

**Minutes - Open/Public Session
Pacifica National Board Teleconference Special Meeting
May 23, 2019, 8:30 pm**

Note: All times here are Eastern Time.

1. Preliminary Business

The meeting was called to order at 8:36 pm by the Chair, Grace Aaron.

Roll was taken by the Secretary, Bill Crosier:

Directors:

P Grace Aaron, KPFFK, Listener	EA Ralph Poynter, WBAI, Listener
A Garry Boast, Cerebral Radio, Affiliate	P Lawrence Reyes, KPFFK, 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	PL Mansoor Sabbagh, KPFFK, Staff
PL Donald Goldmacher, KPFA, Listener	A James Sagurton, WBAI, Listener
A Jan Goodman, KPFFK, Listener	A Nancy Sorden, WPFW, Listener
P Sabrina Jacobs, KPFA, Staff	P Alex Steinberg, WBAI, Listener
PL Wally James, KPFT, Staff	EA 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
Otis Maclay, Webmaster, web streamer	

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

Quorum was established, with 11 Directors present at roll call.

Aaron moved to excuse absences of Voorhees, Poynter, and Goldmacher. There were no objections, so those absences were approved.

The following people were appointed as timekeepers by the Chair:

 For agenda items: Collier

 For individual speakers: LaViolette

2. Minutes Approval

Hearing no objections to approving the draft minutes for the April 25, 2019 open session, they were approved.

3. Pacifica National Office staffing, responsibilities, and move

Steinberg presented the motion from the Strategic Planning Committee on relocation of the National Office (see Appendix). There were no objections to approving the motion, but Reyes requested a roll call vote. The motion was approved by a vote of 8 Yes, 0 No, 5 Abstain, as follows:

Yes: Collier, Crosier, Goldmacher, Jacobs, LaViolette, Rhodes, Rosin, Steinberg

No: (none)

Abstain: Aaron, Cory, Lark, Reyes, Washington

4. Financial updates

Aaron read a financial summary provided by Tamra Swiderski of NETA. Jackson said some adjustments would be made to the summary, and he answered questions.

LaViolette moved to extend time for this item by 10 minutes, Crosier seconded, and the motion to extend was approved without objection.

Crosier gave notice to rescind and revise the policy on getting legal opinions.

5. Executive Director Report, Q&A

Jackson gave an ED report, which he also had sent in writing to the PNB, and mentioned the NES report on the Delegate elections which was also sent to the PNB. Discussion included the Delegate elections and refinancing the \$3.2 million loan.

Lark moved to extend time for this item by 5 minutes, Reyes seconded, and the motion to extend was approved without objection.

Reyes moved to extend time for this item by 2 minutes, Lark seconded, and the motion to extend was approved without objection.

6. Committees and Task Forces

No committee or Task Force reports were given. Crosier asked for help getting LSB chairs and secretaries to send all of the LSB-elected committee member names and contact information to Otis Maclay for input to the kpftx system.

7. Adjourn to Executive Session

The meeting was adjourned to Executive Session at 8:53 pm.

Minutes respectfully submitted by Bill Crosier, Secretary

Appendix A – Agenda

Special PNB Meeting, Public/Open Session Teleconference Meeting Thursday, May 23, 2019

Directors:

Grace Aaron, KPFFK, Listener	Ralph Poynter, WBAI, Listener
Garry Boast, Cerebral Radio, Affiliate	Lawrence Reyes, KPFFK, Listener
Robin Collier, KCEI, Affiliate	Shawn Rhodes, WBAI, Staff
Chris Cory, KPFA, Listener	Eileen Rosin, WPFW, Listener
Bill Crosier, KPFT, Listener	Mansoor Sabbagh, KPFFK, Staff
Donald Goldmacher, KPFA, Listener	James Sagurton, WBAI, Listener
Jan Goodman, KPFFK, 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.	Approval of Minutes	10 min.
	- for April 25 open/public session	
3.	Pacifica National Office staffing, responsibilities, and move	10 min.
	- including motion on relocation of National Office, below	
4.	Financial updates	15 min.
	- Financial update summary from NETA	
	- Expenses for repeated legal opinions on the same subject re: KFPT LSB	
5.	Executive Director Report, Q&A	20 min.
	- including summary of update on litigation from general legal counsel	
6.	Committees and Task Forces – reports and motions	max 10 minutes/committee, 40 min. total
7.	Adjourn to Executive Session	time certain 10 pm ET

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Strategic Planning Committee Motion on Relocation of National Office, approved May 20, 2019:

Whereas Article 12 of the Pacifica bylaws requires a National Office to be located in California, to wit;

"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 hiring of a part time temporary person is authorized, in coordination with using KPFA personnel, to ensure that daily functions (including handling mail, looking up information, and handling legal summons) be handled promptly and professionally, and that the Executive Director keep the Strategic Planning Committee and PNB updated on arrangements for this.