

Draft Agenda
Special PNB Meeting, Public/Open Session
 Teleconference Meeting
 Thursday, July 25, 2019

Directors:

Grace Aaron, KPFFK, Listener
 Garry Boast, Cerebral Radio, Affiliate
 Robin Collier, KCEI, Affiliate
 Chris Cory, KPFA, Listener
 Bill Crosier, KPFT, Listener
 Donald Goldmacher, KPFA, Listener
 Jan Goodman, KPFFK, Listener
 Sabrina Jacobs, KPFA, Staff
 Wally James, KPFT, Staff
 DeWayne Lark, KPFT, Listener
 Adrienne LaViolette, KPFT, Listener

Martha Peterson, WPFW, Listener
 Ron Pinchback, WPFW, Staff
 Ralph Poynter, WBAI, Listener
 Lawrence Reyes, KPFFK, Listener
 Shawn Rhodes, WBAI, Staff
 Eileen Rosin, WPFW, Listener
 Mansoor Sabbagh, KPFFK, Staff
 James Sagurton, WBAI, Listener
 Nancy Sorden, WPFW, Listener
 Alex Steinberg, WBAI, Listener
 Tom Voorhees, KPFA, Listener

Others:

Tamra Swiderski, interim Chief Financial Officer
 Otis Maclay, Webmaster, web streamer

John Tatum, Parliamentarian

Item #	Description	Time
1.	Preliminary items	5 min.
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	
2.	Agenda Approval	5 min.
3.	Report-Out from Executive Sessions	
	<p>July 18, 2019: "The Pacifica National Board accepted the resignation of Maxie Jackson III as Pacifica Executive Director. The Pacifica Foundation wishes Mr. Jackson the very best in his future endeavors.</p> <p>The PNB agreed to hire a media professional as interim Executive Director. His name will be made public when the contract between him and the Pacifica Foundation has been fully executed."</p>	
4.	iED Report, Q & A	20 min.
5.	Motion Prohibiting Raffles and Sweepstakes	20 min.
6.	Committee reports and motions	max 15 min. each
7.	Other motions	max 15 min. each, 60 min. total
8.	Adjourn to Executive Session	

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Motions follow:

Motion Prohibiting Raffles and Sweepstakes, by Crosier

Whereas, raffles and sweepstakes are fraught with complex rules and regulations, are very difficult to administrate and bring great risk to Pacifica, and

Whereas, it is a California penal code violation to conduct a raffle over the Internet, and the California Deputy Attorney General says "And subdivision (f)(2) prohibits conducting a raffle over the Internet in any manner, including the sale, trade, or redemption of tickets over the Internet", and

Whereas, George Walter, Senior Controller of NETA recommends prohibiting all raffles and sweepstakes, saying "The complexities of complying with various state laws regarding raffles are virtually insurmountable. Compliance and reporting requirements are very complex and expose the organization to severe penalties if not done perfectly" and

Whereas, stations not in California must comply with raffle requirements of their own state or District in addition to those of California, and in some cases with local raffle regulations as well, and

Whereas, raffles in all jurisdictions require substantial time and legal expertise to ensure compliance with all the regulations, and

Whereas, California has restrictions (that apply to all Pacifica-owned stations, regardless of where they are located) that even limit having paid staff doing the work on raffles, and

Whereas, failure to comply with all the regulations can easily result in fines and/or other penalties that could easily cost more than the net revenue the raffles may bring in, and

Whereas, Pacifica's General Legal Counsel Ford Greene has advised that the PNB should approve a motion on this topic, therefore

Be it resolved, that Pacifica stations shall not conduct any more raffles or sweepstakes, and that the interim ED shall so instruct all General Managers and ensure that they comply.

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Motion on Loan Documents, approved by National Finance Committee July 23, 2019

"The NFC strongly requests that the interim Executive Director ask the lender if the NFC could be sent the loan documents."

(Passed without objection by the committee)

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Motion on Consistent Union Agreements, by Grace Aaron:

Whereas, four Pacifica stations have expired union contracts, and the other does not have a union, and

Whereas, differences between union contracts has resulted in confusions and difficulties with our Audits and Pension Plans administration, and

Whereas inconsistencies complicate compliance with IRS, Department of Labor, and ERISA rules, and

Whereas, having all of those contracts consistent with each other as much as possible will help simplify our financial reporting, the administration of our Pension Plans, and our Audits, and

Whereas, to be fair, we should ensure that benefits and other provisions are uniform for all stations, therefore,

Be it Resolved, that senior management take measures to ensure that union contracts be as compatible and consistent as possible between Pacifica stations having unions.

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Motion: Stipend for Recording Secretary, by Grace Aaron

Whereas, Bill Crosier has done an excellent job as PNB Recording Secretary but is needed more urgently to help with National Office and other duties due to the departure of the Executive Director, and

Whereas, Bill Crosier is still needed as an officer of the Foundation to fulfill certain duties,

Therefore, be it resolved that the Pacifica National Board approves the expenditure of \$25 per hour for a recording secretary to take minutes at PNB meetings. A maximum of 6 hours per meeting will be allocated for this purpose. The Officers of the Board will be tasked with hiring a recording secretary who will be a contract, part time, temporary employee without benefits paid by the National Office. Bill Crosier, as Secretary, will oversee the taking of minutes to ensure they are done properly and in a timely manner.

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Rescind and Replace Motion on Legal Opinions, by Crosier (substitute for one originally proposed by Aaron)

The previous motion allowing any three Directors to request a legal opinion from Pacifica legal counsel shall be rescinded and replaced with:

"All requests by PNB Directors for legal opinions from our corporate counsel or any other lawyer must first be approved by two of the PNB Officers and may not exceed a cost of \$1000 or 2 hours of our lawyer's time, whichever is less. Any PNB Director requests for legal opinions that exceed these thresholds, or which are not approved by at least two officers, must be approved by the entire PNB.

This resolution replaces and supersedes all prior PNB resolutions regarding this matter."

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Motion on Allocations of Windfall Revenue, by Crosier

Dispersal of all large windfalls in revenue above \$200,000 should be discussed by the National Finance Committee and Strategic Planning Committee, in addition to the ED and CFO, and then approved by the PNB.