

**Minutes - Open/Public Session  
Pacifica National Board Teleconference Regular Meeting  
May 9, 2019, 8:30 pm**

**Note: All times here are Eastern Time.**

**1. Preliminary Business**

The meeting was called to order at 9:56 pm by the Chair, Grace Aaron.

Roll was taken by the Secretary, Bill Crosier:

**Directors:**

P Grace Aaron, KPFF, Listener

EA Garry Boast, Cerebral Radio, Affiliate

P Robin Collier, KCEI, Affiliate

P Chris Cory, KPFA, Listener

P Bill Crosier, KPFT, Listener

P Donald Goldmacher, KPFA, Listener

EA Jan Goodman, KPFF, Listener

P Sabrina Jacobs, KPFA, Staff

PL Wally James, KPFT, Staff

A DeWayne Lark, KPFT, Listener

P Adrienne LaViolette, KPFT, Listener

P Ralph Poynter, WBAI, Listener

P Lawrence Reyes, KPFF, Listener

P Shawn Rhodes, WBAI, Staff

P Eileen Rosin, WPFW, Listener

P Mansoor Sabbagh, KPFF, Staff

P James Sagurton, WBAI, Listener

P Nancy Sorden, WPFW, Listener

PL Alex Steinberg, WBAI, Listener

EA Tom Voorhees, KPFA, Listener

P Maskeelah Washington, WPFW, Listener

**Others:**

Maxie Jackson III, Executive Director

John Tatum, Parliamentarian

Otis Maclay, Webmaster, web streamer

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

Quorum was established, with 17 Directors present at roll call.

The Secretary read the report-out from the Executive Session that was held just before this open session.

Absences of Goodman, Voorhees, and Boast were approved without objection.

The following people were appointed as timekeepers by the Chair:

For agenda items: Jacobs

For individual speakers: LaViolette

**2. Agenda Approval**

Crosier moved to approve the draft agenda, and LaViolette seconded the motion.

Reyes moved to amend by adding the following motion to the agenda: "Table voting on By-Law Amendments till Public Notice is provided to the Listeners of all Pacifica Network Radio listeners and till all LSB's hence vote on these By-Law amendments after appropriate notice is served." Washington seconded. The motion was not approved, by a vote of 4 Yes, 9 No, 5 Abstain, as follows:

Yes: Reyes, Rosin, Sorden, Washington

No: Collier, Cory, Crosier, Goldmacher, Jacobs, James, LaViolette, Sabbagh, Steinberg

Abstain: Aaron, Goodman, Poynter, Rhodes, Sagurton

As there were questions about how many on-air announcements were made at which stations during the notice period for the proposed amendments, the Chair stated that this issue will be researched.

The agenda was approved without objection.

### **3. Approval of Minutes**

The Chair asked if there were any corrections or objections to the April 4 and April 11, 2019 draft open session minutes. There were none, so the minutes for both meetings were approved.

### **4. Committee Reports and Motions**

Jacobs presented the Personnel Committee Motion on ED Evaluation. Sagurton moved to amend, by inserting the word "to" before the word "design" in the first Therefore clause. This amendment was approved without objection. The amended motion was approved by a vote of 16 Yes, 0 No, 2 Abstain, as follows:

Yes: Boast, Collier, Cory, Crosier, Goldmacher, Goodman, Jacobs, James, LaViolette, Poynter, Reyes, Rhodes, Rosin, Sabbagh, Sagurton, Steinberg, Washington

No: (none)

Abstain: Aaron, Sorden

### **5. Executive Director Report**

Jackson gave an ED Report and answered questions.

### **6. Other motions**

Steinberg made his motion on Location and Staffing of Pacifica National Office (see Appendix). Jackson also described a similar motion he had offered. Crosier moved to refer both motions to the Strategic Planning Committee, especially so they could consider what work needed to be done in the National Office, as that would affect who might be hired to staff the N.O. Steinberg seconded the motion to refer to committee. The motion to refer was approved by a vote of 9 Yes, 8 No, 1 Abstain, as follows:

Yes: Aaron, Collier, Crosier, Goldmacher, Jacobs, James, Rhodes, Sagurton, Steinberg

No: Goodman, LaViolette, Poynter, Reyes, Rosin, Sabbagh, Sorden, Washington

Abstain: Cory

Aaron moved that the Governance Committee help to convene the other committees that have not yet convened. The motion was approved without objection. Crosier reminded all Directors to help make sure their LSBs submit the names and contact information for each person elected from their LSB for committees, to Otis Maclay, so that he can set them up to get meeting notifications.

Aaron asked if there were objections to scheduling a special PNB meeting in two weeks, on May 23, such that any Director could submit agenda topics for that meeting by May 16. There were no objections so this was approved.

Sorden moved to extend time by 5 minutes. Goodman seconded. The motion to extend was approved without objection. Sorden moved to change the July regular PNB meeting date to July 11, so as to avoid the Independence Day holiday, but to keep the first Thursday of following months of this year as regular meeting dates. The motion was approved without objection.

**7. Adjourn:** The meeting was adjourned at 12:04 am.

Minutes respectfully submitted by Bill Crosier, Secretary

**Appendix A – Agenda**

**Regular PNB Meeting, Public/Open Session  
Teleconference Meeting  
Thursday, May 9, 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	

<b>Item # Description</b>	<b>Time</b>
<b>1. Preliminary items</b>	10 min.
A. Call to Order	
B. Roll Call	
C. Excused Absences	
D. Identify Timekeepers	
<b>2. Agenda Approval</b>	10 min.
<b>3. Approval of Minutes – open/public sessions</b>	10 min.
<b>4. Committees and Task Forces – reports and motions</b>	40 min. total, maximum
- Personnel Committee, including motion on ED evaluation	10 min.
- Other committees	10 min. each, max.
<b>5. Executive Director Report, Q&amp;A</b>	20 min.
<b>6. Other motions</b>	
- Motion on Location and Staffing of Pacifica National Office	15 min.

**Adjourn**

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**Personnel Committee Motion on ED Evaluation**

Whereas, it is necessary to move forward with the initial performance evaluation of Pacifica ED, Maxie Jackson III,

and Whereas, it is most fair to Mr. Jackson and to the Foundation to conduct this evaluation thoroughly and rapidly,

Therefore, the PNB gives the Personnel Committee the authority design and conduct an evaluation procedure.

Further, this procedure will include a survey using Survey Monkey at the cost of up to \$400 for that service.

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### **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.