

Approved Minutes
Pacifica National Board Special Meeting From Various Locations via Telephone Conference
Open (Public) Session,
Friday February 10, 2017 – 8:30 PM ET

I. Open/Public Session Call to Order.

Acting Chair Adriana Casenave, called the meeting to order.
Acting Secretary Janet Kobren called the roll.

A. Roll call and establishment of quorum

Present: Grace Aaron, Jonathan Alexander, Sharon Brown, Bill Campisi, Adriana Casenave, Bill Crosier, Kathryn Davis, Benito Diaz, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Robert Mark, Efa Nwangaza, Cerene Roberts, Nancy Sorden, *Alex Steinberg, Akio Tanaka, Themba Tshibanda, *Andrea Turner

Absent: Jim Brown, Jan Goodman, Maskeelah-Myrtle Washington

*Arrived after the roll call.

Adriana Casanave announced that meeting was not properly called and moved to adjourn the meeting.
Several members left the call.

Meeting was continued since the meeting was properly called and no vote was taken to adjourn the meeting.

B. Identify Timekeepers – Rhonda Garner

C. Excused absences – None

II. Elect Pro Tem Officers

Elect pro tem Chair- Jonathan Alexander nominated by Akio Tanaka, seconded by Grace Aaron.

[Jonathan Alexander elected by unanimous consent.]

Elect pro tem Secretary- Akio Tanaka nominated by Grace Aaron, seconded by Bill Campisi.

[Akio Tanaka elected by unanimous consent.]

Point of Order by Kathryn Davis:

“The Alternate Tally for the Affiliate Directors Election should be used in the seating of Affiliate Directors as the other tally does not allow proper representation from WBAI in the election of Affiliate Directors.”

Chair accepts the point of order.

Challenge to the Chair by Bill Campisi, seconded by Grace Aaron.

Vote to uphold the Chair.

Yes: Grace Aaron, Jonathan Alexander, Bill Crosier, Kathryn Davis, Rhonda Garner, Sabrina Jacobs, Ken Laufer, Alex Steinberg, Akio Tanaka, Andrea Turner

No: Bill Campisi

Present Not Voting: Robert Mark

[10 Y – 1 N – 1 PNV, Chair upheld]

The result of the vote was to seat David Beaton. Bill Crosier contacted David Beaton.

III. Agenda Approval

Motion to approve the agenda by Grace Aaron, seconded by Bill Crosier.

[Agenda approved by unanimous consent.]

IV. Letters from Registry for Charitable Trusts re: tax status

Bill Crosier reported on the threat of losing our nonprofit status by the Registry of Charitable Trusts of the Attorney General's Office of California because we are delinquent in getting our Audits done.

Motion by Kathryn Davis, seconded by Alex Steinberg

"Be it resolved that there be a five station network-wide on-air fundraiser by March 15, 2017, specifically to raise funds for the 2014, 2015 and 2016 audits, the completion of which is a pre-requisite for CPB funding and critically needed off-air fundraising. The ED should immediately initiate a collaborative effort among the five stations to implement this proposal."

[Motion approved by unanimous consent.]

Motion by Bill Crosier, seconded by Grace Aaron.

"That the PNB should issue an immediate Request for Proposals for a 2-year 2015/2016 audit to be completed by June 30, 2017."

Amendment by Grace Aaron, seconded by Kathryn Davis

"That Sam Agarwal, our former CFO, be hired on a consultant basis to give us a detailed estimate of what it would take to get our bookkeeping and financial accounting in order in preparation for the 2015 and 2016 audit and if there is a benefit to doing both the 2015 and 2016 audits together."

[Amendment approved by unanimous consent.]

[Main motion as amended approved by unanimous consent.]

V. **Begin Search for new Foundation general legal counsel**

Bill Crosier ask that suggestions be sent to PNB list.

VI. **Adjourn**

Motion to adjourn by Ken Laufer, seconded by Grace Aaron

[Approved by unanimous consent]

Go to Closed/Executive Session (see separate minutes).

Akio Tanaka – 02/15/17

PNB Secretary