

Minutes - Open/Public Session
Pacifica National Board Teleconference Regular Meeting
October 4 (with continuation meetings on Oct. 11 and 18), 2018, 8:30 pm

Note: All times here are Eastern Time.

Audio recordings of all public sessions are available at <https://kpftx.org/archive.php>

Approved by PNB Jan. 31, 2019

1. Initial Business:

The initial meeting was called to order at 8:40 pm on Oct. 4, 2018 by the Chair, Nancy Sorden.

Roll was taken by the pro-tem Secretary, Bill Crosier:

Directors:

P Grace Aaron, KPFFK, Listener

EA Jonathan Alexander, KPFFK, Staff

P Adriana Casenave, KPFT, Listener

P Chris Cory, KPFA, Listener

P Bill Crosier, KPFT, Listener

P Joseph Davis, KPFT, Staff

P Kathryn Davis, WBAI, Staff

P Benito Diaz, WPFW, Listener

P Jan Goodman, KPFFK, Listener

P William Heerwagen, WBAI, Listener

P Sabrina Jacobs, KPFA, Staff

P DeWayne Lark, KPFT, Listener

P Ken Laufer, WBAI, Listener

P Tony Leon, WPFW, Staff

EA Efia Nwangaza, WMXP, Affiliate

EA Alex Randall, WUVI, Affiliate

EA Mansoor Sabbagh, KPFFK, Listener

P Nancy Sorden, WPFW, Listener

P Alex Steinberg, WBAI, Listener

EA Carole Travis, KPFA, Listener

P Tom Voorhees, KPFA, Listener

P Maskeelah Washington, WPFW, Listener

Others:

Maxie Jackson III, Executive Director

P Fred Blair, Web streaming

P John Tatum, Parliamentarian

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

Quorum was established, with 17 Directors present.

Kathryn Davis moved to excuse absences of Nwangaza, Alex Randall, Sabbagh, Alexander, and Travis. Aaron seconded the motion. The motion passed by a vote of 10 yes, 4 no, 2 abstain, so those absences were approved.

The votes were:

Yes: Aaron, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Leon, Steinberg, Voorhees

No: Casenave, J. Davis, Diaz, Heerwagen

Abstain: Sorden, Washington

The following people were appointed as timekeepers by the Chair:

For agenda items: Casanave

For speakers: Aaron

2. Elect Pro Tem Secretary:

The chair asked for nominations for pre-tem secretary.

Goodman nominated Crosier. Crosier accepted.

No others who were nominated were willing to serve, so the Chair declared Crosier elected.

3. Motion for an Executive Session:

Aaron moved to adjourn to Executive Session. There were no objections, so the Chair declared the Open Session adjourned at 8:58 pm, until the Executive Session was finished.

Reconvene Open Session:

After the executive session, the Chair called the Open/Public session to order again at 10:48pm.

Roll was taken by the pro-tem Secretary, Bill Crosier:

Directors:

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

Others:

P Maxie Jackson III, Executive Director	
P Fred Blair, Web streaming	A John Tatum, Parliamentarian

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

Quorum was established, with 18 Directors present.

4. Report Out from Executive Session

The Chair read the report out from the Executive Session, which was:

"The PNB met in Executive Session and hired Mr. Maxie Jackson III as the Executive Director of the Pacifica Foundation."

5. Agenda Approval

Steinberg moved approval of the draft agenda, and Goodman seconded it.

Casenave moved to amend by adding a zero tolerance resolution as the first item on the agenda. It states:

"Because of the harrowing statistics that show that one in every five women in the US will be the recipient of some type of abused based on gender in her lifetime, the National Board of Directors of the Pacifica Foundation declares a zero tolerance policy for any type of sexual harassment and/or sexual and gender-based violence and vehemently supports the #MeToo movement."

Steinberg objected to consideration of the amendment because Pacifica already had a policy of zero tolerance of sexual harassment and it was unclear why another such policy was needed.

Diaz moved to extend time by 5 minutes, Crosier seconded, and the motion to extend time was approved without objection.

The Chair said we would first vote on whether to put Ms. Casenave's item on the agenda, then vote on where to put it. Casenave's amendment as thus stated by the chair was approved by a vote of 11 yes, 6 no, 3 abstentions, as follows:

Yes: Casenave, Cory, J. Davis, K. Davis, Diaz, Heerwagen, Lark, Leon, Nwangaza, Sorden, Washington

No: Aaron, Crosier, Laufer, Sabbagh, Steinberg, Voorhees

Abstain: Alexander, Goodman, Jacobs

The Chair suggested that Ms. Casenave's resolution be put as item 8b on the agenda. Casenave objected, saying her motion was to place the resolution first on the agenda. The Chair asked for a re-vote on Ms. Casenave's amendment, including that the resolution be placed first on the agenda, and it failed by a vote of 9 yes, 9 no, and 3 abstentions, as follows:

Yes: Casenave, Cory, J. Davis, Diaz, Heerwagen, Lark, Leon, Nwangaza, Washington

No: Aaron, Alexander, Crosier, Goodman, Laufer, Sabbagh, Sorden, Steinberg, Voorhees

Abstain: K. Davis, Jacobs

Crosier moved to add a Bylaws amendments timeline motion to the agenda as item 9a. Kathryn Davis seconded.

Kathryn Davis moved to extend time by 5 minutes, and Steinberg seconded. The motion to extend time was approved with a vote of 11 yes, 6 no, 3 abstentions, as follows:

Yes: Aaron, Alexander, Crosier, K. Davis, Goodman, Jacobs, Laufer, Nwangaza, Sabbagh, Steinberg, Voorhees

No: Casenave, J. Davis, Diaz, Lark, Leon, Washington

Abstain: Cory, Heerwagen, Sorden

Crosier's amendment to add the Bylaws amendments timeline motion was approved by a vote of 10 yes, 6 no, 4 abstentions, as follows:

Yes: Aaron, Alexander, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Voorhees

No: Casenave, J. Davis, Diaz, Heerwagen, Lark, Leon

Abstain: Cory, Nwangaza, Sorden, Washington

The amended agenda (see Appendix A below) was approved by a vote of 13 yes, 5 no, 1 abstention, as follows:

Yes: Aaron, Alexander, Cory, Crosier, K. Davis, Goodman, Heerwagen, Jacobs, Laufer, Leon, Steinberg,

Voorhees, Washington

No: Casenave, J. Davis, Diaz, Lark, Nwangaza

Abstain: Sorden

6. Minutes approval:

Kathryn Davis moves to postpone minutes approval until the next meeting. Sabbagh seconded. The motion to postpone was approved without objection.

Kathryn Davis moved to hold a continuation meeting on Thursday, Oct. 11, 2018. Sabbagh seconded. The motion was approved by a vote of 9 yes, 8 no, 3 abstentions, as follows:

Yes: Aaron, Crosier, K. Davis, Goodman, Laufer, Sabbagh, Sorden, Steinberg, Voorhees

No: Alexander, Casenave, J. Davis, Diaz, Heerwagen, Lark, Leon, Nwangaza

Abstain: Cory, Jacobs, Washington

7. Executive Director Introduction, Report, Q&A

Steinberg moved to postpone this agenda item until there was more time, at the continuation meeting next week.

Aaron seconded. The motion to postpone was approved by a vote of 12 yes, 6 no, 1 abstentions, as follows:

Yes: Aaron, Alexander, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Sorden, Steinberg, Voorhees

No: Casenave, Diaz, Heerwagen, Lark, Leon, Nwangaza

Abstain: Washington

8. Julian Assange Resolution

Steinberg moved to approve the Assange Resolution (at end of Appendix A). The resolution was approved by a vote of 13 yes, 0 no, 4 abstentions, as follows:

Yes: Aaron, Alexander, Cory, Crosier, K. Davis, Goodman, Lark, Laufer, Leon, Sabbagh, Sorden, Steinberg, Voorhees

No: (none)

Abstain: Heerwagen, Jacobs, Nwangaza, Washington

Steinberg volunteered to help the Chair with a press release on the Assange resolution.

The initial meeting was adjourned, until the continuation meeting, at 12:14 am, Oct. 5, 2018.

Continuation meeting of Oct. 11, 2018:

1. Initial Business

This continuation meeting was called to order at 8:44 pm on Oct. 11, 2018 by the Chair, Nancy Sorden.

Roll was taken by the pro-tem Secretary, Bill Crosier:

Directors:

P Grace Aaron, KPFK, Listener	P DeWayne Lark, KPFT, Listener
EA Jonathan Alexander, KPFK, Staff	P Ken Laufer, WBAI, Listener
P Adriana Casenave, KPFT, Listener	EA 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	P 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

Others:

P Maxie Jackson III, Executive Director	P John Tatum, Parliamentarian
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Legend: P = Present at roll call, PL = Late, A = Absent, EA = Excused absence

Quorum was established, with 18 Directors present.

Caenave moved to excuse absences of Alexander, Cory, Goodman, and Leon. Travis seconded. The motion was approved without objection. (Goodman arrived later.)

The following people were appointed as timekeepers by the Chair:

For agenda items: Aaron

For speakers: Travis

7. Executive Director Introduction, Report, Q&A

The Chair introduced Pacifica's new ED, Maxie Jackson III. He gave introductory remarks, and his ED report, then answered questions.

Sabbagh moved to extend time for this item by 10 minutes. Casenave seconded. The motion was approved without objections.

Diaz moved to extend time for this item by 10 additional minutes. The motion to extend time failed to get 2/3, with a vote of 7 yes, 7 no, 5 abstentions, as follows:

Yes: Casenave, J. Davis, K. Davis, Diaz, Heerwagen, Lark, Washington

No: Aaron, Laufer, Nwangaza, Randall, Sabbagh, Steinberg, Voorhees

Abstain: Crosier, Goodman, Jacobs, Sorden, Travis

Aaron moved to recess to executive session to take care of important business, then return to open session, with the caveat that if the open session agenda is not finished, the open session will continue next Thursday, Oct. 18. This motion was approved without objection.

The continuation meeting was recessed to executive session/adjourned at 9:31 pm, and the open session was not continued until Oct. 18.

Continuation meeting of Oct. 18, 2018:

1. Initial Business

This continuation meeting was called to order at 10:49 pm on Oct. 18, 2018 by the Chair, Nancy Sorden.

Roll was taken by the pro-tem Secretary, Bill Crosier:

Directors:

P Grace Aaron, KPFFK, Listener	PL DeWayne Lark, KPFT, Listener
P Jonathan Alexander, KPFFK, Staff	P Ken Laufer, WBAI, Listener
P Adriana Casenave, KPFT, Listener	P Tony Leon, WPFW, Staff
PL Chris Cory, KPFA, Listener	P Efia Nwangaza, WMXP, Affiliate
P Bill Crosier, KPFT, Listener	A Alex Randall, WUVI, Affiliate
P Joseph Davis, KPFT, Staff	P Mansoor Sabbagh, KPFFK, Listener
PL Kathryn Davis, WBAI, Staff	P Nancy Sorden, WPFW, Listener
P Benito Diaz, WPFW, Listener	P Alex Steinberg, WBAI, Listener
P Jan Goodman, KPFFK, 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

Others:

P Maxie Jackson III, Executive Director	P John Tatum, Parliamentarian
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Legend: P = Present at roll call, PL = Late, A = Absent, EA = Excused absence

Quorum was established, with 18 Directors present.

Casenave moved to excuse absences of Randall and Kathryn Davis. Travis seconded. The motion was approved without objection.

The following people were appointed as timekeepers by the Chair:

For agenda items: Leon

For speakers: Aaron

9. Committee Reports and Motions (see motions in agenda, Appendix A below):

Audit Committee: Aaron moved the motion from the committee. Leon moved to amend by striking the last phrase from the last sentence (" , and further, that the expense of the outsourcing be borne by each respective station and included in their budgets."). Jacobs seconded Leon's amendment. The amendment (to strike that language) was approved by a vote of 14 yes, 4 no, 3 abstentions, as follows:

Yes: Aaron, Alexander, Cory, K. Davis, Goodman, Heerwagen, Jacobs, Laufer, Leon, Sabbagh, Steinberg, Travis, Voorhees, Washington

No: Casenave, Crosier, Diaz, Lark

Abstain: J. Davis, Nwangaza, Sorden

The audit committee motion, as amended, was approved by a vote of 16 yes, 3 no, 1 abstention, as follows:

Yes: Aaron, Alexander, Casenave, Crosier, Cory, J. Davis, K. Davis, Goodman, Jacobs, Laufer, Leon, Sabbagh, Steinberg, Travis, Voorhees, Washington

No: Diaz, Heerwagen, Lark

Abstain: Sorden

Finance Committee: Leon moved the committee motion on behalf of the committee. Aaron moved to replace "within 4 days" with "within 4 business days". Sabbagh seconded Aaron's amendment. The amendment was approved without objection.

Casenave moved to extend time by 10 minutes. Travis seconded. The motion to extend time was approved without objection.

The Finance Committee motion, as amended, was approved by a vote of 9 yes, 4 no, 7 abstentions, as follows:

Yes: Aaron, Casenave, J. Davis, K. Davis, Diaz, Lark, Leon, Voorhees, Washington

No: Alexander, Jacobs, Sabbagh, Travis

Abstain: Cory, Crosier, Goodman, Heerwagen, Laufer, Sorden, Steinberg

The final language of the amended Finance Committee motion is "The PNB directs the ED to direct each unit to prioritize NETA interactions, and that each unit shall report said work in progress, or explain why said work is being delayed, within 4 business days."

Kathryn Davis moved to extend time by 5 minutes for the Programming Committee motion, and the meeting. Jacobs seconded. Leon moved to amend by making the extension for 10 minutes. This amendment was approved by a vote of 15 yes, 4 no, 1 abstention. The amended motion, to extend for 10 minutes, was approved without objection.

Report Out from Executive Session:

Crosier read the report-out, which was "The PNB met in closed session to vote on a proposal for accounting services."

Programming Committee: Kathryn Davis moved the committee motion on coverage of US elections, on behalf of the committee. The motion was approved without objection.

The meeting was adjourned at 12:17 am.

Minutes respectfully submitted by Bill Crosier, Secretary Pro Tem

Appendix A – Agenda as approved

Agenda - Regular PNB Meeting, Public/Open Session

Teleconference Meeting

Thursday, October 4, 2018

Continued on Oct. 11 and Oct. 18, 2018

Directors:

Grace Aaron, KPFK, Listener
Jonathan Alexander, KPFK, 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, KPFK, 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, KPFK, Listener
Nancy Sorden, WPFW, Listener
Alex Steinberg, WBAI, Listener
Carole Travis, KPFA, Listener
Tom Voorhees, KPFA, Listener
Maskeelah Washington, WPFW, Listener

Others:

Maxie Jackson III, Executive Director
John Tatum, Parliamentarian
Otis Maclay, Webmaster, web streamer

Item #	Description	Time
1	Preliminary items	
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	10 min
2	Elect Protem Secretary	10 min
3	Motion for an Executive Session	time certain 8:50 PM ET
4	Report out from Executive session	5 min

5	Agenda Approval	10 min
6	Minutes approval - for Sep. 20, 2018 open session	5 min
7	Introduce the new ED; remarks from ED; Q&A (tentative)	20 min
8	Assange Resolution	
9	Committee Reports and Motions: Audit committee motion NFC report and motion Programming Committee report and motion Strategic Planning Committee report Governance Committee Elections Committee Other Committees and Task Group reports Station LSBs Other	40 min
9a	Bylaws Amendments Timelines motion - Crosier	10 min
10	Adjourn	

Motion from the Audit Committee, October 1, 2018:

Whereas, the FY2017 audit completion has been postponed until November 30, 2018,
 Whereas, none of our stations or units have credible, approved budgets,
 Whereas, Pacifica's national Finance Committee has not received income statements and balance sheets for the Foundation in a timely manner in nearly a year,
 Whereas, we are out of compliance with the settlement loan covenants due to lack of financial reports and Audits,
 Whereas, Pacifica's nonprofit status is at risk,
 Whereas, NETA, the CPA firm Pacifica hired to take over its accounting functions, stated in the last National Finance Committee meeting, held on September 11, 2018, that they need more timely responses to their requests for information,*
 And, whereas, the Audit Committee is responsible for ensuring that audits are prepared in a timely fashion,

Therefore, be it resolved that the Audit Committee requests the Pacifica National Board to instruct the Executive Director to ensure that all requests for information from NETA and Pacifica's audit firm, Rogers & Company, be a top priority for all stations and units. Further, that stations lacking the resources to do their own accounting outsource that work to NETA until such time as they are able to get up to date on all accounting and maintain current accounting functions in compliance with past audit recommendations, and further, that the expense of the outsourcing be borne by each respective station and included in their budgets.

* Link to the audio of that meeting – Anita Simms gives NETA's report, starting at about 11 minutes into the meeting: <https://kpftx.org/archives/pnb/finance/180911/finance180911a.mp3>.

Motion from the National Finance Committee:

The PNB directs the ED to direct each unit to prioritize NETA interactions, and that each unit shall report said work in progress, or explain why said work is being delayed, within 4 days.

(passed without objection - 11 Sept 2018 at 40:11 min into the recording)

Motion from the Programming Committee:

All the stations are encouraged to collaborate on coverage of the US elections; and mandate there must be a substantial number of diverse voices, including people of color, offering hosting and commentary during the coverage.

Motion - Bylaws Amendments Timelines - Crosier

The Pacifica National Board hereby notices the beginning of a Bylaws amendment timeline process, consistent with Article 17, Section 1 of the Bylaws as of this date, Oct. 11, 2018.

For the 2018 Bylaws amendment process, all properly proposed Bylaws amendments will be submitted to the Pacifica National Board Secretary at secretary@pacificafirst.org (and optionally to the PNB as well) and shall be held until November 13, the submission close date, and shall be posted publicly on pacificafirst.org by November 16 (the "Notice Date"), which is 45 days before the earliest of the voting dates of the Board and of the Delegates, which shall be Dec 31, 2018.

The Delegates at each of the five stations shall vote on the proposed amendment(s) during a 60-day period beginning with the date that the PNB votes on the proposed amendment(s). The PNB recommends that the PNB vote date to be Thursday, Jan 10, 2019.

Further, the PNB notices that a second Bylaws amendment timeline be established, as follows:

The Pacifica National Board hereby notices the beginning of a Bylaws amendment process, consistent with Article 17, Section 1 of the Bylaws as of this date, Oct. 11, 2018.

For the 2018 Bylaws amendment process, all properly proposed Bylaws amendments will be submitted to the Pacifica National Board Secretary at secretary@pacificafirst.org (and optionally to the PNB as well) and shall be held until January 4, 2019, the submission close date, and shall be posted publicly on pacificafirst.org by January 7, 2019 (the "Notice Date"), which is 45 days before the earliest of the voting dates of the Board and of the Delegates, which shall be February 21, 2019.

The Delegates at each of the five stations shall vote on the proposed amendment(s) during a 60-day period beginning with when the PNB votes on the proposed amendment(s). The PNB vote date shall be Thursday, Feb. 21, 2019 if possible, or no later than March 14, 2019.

Julian Assange resolution:

Be it resolved that the Pacifica National Board calls for the freedom of Julian Assange and an end to the harassment including the halting of internet and media access at Ecuador's London Embassy, the end to efforts to imprison Assange by either the U.K. government or U.S. government, and the end of attacks on journalists and whistle blowers by the U.S. government and the corporations who control the government.

Lastly, be it resolved that the Pacifica National Board will produce a press release that it has passed this resolution followed by the text of the resolution and add a hot link to the press release in the "Notices and News" section of its website.