

Approved Minutes
Special PNB Meeting, Public/Open Session
Teleconference Meeting
Sunday, Oct. 20, 2019, 8:30 pm ET
(Approved on Nov. 7, 2019)
(The posting of this meeting is copied at the end of this agenda)

(Technical difficulties made it impossible to stream the meeting until the meeting was almost over)

Alex Steinberg, Chair Pro Tem, calls the meeting to order at 9:04 pm.

Grace Aaron, Secretary Pro Tem takes the roll. Quorum is achieved as twelve Directors are present:

Directors:

Grace Aaron, KPFK, Listener
DeWayne Lark, KPFT, Listener
Martha Peterson, WPFW, Listener
Ron Pinchback, WPFW, Staff
Ralph Poynter, WBAI, Listener
Lawrence Reyes, KPFK, Listener
Shawn Rhodes, WBAI, Staff
Eileen Rosin, WPFW, Listener
James Sagurton, WBAI, Listener
Nancy Sorden, WPFW, Listener
Alex Steinberg, WBAI, Listener
Tom Voorhees, KPFA, Listener

Others:

John Tatum, Parliamentarian

Item # Description

1. Preliminary items

- A. Call to Order 9:04 pm
- B. Roll Call
- C. Elect a Chair Pro Tem - Alex Steinberg elected Chair Pro Tem by acclamation 9:08 pm
- D. Elect a Secretary Pro Tem - Grace Aaron elected Secretary Pro Tem by acclamation
- E. Elect a Vice Chair Pro Tem – Dewayne Lark elected Vice Chair Pro Tem by acclamation
- F. Excused Absences - All requests for excused absences are accepted without objection
- G. Identify Timekeepers – Eileen Rosin for individuals, Grace Aaron for agenda items
- H. Read Aloud Report Out from Closed Session of Oct. 20, 2019 (See Appendix) 9:18 pm

2. Agenda Approval – *approved without objection*

3. Committee Reports:

Personnel Committee Motion and Alex Steinberg’s Substitute Motion

Alex Steinberg’s Substitute Motion passes without objection, becomes the main motion and also passes without objection. 6:32 pm

4. On air Candidate Forums and the Playing of Candidate Cards – Lawrence Reyes

Grace Aaron moves to postpone this motion to the next meeting scheduled for Thursday, Oct. 24, 2019. *Motion to postpone is approved without objection. 6:42 pm*

5. Motion on extending the WBAI election -- Ralph Poynter

Passes without objection.

6. Motion on Reinstating Staff Delegates on the KPFT LSB – Dewayne Lark

Dewayne Lark amends the resolution portion of his own motion to read:

Therefore, be it resolved that all 4 of those Staff Delegates (Robert Gartner, Wendy Schroell, Joseph Davis and Venicia Patel) be immediately restored to the KPFT LSB.

Further, as it is unclear what the rationale, facts and process was in the removal of Wendy Schroell, Joseph Davis, Venicia Patel and Robert Gartner, KPFT Staff Delegates, we request full documentation about the process leading up to their removal by Matthew Moore, KPFT Chair and anyone else who cares to comment about this process. Minutes and other documentation should be included. This information must be provided to the PNB on or before October 31, 2019 at 5 pm.

Submitted by Dewayne Lark (*amendment passes without objection and amended motion also passes without objection*)

(complete original motion in Appendix)

7. Motion on Opening Nominations for the Pacifica National Board Affiliates Election -- Grace Aaron

Motion is amended to delete parts that are no longer relevant.

Here is the amended motion:

MOTION: Affiliate Director Election

As the Pacifica Bylaws state that an election for 2 Affiliate Director seats on the PNB shall be concluded in December and as the nomination period for Affiliate Director candidates ends on November 15th per the Bylaws,

Therefore, be it resolved that the Pacifica National Board officially opens up the nomination period tonight candidates for the 2 Affiliate Director seats on the Pacifica National Board.

Further, be it resolved that the PNB directs the iED to ensure that a notice be placed on the Pacifica website about the nomination period and the upcoming Affiliate Director election.

Further, be it resolved that the PNB also directs the iED to instruct Ursula Rudenberg, Affiliate Program Director, to alert all Pacifica Affiliates of the opening of this nomination period within one week either by email, written communication or by phone.

The pertinent section of the Pacifica Bylaws follows:
(See Appendix for complete original motion)

Amendment passes without objection and then the motion itself passes without objection. 10:29 pm

8. Whistleblower Policy – Alex Steinberg

Passes without objection. 10:34 pm

(The meeting finally goes on the stream at about this point.)

9. MOTION: Improper Procedure in Removal of a Director – Tom Voorhees
Passes without objection. 10:42 pm

10. MOTION: The PNB directs the iCFO to give top priority to the payment of NETA and the Auditor, Rogers & Company. If funds are not immediately available, the PNB requests an itemized list of specific revenues and expenses paid by unit as of September and October to date as soon as possible. In other words, detailed general ledger expenses and revenue. The PNB also requests a projection as to when funds will become available to make these payments. – Nancy Sorden

Motion passes without objection. 10:49 pm

As the meeting is now on the stream, the Chair Pro Tem, Alex Steinberg, reads the report out from the earlier Closed Session for the public on the live stream.

11. Adjourn 10:56 pm.

APPENDIX – Report Out from Closed Session and original motions on the agenda for this meeting in their unamended form. minutes. The notice of this meeting is cut and pasted at the end of the appendix.

Report out for Oct 20, 2019 closed PNB meeting – Nancy Sorden

On Oct 20, 2019, the Pacifica National Board met in closed session and voted to ratify the motions from the Oct 13, 2019 closed session to rescind the motion introduced by Director Bill Crosier on Oct 12, 2019 reproduced below (1); and the Board voted on the restoration of WBAI as per the motion reproduced below (2); and discussed other personnel and legal issues; and removed the Vice Chair and the Secretary of the Pacifica National Board; and elected protem officers for Chair, Vice-Chair, and Secretary. In addition, on Oct 20, 2019, the Pacifica National Board voted to remove Ford Greene as Pacifica Foundation's General Counsel.

1) Recinded Motion

Motion to Affirm Actions Needed to Save Pacifica, by Crosier

Whereas, **WBAI has been having very serious financial problems**, including:

- * a serious decline in fund drive pledges, dropping from over \$25,000/day to only \$7400/day in FY2019, with a fulfillment rate of only 75% in FY2019 (all per figures provided by WBAI's GM), and this listener support would have to increase by a factor of 2-3 times its current intake to cover all of WBAI's financial obligations

- * even with 140 days of fund drive/year, the station has not been generating enough revenue to pay for its own payroll and benefits in recent months, and has had to call on Pacifica's National Office, that is the four other stations and the Affiliates program, to cover WBAI's payroll and employee health insurance - over and over again, and

Whereas, **WBAI's lack of adequate funds to pay employees have created severe problems for Pacifica:**

- * the monthly payroll and benefits for WBAI are in excess of \$60K/month
- * neither WBAI nor the Pacifica Foundation has the funds to continue paying WBAI staff
- * employers are legally prohibited from keeping employees when there are not adequate funds to pay them
- * the Pacifica employee handbook requires that when there are insufficient funds for payroll, personnel must be laid off
- * neither board resolutions nor lawsuits will generate more money to pay employees or for other services WBAI has violated a number of very important financial policies approved by the PNB, including (1) violating the hiring freeze by hiring additional staff without approval of the ED and CFO, and (2) failing to prioritize payroll, employee health insurance premiums, and Central Service payments above all other expenses, and

Whereas, all five Pacifica stations are supposed to pay, each month, a percentage of their listener support revenue to the National Office to **pay for national accounting services, audits, HR, salaries of the ED, CFO, technical and other support staff -- the totality of which is called "Central Services"**, but:

- * WBAI paid into the National Office/Central Services only one month in Fiscal Year 2019, that just ended, leaving a shortfall of \$185K in CS payments for FY2019 (per figures supplied by our iCFO to the Finance Committee)
- * The overall intercompany payables due to all Pacifica units by WBAI had accumulated to \$4.87 million by the end of FY2018 (per figures supplied by our iCFO to the NFC) (note this is separate from external debt so does not include any amounts owed for tower rent or the big loan that refinanced that)
- * Pacifica's National Office has had to use Central Services funds (paid by other stations) that are needed for services that are essential for all of Pacifica (including accounting, payroll processing, audits, pension administration, legal, engineering, and NO staff) at least 8 times in FY2019 to instead cover net shortfalls of \$146K in WBAI payroll, and \$40K for employee health insurance
- * The other stations are not generating sufficient income to be able to continue paying for WBAI's employees, and in fact the Foundation as a whole has insufficient income to continue paying for WBAI's payroll; in addition to its other obligations including, for instance: the insurance which is required by the terms of the "big loan" which is presently outstanding and which can be called if we don't pay our insurance
- * WBAI's lack of payments for Central Services, and draining CS funds from other stations, and failure to pay the Pacifica Radio Archives, to cover WBAI's shortfalls in payroll, may prevent the staff of the Pacifica Radio Archives from being paid this month and result in their having to suspend operations
- * The failure to pay the Pacifica Radio Archives (PRA) (which has generated over \$4 million in listener donations to Pacifica during the last four years for premiums they've supplied) will have a disastrous effects on the Pacifica network in general, and fundraising in particular

* Pacifica's interim Chief Financial Officer has projected that we'll have a deficit of over \$1 million for FY2020 (that just started), if things are not changed, meaning there will not be any spare cash to fund WBAI's deficiencies, and

Whereas, WBAI is behind on other financial obligations, including:

- * two months behind on required payments for its tower rent, and this threatens cutoff of transmitter operations and WBAI's license
- * also behind on payments to its call center used for fund drives and owes unknown amounts to other companies/vendors
- * owes fund drive thank-you gifts to approximately 1000 donors from past fund drives
- * most of the bequest from NY this year had to go to cover debt that had not been paid because of WBAI's previous serious deficiencies in Central Services payment, and

Whereas, the above has resulted in **Pacifica falling further behind on payments due to essential service providers**(\$143,170 as of Oct. 9, 2019), including \$59,238 due to NETA (that handles accounting and Human Resources, plus collects and processes financial information that our auditor needs), and:

- * the National Office bank account has only about \$2K in it as of Oct. 9, 2019, and will not be able to fund WBAI payroll at the end of this week
- * WBAI's bank accounts have a total of only \$33,249.27 in them as of Oct. 10, 2019, but one of them is locked due to a lien, and all that is not enough to cover other overdue obligations such as tower rent, without even considering payroll

Whereas, **NETA has given notice to Pacifica that it can no longer work without being paid** and will terminate services by the end of October if Pacifica doesn't act in some way to show that it will have sufficient cash to be able to pay for NETA's service in the future, and

Whereas, that **if we lose NETA because of the backlog of unpaid bills, then we won't be able to get our audits done, we will lose our tax exemption and our ability to get grants**, and then it's just a matter of time before we **lose our licenses** for stations below 92 MHz, and

Whereas, **the above would quickly lead to the economic collapse of the Pacifica Foundation**, and

Whereas, **the fiduciary responsibilities of Board members include placing the financial health of the Foundation above any personal loyalties**, and

Whereas, **allowing the Foundation to lose accounting, audit, HR, and other essential services in order to keep WBAI staff on payroll would be an severe abrogation of those very important responsibilities** and would expose Directors opposing actions needed to save the Foundation to personal liability, and

Whereas, **the plan being implemented by Pacifica will allow WBAI to stay on the air, while it is rebuilt** to ensure it does not keep running large deficits each year. and until it can again have locally produced programs, therefore

Be it Resolved that the Pacifica National Board affirms the actions needed to save the Pacifica Foundation from economic and legal disaster, including:

1. The PNB ratifies interim Executive Director John Vernile's actions at WBAI, including:
 - * removing the General Manager of WBAI
 - * laying off staff at WBAI and suspending local operations temporarily
 - * keeping WBAI on the air with programming from other stations until WBAI can be rebuilt with local staff and programming in a manner that is financially sustainable

2. Keeping the licenses of all Pacifica stations, and not swapping nor selling any station.

2) Motion on the restoration of WBAI

MOTION to Restore WBAI - from Alex Steinberg, James Sagurton, Shawn Rhodes, Tom Voorhees, Grace Aaron and Lawrence Reyes

Due to the severe financial stress being placed on Pacifica because of loss of revenue from the interruption of the WBAI fall fund drive on the one hand, and the unusual severance, legal, and administrative costs incurred by the closing of the WBAI studios and operations on the other, be it resolved:

- 1) That WBAI be immediately restored to its fully functional state as it was prior to Oct. 5, 2019;
- 2) That all funds, equipment, files, computer access, the ENDEC required for emergency broadcasting by the FCC, studio to transmitter link, website and email access, bank accounts and credit card access, and any other actions or materials needed to restore WBAI to its previous condition be restored or returned, as the case may be, immediately.
- 3) That all actions and plans for WBAI and our other stations be provided by an iED to the full PNB for review and approval, prior to their execution;
- 4) That financial reports be submitted to the full PNB by the iCFO as soon as possible after the relevant period close. The iCFO should devise a set of reports that includes monthly P&L statements, quarterly balance sheets and cash flow, cash flow projections by quarter if not by month, plus any additional analytical reports that the PNB and management would find helpful for planning purposes; and
- 5) That a plan be drawn up for reducing expenses by the PNB with the participation of the iCFO and presented to the PNB in writing before the next regular PNB meeting (scheduled for November 7, 2019).

(end of Report Out)

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Personnel Committee Motion, approved by committee Sep. 3, 2019:

The Personnel Committee moves that the PNB have Livingston & Associates conduct the ED search using the same language as the previous search. Advertising to be done in appropriate outlets for 7 days. Application period to close 10 days after the 7th day of advertising. Upon the close of submissions, Livingston & Associates will review the applications and send finalists to the Personnel Committee, along with all other applications for review. The PNB invites John Vernile to apply for the Permanent ED position.

Motivation:

The Personnel Committee strongly feels that the Search should be expedited in this fashion in order to regain the Stability that a Permanent Executive Director will provide.

John Vernile was hired as an interim with the idea that the PNB would thereafter be looking for a Permanent Executive Director and this motion follows this directive.

Substitute motion re: Search for Permanent Executive Director -- by Alex Steinberg:

Be it resolved that the PNB have Livingston & Associates conduct the ED search using the same language as the previous search. Livingston and Associates should conduct the search in accordance with their standard procedures and timeline.

Motivation: It is highly inappropriate to ask a professional search organization like Livingston and Associates to conduct an abbreviated search. It would be perceived as an attempt to bypass an objective search process in order to arrive at a preconceived conclusion.

Submitted by Alex Steinberg, member of the Personnel Committee

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"The Pacifica Bylaws state the following:

Article Four, Delegates, Section 6: Fair Campaign Provisions

All candidates for election as a Listener-Sponsor Delegate shall be given equal opportunity for equal air time, which air time shall include time for a statement by the candidate and a question and answer period with call-in listeners.

There have been no on air candidate forums at KPFK and candidate statements of about a minute in length have not been aired. Both of these things have been done in the past.

Therefore, be it resolved that the interim ED, John Vernile, ensure that the KPFK General Manager arrange for on air candidate forums and the recording of candidate statements as soon as possible and ensure that the statements get played on the air."

submitted by Lawrence Reyes

MOTION EXTENDING BALLOT DEADLINES – Ralph Poynter

Whereas the Pacifica Bylaws require that ballots "be mailed or made available to the membership on August 15", but only emails with voting information were sent that day and to a limited portion of the foundation's membership, and

Whereas, postcards containing credentials for online voting were not sent to members for whom the stations allegedly did not submit email addresses until late August, and

Whereas, the "opt-in" process that requires members to specifically request paper ballots has not been previously used in any election and the need to do so was and is not clear to the membership, and

Whereas, paper ballots were not sent to members who requested them months earlier until, at best, very late in August,

The PNB urges the NES to extend the outgoing paper ballot decline and the return date for all ballots by the greater of 2 weeks or the number of days delay in mailing the postcards or requested paper ballots.

Whereas, 4 KPFT Staff Delegates were removed by the KPFT Chair improperly in violation of the following PNB resolution (minutes attached):

4. Whereas, the Pacifica bylaws only set forth one specific change of status as a legitimate basis for removal; namely, the appointment to an elected political office [Section 9, (B) Removal of Delegates]; and Whereas, a change of status from listener representative to staff representative does not constitute a change of status recognized by the bylaws as a 'disqualifying act'; and Whereas, the Pacifica bylaws do not recognize or delineate any difference in the roles nor place any conflict of interest restrictions on staff representatives; and Whereas, to arbitrarily deem any other non-specified change of status as constituting a 'disqualifying act' could lead to the arbitrary removal of board members; Be it therefore resolved, that, it is Pacifica board policy that a change of status of a board member, once elected, will not be deemed a 'disqualifying act' unless decided otherwise by the Pacifica National Board, or until such time as there is an amendment made to the relevant section of the Pacifica bylaws." (at Gov. 9-1-1) Discussion followed. Young moved to Table the motion. Motion Failed by a vote of 8-9-1. [See Below.] KPFA - Berk., Ca.: KPFK – L.A., Ca.: KPFT – Houston, Tx.: WBAI - N.Y., N.Y.: Sherry Gendelman PNV Grace Aaron N George Reiter N Nia Bediako N Bonnie Simmons N Shawn O'Brian Y Sandra Rawline N Carolyn Birden Andrea Turner N Leslie Radford Y Wendy Schroell Ab Kathy Davis N Joseph Wanzala N Ricco Ross Y Susan Young Y James Ross WPFW – Wash. D.C.: AFFILIATES: Y Jim Brown Y David Beaton Y Acie Byrd N Efia Nwangaza Y Luzette King 8-9-1 Motion re: "change of status of a Board Member" voted Approved, 9-8-1. [Below.] KPFA - Berk., Ca.: KPFK – L.A., Ca.: KPFT – Houston, Tx.: WBAI - N.Y., N.Y.: Sherry Gendelman PNV Grace Aaron Y George Reiter N Nia Bediako N Bonnie Simmons Y Shawn O'Brian Y Sandra Rawline Y Carolyn Birden Andrea Turner N Leslie Radford N Wendy Schroell Ab Kathy Davis Y Joseph Wanzala Y Ricco Ross N Susan Young Y James Ross WPFW – Wash. D.C.: AFFILIATES: N Jim Brown Y David Beaton N Acie Byrd Y Efia Nwangaza N Luzette King 9-8-1

Therefore, be it resolved that all 4 of those Staff Delegates be immediately restored to the KPFT LSB.

Further, as it is unclear what the rationale, facts and process was in the removal of Robert Gartner, KPFT Staff Delegate, we request full documentation about the process leading up to his removal by Matthew Moore, KPFT Chair and anyone else who cares to comment about this process. Minutes and other documentation should be included. This information must be provided to the PNB on or before October 10, 2019 at 5 pm.

submitted by Dewayne Lark

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MOTION: Affiliate Director Election

As the Pacifica Bylaws state that an election for 2 Affiliate Director seats on the PNB shall be concluded in December and as the nomination period for Affiliate Director candidates ends on November 15th per the Bylaws,

Therefore, be it resolved that the Pacifica National Board officially opens up the nomination period tonight (October 3, 2019) for candidates for the 2 Affiliate Director seats on the Pacifica National Board.

Further, be it resolved that the PNB directs the iED to ensure that a notice be placed on the Pacifica website about the nomination period and the upcoming Affiliate Director election.

Further, be it resolved that the PNB also directs the iED to instruct Ursula Rudenberg, Affiliate Program Director, to alert all Pacifica Affiliates of the opening of this nomination period within one week either by email, written communication or by phone.

And, further, that efforts be made by any Pacifica staff or Affiliate Director attending the GRC (Grassroots Radio Conference) being held this weekend, Oct. 4-6, in Rochester, NY, to apprise participants at this conference of this opportunity for Pacifica Affiliates to become or sponsor candidates for the 2 Affiliate Director positions on the Pacifica National Board.

The pertinent section of the Pacifica Bylaws follows:

Article Five, Board of Directors of the Foundation,

Section 4: Nomination and Election of Affiliate Representative Directors

A. NOMINATION

Any Foundation "affiliate station" (as defined below) or any association of affiliate stations may nominate one or more candidates for the two Affiliate Director positions on the Board.

Nominations shall close on November 15th each year and shall be submitted in writing to the Foundation Secretary for forwarding to the board. Every affiliate station or association of affiliate stations submitting nominee(s) shall include with said nomination(s) a written explanation of its procedure for selecting the nominee(s). Said statement shall be certified by the station general manager or the governing board secretary of each affiliate station nominating said candidate(s) or by the secretary of the association of affiliate stations, as appropriate. In addition, each nominee shall submit his/her resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Foundation Directors all materials submitted supporting each nominee not later than December 1st.

For purposes of this Section, an "affiliate station" shall be defined as any non-profit non-commercial broadcaster that broadcasts programming provided or distributed by the Foundation pursuant to a written agreement with the Foundation, including, for example, community radio stations, internet broadcasters or digital broadcasters, as such technology may be developed. An affiliate station shall not be a radio station whose broadcast license is held by the Foundation. For purposes of this Section, an "association of affiliate stations" shall be defined as any group of affiliate stations that have joined together to form an association, provided that said association has adopted bylaws and its membership is limited solely of affiliate stations.

B. ELECTION

As the first order of business, and given 30 days advance notice, at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate or At-Large Directors from the vote) shall establish a protocol for balloting and shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method. Affiliate Directors shall serve for a one-year term which shall commence with their seating at the regular January Board meeting.

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Whistleblower Motion by Alex Steinberg

Whereas the Pacifica Employee Handbook includes a whistleblower policy that protects an employees right to engage in whistleblower activity and protects employees from retaliation for engaging in whistle blowing activity,

Be it resolved that the protections offered to employees of the Pacifica Foundation for engaging in whistleblowing activity be extended to volunteers and members of the Local Station Boards and the Pacifica National Board:

That any Volunteer or Board member who engages in whistleblowing activity shall have the same protections, where applicable, as Pacifica Employees.

This means that no retaliatory action can be taken against a Volunteer or Board member that would change their status as a Volunteer or Board member if the reason for that action was engaging in whistleblower activity.

Addendum: Excerpt from Employee Handbook about Whistleblowers

WHISTLEBLOWER POLICY

Pacifica encourages all employees to disclose any malpractice or misconduct (whistle blowing) of which they become aware and Pacifica will provide protection for employees who report allegations of such malpractice or misconduct.

All allegations are thoroughly investigated and suitable action taken where necessary. Any whistle blowing employee is protected against adverse employment actions (discharge, demotion, suspension, harassment, or other forms of discrimination) for raising allegations of business misconduct. An employee is protected even if the allegations prove to be incorrect or unsubstantiated. Employees who participate or assist in an investigation will also be protected. Every effort will be made to protect the anonymity of the whistleblower; however there may be situations where it cannot be guaranteed.

Examples of Misconduct

- *A criminal offense;*
 - *The use of deception to obtain an unjust or illegal financial advantage, either for the business unit or personally;*
- *Intentional misrepresentations directly or indirectly affecting financial statements;*
- *A failure to comply with any legal obligations;*
- *Danger to the health and safety of any individual;*
- *A serious breach of fundamental internal control; Serious non-professional or non-ethical behavior;*
and,
- *The deliberate concealment of information tending to show any of the matters listed above.*

Procedures for Reporting

An employee who reasonably believes that inappropriate business conduct is occurring should raise the issue with his/her manager or if this is considered inappropriate the issue should be raised with his/her senior manager. If the employee is not comfortable in reporting to his/her manager or senior manager, the conduct or activity should be reported to one of the current Designated Executives as listed below.

The whistleblower may report the issue to any one of the current Board of Directors listed. It will be the responsibility of the Designated Executive who receives the allegation to initiate the inquiry. All incidents of whistle blowing to a Designated Executive have to be reported to the Board Secretary who has to report the occurrence to the Board President.

Investigation

Once the claim of malpractice or misconduct is made, the manager, senior manager or Board member will respond to the whistleblower promptly, setting out the intended investigation plan. An investigation may include internal reviews, reviews conducted by the external auditor(s) or lawyer(s) or some other external body.

Once the investigation is complete, the appropriate company representative will inform the whistleblower of the results of the investigation as well as any corrective steps that are being taken.

*If requested by the whistleblower, all reasonable steps will be taken to protect the anonymity of the whistleblower. However, under certain circumstances, to assist with the investigation the individual's identity may become known or ***may need to be revealed.*

If the claim of malpractice or misconduct is substantiated, appropriate disciplinary action will be taken against the responsible individual(s) up to and including termination of employment.

No Retaliation

Any act of retaliation or victimization against the whistleblower will result in disciplinary action, up to and including termination of employment.

Employees who believe they are being penalized in any way for whistle blowing or who believe that there has been a cover up of the action disclosed or who do not consider that they have had a satisfactory response to their disclosure should write to or notify a designated executive.

The malicious use of the whistle blowing policy will result in disciplinary action against the whistle blowing complainant, up to and including termination of employment.

External Disclosure

While internal disclosure is encouraged at all times, an employee may be of the view that there is an exceptionally serious issue that warrants reporting to an external body. This disclosure must be in good faith and not for the purposes of personal gain.

Whistleblowing Policy Designated Executives:

PNB Chair

PNB Vice Chair

PNB Secretary

Executive Director

MOTION: Improper Procedure in Removal of a Director – Tom Voorhees

Whereas the Pacifica Foundation has publicly stated, including multiple times to the press, its state of current extreme financial duress;

and Whereas the Pacifica Foundation and the KPFA Local Station Board are in receipt of a letter from the Office of Alan Korn, Esq representing PNB Director Tom Voorhees dated October 17, 2019;

and Whereas that letter demanded information regarding the alleged misconduct that Director Voorhees is accused of in a proposed motion to remove him as a PNB Director for the exhibition of conduct that is adverse to the best interests of

the foundation be sent to Director Voorhees and his attorney no later than Friday October 18, 2019;

and Whereas no information has been submitted to Director Voorhees or the attorney representing him by said deadline;

It is hereby resolved that due to the failure to provide adequate notice of the alleged charges to the defendant director one week prior to the scheduled vote, due to the failure to provide reasonable and appropriate due process, and due to the Foundation's inability to accrue legal expenses by the actions of its committees, any action taken by the KPFA Local Station Board on October 26th regarding the position of KPFA Director will not be recognized by the Pacifica National Board of Directors, pending submission of a new 30 day notice period and compliance with due process procedures in the Pacifica bylaws and Roberts Rules of Order Chapter XX, Disciplinary Actions, Section 63.

Sunday, October 20, 2019

Pacifica National Board

Purpose: Special meeting called by Directors Steinberg, Lark and Aaron

Special meeting to discuss LSB actions, finances, whistleblower policy, elections, governance.

Alex Steinberg

Posted: 10/13/2019 - 9:59 PM

Streamed [Here](#) The direct link is <http://kptx.org:6280> Also [Here](#)

8:30 PM ET

Teleconference

Committee Members

pnbalex@gmail.com

Updated :10/13/2019 - 9:59 PM

[Back to the Calendar](#)

Respectfully Submitted,
Grace Aaron, Secretary Pro tem