

Approved Minutes  
Pacifica National Board Special Call-In Meeting  
Open/Public Session,  
Thursday August 3, 2017 – 8:30 PM ET

Audio of the meeting are archived at:  
<https://kpftx.org/archives/pnb/pnb170803/pnb170803a.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, Kathryn Davis, Benito Diaz, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Cerene Roberts, Mansoor Sabbagh, TM Scruggs, Nancy Sorden, Akio Tanaka, Themba Tshibanda, Maskeelah-Myrtle Washington,

**Absent:** Alex Steinberg, Andrea Turner

[Present: 20]

\* Arrived after the Roll Call

B. Identify Timekeepers – Mansoor Sabbagh, Akio Tanaka

C. Excused absences – Alex Steinberg

#### **Motion: Excuse Alex Steinberg**

**Yes:** Grace Aaron, Jonathan Alexander, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka,

**No:** Jim Brown, Adriana Casenave, Benito Diaz, Themba Tshibanda, Maskeelah Washington

**Abstain:** Cerene Roberts

[12Y – 5N – 1A: Steinberg excused]

#### **Point of Order by Adriana Casenave**

To ask the Chair to stop the violation of the Pacifica Foundation Bylaws and the California Corporations Code by using a telephonic system of communication that prevents to comply with:

Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings

[Amended December 14, 2015]

The Board may hold regular and special meetings by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" meetings is not permitted. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:

A. Each Director participating in the meeting can communicate concurrently with all other Directors.

B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.

C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.

CORPORATIONS CODE - CORP

TITLE 1. CORPORATIONS [100 - 14631] ( Title 1 enacted by Stats. 1947, Ch. 1038. )

DIVISION 2. NONPROFIT CORPORATION LAW [5000 - 10841] ( Heading of Division 2 amended by Stats. 1978, Ch. 567. )

PART 2. NONPROFIT PUBLIC BENEFIT CORPORATIONS [5110 - 6910] ( Part 2 added by Stats. 1978, Ch. 567. )

CHAPTER 2. Directors and Management [5210 - 5260] ( Chapter 2 added by Stats. 1978, Ch. 567. )

ARTICLE 1. General Provisions [5210 - 5215] ( Article 1 added by Stats. 1978, Ch. 567. )

5211.

(a)Unless otherwise provided in the articles or in the bylaws, all of the following apply: ...6) Directors may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation (Sections 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply: (A) Each director participating in the meeting can communicate with all of the other directors concurrently. (B) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation."

That is why I am asking the chair to stop immediately this illegal telephonic system of communication that violates the rights of Directors to communicate concurrently with all other Directors, propose, or to interpose an objection to any action to be taken by the Foundation.

**Vote to uphold 'Point not well taken' ruling of the Chair:**

**Yes:** Grace Aaron, Jonathan Alexander, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka,

**No:** Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Themba Tshibanda, Maskeelah Washington

[12Y – 7N: Chairs ruling upheld]

**Request to add to the Minutes** by Cerene Roberts

Improper removal of Sharon Brown and Efia Nwangaza and improper seating of David Beaton and Mansoor Sabbagh. Individual and continuing breach should be addressed by this body.

**2. Agenda Approval**

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**Motion: Postpone Old Minutes Approval** by Benito Diaz

Move to postpone consideration of all of the old Draft OPEN Minutes submitted by the PNB Secretary at 9:44 PM ET last night; given that there are quite a few of them and PNB members have not been given sufficient time to review our notes of these previous meetings: 8/2/17: 1/26/17, both versions of the 2/10/17 minutes, 2/16/17 , and 3/2/17.

**Yes:** Jim Brown, Adriana Casenave, Benito Diaz, Cerene Robertss, Nancy Sorden, Themba Tshibanda, Maskeelah Washington

**No:** Grace Aaron, Jonathan Alexander, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka

[7Y – 12N: Motion fails]

**Motion: To add to the Agenda item regarding 'Interim General Manager** by Cerene Roberts

1. SELECTION / REMOVAL OF INTERIM GENERAL MANAGER

Whereas the Pacifica Bylaws, in Article 7, Section 3 (B), states that a Local Station Board (LSB) creates the pool from which a station's General Manager (GM) must be hired; and

Whereas the Pacifica Bylaws, in Article 7, Section 3 (D), provide that an LSB and the Executive Director (ED) must agree on the issue of discharging a General Manager or that, if necessary, the Pacifica National Board (PNB) shall serve as a tiebreaker; and

Whereas, the bylaws do not restrict the LSB's involvement or the ED's authority to "permanent" managers;

Be it hereby resolved, that in the event an ED proposes to fire or hire an interim manager, s/he shall notify the full LSB of the need to hold an executive session and the LSB officers shall work with the ED to schedule such a meeting. At that meeting, the ED shall document his/her position and the LSB shall arrange its response within 21 days.

2. KPFT CONCERNS

The KPFT LSB is directed to schedule a thorough discussion of station finances, staffing, and plans for growth before the end of September; and

That all 5 Pacifica stations shall be invited to carry a special day of fundraising for KPFT to be held by August 24, 2017 which shall be coordinated by the stations' management teams or a station may opt to instead contribute at least \$25,000 to KPFT by August 31, 2017.

[http://pacificafoundation.org/indexed\\_bylaws/art7sec3.html](http://pacificafoundation.org/indexed_bylaws/art7sec3.html)

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:

A. To review and approve that station's budget and make quarterly reports to the Foundation's Board of Directors regarding the station's budget, actual income and expenditures.

B. To screen and select a pool of candidates for the position of General Manager of its respective radio station, from which pool of approved candidates the Executive Director shall hire the station's General Manager.. The LSB may appoint a special sub-committee for this purpose.

...

D. Both the Executive Director and/or an LSB may initiate the process to fire a station General Manager. However, to effectuate it, both the Executive Director and the LSB must agree to fire said General Manager. If the Executive Director and the LSB cannot agree, the decision to terminate or retain said General Manager shall be made by the Board of Directors.

**Yes:** Jim Brown, Adriana Casenave, Benito Diaz, Cerene Robertss, Nancy Sorden, Themba Tshibanda, Maskeelah Washington

**No:** Grace Aaron, Jonathan Alexander, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka

**Abstain:** Kathryn Davis

[7Y – 11N – 1A: Motion fails]

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#### **Approval of Agenda:**

**Yes:** Grace Aaron, Jonathan Alexander, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Mansoor Sabbagh, TM Scruggs, Akio Tanaka,

**No:** Jim Brown, Adriana Casenave, Benito Diaz, Robert Mark, Cerene Roberts, Themba Tshibanda, Maskeelah Washington

[12Y – 7N: Agenda Approved]

### **3. Minutes Approval 7-27-17**

#### **Minutes Approval 7-27-17**

**Yes:** Grace Aaron, Jonathan Alexander, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka,

**No:** Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Themba Tshibanda, Maskeelah Washington

**Abstain:** Nancy Sorden

[12Y – 6N – 1A: Minutes Approved]

#### **Motion: Extend time by 15 minutes**

**Yes:** Grace Aaron, Jonathan Alexander, David Beaton, Jim Brown, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka,

**No:** Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Themba Tshibanda, Maskeelah Washington

[14Y – 6N: Motion passes 2/3]

### **4 Approve Old Minutes 1-26-17**

**Yes:** Grace Aaron, Jonathan Alexander, David Beaton, Adriana Casenave, Bill Crosier, Kathryn Davis, Benito Diaz, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Nancy Sorden, Akio Tanaka,

**No:** Jim Brown, Cerene Roberts, Themba Tshibanda, Maskeelah Washington  
[16Y – 4N: Minutes approved]

**5 Approve Old Minutes 2-10-17 by Secretary Janet Kobren**

**Yes:** Jim Brown, Adriana Casenave, Benito Diaz, Cerene Robertss, Nancy Sorden, Themba Tshibanda, Maskeelah Washington

**No:** Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka  
[7Y – 13N: Minutes not approved]

**6 Approve Old Minutes 2-10-17 by Secretary Akio Tanaka**

**Yes:** Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka,

**No:** Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Themba Tshibanda, Maskeelah Washington

**Abstain:** Nancy Sorden

[13Y – 6N – 1A: Minutes Approved]

**7 Approve Old Minutes 2-16-17**

**Yes:** Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka,

**No:** Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Nancy Sorden, Themba Tshibanda, Maskeelah Washington

[13Y – 7N: Minutes Approved]

**8 Old Minutes 3-02-17** [Not addressed]

**9. Adjourn**

Meeting is adjourned at 10:00 PM ET.

Akio Tanaka – 08/18/17  
PNB Secretary