

Agenda
Regular PNB Meeting, Public/Open Session
Teleconference Meeting
approved Thursday, October 4, 2018
for Continuation meeting Thur. Oct. 18, 2018

Note: Items completed on Oct. 4 and Oct. 11 and which do not need to be repeated are in *red italics* below. Other items (including what needs to be repeated, such as roll call) are for the continuation meeting on Oct. 18, 2018, with the agenda as amended on Oct. 4, 2018.

Directors:

Grace Aaron, KPFFK, Listener
Jonathan Alexander, KPFFK, Staff
Adriana Casenave, KPFT, Listener
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
Efia Nwangaza, WMXP, Affiliate
Alex Randall, WUVI, Affiliate
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
John Tatum, Parliamentarian
Otis Maclay, Webmaster, web streamer

Item #	Description	Time
1	Preliminary items	
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	10 min

- | | | |
|----|---|--------------------------------|
| 2 | Elect Protem Secretary | 10 min |
| 3 | Motion for an Executive Session | time certain 8:50 PM ET |
| 4 | Report out from Executive session | 5 min |
| 5 | Agenda Approval | 10 min |
| 6 | Minutes approval - for Sep. 20, 2018 open session | 5 min |
| 7 | Introduce the new ED; remarks from ED; Q&A (tentative) | 20 min |
| 8 | Assange Resolution | |
| 9 | Committee Reports and Motions:
Audit committee motion
NFC report and motion
Programming Committee report and motion
Strategic Planning Committee report
Governance Committee
Elections Committee
Other Committees and Task Group reports
Station LSBs
Other | 40 min |
| 9a | Bylaws Amendments Timelines motion - Crosier | 10 min |
| 10 | Adjourn | |

Motion from the Audit Committee, October 1, 2018:

Whereas, the FY2017 audit completion has been postponed until November 30, 2018,
 Whereas, none of our stations or units have credible, approved budgets,
 Whereas, Pacifica's national Finance Committee has not received income statements and balance sheets for the Foundation in a timely manner in nearly a year,
 Whereas, we are out of compliance with the settlement loan covenants due to lack of financial reports and Audits,
 Whereas, Pacifica's nonprofit status is at risk,
 Whereas, NETA, the CPA firm Pacifica hired to take over its accounting functions, stated in the last National Finance Committee meeting, held on September 11, 2018, that they need more timely responses to their requests for information,*
 And, whereas, the Audit Committee is responsible for ensuring that audits are prepared in a timely fashion,

Therefore, be it resolved that the Audit Committee requests the Pacifica National Board to instruct the Executive Director to ensure that all requests for information from NETA and Pacifica's audit firm, Rogers & Company, be a *top priority* for all stations and units. Further, that stations lacking the

resources to do their own accounting outsource that work to NETA until such time as they are able to get up to date on all accounting and maintain current accounting functions in compliance with past audit recommendations, and further, that the expense of the outsourcing be borne by each respective station and included in their budgets.

** Link to the audio of that meeting – Anita Simms gives NETA's report, starting at about 11 minutes into the meeting: <https://kpftx.org/archives/pnb/finance/180911/finance180911a.mp3>.*

Motion from the National Finance Committee:

The PNB directs the ED to direct each unit to prioritize NETA interactions, and that each unit shall report said work in progress, or explain why said work is being delayed, within 4 days.

(passed without objection - 11 Sept 2018 at 40:11 min into the recording)

Motion from the Programming Committee:

All the stations are encouraged to collaborate on coverage of the US elections; and mandate there must be a substantial number of diverse voices, including people of color, offering hosting and commentary during the coverage.

Motion - Bylaws Amendments Timelines - Crosier

The Pacifica National Board hereby notices the beginning of a Bylaws amendment timeline process, consistent with Article 17, Section 1 of the Bylaws as of this date, Oct. 18, 2018.

For the 2018 Bylaws amendment process, all properly proposed Bylaws amendments will be submitted to the Pacifica National Board Secretary at secretary@pacifica.org (and optionally to the PNB as well) and shall be held until November 13, the submission close date, and shall be posted publicly on pacifica.org by November 16 (the "Notice Date"), which is 45 days before the earliest of the voting dates of the Board and of the Delegates, which shall be Dec 31, 2018.

The Delegates at each of the five stations shall vote on the proposed amendment(s) during a 60-day period beginning with the date that the PNB votes on the proposed amendment(s). The PNB recommends that the PNB vote date to be Thursday, Jan 10, 2017.

Further, the PNB notices that a second Bylaws amendment timeline be established, as follows:

The Pacifica National Board hereby notices the beginning of a Bylaws amendment process, consistent with Article 17, Section 1 of the Bylaws as of this date, Oct. 18, 2018.

For the 2018 Bylaws amendment process, all properly proposed Bylaws amendments will be submitted to the Pacifica National Board Secretary at secretary@pacifica.org (and optionally to the PNB as well) and shall be held until January 4, 2019, the submission close date, and shall be posted publicly on pacifica.org by January 7, 2019 (the "Notice Date"), which is 45 days before the earliest of the voting dates of the Board and of the Delegates, which shall be February 21, 2019.

The Delegates at each of the five stations shall vote on the proposed amendment(s) during a 60-day period beginning with when the PNB votes on the proposed amendment(s). The PNB vote date shall be Thursday, Feb. 21, 2019 if possible, or no later than March 14, 2019.

Julian Assange resolution:

Be it resolved that the Pacifica National Board calls for the freedom of Julian Assange and an end to the harassment including the halting of internet and media access at Ecuador's London Embassy, the end to efforts to imprison Assange by either the U.K. government or U.S. government, and the end of attacks on journalists and whistle blowers by the U.S. government and the corporations who control the government.

Lastly, be it resolved that the Pacifica National Board will produce a press release that it has passed this resolution followed by the text of the resolution and add a hot link to the press release in the "Notices and News" section of its website.