

Approved Minutes
Pacifica National Board Special Meeting – Call-In Meeting
Open/Public Session,
Thursday May 11, 2017 – 9:30 PM ET

Audio of the meeting are archived at:
<https://kpftx.org/archives/pnb/pnb170511/pnb170511a.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, David Beaton, Jim Brown, Adriana Casenave, Bill Crosier, Benito Diaz, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Cerene Roberts, Mansoor Sabbagh, Nancy Sorden, Alex Steinberg, Akio Tanaka, Andrea Turner, Maskeelah-Myrtle Washington

Absent: Kathryn Davis, Themba Tshibanda,
[Present: 19]

B. Identify Timekeepers – Mansoor Sabbagh, Akio Tanaka
C. Excused absences – None

2. Agenda Approval [4:00]

Add iED and CFO Report at end - Bill Crosier
Item added to the agenda

Agenda Approved

3. Minute Approval [6:00]

March 30, 2017 Minutes Approved

4. Motion KPFT Bank Authorization [7:00]

Motion to defer the item to Finance Committee by Grace Aaron.

Yes: Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

No: Adriana Casenave, Robert Mark, Cerene Roberts, Nancy Sorden, Andrea Turner, Maskeelah-Myrtle Washington

Abstain: Jim Brown, Benito Diaz,
[11Y - 6N- 2A: Motion passes]

5. Motion: Rescind the SCA motion by Grace Aaron [38:00]

Yes: Grace Aaron, Jonathan Alexander, David Beaton, Jim Brown, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Nancy Sorden, Alex Steinberg, Akio Tanaka,

No: Adriana Casenave, Benito Diaz, Cerene Roberts, Andrea Turner, Maskeelah-Myrtle Washington
[14Y - 5N: Motion passes]

6. Motion Preserve the Pacifica Foundation by Nancy Sorden [1:22:00]

Yes: Jim Brown, Adriana Casenave, Benito Diaz, Jan Goodman, Cerene Roberts, Nancy Sorden, Maskeelah-Myrtle Washington

No: Grace Aaron, Jonathan Alexander, Bill Crosier, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg,

Abstain: David Beaton, Rhonda Garner, Sabrina Jacobs, Akio Tanaka, Andrea Turner
[7Y- 7N- 5A: Motion fails]

7A. Finance Committee Motions

Motion : CFO Oversight of Accounting [57:00]

Yes: Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Nancy Sorden, Andrea Turner, Maskeelah-Myrtle Washington

Present No Voting: Cerene Roberts,
[12Y - 6N – 1PNV: Motion passes]

Motion: Fund Drive for National Office [1:50:00]

Amendment to remove “from 6am on a Wednesday to 12 midnight of Thursday” by Bill Crosier

Yes: Grace Aaron, David Beaton, Bill Crosier, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka, Andrea Turner

No: Jim Brown, Adriana Casenave, Benito Diaz, Rhonda Garner, Cerene Roberts, Nancy Sorden, Maskeelah-Myrtle Washington

Abstain: Jonathan Alexander,
[11Y - 7N – 1A: Amendment passes]

Main Motion:

Yes: Grace Aaron, David Beaton, Bill Crosier, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, Alex Steinberg, Akio Tanaka,

No: Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Maskeelah-Myrtle Washington

Abstain: Jonathan Alexander, Rhonda Garner,
[10Y - 5N – 2A: Motion passes]

7B. Programming Committee- Motion: Ally with Journalism Schools [Not addressed]

7C. Audit Committee- Motion: Implementation of Audit Letter Recommendations [Not addressed]

8. Discussion: Spanish Language Programming [Not addressed]

9: iED and CFO Reports [Not addressed]

10. Adjourn [1:59:00]

Adjournment approved

Akio Tanaka – 05/13/17

PNB Secretary

Motion: KPFT authorizing opening and signatories

Resolved this 13 day of May 2017, Pacifica National Board authorizes the opening of a checking/deposit account for KPFT general funds with the Bank of Texas us to change banks, if it's in Pacifica's best financial interests;

and, further authorizes the KPFT Interim General Manager and the KPFT Business Manager as signatories on the account or for any other banking transactions that may need to be performed to effectuate this Resolution.

Motion: Rescind the SCA (SIDE BAND) Motion

Subsidiary Communications Authority (SCA) Income, informally referred to as a station's "sideband(s)" rental is currently applied to the National Office budget before individual stations' monthly Central Service payments / shared services are assessed and therefore has the effect of reducing the overall amount due to the National Office from all the stations.

We are a family of stations and should collaborate with and support each other, however, the present application of SCA income obscures the contribution of individual stations and deprives individual stations of the ability to use sideband rental to offset the sometimes significant cost of using the space where the station's antenna/transmitter is located; therefore,

Be it hereby resolved, that effective January 1, 2017, while all payments will continue to be collected by the National Office, ninety-five percent (95%) of SCA* rental fees for use of any station's sidebands and/or High Definition channels shall be credited to that station's Central Services accounts with the National Office as described below and the remaining five percent (5%) shall be retained by the National Office for such purposes as equipment, accounting, and legal and other related services:

Where a station owes itemized and documented Central Service payments to the National Office, 75% of each rental payment received by the National Office will be applied to the arrears and 20% to current Central Service charges.

Where a station is current on its itemized and documented Central Service payments to the National Office, the full 95% of each rental payment received by the National Office will be applied to current Central Service charges.

Further, the Interim Executive Director is to provide confidential copy of all existing contracts to the respective General Manager and to the PNB within 30 days of passage of this motion, and that an accounting of all SCA related income and expense since January 2009 including billing and payment of legal and collection fees, and maintenance and upgrade costs, and any other expense, be submitted to the respective General Manager and the PNB within 75 days of its passage of this motion, and further

The PNB shall be allowed a review period of up to 20 days for all pending and each future contracts

[Finance Committee has passed the similar motion on Tuesday, May 2.
Motion: Rescind the SCA (SIDEBAND) Motion

"Whereas the SCA motion(s) (Subsidiary Communications Authorizations) approved by the PNB in 2016-2017 are basically a decrease in National Office revenue, have been too complex to implement and, if they were implemented, create an inequitable allocation of financial support,

therefore the Finance Committee asks that the PNB vote to rescind any and all policy, resolutions and motions passed in 2016-2017, related to Subsidiary Communications Authorizations accounts and the revenue they generate and that the Foundation reverts to the traditional handling of that activity and that the revenue therein generated be wholly designated as National Office Income and deposited in the National Office account."]

Motion to Preserve the Pacifica Foundation by Nancy Sorden

Whereas there have been proposals and initiatives in recent months that include measures to in one way or another dissolve the Pacifica Foundation in whole or in part and,

Whereas there have been proposals which would result in fragmentation and unit dissolution such as reducing the east coast stations to repeater stations,

The Pacifica National Board is hereby clarifying that it does not support any plans or active initiatives for the dissolution of the Pacifica Foundation in whole or in part of any of its units.

The Pacifica National Board also rejects any plans to reduce WPFW, WBAI or KPFT to repeater stations.

We urge our listeners and members to continue to support the Pacifica Foundation and its units as we grow our listenership in these most challenging of times.

Motion: Finance Committee- Chief Financial Officer Oversight of Accounting Personnel

Whereas the Chief Financial Officer (CFO) per Pacifica Bylaws Section 9 is tasked with aggregation of financial data from all business units of the Foundation, and

whereas the CFO is also charged with proper financial procedures and accounting for all financial transactions which occur by or within the Foundation, and

whereas recent Audits since 2014 have been delayed and lengthened due to insufficient financial record keeping and reporting at at least 3 Pacifica stations, leading to a tripling of the cost of outside audits, and

whereas financial reporting deadlines have frequently not been complied with leading to an inability to manage the Foundation's financial activities, and

whereas this situation is threatening our nonprofit status, and

whereas General Managers and Executive Directors, fully appointed or interim, have not remedied these ills,

therefore be it resolved that the CFO shall have direct managerial control of the accounting personnel, if needed, which includes business managers and other accounting staff, at each of the business units as regards the methods, protocols, and priorities applicable to their assigned areas of activity, and

be it also resolved that the CFO shall also have the authority to apply disciplinary measures through the general managers of the business units, including adjustments in salary, termination and awarding of bonuses based on performance of all accounting personnel under the CFO's charge, and

be it also resolved that General Managers will be responsive and cooperative to CFO requests regarding the activities of their accounting personnel and any disciplinary actions required and

be it also resolved that evaluations of General Managers will include ensuring that their business units provide timely financial information as required by the CFO and that they may face disciplinary actions initiated by the CFO and approved by the ED if they fail to comply.

This resolution will be in effect for one year from date of approval at which time it may be amended or dismissed as determined by the PNB in regards to its benefit to the financial health of the Foundation."

Motion: Finance Committee - Fund drive for the National Office

"Whereas the Pacifica National Office has an immediate necessity to fund certain staff and contractor expenses for completion of vital tasks,

Therefore be it resolved that all 5 stations shall run a day + special fund drive from 6am on a Wednesday to 12 midnight of Thursday to raise funds for National Office expenses.

This special fund drive to be coordinated separate from and prior to the upcoming summer fund drive."

Motion: Programming Committee: Passed w/o objection Wednesday, May 3.

All Pacifica radio stations should actively ally with journalism schools and communications programs in their signal areas. All these young people are being trained in multi media production and they can create new shows and reinforce existing ones. All current shows should include social media producers who will develop the Facebook pages and also use Twitter.

Motion: Audit Committee: Passed Tuesday, April 25.

"Moved, each cost center of Pacifica shall propose and begin the implementation of a plan to rectify in fact and by written protocol or policy the defects as stated in the 2014 Auditor Management letter no later than May 31, 2017 and submit them to the PNB by this date."

"We also request that iED report to Audit Committee and PNB, by unit, status report as to the status of review and changes suggested by the former audit Firm."

KPFK PNB Delegate

Motion: by Jan Goodman

FINANCIAL CRISES COMPELLED EMERGENCY RESOLUTION TO RESCIND REQUIREMENT TO ADD FIVE HOURS OF SPANISH LANGUAGE PROGRAMING

Resolved:

WHEREAS The Pacifica mandate to increase the Spanish Language component of Pacifica Programming was created when the financial status of Pacifica did not seem to be precarious, and when the availability of funds for paying payroll was not an issue, and,

WHEREAS only KPFK has implemented the policy, to date; and

WHEREAS the language of the programming is only one of many factors that are important to consider when greenlighting programming; and

WHEREAS the original motion was micromanaging, by requiring a specific mandate that does not even work effectively to fulfill the intent originally planned, and there are better ways to ensure that programming fulfills our mission and is relevant to our communities, and

WHEREAS, the financial status of Pacifica is now so precarious that many stations do not have enough funds to assure the payment of Payroll for more than one (1) month in advance, and

WHEREAS several stations do not have sufficient funds to send out premiums which were promised months ago and also to pay payroll, and

WHEREAS, to date, said programs have not brought sufficiently significant numbers of new listener/sponsors to the station nor built up a sufficiently large listener sponsor base, to the extent that the fundraising during Spanish Language programming has been so low that said programs often aren't even allowed to pitch throughout fund drives, in order to raise the funds needed to support their station; and,

WHEREAS if Pacifica does not improve its finances, soon, it may be that the network or some stations will go off the air entirely, precluding the broadcast of any English or Spanish Broadcasting, or requiring that staff be stripped to even less than a skeleton crew, prior to the time that the Spanish Language programming has had a chance to build up a sufficient Listener Sponsor base; and

WHEREAS, some Pacifica stations other than KPFK have yet to follow
Eventhe original Pacifica mandate to put Spanish Language programming on the air;

THEREFOR BE IT RESOLVED THAT:

1. The PNB rescinds its erstwhile mandate that all stations be mandated to add an additional 5 hours of Spanish language programming, and

2. Pacifica management be instructed to use their best efforts to air mission driven programming which will maximize listenership AND fundraising, especially in the short but also the medium term, including in such efforts determining whether or not to institute or retain or add said five hours of additional Spanish Language programming at each station. Consideration should be given to whether and how each hour of broadcasting supports the Pacifica Mission and reaches as

large as possible potential listeners, as well as whether each each station's premium fulfillment is current, the staff is back on full time pay, all central Services payments are current, whether all union related obligations are current and there are sufficient funds in the bank for two months of payroll payments.

Respectfully submitted,
Jan Goodman