

**Minutes - Open/Public Session
Pacifica National Board Teleconference Special Meeting
April 4, 2019, 8:30 pm**

Note: All times here are Eastern Time.

1. Preliminary Business

The meeting was called to order at 8:43 pm by the Chair, Nancy Sorden.

Roll was taken by the Secretary, Bill Crosier:

Directors:

P Grace Aaron, KPFK, Listener (vacant), KPFK, Staff	P William Heerwagen, WBAI, Listener
P Garry Boast, Cerebral Radio, Affiliate	P Sabrina Jacobs, KPFA, Staff
P Robin Collier, KCEI, Affiliate	PL DeWayne Lark, KPFT, Listener
P Chris Cory, KPFA, Listener	P Ken Laufer, WBAI, Listener
P Bill Crosier, KPFT, Listener	Tony Leon, WPFW, Staff
A 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
P Jan Goodman, KPFK, Listener	P Carole Travis, KPFA, Listener
	P Tom Voorhees, KPFA, Listener
	P Maskeelah Washington, WPFW, Listener

Others:

P Maxie Jackson III, Executive Director	(vacant), Chief Financial Officer
Otis Maclay, Webmaster, web streamer	P John Tatum, Parliamentarian

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

Quorum was established, with 18 Directors present at roll call.

Crosier moved to excuse all absences of the March 21 and March 8, 2019 meetings, as many Directors had said they would not be able to attend. Sabbagh seconded the motion. The Chair and the Parliamentarian both said the motion was not needed, because neither meeting reached quorum and there was no need to excuse those absences. The chair noted that there were no excused absence requests for this meeting (April 4).

The following people were appointed as timekeepers by the Chair:

For agenda items: Casenave

For individual speakers: Sabbagh

2. Minutes Approval

Travis moved to approve all minutes sent with all necessary corrections, and Sabbagh seconded the motion. This motion refers to minutes of the March 7 and 14, March 21, and March 28, 2019 open PNB sessions. No corrections were submitted. The minutes for those meetings were approved without objection.

3. Election Announcements, Q&A

Casenave objected to not having agenda approval. The Chair said this was a special meeting, thus agenda approval was not needed because meeting topics would only be what was in the call for the meeting. Crosier suggested that the ED e-mail the election updates to the PNB, and Jackson said he would do so.

4. Affiliate Program Status

Collier moved his "Motion on Affiliate Program Status" (see appendix). Crosier seconded. Collier explained that this motion was to replace one previously adopted on Sep. 20, 2018, and was agreeable to our ED, our Affiliates Coordinator, and to NETA.

Sorden moved a substitute, as follows:

The PNB resolves to substitute a motion previously adopted on the Affiliates program passed by the Pacifica National Board on September 20, 2018, the Pacifica National Board approves the proposal submitted to the PNB by our Executive Director on March 22, 2019, attached below, defining our existing Affiliates Program as a Department of the Pacifica National Office and naming it "the Pacifica Affiliates Network."

with the following resolution that takes into account issues not previously considered:

The Board resolves to approve the new proposal with the understanding that Ursula Ruedenburg will be the General Manager of the Department and that she has worked with the Executive Director and NETA to define the structure and authority she needs to manage the Network as defined in the attached proposal. In particular, the PNB affirms the importance of the discrete financial management, accounting and reporting for the Pacifica Affiliates Network as detailed in the attached proposal and the need for it to be implemented now.

As the Department becomes fully operational, we expected it to further evolve and the PNB may take further action to better define the Affiliates Program. In order to proceed with organization of the Department, and with the Fiscal Year already half over, the PNB now approves the Affiliates budget Ursula Ruedenburg attached below as revised in the 3rd tab for April 1, 2019. This is critical, so that the business manager/bookkeeper can be hired now to work with NETA to implement the proposal. Once full financial data for the entire Pacifica Foundation is provided by NETA in May 2019 or later, final revision and approval of the Pacifica Affiliates Network budget may be made.

Reference: The original motion, approved Sep. 20, 2018, and to be replaced with the one below, reads as follows:

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.

Sorden's substitute was approved by a vote of 13 Yes, 0 No, 6 Abstain, as follows:

Yes: Aaron, Boast, Collier, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

No: (none)

Abstain: Casenave, Diaz, Heerwagen, Lark, Sorden, Washington

The substituted motion was approved by a vote of 12 Yes, 3 No, 3 Abstain, as follows:

Yes: Aaron, Boast, Collier, Cory, Crosier, K. Davis, Goodman, Jacobs, Sabbagh, Steinberg, Travis, Voorhees

No: Casenave, Diaz, Lark

Abstain: Heerwagen, Sorden, Washington

5. Bylaws Amendments

Travis moved her Bylaws amendment motion #1 (see Appendix) on Article 5, new section 11, and on Article 8, Section 3. Casenave raised a Point of Order, saying that a proposed amendment cannot be changed after it is posted (for the notice period). The Chair ruled that the POO was not well taken, because the amendment package proposed by Travis and posted online during the notice period contained a statement that different sections could be considered separately, and that Article 17 of the Bylaws do not say whether "you could vote on parts of a block", as long as you "don't take apart a Bylaw" and that Travis' motion does not do that so it is in order. Casenave challenged the ruling of the chair. The Chair's ruling was sustained by a vote of 14 Yes, 2 No, 2 Abstain, as follows:

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

No: Casenave, Diaz

Abstain: Heerwagen, Washington

Travis' Bylaws amendment motion was approved by a vote of 13 Yes, 4 No, 1 Abstain, as follows:

Yes: Aaron, Boast, Collier, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

No: Casenave, Diaz, Heerwagen, Washington

Abstain: Sorden

6. Adjourn:

Aaron moved to adjourn to executive session, and the motion was approved without objection. The meeting was adjourned to executive session at 10:37 pm.

Minutes respectfully submitted by Bill Crosier, Secretary

Appendix A – Agenda

Special PNB Meeting, Public/Open Session

Teleconference Meeting

Thursday, April 4, 2019

Directors:

Grace Aaron, KPFFK, Listener
(vacant), KPFFK, Staff

Garry Boast, Cerebral Radio, Affiliate

Adriana Casenave, KPFT, Listener

Robin Collier, KCEI, Affiliate

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

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

Larry Dankner, interim Chief Financial Officer

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.	Approve Minutes	10 min.
	- March 7 and 14, 2019	
	- March 21, 2019	
	- March 28, 2019	
3.	Election Announcements, Q & A	15 min.
4.	Review Affiliate Program Status (see motion below)	15 min.
5.	Bylaws Amendments	
	- Bylaws motion from Travis (see below)	20 min.
	- other Bylaws amendments	60 min.
5.	Set a draft agenda for the next PNB meeting that seats the 2019 PNB Directors	10 min.
6.	Adjourn to Executive Session	time certain 10:30 pm

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Motion on Affiliate Program Status, from Collier:

To amend a motion previously adopted on the Affiliates program passed by the Pacifica National Board on September 20, 2018, the Pacifica National Board approves the proposal submitted to the PNB by our Executive Director on March 22, 2019, attached below, defining our existing Affiliates Program as a Department of the Pacifica National Office and naming it "the Pacifica Affiliates Network."

The Board approves the proposal with the understanding that Ursula Ruedenburg will be the General Manager of the Department and that she has worked with the Executive Director and NETA to define the structure and authority she needs to manage the Network as defined in the attached proposal. In particular, the PNB affirms the importance of the discrete financial management, accounting and reporting for the Pacifica Affiliates Network as detailed in the attached proposal and the need for it to be implemented now.

As the Department becomes fully operational, we expected it to further evolve and the PNB may take further action to better define the Affiliates Program. In order to proceed with organization of the Department, and with the Fiscal Year already half over, the PNB now approves the Affiliates budget Ursula Ruedenburg attached below as revised in the 3rd tab for April 1, 2019. This is critical, so that the business manager/bookkeeper can be hired now to work with NETA to implement the proposal. Once full financial data for the entire Pacifica Foundation is provided by NETA in May 2019 or later, final revision and approval of the Pacifica Affiliates Network budget may be made.

Reference: The original motion, approved Sep. 20, 2018, and to be replaced with the one below, reads as follows:

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Bylaw Amendment Motion #1, submitted by Carole Travis, Director 4/4/19

I move the acceptance of the two Bylaw provisions below as a package as they are intricately related. I have left the color code in for clarity of what is being moved to be accepted . The green is new and the red is what is eliminated.

Article Five, Board of Directors of the Foundation: Section 11 Executive Committee

A. Executive Committee. The Officers who are Directors plus one Director from each station, and the Executive Director, shall constitute an Executive Committee. The Executive Committee shall have the authority to have monthly meetings, set agendas, and generally stay in touch on a monthly basis with the day to day business of the PNB between meetings, to call Special Meetings, but have no authority to exercise any powers without Board approval. If the Secretary is not a Director, he/she shall attend the meeting to take notes but not participate. If the Treasurer is not Directors, she/he may attend at if called upon, but shall have no vote.

B. Election of the Officers and Executive Committee. At the first meeting of the PNB each year the election of the Officer and Executive Committee offices shall be selected by a majority vote. However, that if there are nominations of more than two people for any position the Board shall choose the positions by majority vote.

D. The Executive Committee shall be responsible to make monthly reports on the National Foundation matters activity should there be any not covered ED or CFO reports.

Article Eight, Other Committees of the Board of Directors, Section 3: Standing Committees

In addition to the LSBs for each of the Foundation's radio stations and the PNB Executive Committee as described in Article Five Section 12 and Article Nine Section 9, the Board of Directors shall also have the following standing committees: ~~a Coordinating Committee, which shall coordinate Board activities between meetings, which committee shall include as members all Foundation officers and at least one Director from each radio station area, but shall not include any non-Director LSB Delegates, provided however that the Coordinating Committee shall not be considered an "executive committee" and shall not exercise any powers of the Board without Board approval;~~ (B) a Governance Committee, which shall regularly review the Foundation's bylaws and policies for governance of Board activities; ~~(- (GA.)~~ a Finance Committee, which shall review and recommend the annual budget for board approval and shall monitor and report Foundation financial activities at least ~~quarterly~~ annually and shall include as members the Chief Financial Officer, a Director from each radio station area and the treasurers of each LSB. (The chair of the Finance Committee shall be a Director who may be referred to as the Board "Treasurer". However, the Board Treasurer shall not be an officer of the Foundation. The Foundation's Chief Financial Officer shall be an employee of the Foundation and shall not be the Board Treasurer. The Board Treasurer shall not represent him/herself to any party as an officer of the Foundation nor may s/he sign documents on behalf of the Foundation requiring the signature of the Chief Financial Officer nor represent him/herself to have any authority to bind the Foundation.); and (B) ~~(D)~~ an Audit Committee, which shall oversee the annual audit of the Foundation's books and shall not include Finance committee members. (C.) A Personnel Committee that operates to do various personnel searches as they are required and mandated by the PNB. The search for the National Election Supervisor shall not be included in their mandate for conflict of interest reasons.