

PNB Open/Public Meeting
Continuation of 02.15.18 Special Meeting
 Teleconference Meeting
Minutes
Thursday, February 22, 2018, 8:30 pm ET
 (APPROVED March 1, 2018)

Item #1

A. Chair Nancy Sorden calls the meeting to order at 8:42 pm ET

B. Secretary Janet Kobren calls the roll:

P	Grace Aaron, KPFK , Listener	PL	DeWayne Lark, KPFT , Listener
PL	Jonathan Alexander, KPFK , Staff	P	Ken Laufer, WBAI , Listener
P	Adriana Casenave, KPFT , Listener	P	Tony Leon, WPFW , Staff
EA	Chris Cory, KPFA , Listener	P	Efia Nwangaza, WMXP , Affiliate
P	Bill Crosier, KPFT , Listener	P	Alex Randall, WUVI , Affiliate
P	Joseph Davis, KPFT , Staff	PL	Mansoor Sabbagh, KPFK , Listener
PL	Kathryn Davis, WBAI , Staff	P	Nancy Sorden, WPFW , Listener
P	Benito Diaz, WPFW , Listener	P	Alex Steinberg, WBAI , Listener
P	Jan Goodman, KPFK , Listener	EA	Carole Travis, KPFA , Listener
P	William Heerwagen, WBAI , Listener	P	Maskeelah Washington, WPFW , Listener
P	Sabrina Jacobs, KPFA , Staff		

At Roll Call 15 present, Quorum of 11 established by 21 directors present (see P's above).

Legend: P = Present at roll call, PL = Late, A = Absent, EA = Excused absence

C. Chair asks if there were requests for excused absences, announces that Chris Cory and Carole Travis have requested to be excused, and asks if there are any objections.

Casenave MOVES to excuse Chris Cory's and Carole Travis' absences

HNO MOTION to excuse Chris Cory's and Carole Travis' absences APPROVED

D. Chair asks for timekeepers. Casenave volunteers for Agenda Items and Crosier volunteers for Speakers (90 seconds).

Approved Agenda can be viewed at https://kpftx.org/archives/pnb/pnb180222/pnb180222_5376_agenda.pdf

Item #	Item	Activity
4	How to increase revenue and decrease expenses, become and stay current on financial obligations, and pay off debt	<p>Casenave MOVES to extend the deadline to return ballots for the PNB Strategic Planning Committee election to February 23, 2018 at midnight as follows:</p> <p>I move to extend the deadline for Directors returning their written ballots for the 2018 PNB Committees Elections until February 23, 2018 at midnight Eastern Time.</p> <p>HNO above MOTION APPROVED</p> <p>Chair asks Directors who were not among the eight who shared their revenue producing ideas in the 1-minute go-around from February 15th to take their turns (see https://docs.google.com/document/d/1KBTtGOBmZwkBzQrGilnEJp2K22aoRMRtHMqRvVi5BoE/edit?ts=5a905eaf for a summary of what each Director said)</p> <p>Diaz MOVES to extend item by 10 minutes</p> <p>HNO MOTION to extend APPROVED</p> <p>Casenave MOVES to amend the above motion to replace "2018 PNB Committees Elections for 2018 Strategic Planning Committee Election" The motion will read as follows:</p> <p>I move to extend the deadline for Directors returning their written ballots for the 2018 PNB Strategic Planning Committee Election until February 23, 2018 at midnight Eastern Time.</p> <p>HNO above AMENDMENT APPROVED</p> <p>Chair asks the Secretary to immediately send the amended motion to election teller Terry Goodman.</p>

<p>5</p>	<p>Financial Institutions Signatories: Joseph Davis</p>	<p>JDavis MOVES the motion he noticed regarding Financial Institutions Signatories as follows:</p> <p>Effective immediately (Note: Secretary interprets this was implied),</p> <p>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, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives and Pacifica Affiliates).</p> <p>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, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives, and Pacifica Affiliates).</p> <p>Casenave MOVES to amend the above motion amend adding at the end: "Former iED Mr. Bill Crosier will be remove as a 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, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives and Pacifica Affiliates)."</p> <p>The motion will read as follows:</p> <p>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, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives and Pacifica Affiliates).</p> <p>Former iED Mr. Bill Crosier will be removed as a 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, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives and Pacifica Affiliates).</p> <p>HNO above AMENDMENT APPROVED</p> <p>HNO MAIN MOTION as AMENDED APPROVED and reads as follows:</p> <p>Effective immediately,</p> <p>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, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives and Pacifica Affiliates).</p> <p>Former iED Mr. Bill Crosier will be removed as a 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, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives and Pacifica Affiliates).</p> <p>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, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives, and Pacifica Affiliates).</p>
<p>6</p>	<p>iED Report</p>	<p>Chair announces that the iED is in transit and will not be able to call in to the meeting.</p>

<p>7</p>	<p>Motion: NFC</p>	<p>Crosier MOVES to extend the meeting by 15 minutes</p> <p>HNO MOTION to extend APPROVED</p> <p>The NFC MOTION is brought to the floor as follows:</p> <p>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.</p> <p>Steinberg MOVES to REFER the NFC MOTION to the Strategic Planning Committee</p> <p>MOTION to REFER APPROVED 13Y/4N/2A with the following vote tally:</p> <p>YES: Aaron, Casenave, JDavis, KDavis, Diaz, JGoodman, Lark, Laufer, Leon, Nwangaza, Sabbagh, Steinberg, Washington</p> <p>NO: JAlexander, Crosier, Jacobs, Randall</p> <p>ABSTAIN: Heerwagen, Sorden</p> <p>Casenave MOVES to extend the meeting by 1 minute</p> <p>HNO MOTION to extend APPROVED</p> <p>Diaz thanks the former PNB Officers for their contributions and welcomes the new PNB Officers</p>
<p>Adjournment time certain is reached.</p>		
<p>Chair adjourns the meeting at 10:13 pm ET</p>		
<p>Draft Minutes respectfully submitted by Janet Kobren, PNB Secretary</p>		
<p>Audio archives of the meeting can be found here —> Part 1, https://kpftx.org/archives/pnb/pnb180222/pnb180222a.mp3</p>		
<p>See next page</p>		

Agenda item and motion not reached during the meeting prior to adjournment

8	Motion: Carol Travis	Motion noticed by Travis 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.
---	-----------------------------	--