

Minutes (Approved May 3, 2018) – from Joseph Davis
Pacifica National Board, Special call in meeting
Public session, Thursday February 15, 2018 7:30pm ET

Meeting called to order by pro-tem Secretary Akio Tanaka

Akio Tanaka calls roll, quorum achieved.

[See table at end of minutes for the names of members present and their votes on items]

Jan Goodman nominated and elected acting chair HNO [Having No Objections].

Identify timekeepers, Sabbagh individual [90sec], Casenave topic.

Excused absences, Nancy Sorden, passed HNO.

Proposed Agenda:

1. Call to Order, Roll call. Identify timekeepers, excused absences
2. Agenda Approval
3. Minutes approval
4. How to increase revenue, and decrease expenses, become and stay current on financial obligations, and pay off debt.
5. motion NFC.
6. motion CT.
7. Adjourn.

Proposed motions:

Motion: National Finance Committee (NFC)

The NFC recommends to the PNB that they ask the iED and CFO to produce a short plan, with appendices if needed, within 3 weeks, for how Pacifica can significantly increase revenue, decrease expenses, and increase listeners, with the goal of becoming and staying current with all financial obligations before the end of FY2018, and paying off Pacifica's debt within a few years.

Motion: Carol Travis (CT)

Resolved that:

The PNB requests from the iED and CFO the following plans for PNB approval:

1) Within 30 days, a plan to cut costs and increase income to cover Pacifica's operating expenses through March of 2019 (halfway through the 2019 fiscal year) and, if possible, to generate a surplus to help in paying our debts.

The iED and CFO shall consult with the station managers to generate a realistic plan based on best estimates and forecasts of income and expenses over the coming 14 months.

This plan shall also include the funds necessary to cover essential National Office expenses including completing the audits for fiscal years 2016, 2017, and 2018.

If some stations cannot pay some or all of their Central Services then the plan shall identify where the money will come from to pay for the audits and other essential National Office expenses (eg., loans, special additional assessments on some of the stations, or some other source).

2) Within 30 days, a plan to payoff Pacifica's debts over a specified period of time, including paying off any loans that may be taken out to refinance debts and cover operating expenses, as well as paying the pension plan arrearages and fines. The plan may include the sale(s) and/or swap(s) of assets, and any other measures the executive, financial and management staff deems advisable.

Motion from Joseph Davis (JD)

Tom Livingston, Interim Executive Director, is authorized to be a primary signatory and operator for all financial institutions and vendors, including but not limited to, banking, investment, stock, and securities accounts for the Pacifica Foundation and all of its financial divisions (KPFA, KPFC, KPFT, WPFW, WBAI, the Pacifica Radio Archives and Pacifica Affiliates).

Shailendra S. Agarwal (Sam Agarwal), Chief Financial Officer, continues to be authorized to be a primary signatory and operator for all financial institutions and vendors, including but not limited to, banking, investment, stock, and securities accounts for the Pacifica Foundation and all of its financial divisions (KPFA, KPFC, KPFT, WPFW, WBAI, the Pacifica Radio Archives, and Pacifica Affiliates).

Motion from Alex Steinberg (AS)

In order to address the short term and long term problems involved in the restructuring of the Pacifica Foundation as a viable and sustainable concern, the Pacifica National Board authorizes the formation of an ad hoc Strategic Planning Committee to advise the PNB on strategic decisions that must be implemented in the coming period.

Be it resolved therefore that a Strategic Planning Committee be formed consisting of the following membership:

1. The Executive Director of Pacifica
2. The Chief Financial Officer of Pacifica
3. The Officers of the Pacifica National Board
4. One Director from each listening area to be selected by an IRV election
5. One Affiliate Director to be selected by an IRV election

The mandate of this committee is to propose to the PNB the implementation of a financial recovery plan to address both the short term and long term requirements of the Pacifica Foundation. As such this committee is charged with the responsibility to consider all options for raising funds and/or liquidating assets as well as restructuring the business model of Pacifica. The Committee may be authorized to engage experts in the field of strategic planning and recovery in order to assist them in their deliberations.

Agenda approval on the floor.

Steinberg, motion AS: After minutes approval. Item 3.1. 10m

Increasing revenue 30 minutes

JD motion signatories. 7 minutes.

IED report 15 minutes.

NFC motion 15 minutes.

CT motion 15 minutes.

Adjournment, time certain 10:30, with majority vote to extend.

DeWayne Lark suggests Joseph Davis act as secretary until return of Tanaka.

Davis J, acting secretary until return of Tanaka or end of meeting.
Minutes approval on the floor.

Call for approval 1/18 minutes. 9 Y, 3N, 6A PASSED.
Call for approval of 1/25 minutes. 11 Y, 4 N, 3 A PASSED.
Call for approval of 2/1 minutes. 13 Y, 0 N, 5 A PASSED.

Motion on the floor, (AS) on strategic planning committee.

Extending time by 4 minutes, HNO.
Extending time by 5 minutes, HNO.

Travis moves to amend AS motion: PNB members only for item 3 (AS-CT)

Sabbagh, moves to amend AS motion (AS-MS)

Add GMs to committee.
add to item 2 on CFO: ", as a non-voting member"

I will remove: 3: the PNB officers as automatic members.

Vote on amendment AS-MS. 5 Y, 11 N, 2 A, FAILED.
Vote on amendment AS-CT: 2 Y. 14N, 2A, FAILED.
Vote on motion unamended AS: 10 Y, 7 N, 0 A, PASSED.

Motion on the floor Agenda item 4: How to increase revenue, and decrease expenses...

Members are given 1 minute each to speak of their ideas, 2 minutes for Bill and speak first. Member comments noted at request of chair.

Bill Crosier: aim for \$1,000,000 surplus. Pay off debt.

Mansoor Sabbagh: Coordinated effort to bring well know known speakers to stations, private gatherings for large donors.

Alex Randall: Extend beyond radio broadcasting, more online, donations through online sources, kickstarter campaign, failure to use online media to raise money.

Tony Leon: Improving programming, begin network advertising campaign for all stations, complete audits, explore underwriting for small businesses, reduce overhead in rents for stations and towers, approach major donors such as artists and athletes who share our cause, acquire items from popular artists like a guitar for auctions, and measure their success.

Ken Laufer: Manhattan Neighborhood Network, is a very favorable contract could be established, such that programming is unaffected while costs are covered for a period.

DeWayne Lark: Propose in honor of National Radio day in August, that we host a national meeting and fundraiser in Houston Texas, to put Pacifica out front.

William Heerwagen: PSOA with MNN would stabilize WBAIs finances.

Jan Goodman: Use 'text to donate' much more, gets people involved and attracts more listeners, and capture donations in the \$25 to \$35 range. In order to get new listeners, recognize organizational activists or organizations, promote their appearances live or prerecorded to their membership, target large organizations, schedule with popular shows that might encourage continued listening.

Aaron, moves for a continuation meeting Feb 22, 2018.

Vote to schedule continuation meeting Feb 22, 2018 (Continue). 14Y 4N 0A PASSED.

Motion to adjourn, passes HNO.

Name	Roll	1/18 min [9/3/6] P	1/25 min [11/4/3] P	2/1 min [13/0/5] P	AS-MS [5/11/2] F	AS-CT [2/14/2] F	AS [10/7/0] P	Continue [14/4/0] P
Aaron	P	Y	Y	Y	A	N	Y	Y
Alexander	A	-	-	-	-	-	-	-
Casenave	P	A	A	A	N	N	-	Y
Cory	P	A	Y	Y	N	Y	Y	N
Crosier	P	Y	Y	Y	A	N	Y	N
Davis J.	P	A	Y	Y	N	N	N	Y
Davis K.	P	Y	Y	Y	Y	N	Y	Y
Diaz	P	N	N	Y	N	N	N	Y
Goodman	P	Y	Y	Y	Y	A	Y	Y
Heerwagen	P	A	N	A	N	N	N	N
Jacobs	A	-	-	-	-	-	-	-
Lark	P	N	A	A	N	N	N	Y
Laufer	P	Y	Y	Y	N	N	Y	Y
Leon	P	A	N	Y	N	N	N	Y
Nwangaza	P	A	A	A	N	N	N	Y
Randall	P	Y	Y	Y	Y	N	Y	Y
Sabbagh	P	Y	Y	Y	Y	N	Y	Y
Sorden	X	-	-	-	-	-	-	-

Steinberg	P	Y	Y	Y	N	A	Y	Y
Travis	P	Y	Y	Y	Y	Y	Y	N
Washington	P	N	N	A	N	N	N	Y

ROLL [P Present, A: Absent, X: Excused]

VOTES [Y Yes/supporting, N: No/opposing, A: Abstaining/present, -:no response/absent]

HNO: Having No Objections

PO: Point of Order.

C: Chair ruling or direction.