

Draft Minutes Pacifica National Board
Open Special Meeting September 21, 2018

Minutes prepared by Carole Travis. Approved by PNB on Jan. 31, 2019

Meeting called to order at 8:39 PM ET by Chair Nancy Sorden

Roll Call

Grace Alexander – present
Jonathan Alexander – present
Adriana Casenave – present
Chris Cory – present
Bill Crosier – present
Joseph Davis – absent
Kathryn Davis – absent
Benito Diaz – present
Jan Goodman – present
William Heerwagen – present
Sabrina Jacobs – present
DeWayne Lark – present
Ken Laufer – present
Tony Leon – absent
Efia Nwangaza – absent
Alex Randall – absent/late – [joined the meeting later]
Mansoor Sabbagh – absent
Alex Steinberg – present
Carole Travis – present
Tom Voorhees – present
Maskeelah Washington – present

Janet Kobren resigned as Secretary of the PNB
Carole Travis agreed to take up the job for the meeting.

Motion to excuse Directors absence: Alex Randall, Joseph Davis and Kathryn Davis
Moved by Travis; Seconded by Crosier

Crosier moved to amend the motion to include Mansoor Sababbagh.
Goodman seconded. Amendment accepted: with 10 yes – Aaron, Alexander, Cory, Crosier, Goodman, Jacobs, Laufer, Steinberg, Travis, Voorhees; 3 No – Casenave, Diaz, Lark; 3 abstentions – Heerwagen, Washington, Sorden.

Casenave moved to amend the motion to include Efia Nwangaza.
Travis seconded. Amendment seconded without objection.

Main motion as amended to excuse: Joseph Davis, Kathryn Davis, Efia Nwangaza, Alex Randall, Mansoor Sabbagh passed without objection.

Time Keepers assigned: items – Travis; speakers – Sorden.

Agenda Approval:

J. Alexander moved to accept the agenda. Travis seconded.

Steinberg moved an amendment to the agenda to include a Motion to put the PNB on record in defense of Julian Assange and Wikileaks. Seconded by Voorhees.

Chair ruled the motion out of order because this is a Special Meeting for specific matters.

Aaron challenged the ruling of the chair, seconded by Laufer.

Vote to uphold the ruling of the chair: **9 Yes** – Casenave, Crosier, Diaz, Goodman, Heerwagen, Lark, Travis, Washington, Sorden; **5 No** – Aaron, Alexander, Laufer, Steinberg, Voorhees; **2 Abstentions** – Cory, Jacobs.

Agenda accepted without amendment. **10 yes** – Aaron, Alexander, Cory, Crosier, Goodman, Jacobs, Laufer, Steinberg, Travis, Voorhees; **3 No** – Casenave, Diaz, Heerwagen; **3 Abstentions** – Lark, Washington, Sorden.

Travis moves the following motion. Crosier seconds.

Motion to go into a quasi-committee of the whole. Move to go into the session with the following rules: the chair will chair; motions, points of order, points of procedure are not in order; there will be no voting; people will be able to speak for between 30 seconds and 2 ½ minutes depending on the type of discussion; cross talk will not be permitted unless the chair allows for it; the chair will be able to call a speaker out of order if they are not speaking to the topic under discussion, if there is a topic under discussion; the chair may allow a person to drift to another topic if the chair recognizes that the other topic is materially related; the ruling of the chair cannot be challenged, the chair may organize the topic to be discussed and presented as part of motion this discussion, and there is a discussion sheet which is attached which has LSB issues, PNB issues, authority issues on PNB management and LSB accountability. (see end of minutes for what was circulated).

Motion passes: 9 yes – Aaron, Alexander, Cory, Crosier, Goodman, Jacobs, Laufer, Steinberg, Travis; 6 No – Casenave, Diaz, Heerwagen, Lark, Voorhees, Washington; 1 Abstention – Sorden.

Sorden: The purpose of this committee of the whole, is to have people discuss what they see as the problems of the bylaws. Taking people's input with the problems with the bylaws or the problems the bylaws cause to get Director's input and understanding of the issues with the bylaws as we talk about amendments. There will be a chance to review what was said at the end. In the notes we will capture the general ideas, boiled down and then there will be an opportunity to correct what was recorded. First round what are the problems with the bylaws that need to be addressed if we are going to do amendments of the bylaws. Start with 90 seconds and if more time is needed, I will give you another minute.

The Quasi Committee of the Whole. No votes taken, no decisions made.

Casenave moved to adjourn go into Executive Session to discuss the ED contract seconded by Travis.

Diaz objects. **9 yes** Aaron, Casenave, Crosier, Laufer, Randall, Steinberg, Travis, Voorhees. **1 No**. Diaz abstain Cory, Heerwagen, Jacobs, Lark, Washington, Sorden.

Sorden. When we return we will summarize what people saw as the problems. Tom V and Chris C are still waiting to speak.

Addendum Discussion guide for the Committee of the Whole on Governance, Structure, Bylaws.

First Round Governance Issues Discussion – from various circulating thoughts on changes

By reading all the bylaw versions we have been able to see the following issues and menu of choices presented by a wide group of contributors have emerged.

LSB issues:

- How many Delegates on LSB. Size suggestions range from 9 to 16, although some have
- proposed the entire elimination of LSBs just having CABs as required by CPB. Those who
- suggest no LSB suggest direct election of the Board by the membership
- Should they be elected all at once or half at a time?
- Should the division between staff and listener be maintained? Should staff be mandated or?
- simply allowed? Should staff be allowed at all?
- Are LSBs useful at all? Should they be eliminated with the role of the CAB be paid more

attention to?

PNB issues:

- How many Directors. Size suggestions range from 11 to 19. Some proposals include ED or ED
- and CFO, some have a significant # of At Large positions, one added an Archives Director. One
- proposal suggests numbers of Directors be related to the station's membership size.
- 3-year terms with maximum 2 terms consecutively suggested by all who addressed this.
- How elected? The one that proposed no LSB had the direct election by Membership done
- nationally but with provisions for a Director from each station. Some proposals kept current
- schedule (2 out of 3 years) others had once every 3 years.
- Some had only membership eligibility requirement. Some had other kinds of training or
- experience requirements. To be on the PNB, must someone be on an LSB or have ever had to
- be on an LSB, is membership not enough to be nominated?

Authority issues: the PNB, Management, LSBs, and accountability

- Is the 22-person PNB a management group or a policy body? Does management have authority
- to manage or must the ED check with the entire PNB (24 to 11? Directors) on every issue?
- Does every station get to spend whatever it wants and have its bills picked up by the National?
- Office? Is the money collected by a station belong to the station to spend as it wishes?
- It has been suggested that penalties be put in place for stations that don't meet their own
- financial obligations the provision to begin 2020. Is that a good idea?