

Minutes - Open/Public Session
Pacifica National Board Teleconference Regular Meeting
April 11, 2019, 8:30 pm
Note: All times here are Eastern Time.

1. Preliminary Business

The meeting was called to order at 8:42 pm by the Chair, Nancy Sorden.

Roll was taken by the Secretary, Bill Crosier:

Directors:

P Grace Aaron, KPFK, Listener	P Ralph Poynter, WBAI, Listener
P Garry Boast, Cerebral Radio, Affiliate	P Lawrence Reyes, KPFK, Listener
P Robin Collier, KCEI, Affiliate	P Shawn Rhodes, WBAI, Staff
P Chris Cory, KPFA, Listener	P Eileen Rosin, WPFW, Listener
P Bill Crosier, KPFT, Listener	P Mansoor Sabbagh, KPFK, Staff
P Donald Goldmacher, KPFA, Listener	P James Sagurton, WBAI, Listener
P Jan Goodman, KPFK, Listener	P Nancy Sorden, WPFW, Listener
P Sabrina Jacobs, KPFA, Staff	P Alex Steinberg, WBAI, Listener
PL Wally James, KPFT, Staff	P Tom Voorhees, KPFA, Listener
PL DeWayne Lark, KPFT, Listener	P Maskeelah Washington, WPFW, Listener
P Adrienne LaViolette, KPFT, Listener	

Others:

P Maxie Jackson III, Executive Director	PL John Tatum, Parliamentarian
Otis Maclay, Webmaster, web streamer	

Legend: P = Present at roll call, PL = Present but Late, A = Absent, EA = Excused absence

Quorum was established, with 19 Directors present at roll call.

The following people were appointed as timekeepers by the Chair:

For agenda items and individual speakers: Mansoor Sabbagh

2. Agenda Approval

Sabbagh moved to approve the draft agenda, and Aaron seconded the motion. The motion was approved without objection.

3. Self Introductions

As new Station Representative Directors for 2019 were seated at this meeting, the Chair asked for everyone to briefly introduce themselves, so this was done.

4. Elect Pro-Tem Officers

The Chair asked for nominations for Chair for 2019. Aaron was nominated by Sabbagh. Aaron moved to elect current officers as pro-tem officers, until regular officers are elected. Voorhees seconded. (Note: this means Sorden as pro-tem Chair, Goodman as pro-tem Vice Chair, and Crosier as pro-tem Secretary.) The motion was approved without objection.

___ moved

5. Minutes

No minutes were available for approval.

6. Nominations for Permanent PNB Officers for 2019, Approve Voting Process

Crosier made his "Motion to Establish Voting Process for Elections of PNB Officers and Director Representatives to PNB National Committees" (see Appendix A).

Sabbagh moved to extend time for this item by 10 minutes. Washington seconded. The motion to extend time was approved without objection.

Crosier's motion was approved without objection.

The following people were nominated for officers, and accepted their nominations:

For Chair: Sorden (nominated by Washington), Aaron (nominated by Steinberg), Crosier (nominated by Sabbagh);

For Secretary: Crosier (nominated by Aaron), Sorden (nominated by self), Lark (nominated by self)

For Vice Chair: Lark (nominated by self), Jacobs (nominated by LaViolette), Sorden (nominated by Sabbagh).

Crosier said he would coordinate with Terry Goodman and send out the ballots by e-mail in accordance with the motion passed during the meeting.

7. Executive Director Report, Q & A

Jackson read the welcome message to the PNB that he had e-mailed earlier in the day. He gave an ED report to the PNB, including discussions about NETA work, audits, Paylocity access, HR support, accounting oversight, instituting best practices, his assuming the responsibilities of the former Controller, a freeze on National Office expenses, a planned trip to the National Office, hire of a National Election Supervisor for the 2019 Delegate elections, Greater Public webinars, PRPB membership, plans for an ED visit to all stations by the end of June if finances allow it, getting CPB-compliant CABs, and morning drive time programming.

Reyes moved to extend time by 6 minutes for Q&A. The motion was approved without objection. The ED then answered questions.

8. Presentation by 2018 PNB Chair and Committee Chairs or members

Sorden gave some background information on national Pacifica financial issues, including pensions and audits.

Sorden briefly discussed the Coordinating Committee.

Sabbagh moved to extend time by 10 minutes, Goodman seconded, and the motion was approved without objection.

Rosin gave a report on the Audit Committee, saying how the FY2016 audit had been completed, and that Rogers & Co. had been retained to do the FY2017 audit.

Cory gave a report on the National Finance Committee, pointing out how most of their work had been impossible due to lack of financial reports.

Goodman gave a report on the Personnel Committee, including work to hire a new ED (Jackson), review and revise the Personnel Manual, and plans to hire a CFO and conduct a performance review of the ED.

Steinberg reported on the Strategic Planning Committee, including a "blueprint" sent to the PNB. Goals included diversifying and increasing revenue, programming to get more listeners, technology improvements, purpose, and more, such as moving WBAL's transmitter to 4 Times Square, getting audits done, more professional management, getting elections done, getting pensions funded, and paying off debt. He asked that all Directors rate the SPC on progress towards goals.

Sabbagh moved to extend time 5 minutes, and the motion was approved without objection.

Kathryn Davis reported on the Programming Committee, including how the biggest discussion has been on increasing Pacifica's online presence by having a single place to go online to access all programming content.

9. Nominations for Director Representatives to National Committees

Sabbagh moved to extend time 5 minutes, and the motion was approved without objection.

Sorden moved to allow all Directors to self-nominate for national committees by e-mail, and Goodman seconded. The motion was approved without objection.

Aaron moved that this Board request Terry Goodman to either find a teller assistant or replace Matthew Moore and inform Board of the implementation of this request within 48 hours, to avoid any conflict of interest, either real or imagined. Goodman seconded.

Poynter moved to amend the original Crosier motion on the agenda to replace "Matthew Moore" with "William Heerwagen".

Sorden moved to substitute the following for Poynter's amendment:

Motion to Establish Voting Process for Elections of PNB Officers and Director Representatives to PNB National Committees, by Crosier:

Voting for the following elections shall be by Instant Runoff Voting to elect one Director to each position, in accordance with prior and current Board policies and practices:

PNB Chair, PNB Vice Chair, PNB Secretary, Each Station Representative Director on Each PNB Committee (one Director per station)

The Current Secretary or Secretary Pro Tem shall e-mail ballots and voting instructions to the PNB Directors, before midnight Eastern Time on April 16, 2019.

The ballots shall be returned to Terry Goodman who shall be the Election Teller, and to William Heerwagen or another assistant teller who is not Matthew Moore who shall be the Secondary Ballot Recipient, with the ballot return deadline being midnight Eastern Time on April 23, 2019.

The Teller and Secondary Ballot Recipient shall tabulate the ballots in an accessible public location no earlier than April 25, and shall notice when and where that will be, in advance.

Election results shall be reported by the Teller to the PNB via email before midnight Eastern Time on the date of the public tallies.

Sorden's substitute failed by a vote of 3 Yes, 15 No, 2 Abstain, as follows:

Yes: Lark, Poynter, Reyes

No: Aaron, Boast, Collier, Cory, Crosier, Goldmacher, Goodman, Jacobs, LaViolette, Rhodes, Rosin, Sabbagh, Sagurton, Steinberg, Voorhees

Abstain: Sorden, Washington

Poynter's amendment failed by a vote of 2 Yes, 15 No, 3 Abstain, as follows:

Yes: Poynter, Reyes

No: Aaron, Boast, Collier, Cory, Crosier, Goldmacher, Goodman, Jacobs, LaViolette, Rhodes, Rosin, Sabbagh, Sagurton, Steinberg, Voorhees

Abstain: Lark, Sorden, Washington

Aaron's amendment failed by a vote of 6 Yes, 12 No, 2 Abstain, as follows:

Yes: Boast, Goodman, Lark, Poynter, Reyes, Rhodes

No: Aaron, Collier, Cory, Crosier, Goldmacher, Goodman, Jacobs, LaViolette, Rosin, Sabbagh, Sagurton, Steinberg, Voorhees

Abstain: Sorden, Washington

10. Motion(s) to Renew Ad Hoc Committees

Steinberg made the following motion, with changes to the original motion that established the Strategic Planning Committee highlighted in *red and in italics*:

In order to address the short term and long term problems involved in the restructuring of the Pacifica Foundation as a viable and sustainable concern, the Pacifica National Board authorizes the formation of an ad hoc Strategic Planning Committee to advise the PNB on strategic decisions that must be implemented in the coming period.

Be it resolved therefore that a Strategic Planning Committee be formed consisting of the following membership:

1. The Executive Director of Pacifica
2. The Chief Financial Officer of Pacifica *if a CFO is active.*
3. The Officers of the Pacifica National Board - *The Chair, Vice Chair and Secretary provided the Secretary is a voting member of the PNB.*
4. One Director from each listening area to be selected by an IRV election
5. One Affiliate Director to be selected by an IRV election

The mandate of this committee is to propose to the PNB the implementation of a *comprehensive* recovery plan to address both the short term and long term requirements of the Pacifica Foundation. As such this committee is charged with the responsibility to consider all options for raising funds and/or liquidating assets as well as restructuring the business model of Pacifica. *The Committee shall adopt a wholistic approach that includes how programming, governance, technology and Purpose impact on finances.* The Committee is authorized to engage experts in the field of strategic planning and recovery in order to assist them in their deliberations.

14. Adjourn

Poynter moved to adjourn. The Chair ruled that as there was no motion to extend time, and it was past midnight ET, that the meeting was adjourned (with no action on the motion from agenda item 10).

Minutes respectfully submitted by Bill Crosier, Secretary

Appendix A – Agenda

Regular PNB Meeting, Public/Open Session Teleconference Meeting Thursday, April 11, 2019

Directors:

Grace Aaron, KPFFK, Listener	Ralph Poynter, WBAI, Listener
Garry Boast, Cerebral Radio, Affiliate	Lawrence Reyes, KPFFK, Listener
Robin Collier, KCEI, Affiliate	Shawn Rhodes, WBAI, Staff
Chris Cory, KPFA, Listener	Eileen Rosin, WPFW, Listener
Bill Crosier, KPFT, Listener	Mansoor Sabbagh, KPFFK, Staff
Donald Goldmacher, KPFA, Listener	James Sagurton, WBAI, Listener
Jan Goodman, KPFFK, Listener	Nancy Sorden, WPFW, Listener
Sabrina Jacobs, KPFA, Staff	Alex Steinberg, WBAI, Listener
Wally James, KPFT, Staff	Tom Voorhees, KPFA, Listener
DeWayne Lark, KPFT, Listener	Maskeelah Washington, WPFW, Listener
Adrienne LaViolette, KPFT, Listener	

Others:

Maxie Jackson III, Executive Director	John Tatum, Parliamentarian
Otis Maclay, Webmaster, web streamer	

Item #	Description	Time
1.	Preliminary items	10 min.
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	
2.	Approve Agenda	10 min.
3.	Self-Introductions of everyone (1 minute or less per person)	25 min.
4.	Elect Pro-Tem Officers	20 min.
	- Chair	
	- Secretary	
	- Vice Chair	
5.	Approve minutes	5 min.
	- Apr. 4, 2019 open/public session	
6.	Nominations for Permanent PNB Officers for 2019, Approve Voting Process	10 min.
7.	Executive Director Report, Q &A	20 min.
8.	Presentation by 2018 PNB Chair and Committee Chairs or members	10 min.
	- summarizing work of PNB and committees in last year (also see written reports)	
9.	Nominations for Director Representatives to National Committees	10 min.
	- Finance, Audit, Coordinating, Personnel, Programming, Strategic Planning, Development, Elections, Governance	
10.	Motion(s) to Renew Ad Hoc Committees (Strategic Planning Comm., others?)	10 min.
11.	Set Dates for Regular PNB Meetings for the rest of the year	10 min.

12. Set Date for Special All-Day PNB Teleconference Meeting

10 min.

13. Continue Voting on Bylaws Amendments (started in April 4 meeting)

14. Adjourn

Motion to Establish Voting Process for Elections of PNB Officers and Director Representatives to PNB National Committees, by Crosier:

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The ballots shall be returned to Terry Goodman who shall be the Election Teller, and to Matthew Moore who shall be the Secondary Ballot Recipient, with the ballot return deadline being midnight Eastern Time on April 23, 2019.

The Teller and Secondary Ballot Recipient shall tabulate the ballots in an accessible public location no earlier than April 25, and shall notice when and where that will be, in advance. Election results shall be reported by the Teller to the PNB via email before midnight Eastern Time on the date of the public tallies.

Motion to Set Dates for Regular PNB Meetings for the rest of the year, by Crosier

The PNB sets the following dates for regular PNB meetings (all on Thursdays):
May 9, June 6, July 11, Aug. 1, Sep. 5, Oct. 3, Nov. 7, Dec. 5 (all in 2019)
and Jan. 2, 9, and 30, 2020.

Note: Most of these dates are the first Thursday of the month. May 9 is set because that's at least 30 days from now, and the Bylaws require at least 30 days notice for "regular" (as opposed to "special") meetings. July 11 is the second Thursday, chosen because the first Thursday is a holiday. Both Jan. 2 and 9 are listed because the PNB may choose not to meet the day after Jan. 1, and may choose to cancel one of those dates later. Jan. 30 will be for seating newly-chosen Directors for 2020, after we get back on the Bylaws timetable for elections.