

**Minutes - Open/Public Session
Pacifica National Board Teleconference Special Meeting
December 20, 2018, 8:30 pm**

Note: All times here are Eastern Time.

Minutes approved by the PNB on Jan. 31, 2019

1. Preliminary Business

The meeting was called to order at 8:46 pm 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
A	Jonathan Alexander, KPFK, Staff	P	Ken Laufer, WBAI, Listener
P	Adriana Casenave, KPFT, Listener	P	Tony Leon, WPFW, Staff
PL	Chris Cory, KPFA, Listener	A	Efia Nwangaza, WMXP, Affiliate
P	Bill Crosier, KPFT, Listener	PL	Alex Randall, WUVI, Affiliate
P	Joseph Davis, KPFT, Staff	P	Mansoor Sabbagh, KPFK, Listener
EA	Kathryn Davis, WBAI, Staff	P	Nancy Sorden, WPFW, Listener
P	Benito Diaz, WPFW, Listener	PL	Alex Steinberg, WBAI, Listener
P	Jan Goodman, KPFK, Listener	P	Carole Travis, KPFA, Listener
PL	William Heerwagen, WBAI, Listener	P	Tom Voorhees, KPFA, Listener
P	Sabrina Jacobs, KPFA, Staff	P	Maskeelah Washington, WPFW, Listener

Others:

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

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

Quorum was established, with 15 Directors present at roll call.

Casenave moved to excuse absence of K. Davis. The motion was approved without objection.

The following people were appointed as timekeepers by the Chair:

For agenda items: Travis

For individual speakers: Lark

2. Elect Pro Tem Secretary

Sabbagh nominated Crosier as pro tem secretary. Diaz nominated Casenave. Crosier was elected with a vote of 9 for Crosier, 7 for Casenave, 1 Abstain, as follows:

for Crosier: Aaron, Crosier, Goodman, Jacobs, Laufer, Randall, Sabbagh, Steinberg, Voorhees

for Casenave: Casenave, J.Davis, Diaz, Heerwagen, Lark, Leon, Washington

Abstain: Sorden

The Parliamentarian advised that the Bylaws, Article 9, Section 4 says that once a secretary pro tem is elected, that the person is supposed to have to finish out the term. The Chair ruled this is correct.

3. Loan Obtained to Pay off Empire State Realty Trust

Travis moved her **motion on the Loan** (see Appendix A). Sorden said that discussion should not include the name of the lender, as some of the loan provisions required confidentiality. Casenave objected, pointing out that the Pacifica press release following approval of the loan named the lender.

The Chair recessed the open session at 9:17 pm so that discussion regarding confidentiality could be done in closed session.

The Chair re-convened the open session at 9:31 pm.

Heerwagen moved to **postpone item 3** on the agenda until we finish with item 4 on the same agenda. The motion to postpone was approved without objection.

4. WBAI Motions from Director Heerwagen

Travis made the following motion: "I move that we **move Motion 1 of Item 4 to Item 3. I move all of Item 3 to Executive session after we conclude Item 4**". (See Appendix for the text of the motions.)

Sabbagh seconded. Travis's motion was approved by a vote of 9 Yes, 7 No, 1 Abstain, as follows:

Yes: Aaron, Cory, Crosier, Goodman, Laufer, Sabbagh, Steinberg, Travis, Voorhees

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

Abstain: Sorden

Heerwagen moved his **motion #2 on WBAI LSB meetings** (see Appendix). Casenave seconded. The motion failed to get approval, by a vote of 8 Yes, 10 No, as follows:

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

No: Aaron, Cory, Crosier, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

Heerwagen moved his **motion #3 on Agenda Setting**. Diaz seconded. Leon moved to **amend** William Heerwagen's motion to say:

Resolved, For all regular meetings of the Pacifica National Board, there shall be a standing rule that calls for agenda items at least **7 days** before each meeting and items submitted by **3 days** before the meeting shall appear on the draft agenda which must be provided no fewer than **1 day** before the meeting precluding last minute additions.

This rule shall also apply to ... (the main motion statement.)

Leon's amendment failed to get approval, by a vote of 8 Yes, 9 No, as follows:

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

No: Aaron, Crosier, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

Heerwagen's original motion #3 failed to get approval, by a vote of 7 Yes, 9 No, 1 Abstain, as follows:

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

No: Aaron, Crosier, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

Abstain: Sorden

5. Adjourn: The meeting was adjourned to Executive Session at 10:46 pm.

Minutes respectfully submitted by Bill Crosier, Secretary

Appendix A

Agenda

Special PNB Meeting, Public/Open Session

Teleconference Meeting

Thursday, December 20, 2018

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

Others:

Maxie Jackson III, Executive Director
Otis Maclay, Webmaster, web streamer

_____, Secretary
John Tatum, Parliamentarian

Item #	Description	Time
1	Preliminary items	10 min.
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	
2	Elect Pro Tem Secretary	5 min
3	Loan Obtained to Pay off Empire State Realty Trust	90 min
	Information on the state of the loan and the repayment plans. Waivers. Q &A	
4	WBAI Motions from Director Heerwagen (3 motions below)	60 min
	Motion 1: Motion re Foundation's Loans (revised).	
	Motion 2: WBAI LSB meetings.	
	Motion 3: Motion on Agenda-Setting.	
5	Adjourn to Executive Session	time certain 11:30
	pm	

Motion on Loan, by Travis:

Whereas, parts of the loan covenants demand confidentiality, and

Whereas, Pacifica is legally a singular financial entity but has habitually functioned as 7 separate disconnected revenue centers leading to almost zero financial accountability for decades, and

Whereas, financial stability is a first principal of financial planning, and

Whereas, Pacifica, under the leadership of our new Executive Director, Maxie Jackson III, has undertaken a thoroughgoing revamping our financial and operational structures to ensure the infrastructure is put in place to move us swiftly to financial stability,

I therefore move, be it resolved that:

1) Before we move forward with this discussion we get a legal opinion from John Crigler, in writing, giving his opinion about the parameters for open discussion of the FJC loan

and

2) On January 10, 2019 the PNB have quasi meeting of the whole in either an open or a closed session after we understand Mr. Crigler's explanation of the FJC confidentiality provisions where we are discuss our general financial situation including the requirements on the FJC loan. The Quasi Committee of the Whole will have the same rules that we set the last time we had a Quasi Committee of the Whole.

Director Heerwagen motions:

Motion 1:

WBAI's Motion on Foundation Loans approved by the WBAI LSB at their May 9, 2018 meeting was included on the approved June 7, 2018 Open PNB meeting agenda as item #8.C (times revised).

MOTION re FDN LOANS

Whereas, in March 2018, loans in the amounts of \$500,000 and \$3.7 million were taken by the Pacifica Foundation in order to settle, at \$3.4 million, the lawsuit brought against Pacifica for WBAI transmitter rents, license fees, and related costs, and to pay and/or escrow other Pacifica expenses,

Be it hereby resolved that the WBAI Local Station Board (LSB) requests that the Pacifica National Board (PNB) direct the Executive Director (ED) to prepare and distribute by December 27, 2018, to each Pacifica LSB, with identification of any material that requires confidential treatment:

- The terms and conditions of the loans including collateral, interest, fees, payment dates and amounts
- An itemization of the use of all funds including escrowed amounts
- The lease or terms for 4 Times Square including escalation clauses and fees

As much as possible, we request that signed documents, rather than or in addition to summaries, be provided.

The PNB is further encouraged to have the ED prepare a similar but non-confidential version of the report that can be posted on Foundation sites.

Motion 2:

MOTION: NEXT WBAI LSB MEETING

Whereas, the WBAI Local Station Board (LSB) has set its regular monthly meeting for second Wednesdays, and

Whereas, the LSB has not met since June 13, 2018, with:

- no meeting noticed and no explanation given for July 11
 - no quorum achieved in August 8
 - no meeting noticed for and no explanation given September 12
 - the Chair’s resignation letter was sent at the time the mandated CPB public meeting notice was required for the regular October 10 meeting
 - no meeting noticed and no explanation given for November 14
 - the Vice Chair’s resignation letter was sent 2 days before the mandated CPB public meeting notice was required for the regular December 12 meeting
- and

Whereas, neither of the remaining 2018 board officers has communicated with the board, be it hereby resolved that

The Pacifica National Board authorizes the maker of this motion to arrange and post a meeting of the WBAI LSB on Wednesday, January 9, 2019, the second Wednesday of the month, at which elections will be held for 2019 LSB officers.

Motion 3:

MOTION ON AGENDA-SETTING

For all regular meetings of the Pacifica National Board, there shall be a call for agenda items at least 10 days before each meeting and items submitted by 7 days before the meeting shall appear on the draft agenda which must be provided no fewer than 3 days before the meeting.

This rule shall also apply to each PNB Committee, Working Group or Taskforce, except that Local Station Boards with an established process at the time of the passage of this motion may continue to use their process, subject to review by the PNB upon the request of 4 LSB members. The policy applied by an LSB shall cover its committees, working groups and taskforces.