

Minutes - Open/Public Session
Pacifica National Board Teleconference Special Meeting
April 25, 2019, 8:30 pm
Note: All times here are Eastern Time.

1. Preliminary Business

The meeting was called to order at 8:42 pm by the pro-tem Chair, Nancy Sorden.

Roll was taken by the Secretary, Bill Crosier:

Directors:

P Grace Aaron, KPFK, Listener	P Ralph Poynter, WBAI, Listener
P Garry Boast, Cerebral Radio, Affiliate	P Lawrence Reyes, KPFK, Listener
P Robin Collier, KCEI, Affiliate	P Shawn Rhodes, WBAI, Staff
P Chris Cory, KPFA, Listener	P Eileen Rosin, WPFW, Listener
P Bill Crosier, KPFT, Listener	P Mansoor Sabbagh, KPFK, Staff
P Donald Goldmacher, KPFA, Listener	P James Sagurton, WBAI, Listener
P Jan Goodman, KPFK, Listener	P Nancy Sorden, WPFW, Listener
P Sabrina Jacobs, KPFA, Staff	P Alex Steinberg, WBAI, Listener
P Wally James, KPFT, Staff	P Tom Voorhees, KPFA, Listener
PL DeWayne Lark, KPFT, Listener	P Maskeelah Washington, WPFW, Listener
P Adrienne LaViolette, KPFT, Listener	

Others:

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

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

Quorum was established, with 21 Directors present at roll call.

The chair pro tem said that although the notice of this meeting was posted properly 7 days in advance on the Pacifica meetings calendar at kpftx.org, there was no e-mail notification made 7 days in advance. Steinberg raised a Point of Order, saying that posting on the kpftx calendar constituted proper notice, and also that verbal notice of the special meeting (but without the date) was given during the last PNB meeting. The Chair Pro Tem ruled that the notice was insufficient. The the ruling of the chair failed to be sustained, by a vote of 6 Yes, 13 No, 1 Abstain, as follows:

Yes: Boast, Poynter, Reyes, Rosin, Sorden, Washington

No: Collier, Cory, Crosier, Goldmacher, Goodman, Jacobs, James, LaViolette, Rhodes, Sabbagh, Sagurton, Steinberg, Voorhees

Abstain: Aaron

The following people were appointed as timekeepers by the Chair:

For agenda items and individual speakers: Sabbagh

2. Bylaws amendments

Crosier moved to remove the limit of two Bylaws amendment ballots for 2019, in accordance with the Bylaws (see Appendix A). Sabbagh seconded. Washington moved to amend by saying the number of ballots for 2019 should be limited to three, and Reyes seconded. Washington's amendment failed by a vote of 3 Yes, 15 No, 3 Abstain, as follows:

Yes: Lark, Reyes, Washington

No: Aaron, Boast, Collier, Cory, Crosier, Goldmacher, Goodman, Jacobs, James, LaViolette, Poynter, Rhodes, Sabbagh, Sagurton, Voorhees

Abstain: Rosin, Sorden, Steinberg

Crosier's original motion was approved by a vote of 15 Yes, 4 No, 2 Abstain, as follows:

Yes: Aaron, Boast, Collier, Cory, Crosier, Goldmacher, Goodman, Jacobs, James, LaViolette, Rhodes, Sabbagh, Sagurton, Steinberg, Voorhees

No: Lark, Poynter, Reyes, Washington

Abstain: Rosin, Sorden

Crosier moves approval of amendments 1 ("End use of membership waivers") and 2 ("Delegates defined") of the Dec. 2018 set of proposed Bylaws amendments (at pacific.org/documents/bylaws_181210/bylaws_amendments_181210.pdf). Aaron seconded. Crosier moved to divide, LaViolette seconded. The motion to divide was approved without objection.

Reyes moved to table amendment 1, and Washington seconded. The Parliamentarian corrected him to say this was a motion to postpone until the next meeting. The motion to postpone failed by a vote of 7 Yes, 13 No, 1 Abstain, as follows:

Yes: Boast, Lark, Poynter, Reyes, Rosin, Steinberg, Washington

No: Aaron, Collier, Cory, Crosier, Goldmacher, Goodman, Jacobs, James, LaViolette, Rhodes, Sabbagh, Sagurton, Voorhees

Abstain: Sorden

The motion to approve Bylaws amendment #1 was approved by a vote of 12 Yes, 8 No, 0 Abstain, as follows:

Yes: Aaron, Collier, Crosier, Goldmacher, Goodman, Jacobs, James, LaViolette, Rhodes, Sabbagh, Sagurton, Voorhees

No: Boast, Cory, Lark, Poynter, Reyes, Rosin, Steinberg, Washington

Abstain: (none)

Sagurton moved to extend time for this item by 10 minutes. The motion to extend failed by a vote of 9 Yes, 8 No, 4 Abstain (did not get 2/3), as follows:

Yes: Boast, Cory, Goodman, Jacobs, James, Poynter, Reyes, Sabbagh, Sorden

No: Aaron, Collier, Lark, Rhodes, Rosin, Sagurton, Steinberg, Washington

Abstain: Crosier, Goldmacher, LaViolette, Voorhees

Bylaws amendment #2 was approved by a vote of 13 Yes, 5 No, 3 Abstain, as follows:

Yes: Aaron, Boast, Collier, Cory, Crosier, Goldmacher, Goodman, Jacobs, James, Rhodes, Sabbagh, Sagurton, Voorhees

No: Lark, Poynter, Reyes, Rosin, Washington

Abstain: LaViolette, Sorden, Steinberg

3. Ad hoc committees

Steinberg moved to re-authorize the Strategic Planning Committee, with some changes (see motion in Appendix). Poynter moved to amend, by putting both affiliate representative Directors on the committee, and Aaron seconded. The amendment was approved by a vote of 16 Yes, 1 No, 4 Abstain, as follows:

Yes: Aaron, Boast, Cory, Crosier, Goldmacher, Goodman, Jacobs, James, Lark, LaViolette, Poynter, Reyes, Rosin, Sabbagh, Sagurton, Voorhees

No: Steinberg

Abstain: Collier, Rhodes, Sorden, Washington

Steinberg's motion, as amended, was approved by a vote of 17 Yes, 1 No, 3 Abstain, as follows:

Yes: Aaron, Boast, Collier, Cory, Crosier, Goldmacher, Goodman, Jacobs, James, LaViolette, Poynter, Reyes, Rosin, Sabbagh, Sagurton, Steinberg, Voorhees
No: Washington
Abstain: Lark, Rhodes, Sorden

5. Adjourn

Aaron moved to adjourn. (no second)

Goldmacher moved to extend time (no second)

Lark raised a Point of Order, that it was midnight ET, so we should adjourn.

The Chair adjourned the meeting at 12:01 am.

Minutes respectfully submitted by Bill Crosier, Secretary

Appendix A – Agenda

Special PNB Meeting, Public/Open Session Teleconference Meeting Thursday, April 25, 2019

Directors:

Grace Aaron, KPFK, Listener	Ralph Poynter, WBAI, Listener
Garry Boast, Cerebral Radio, Affiliate	Lawrence Reyes, KPFK, Listener
Robin Collier, KCEI, Affiliate	Shawn Rhodes, WBAI, Staff
Chris Cory, KPFA, Listener	Eileen Rosin, WPFW, Listener
Bill Crosier, KPFT, Listener	Mansoor Sabbagh, KPFK, Staff
Donald Goldmacher, KPFA, Listener	James Sagurton, WBAI, Listener
Jan Goodman, KPFK, Listener	Nancy Sorden, WPFW, Listener
Sabrina Jacobs, KPFA, Staff	Alex Steinberg, WBAI, Listener
Wally James, KPFT, Staff	Tom Voorhees, KPFA, Listener
DeWayne Lark, KPFT, Listener	Maskeelah Washington, WPFW, Listener
Adrienne LaViolette, KPFT, Listener	

Others:

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

Item #	Description	Time
1.	Preliminary items	10 min.
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	
2.	Bylaws amendments	60 min.
	See pacificafirst.org/documents/bylaws_181210/bylaws_amendments_181210.pdf and pacificafirst.org/documents/bylaws_190127/Pacificafirst_Bylaw_Changes_Jan2019.pdf	
3.	Ad hoc committees	20 min.
4.	Audit and financial reports	30 min.
5.	Adjourn to executive session to discuss confidential personnel matters	10 min.

Motion from the Personnel Committee:

Whereas the Pacifica Bylaws and the Contract between Pacifica and the Executive Director requires that the PNB Evaluate the Executive Director at this time

The PNB therefore delegates to the PNB Personnel Committee the tasks of expeditiously creating and carrying out a protocol for evaluating the Executive director. More Specifically the PNB requests that the Personnel Committee

1. Create an evaluation survey form and protocol for evaluating the Executive Director.
2. Send out and receive back the survey form.

3. Preliminarily analyzing the results of the survey.

Submitting the Preliminary Analysis of the Survey back to the PNB.

Motion on Strategic Planning Ad Hoc Committee, from Steinberg:

Background:

This was the original motion that created the Strategic Planning Committee in Feb. 2018:

Be it resolved therefore that a Strategic Planning Committee be formed consisting of the following membership:

1. The Executive Director of Pacifica
2. The Chief Financial Officer of Pacifica
3. The Officers of the Pacifica National Board
4. One Director from each listening area to be selected by an IRV election
5. One Affiliate Director to be selected by an IRV election

The mandate of this committee is to propose to the PNB the implementation of a financial recovery plan to address both the short term and long term requirements of the Pacifica Foundation. As such this committee is charged with the responsibility to consider all options for raising funds and/or liquidating assets as well as restructuring the business model of Pacifica. The Committee may be authorized to engage experts in the field of strategic planning and recovery in order to assist them in their deliberations.

Nominations to open positions on the Strategic Planning Committee and elections to the committee shall be conducted by email in accordance with the provisions of other elections to Committees of the PNB. The nomination period shall open on Feb 16 and close on Feb 18. Election ballots shall be mailed out on Feb 19 and shall be due on Feb 22. The final composition of the committee shall be announced on Feb 25 and the Chair of the PNB shall convene its first meeting after that date.

I wish to reintroduce this motion with the following amended language (in red)

Motion for the Open Session Agenda:

In order to address the short term and long term problems involved in the restructuring of the Pacifica Foundation as a viable and sustainable concern, the Pacifica National Board authorizes the formation of an ad hoc Strategic Planning Committee to advise the PNB on strategic decisions that must be implemented in the coming period.

Be it resolved therefore that a Strategic Planning Committee be formed consisting of the following membership:

1. The Executive Director of Pacifica
2. The Chief Financial Officer of Pacifica if a CFO is active.
3. The Officers of the Pacifica National Board - The Chair, Vice Chair and Secretary provided the Secretary is a voting member of the PNB.
4. One Director from each listening area to be selected by an IRV election
5. One Affiliate Director to be selected by an IRV election

The mandate of this committee is to propose to the PNB the implementation of a comprehensive recovery plan to address both the short term and long term requirements of the Pacifica Foundation. As such this committee is charged with the responsibility to consider all options for raising funds and/

or liquidating assets as well as restructuring the business model of Pacifica. The Committee shall adopt a wholistic approach that includes how programming, governance, technology and Purpose impact on finances. The Committee is authorized to engage experts in the field of strategic planning and recovery in order to assist them in their deliberations.

Motion on Location and Staffing of the Pacifica National Office, by Steinberg

Whereas Article 12 of the Pacifica bylaws requires a National Office to be located in California, where it states,

"The Foundation shall keep at its principal office in the State of California:

A. MINUTES

Minutes of all meetings of the Board of Directors, LSBs, of committees of the Board and LSBs and, if held, of Members, indicating the time and place of the holding of such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; as well as all waivers of notice and consents to holding of Board or LSB meetings, notices and statements regarding closed meetings, approval of board minutes and written consents to Board action without a meeting. Minutes of closed meetings must be put under seal.

B. BOOKS AND RECORDS

Adequate and correct books and records of account.

C. MEMBERSHIP RECORD

A record of its Members indicating their names, addresses, class of membership, the radio station s/he is affiliated with and the termination date of any membership.

D. ARTICLES AND BYLAW

A copy of the Foundation's Articles of Incorporation and Bylaws, as amended from time to time, which shall be open to inspection by the Members of the Foundation at all reasonable times during office hours or available upon written request.

E. TAX RECORDS

A copy of the Foundation's annual information return on IRS Form 990 for each of the preceding 3 years and a copy of the Foundation's approved application for recognition of exemption."

And whereas the failure to have a National Office staffed by an Office Manager exposes Pacifica to possible legal and financial problems,

And whereas the Pacifica station in Berkeley, KPFA, has a space they can make available for the Pacifica National Office and KPFA management has graciously agreed to house the National Office there;

Be it resolved that a National Office shall immediately be located in the available space in the KPFA building and that a part time Office Manager be hired to manage its affairs.

Motion to remove two Bylaws amendment "ballots" limit for 2019, by Crosier

Whereas, our Bylaws (Art. 17, Sec. 1B(1)) states "Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of two ballots per calendar year related to the amendment of the Foundation's Bylaws, which annual voting period shall be determined by the Board...", and

Whereas, there has been confusion over whether Bylaws amendments proposed by 2018 PNB Directors, in Dec. 2018 and Jan. 2019, should be counted towards the two ballots limit for 2018 or 2019, even though the PNB did not vote on any amendments for over two years, and also whether amendments voted on by the PNB during two meetings in April count as one or two (as the Delegates are likely to vote on them together), and

Whereas, a number of Directors have asked that some of the other proposed amendments be revised and re-submitted this year because additional amendments are needed, therefore

Be it resolved, that the Pacifica National Board hereby removes the "two ballots per calendar year related to the amendment of the Foundation's Bylaws" restriction for calendar year 2019.