radio station, under the direction and supervision of the Foundation's Board of Directors:

Article Seven, Local Station Boards, Section 4: Other Local Station Board Powers and Authority

By resolution, the Foundation's Board of Directors may delegate any other corporate powers it deems appropriate to an LSB with regard to that specific radio station. Any such power delegated to an LSB is subject to revocation at any time by the Board of Directors. Any and all actions, resolutions and policies taken or adopted by an LSB may be overridden by a majority vote of the Directors if said action, resolution or policy is found by the Board of Directors to be adverse to the mission and/or charitable or

business purposes of the Foundation, to exceed the power or authority granted to said LSB or to be inconsistent with these Bylaws, the Articles or applicable laws and regulations.

Strategic Planning Committee Motion - Bylaws Amendments Timelines

The Pacifica National Board hereby notices the beginning of a Bylaws amendment timeline process, consistent with Article 17, Section 1 of the Bylaws as of this date, Nov. 20, 2018.

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 November 30, the submission close date, and shall be posted publicly on pacifica.org by December 3, 2018 (the "Notice Date"), which is 45 days before the earliest of the voting dates of the Board and of the Delegates, which shall be Jan. 24, 2019.

The Delegates at each of the five stations shall vote on the proposed amendment(s) during a 60-day period beginning with the date when the PNB votes on the proposed amendment(s). The PNB recommends that the PNB vote date to be Thursday, Jan 24, 2019.

Further, the PNB notices that a second Bylaws amendment timeline be established, as follows:

The Pacifica National Board hereby notices the beginning of a Bylaws amendment process, consistent with Article 17, Section 1 of the Bylaws as of this date, Nov. 20, 2018.

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 January 25, 2019, the submission close date, and shall be posted publicly on pacifica.org by January 28, 2019 (the "Notice Date"), which is 45 days before the earliest of the voting dates of the Board and of the Delegates, which shall be March 21, 2019.

The Delegates at each of the five stations shall vote on the proposed amendment(s) during a 60-day period beginning with the date when the PNB votes on the proposed amendment(s). The PNB vote date shall be Thursday, March 21, 2019 if possible, or no later than April 4, 2019.

Audit Committee Motion on 2016 Audit of 403b Retirement Plan:

"The PNB Audit Committee has reviewed and approved the completed 2016 audit of the 403b retirement plan and recommends that the PNB approve it."