

Approved Minutes
Pacifica National Board Special Call-In Meeting
Open/Public Session,
Thursday, February 1, 2018 – 8:30 PM ET

Audio of the meeting are archived at:

<https://kpftx.org/archives/pnb/pnb180201/pnb180201a.mp3>

<https://kpftx.org/archives/pnb/pnb180201/pnb180201b.mp3>

1. Open/Public Session Call to Order.

Pro tem Chair Nancy Sorden called the meeting to order.

Secretary Akio Tanaka called the roll.

A. Roll call

Present: Aaron, Alexander, Casenave, Cory, Crosier, Davis J, Davis K, Diaz, Goodman, Heerwagen, Jacobs, Lark, Laufer, Leon, Nwangaza, Randall, Sabbagh, Sorden, Steinberg, Travis, Washington

[Present: 21]

B. Identify Timekeepers – Casenave, Aarons

C. Excused Absences

2. Agenda Approval

Agenda approved without objection.

3. Schedule 2018 Regular Meetings

Motion: PNB Regular Meeting to be on first Thursday of the Month starting in April by DeWayne Lark

Approved without objections.

4. Timeline 2018 PNB Officers and Committees Elections

Motion: Officer and Committee Elections- by Maskeelah Washington

Nominations for permanent 2018 PNB officers (Chair, Vice-Chair, and Secretary) and 2018 PNB committees (Coordinating, Finance, Personnel, Audit, Committee of Inclusion, Elections, Governance, Programming) shall commence at this PNB meeting with a deadline of Thursday, February 8, midnight ET. Nominations shall be sent to the Secretary Protem Aki Tanaka at <akiot04@yahoo.com> and to the PNB.

Sign-ups for the PNB Strategic Planning Working Group and taskforces (Affiliates, Archives, Development, Spanish-Language, and Technology) shall also be submitted to the Secretary Protem and the PNB by the same deadline. A PNB committee/taskforce sign-up sheet will be sent by the Secretary Protem to all Directors for this purpose with instructions inside.

All nominees are to confirm via email their willingness to run for the respective office or seat or their decision to withdraw from running no later than Thursday, February 8, midnight ET.

On Friday, February 9th, the Secretary Protem shall notify the PNB Directors of the confirmed nominations and send out ballots for contested officer positions and/or PNB committee seats.

PNB Directors shall have until Monday, February 12th, midnight ET, to return their written ballots in any contested officer or committee seat election via email to the teller Terry Goodman and second ballot recipient (TBD). Their email addresses will be provided when ballots are sent out.

The public ballots counts and tallies shall take place on Saturday, February 17th by Terry Goodman and the second ballot recipient in a location and time TBD, following the same procedure as has been used in the past. The vote count and results shall be reported to the PNB by the teller by 3:00 pm ET on February 17th. If there are problems reserving a venue, the times and date for this may be changed.

The newly-elected officers shall assume their responsibilities at the next meeting of the Pacifica National Board following the completion of the election.

Until newly-elected officers are seated, the Chair Protem shall continue to serve as Chair and the Secretary Protem shall continue serve as Secretary.

Any PNB Director who has signed up for any uncontested PNB committee seat shall immediately assume their service on the respective PNB committee. Winners of contested PNB committee seats shall assume their service on the respective PNB committee immediately following the completion of the election.

Amendment to delay committee election by a week by Benito On committee

Pushback committee deadlines one week in each case so as to give directors, and especially new directors, time to consider the various committees and discuss them with other directors from their station: nominations deadline 2/15/18; ballot deadline 2/19/18; and public Talley deadline 2/24/18

[Approved without objections]

Main Motion

[Approved without objection]

Point of Order by Joseph Davis

If a motion was passed to limit Directors on committees to only one, then that motion is out of order as the bylaws in Article 8 sections 2 and 3 specify at least one, not only one, thus the bylaws allow all directors to participate.

See RONR page 251 lines 9-10, and lines 25-26, any motion in violation of the bylaws is null and void.

RONR on page 17, lines 22-27 make clear only procedural rules can be suspended by 2/3 vote, bylaws otherwise cannot be suspended, nor may any motion violate the bylaws.

The bylaws specify that one or more directors are required for each committee, which is not procedural, and thus cannot be changed with a motion.

To save time and avoid unnecessary debate, would the chair consider this point of order raised in the meeting by me, and I will accept the chairs ruling (for or against my point) without challenging the chair.

I agree no limit could be awkward and inconvenient, but that's what the bylaws say. The current illegal motion has the effect of suppressing minority representation, which is further a violation of member rights described in RONR page 3 lines 1-9. I was told previous PNBs have set limits to 1 or 2 to make committees more functional from certain points of view, so I understand why such an idea is popular.

Chair rules in favor of Points of Order

I was urged to support a similar motion allowing 2 Directors per committee, and while I still feel such a motion is not in order, I appreciate it would at a minimum reduce the effect of violating member rights, in that it is possible to have some minority representation.

I would be in favor of amending the bylaws to set 2 Directors in each committee permanently, which not only strikes me as a fair compromise, but codified in the bylaws would eliminate the wasted time when different factions keep changing the arrangement back and forth. The very fact it is changed back and forth demonstrates how it is being abused.

I am looking at this not as a lawyer trying to win my preferred understanding, but as a fair arbiter of what the bylaws say without bias.

Vote to uphold ruling of Chair in favor of Points of Order

Yes: Casenave, Davis J, Diaz, Heerwagen, Lark, Leon, Nwangaza, Randall, Sorden, Washington

No: Aaron, Alexander, Cory, Crosier, Davis K, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis

[10Y – 11N: Chair's ruling not upheld]

Motion by Adriana Casenave

I move: "To amend the 2017 motion on PNB committee composition such that the number of Directors in each of the PNB committees (except the Finance Committee) shall be up to two Directors from each station as allowed by the bylaws (Article 8, Section 2), not only one Director, to be chosen by all of the Directors using STV elections when there are more candidates than available seats."

Yes: Casenave, Davis J, Diaz, Heerwagen, Lark, Leon, Nwangaza, Sorden, Washington

No: Aaron, Alexander, Cory, Crosier, Davis K, Goodman, Jacobs, Laufer, Randall, Sabbagh, Steinberg, Travis
[9Y – 12N: Motion fails]

The motion to limit number of Directors from each station on a committee to one remains in effect.

6. Motion: Sexual Harassment Training by Grace Aaron [Was voted in closed session]

Whereas, discrimination and sexual harassment lawsuits have cost the Pacifica Foundation hundreds of thousands of dollars in the past,

And, Whereas, it is the law in California that sexual harassment training needs to be done every 2 years by supervisory personnel and within 6 months for any person newly hired,

And, Whereas, almost every staff member, both paid and unpaid, has some supervisor responsibilities,

Be it Resolved that all staff of Pacifica complete online sexual harassment training within 3 months if they have not completed such training in the last 2 years.

7. Adjourn to Closed Session at 11:00 PM ET

Akio Tanaka – 02/12/18
PNB Secretary