

PNB Special Open/Public Meeting
 Teleconference Meeting
Draft Minutes
 Thursday, September 20, 2018, 8:30 pm ET

Item #1

A. Chair Nancy Sorden calls the meeting to order at 8:43 pm ET

B. Secretary Janet Kobren calls the roll:

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

At Roll Call 20 present, Quorum of 12 established by 22 Directors present (see P's above).

Legend: P = Present at roll call, A = Absent

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| P | Tom Livingston, iED | P | John Tatum, Parliamentarian |
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At 8:58 pm ET Chair adjourns the meeting to Executive Session

C. Chair asks if there were requests for excused absences.

Crosier MOVES to excuse Mansoor Sabbagh's absence

MOTION to excuse Mansoor Sabbagh's absence APPROVED 13Y/3N/3A with the following vote tally:

YES: Aaron, Alexander, Crosier, KDavis, JGoodman, Heerwagen, Jacobs, Laufer, Leon, Randall, Steinberg, Travis, Voorhees

NO: Casenave, JDavis, Diaz

ABSTAIN: Cory, Sorden, Washington

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

Casenave MOVES to ADJOURN to Closed Session

HNO MOTION to ADJOURN to Closed Session APPROVED

Meeting ADJOURNS to Closed Session

See more below

Item #1 (cont.)

At 11:04 pm ET Chair reconvenes the meeting in Open Session

Chair asks the Secretary to call the roll to re-establish quorum

Secretary Janet Kobren calls the roll:

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| 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 |
| P | Chris Cory, KPFA , Listener | A | Efia Nwangaza, WMXP , Affiliate |
| P | Bill Crosier, KPFT , Listener | P | Alex Randall, WUVI , Affiliate |
| P | Joseph Davis, KPFT , Staff | EA | Mansoor Sabbagh, KPFK , Listener |
| P | Kathryn Davis, WBAI , Staff | P | Nancy Sorden, WPFW , Listener |
| P | Benito Diaz, WPFW , Listener | P | Alex Steinberg, WBAI , Listener |
| PL | Jan Goodman, KPFK , Listener | P | Carole Travis, KPFA , Listener |
| P | William Heerwagen, WBAI , Listener | P | Tom Voorhees, KPFA , Listener |
| P | Sabrina Jacobs, KPFA , Staff | P | Maskeelah Washington, WPFW , Listener |

At Roll Call 17 present, Quorum of 12 established by 22 Directors present (see P's above).

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

Chair reads the Report-Out from Executive Session as follows:

The PNB met in closed session and ratified the results of the ED selection process and discussed ED engagement letter language.

See more below

| Item # | Item | Activity |
|----------------|-----------------|---|
| 2 | Agenda Approval | <p>(Draft agenda emailed by Chair Thursday, September 20, 2018, 8:37 pm ET)</p> <p>Casenave MOVES to approve the Agenda</p> <p>Steinberg MOVES to AMEND the AGENDA by moving item #6 (Discuss Strategic Planning Motion on Affiliates) right after item #3 (Minutes Approval)</p> <p>MOTION to AMEND the AGENDA by moving item #6 (Discuss Strategic Planning Motion on Affiliates) right after item #3 (Minutes Approval) APPROVED 11Y/6N/3A with the following vote tally: YES: Aaron, Alexander, Cory, Crosier, KDavis, JGoodman, Jacobs, Laufer, Randall, Steinberg, Travis NO: Casenave, JDavis, Diaz, Heerwagen, Lark, Washington ABSTAIN: Leon, Sorden, Voorhees</p> <p>Travis MOVES to AMEND the AGENDA by removing item #5 (Election Schedule) from the agenda (see APPENDICES A&B below for two motions associated with item #5)</p> <p>MOTION to AMEND the AGENDA by removing item #5 (Election Schedule) from the agenda APPROVED 12Y/7N/0A with the following vote tally: YES: Aaron, Alexander, Cory, Crosier, KDavis, JGoodman, Jacobs, Laufer, Randall, Steinberg, Travis, Voorhees NO: Casenave, JDavis, Diaz, Heerwagen, Lark, Sorden, Washington ABSTAIN: NONE</p> <p>JDavis MOVES to EXTEND the item by 7 minutes</p> <p>HNO MOTION to EXTEND the item by 7 minutes APPROVED</p> <p>JDavis MOVES to AMEND the AGENDA by adding an iED report after minutes approval</p> <p>MOTION to AMEND the AGENDA by adding an iED report after minutes approval FAILS 5Y/12N/2A with the following vote tally: YES: Casenave, JDavis, Diaz, Heerwagen, Washington NO: Aaron, Cory, Crosier, KDavis, JGoodman, Jacobs, Lark, Laufer, Randall, Steinberg, Travis, Voorhees ABSTAIN: Alexander, Sorden</p> <p>Crosier MOVES to EXTEND the item by 5 minutes to amend the agenda</p> <p>MOTION to EXTEND the item by 5 minutes to amend the agenda APPROVED 10Y/5N/4A with the following vote tally: YES: Aaron, Alexander, Cory, Crosier, KDavis, JGoodman, Jacobs, Laufer, Sorden, Travis NO: Casenave, Diaz, Lark, Randall, Steinberg ABSTAIN: JDavis, Heerwagen, Voorhees, Washington</p> |
| See more below | | |

| Item # | Item | Activity |
|----------------|---|---|
| 2 (cont.) | Agenda Approval (cont.) | <p>Crosier MOVES to AMEND the AGENDA by adding an iED report for 10 minutes right after the Discuss Strategic Planning Motion on Affiliates item</p> <p>MOTION to AMEND the AGENDA by adding an iED report for 10 minutes right after the Discuss Strategic Planning Motion on Affiliates item APPROVED 14Y/1N/4A with the following vote tally: YES: Aaron, Alexander, Cory, Crosier, KDavis, JGoodman, Jacobs, Laufer, Randall, Sorden, Steinberg, Travis, Voorhees, Washington NO: Diaz ABSTAIN: Casenave, JDavis, Heerwagen, Lark</p> <p>MOTION to approve the AGENDA as AMENDED APPROVED 13Y/5N/1A with the following vote tally: YES: Aaron, Alexander, Cory, Crosier, KDavis, JGoodman, Jacobs, Laufer, Randall, Sorden, Steinberg, Travis, Voorhees NO: Casenave, JDavis, Diaz, Heerwagen, Lark ABSTAIN: Washington</p> <p>See approved Agenda below</p> |
| 3 | <p>Minutes Approval</p> <p>9-6-18</p> | <p>Chair asks if there are corrections to the 9-6-18 meeting minutes</p> <p>Hearing no corrections Chair declares the 9-6-18 meeting minutes APPROVED</p> |
| 4 | Discuss Strategic Planning Motion on Affiliates | <p>Travis MOVES to EXTEND the meeting by 15 minutes to 12:25 am ET</p> <p>MOTION to EXTEND the meeting by 15 minutes to 12:25 am ET APPROVED 12Y/6N/0A with the following vote tally: YES: Aaron, Alexander, Cory, Crosier, KDavis, JGoodman, Jacobs, Laufer, Randall, Sorden, Steinberg, Voorhees NO: Casenave, JDavis, Diaz, Heerwagen, Lark, Washington ABSTAIN: NONE</p> <p>Steinberg brings the Strategic Planning Committee Motion on Affiliates to the floor as follows:</p> <p>The Strategic Planning Committee recommends that the Pacifica National Board authorize the Executive Director to formalize the structure of the Pacifica Affiliates Program by taking the necessary steps to treat it as a separate business unit with its own budget and its own staff separate from the National Office staff.</p> <p>Strategic Planning Committee MOTION on Affiliates APPROVED 10Y/3N/3A/2PNV with the following vote tally: YES: Aaron, Cory, Crosier, KDavis, JGoodman, Jacobs, Laufer, Randall, Steinberg, Voorhees NO: Casenave, Diaz, Heerwagen ABSTAIN: Leon, Sorden, Washington PRESENT NOT VOTING: JDavis, Lark</p> |
| See more below | | |

| Item # | Item | Activity |
|---|----------------------------------|----------|
| Chair adjourns the meeting at 12:40 am ET (September 21, 2018) | | |
| <p style="text-align: center;">Audio archives of this meeting can be found at: https://kpftx.org/archives/pnb/pnb180920/pnb180920a.mp3 (Part 1), https://kpftx.org/archives/pnb/pnb180920/pnb180920b.mp3 (Part 2) and https://kpftx.org/archives/pnb/pnb180920/pnb180920c.mp3 (Part 3)</p> | | |
| Draft Minutes respectfully submitted by Janet Kobren | | |
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| Agenda items not reached during the meeting prior to adjournment | | |
| 5 | ED Report | |
| 6 | Discuss Administrative Committee | |

PNB Special Open/Public Meeting
 Teleconference Meeting
Approved Agenda
 Thursday, September 20, 2018, 8:30 pm ET

| Directors | | | |
|------------------|--|--|--------|
| | Grace Aaron, KPFFK , Listener Jonathan Alexander, KPFFK , Staff Adriana Casenave, KPFT , Listener Chris Cory, KPFA , Listener Bill Crosier, KPFT , Listener Joseph Davis, KPFT , Staff Kathryn Davis, WBAI , Staff Benito Diaz, WPFW , Listener Jan Goodman, KPFFK , Listener William Heerwagen, WBAI , Listener Sabrina Jacobs, KPFA , Staff | DeWayne Lark, KPFT , Listener Ken Laufer, WBAI , Listener Tony Leon, WPFW , Staff Efia Nwangaza, WMXP , Affiliate Alex Randall, WUVI , Affiliate Mansoor Sabbagh, KPFFK , Listener Nancy Sorden, WPFW , Listener Alex Steinberg, WBAI , Listener Carole Travis, KPFA , Listener Tom Voorhees, KPFA , Listener Maskeelah Washington, WPFW , Listener | |
| | Janet Kobren, Secretary | Tom Livingston, iED John Tatum, Parliamentarian | |
| Item # | Item | | Time |
| 1 | A. Call to Order | | 10 min |
| | B. Roll Call | | |
| | C. Excused Absences | | |
| | D. Identify Timekeepers | | |
| 2 | Agenda Approval | | 10 min |
| 3 | Minutes Approval 9-6-18 | | 5 min |
| 4 | Discuss Strategic Planning Motion on Affiliates | See APPENDIX C below | 30 min |
| 5 | ED Report | | 10 min |
| 6 | Discuss Administrative Committee | | 30 min |
| 7 | Adjourn | * Time Certain * 12:00 AM ET | |
| See more below | | | |

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| <p>APPENDIX A</p> | <p>Whereas, due to exigent circumstances the Delegate election time frame as spelled out in Article Four, Section 5 was not executed, and</p> <p>Whereas Article Four, Section 5 also states that any revised timeline shall be voted on by a 2/3 majority of the entire Board,</p> <p>It is hereby Resolved that the PNB adopts the revised schedule proposed by the National Election Supervisor dated September 12, 2018.</p> |
| <p>APPENDIX B</p> | <p>Any attempts by the PNB or any Directors or Officers of the PNB to interfere with the Pacifica memberships rights to a Delegate Election that is scheduled for 2019 and that has been underway since August 8, 2018 would be both a conflict of interest and a material breach of our bylaws.</p> <p>Whereas discussions on this matter occurred in the July 5, 2018 Open PNB meeting with 2/3s of the PNB voting to go forward with the election,</p> <p>Whereas, a discussion in the August 2, 2018 Open PNB meeting where the iED announced, without challenge, of his progress on finding an NES and intention to sign a contract in the coming days,</p> <p>Whereas on August 8, 2018 a contract was signed with Drew North Consulting to be our NES and that contract was shared with the PNB on August 12, 2018 without challenge,</p> <p>Whereas since that time \$14,250 have been paid for work being done these last 2 months, with another \$9,250.00 due in 10 days to our NES,</p> <p>Whereas Delegates elected in 2019 have a direct relationship to the election of Pacifica Directors of the Pacifica National Board in both 2019 and 2020,</p> <p>Whereas most importantly Pacifica members have democratic rights that entitled them to elect Delegates in 2019,</p> <p>It is hereby recognized that it is a conflict of interest for the Pacifica National Board to interfere with NES' work recognize that depriving Pacifica members rights to choose Delegates by election in 2019 would be a material breach of our bylaws.</p> <p>Carole Travis Grace Aaron</p> |
| <p>APPENDIX C</p> | <p>Motion from Strategic Planning Committee</p> <p>The Strategic Planning Committee recommends that the Pacifica National Board authorize the Executive Director to formalize the structure of the Pacifica Affiliates Program by taking the necessary steps to treat it as a separate business unit with its own budget and its own staff separate from the National Office staff.</p> |