

Approved Minutes  
Pacifica National Board Special Call-In Meeting  
Open/Public Session,  
Monday December 21, 2017 – 8:30 PM ET

Audio of the meeting are archived at:

<https://kpftx.org/archives/pnb/pnb171221/pnb171221a.mp3>

<https://kpftx.org/archives/pnb/pnb171221/pnb171221b.mp3>

<https://kpftx.org/archives/pnb/pnb171221/pnb171221c.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, Cerene Roberts, Mansoor Sabbagh, \*TM Scruggs, \*Nancy Sorden, Alex Steinberg, Akio Tanaka, \*Themba Tshibanda, \*Andrea Turner, \*Maskeelah Washington

[Present: 21]

Robert Mark resigned.

\*Arrived after the Roll Call

#### B. Identify Timekeepers – Mansoor Sabbagh, Akio Tanaka

#### C. Excused Absences

### **2. Report from Damon Silvers of AFL-CIO**

### **3. Affiliate Director Interviews**

Alexander Randall 5th	WUVI - Virgin Island	9:00-9:13 PM ET
Robin Frederick	WFMP- Louisville, Kentucky,	9:15-9:28 PM ET
Mary Francis	KVOY - Norman, OK	9:30-9:43 PM ET
Robert Fitrakis	WGRN - Columbus, OH	9:45-9:58 PM ET
Efia Nwangaza	WMXP -Greenville, SC	10:00-10:13 PM ET

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

POINT OF ORDER: 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."

#### **Action Taken**

Chair: ruled that we will continue as we have been doing.

Adriana Casenave: challenged the ruling of the chair, but won't take-up any more time on this tonight, and simply request that this Point Of Order, in its entirety, be included in the minutes.

Chair: instructed the Secretary to include the Point Of Order in the minutes in its entirety.

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#### **Point of Order by Benito Diaz**

Revised (12/21/17) Point Of Order On Contempt Of Court

Today, Thursday, 12/21/17, is the 9th consecutive time that Sharon Brown has not been included in the roll call, whereas Mansoor Sabbagh continues to be included in the roll call as a member of this PNB. As we all know, on 10/26/17, a court in California ruled that Sharon Brown is to be returned as a member of her Los Angeles LSB, and as a member of this PNB; and that Mansoor Sabbagh is to be taken off this PNB and Ismael Parra taken off the KPFK LSB.

The PNB is hereby ordered by the court. If this PNB doesn't want to be held in contempt of court, it would be wise to reseal Sharon Brown and unseat Mansoor Sabbagh. Accordingly, Mansoor's name is to be taken off of the roll and substituted with that of Sharon.

I know that our IED, Mr. Crosier, and a Pacifica lawyer, Mr. Greene, decided to appeal the court's decision. However, let me make clear to those who don't already know it that in the 2011 Bernstein case, the court ruled that an appeal doesn't stay the execution of a court order. Several of the members of this current PNB were also on the PNB at that time and are well aware of this court ruling. The rest of you can follow their lead if you want to, but you do so at your own risk.

Furthermore, let me also remind this PNB that Mr. Crosier and Mr. Greene had no authority to file this appeal since the PNB wasn't even made aware that they wanted to take such action; much less did we vote to approve it.

In addition, Article 11, Sections 1, 2 and 9 of the Pacifica Bylaws make crystal clear that directors will not be indemnified if they willfully violate a court order. I sent you the wording of these 3 Bylaw sections shortly before the 11/2/17 OPEN meeting. Here is the wording again:

Article Eleven, Indemnification of Directors, Officers, Delegates, Employees and Other Agents, Section 1: Non-Liability of Directors, Officers & Delegates

Directors, Officers and Delegates shall not be personally liable for the debts, liabilities, or other obligations of the Foundation and private property of such individuals shall be exempt from Foundation debts or liabilities, subject to the applicable provisions of California's Corporation Code, unless said debts, liabilities or other obligations are the direct result of intentional misconduct by a Director, Officer or Delegate. The personal liability of Directors, Delegates and Officers shall be eliminated to the fullest extent permitted by California law.

Article Eleven, Indemnification of Directors, Officers, Delegates, Employees and Other Agents, Section 2:

Definitions: Agents, Proceedings, and Expenses

For the purposes of this Article 11, "agent" means any person who is or was a Director, Officer, Delegate, employee or agent of this Foundation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation,

attorneys' fees and any expenses of establishing a right to indemnification under Section 3 or Section 4 of this Article.

Article Eleven, Indemnification of Directors, Officers, Delegates, Employees and Other Agents, Section 9: Limitations

No indemnification shall be made hereunder, except as provided in Section 5 and Section 6(B) of this Article, or as otherwise required by law, in any circumstance where it appears: A. That it would be inconsistent with a provision of the Articles of Incorporation, the Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or B. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.”

B. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.”

Therefore, unless you want to be held in contempt of court, and/or risk jail time, I suggest that this PNB obey the court order. I will furthermore remind the PNB that if there is any doubt as to the accuracy of this Point of Order they should review what happened to Summer Reese and Carolyn Birden in the case of Dan Siegel a few years ago.

Finally, I request that the Secretary provide Ms. Brown with the appropriate call-in information; that Mansoor be instructed to get off the call and his contact discontinued; and that we recess this meeting while we wait for Sharon to join us on the call.

#### **Action Taken**

Chair: ruled that we will continue as we have been doing.

Benito: challenged the ruling of the chair, but won't take-up any more time on this tonight, and simply request that this Point Of Order, in its entirety, be included in the minutes.

Chair: instructed the Secretary to include the Point Of Order in the minutes in its entirety.

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#### **4. Agenda Approval**

**Motion to Add Item: Interim Executive Director soliciting Pacifica Foundation donations to a non Pacifica account** by Adriana Casenave

**Yes:** Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Themba Tshibanda, Maskeelah Washington

**No:** Grace Aaron, Bill Crosier, Rhonda Garner, Jan Goodman, Ken Laufer, Mansoor Sabbagh, TM Scruggs, Nancy Sorden, Alex Steinberg, Akio Tanaka, Andrea Turner

**Abstain:** Jonathan Alexander, Kathryn Davis, Sabrina Jacobs

[6Y – 11N – 3A: Motion fails]

[Kathryn Davis of WBAI said “I can confirm that this account was opened at the request of the WBAI fundraising committee. It was not innovated by Bill Crosier. He initiated this fund at the committee’s request, so that the committee would be able to offer donors an assurance that their donation would go to ESRT and nothing else.”]

**Motion: Move Item 6, to Closed Session** by Nancy Sorden

**Yes:** Grace Aaron, Jim Brown, Adriana Casenave, Kathryn Davis, Benito Diaz, Jan Goodman, Ken Laufer, Cerene Roberts, Mansoor Sabbagh, Nancy Sorden, Alex Steinberg, Themba Tshibanda, Maskeelah Washington

**No:** Jonathan Alexander, David Beaton, Bill Crosier, Rhonda Garner, Sabrina Jacobs, TM Scruggs, Akio Tanaka, Andrea Turner,

[13Y – 8N: Motion passes]

Agenda approved as amended without objection. Cerene Roberts abstained.

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**Point of Order: According to Ursula Ruedenberg, Pacifica Affiliate Network Manager, WMXP does not have a current written agreement, so is disqualified from nominating an Affiliate Director** by Bill Crosier

Chair rules in favor of the Point of Order

Vote to sustain ruling of the Chair

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

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

**Abstain:** Ken Laufer, Andrea Turner

[12Y – 7N – 2A: WMXP is removed from Affiliate Director balloting]

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## **5. Minutes Approval 12-18-17**

### **Motion: Table the Minutes**

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

**No:** Grace Aaron, David Beaton, Bill Crosier, Kathryn Davis, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Akio Tanaka, Andrea Turner

[8Y – 13N: Motion fails]

### **Vote on the Minutes**

**Yes:** Grace Aaron, Jonathan Alexander, David Beaton, Bill Crosier, Kathryn Davis, Jan Goodman, Sabrina Jacobs, Ken Laufer, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Akio Tanaka, Andrea Turner

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

**Abstain:** Rhonda Garner

[13Y – 7N – 1A: 12-18-17 Minutes approved]

## **6. Appointment of new Trustees for 403(b)**

Discussion but issue is unresolved.

### **Motion: Extend Time to 12:15 AM ET**

**Yes:** Bill Crosier, Jan Goodman, Mansoor Sabbagh, TM Scruggs, Andrea Turner

**No:** Jonathan Alexander, Adriana Casenave, Benito Diaz, Rhonda Garner, Sabrina Jacobs, Nancy Sorden, Themba Tshibanda, Maskeelah Washington

**Abstain:** Grace Aaron, David Beaton, Jim Brown, Kathryn Davis, Ken Laufer, Alex Steinberg, Aki Tanaka

[5Y – 8N -7A: Motion fails 2/3]

## **7. Notice of a new Election for Chair of the PNB** [Not addressed]

## **8. Adjourn**

### **Motion to Adjourn**

**Yes:** Grace Aaron, Jonathan Alexander, David Beaton, Jim Brown, Bill Crosier, Benito Diaz, Sabrina Jacobs, Cerene Roberts, Nancy Sorden, Akio Tanaka, Themba Tshibanda, Andrea Turner, Maskeelah Washington

**No:** Kathryn Davis, Jan Goodman, Ken Laufer, Mansoor Sabbagh, Alex Steinberg,

**Abstain:** Rhonda Garner

[13Y – 5N -1A: Motion passes]

The Meeting is adjourned at 12:00 AM ET.

Akio Tanaka – 12/22/17

PNB Secretary