

Approved Minutes  
Pacifica National Board Special Call-In Meeting  
Open/Public Session,  
Thursday July 27, 2017 – 8:30 PM ET

Audio of the meeting are archived at:

<https://kpftx.org/archives/pnb/pnb170727/pnb170727a.mp3> [1:16:08]

<https://kpftx.org/archives/pnb/pnb170727/pnb170727b.mp3> [1:17:12]

## **1. Open/Public Session Call to Order.**

Chair Jonathan Alexander called the meeting to order.

Secretary Akio Tanaka called the roll.

### A. Roll call

**Present:** Grace Aaron, Jonathan Alexander, Jim Brown, Adriana Casenave, Bill Crosier, Benito Diaz, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Cerene Roberts, Mansoor Sabbagh, TM Scruggs, \*Alex Steinberg, Akio Tanaka, Themba Tshibanda, Maskeelah-Myrtle Washington,

**Absent:** David Beaton, Kathryn Davis, Nancy Sorden, Andrea Turner

[Present: 18]

\* Arrived after the Roll Call

B. Identify Timekeepers – Grace Aaron, Akio Tanaka

C. Excused absences – Kathryn Davis, Nancy Sorden, Andrea Turner

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### **Point of Order** by Adriana Casenave

To ask the Chair to stop the violation of the Pacifica Foundation Bylaws and the California Corporations Code by using a telephonic system of communication that prevents to comply with:

Article Six, Meetings of the Board of Directors, Section 3: Telephonic Meetings

[Amended December 14, 2015]

The Board may hold regular and special meetings by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" meetings is not permitted. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:

A. Each Director participating in the meeting can communicate concurrently with all other Directors.

B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.

C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.

CORPORATIONS CODE - CORP

TITLE 1. CORPORATIONS [100 - 14631] ( Title 1 enacted by Stats. 1947, Ch. 1038. )

DIVISION 2. NONPROFIT CORPORATION LAW [5000 - 10841] ( Heading of Division 2 amended by Stats. 1978, Ch. 567. )

PART 2. NONPROFIT PUBLIC BENEFIT CORPORATIONS [5110 - 6910] ( Part 2 added by Stats. 1978, Ch. 567. )

CHAPTER 2. Directors and Management [5210 - 5260] ( Chapter 2 added by Stats. 1978, Ch. 567. )

ARTICLE 1. General Provisions [5210 - 5215] ( Article 1 added by Stats. 1978, Ch. 567. )

5211.

(a)Unless otherwise provided in the articles or in the bylaws, all of the following apply: ...6) Directors may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation (Sections 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply: (A) Each director participating in the meeting can communicate with all of the other directors concurrently. (B) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation."

That is why I am asking the chair to stop immediately this illegal telephonic system of communication that violates the rights of Directors to communicate concurrently with all other Directors, propose, or to interpose an objection to any action to be taken by the Foundation.

**Request to add to the Minutes** by Cerene Roberts

Improper removal of Sharon Brown and Efia Nwangaza and improper seating of David Beaton and Mansoor Sabbagh. Individual and continuing breach should be addressed by this body.

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## **2. Agenda Approval**

**Motion: Add KPFT iGM Items to the Agenda** by Cerene Roberts

**Yes:** Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Themba Tshibanda, Maskeelah Washington

**No:** Grace Aaron, Jonathan Alexander, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Mansoor Sabbagh, TM Scruggs,

**Abstain:** Bill Crosier, Robert Mark, Akio Tanaka

[6Y – 8N – 3A: Motion fails]

### **Approval of Agenda:**

**Yes:** Grace Aaron, Jonathan Alexander, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Mansoor Sabbagh, TM Scruggs, Akio Tanaka,

**No:** Jim Brown, Adriana Casenave, Benito Diaz, Robert Mark, Cerene Roberts, Themba Tshibanda, Maskeelah Washington

[10Y – 7N: Agenda Approved]

## **3. Minute Approval 7-20-17**

### **Minutes Approval 7-20-17**

**Yes:** Grace Aaron, Jonathan Alexander, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Akio Tanaka,

**No:** Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Themba Tshibanda, Maskeelah Washington

[11Y – 6N: Minutes Approved]

## **4 Governance Committee 1 Contracts & Compensation Committee: 06-20-17**

**Yes:** Grace Aaron, Jonathan Alexander, Bill Crosier, Rhonda Garner, Jan Goodman, Ken Laufer, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Akio Tanaka,

**No:** Jim Brown, Adriana Casenave, Benito Diaz, Robert Mark, Maskeelah Washington

**Abstain:** Sabrina Jacobs

**Not voting:** Cerene Roberts, Themba Tshibanda

[10Y – 5N – 1A – 2NV: Motion passes]

## **5 Governance Committee 2 General Disclaimers: 06-20-17**

**Postponed**

## **6 Governance Committee 3 Station Identification: 06-20-17**

**Yes:** Grace Aaron, Jonathan Alexander, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, TM Scruggs, Alex Steinberg, Akio Tanaka,

**No:** Jim Brown, Adriana Casenave, Benito Diaz, Maskeelah Washington

**Not voting:** Cerene Roberts, Themba Tshibanda

[11Y – 4N - 2NV: Motion passes]

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**Motion: Extend Time by 5 Minutes** by Rhonda Gardner

**Yes:** Grace Aaron, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, Mansoor Sabbagh, TM Scruggs, Alex Steinberg, Akio Tanaka,

**No:** Jim Brown, Benito Diaz, Cerene Roberts, Themba Tshibanda, Maskeelah Washington

**Abstain:** Jonathan Alexander  
[11Y – 5N – 1A: Extension passes]

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## **7 Finance Committee Restructuring Committee: 06-27-17**

### **Amendment to the Motion**

**Yes:** Grace Aaron, Jonathan Alexander, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, TM Scruggs, Alex Steinberg, Akio Tanaka,

**No:** Jim Brown, Benito Diaz, Cerene Roberts, Themba Tshibanda, Maskeelah Washington

**Abstain:** Jonathan Alexander  
[11Y – 5N: Amendment passes]

### **Main Motion as Amended**

**Yes:** Grace Aaron, Jonathan Alexander, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, TM Scruggs, Alex Steinberg, Akio Tanaka,

**No:** Jim Brown, Adriana Casenave, Benito Diaz, Robert Mark, Cerene Roberts, Themba Tshibanda, Maskeelah Washington

[10Y – 7N: Motion passes]

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### **Call for Orders of the Day**

**Yes:** Grace Aaron, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, TM Scruggs, Alex Steinberg, Akio Tanaka,

**No:** Jim Brown, Adriana Casenave, Benito Diaz, Robert Mark, Cerene Roberts, Themba Tshibanda, Maskeelah Washington

**Not Voting:** Jonathan Alexander

[9Y – 7N – 1NV: Call for the Orders of the Day passes]

**RRO:** Requires enforcement on the call of any member unless the members, by a two-thirds vote, decide to continue with the currently pending business.

### **Motion: Adjourn**

**Yes:** Jim Brown, Adriana Casenave, Benito Diaz, Robert Mark, Cerene Roberts, Maskeelah Washington

**No:** Grace Aaron, Bill Crosier, Rhonda Garner, Jan Goodman, Ken Laufer, TM Scuggs, Akio Tanaka

**Abstain:** Jonathan Alexander, Sabrina Jacobs, Alex Steinberg  
[6Y – 7N – 3A: Motion to Adjourn fails]

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## **8 Audit Committee Report Out by Cost Centers: 04-25-17**

**Yes:** Grace Aaron, Jonathan Alexander, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, TM Scruggs, Alex Steinberg, Akio Tanaka,

**No:** Jim Brown, Adriana Casenave, Benito Diaz, Themba Tshibanda, Maskeelah Washington

**Abstain:** Robert Mark

**Not Voting:** Cerene Roberts

[10Y – 5N – 1A – 1NV Motion passes]

## **9 Programming Committee 1 Ally: 05-03-17**

**Yes:** Grace Aaron, Jonathan Alexander, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, TM Scruggs, Alex Steinberg, Akio Tanaka,  
**No:** Jim Brown, Adriana Casenave, Benito Diaz, Cerene Roberts, Themba Tshibanda, Maskeelah Washington  
[11Y – 6N: Motion passes]

**10 Programming Committee 2 Programming Directors: 05-03-17**

**Yes:** Grace Aaron, Jonathan Alexander, Bill Crosier, Rhonda Garner, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, TM Scruggs, Alex Steinberg, Akio Tanaka,  
**No:** Jim Brown, Benito Diaz, Themba Tshibanda, Maskeelah Washington  
**Abstain:** Adriana Casenave, Cerene Roberts  
[11Y – 4N – 2A: Motion passes]

**11 Programming Committee 3 Program Evaluation: 05-03-17**

**Yes:** Grace Aaron, Jonathan Alexander, Rhonda Garner, Jan Goodman, Ken Laufer, Robert Mark, TM Scruggs, Alex Steinberg, Akio Tanaka,  
**No:** Jim Brown, Adriana Casenave, Benito Diaz, Maskeelah Washington  
**Abstain:** Bill Crosier, Sabrina Jacobs, Cerene Roberts  
**Not Voting:** Themba Tshibanda  
[9Y – 4N – 3A – 1NV: Motion passes]

**12. Adjourn**

**Yes:** Grace Aaron, Jonathan Alexander, Bill Crosier, Jan Goodman, Sabrina Jacobs, Ken Laufer, Robert Mark, TM Scruggs, Alex Steinberg, Akio Tanaka,  
**No:** Benito Diaz  
**Abstain:** Jim Brown, Adriana Casenave, Cerene Roberts, Maskeelah Washington  
**Not Voting:** Rhonda Garner, Themba Tshibanda  
[10Y – 1N – 4A – 2NV: Adjournment passes]

Meeting adjourn at 10:15 PM ET.

Akio Tanaka – 08/05/17  
PNB Secretary

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**Motion: Reverse removal of KPFT iGM by Cerene Roberts**

Whereas the Pacifica Bylaws, in Article 7, Section 3 (D), below, provide that a Local Station Board (LSB) and the Executive Director (ED) must agree on the issue of discharging a General Manager or that, if necessary, the Pacifica National Board (PNB) shall serve as a tiebreaker; and

Whereas, the bylaws do not restrict the LSB's involvement or the ED's authority to "permanent" managers; and  
Whereas, the interim ED held no discussion with the LSB before suddenly discharging KPFT's interim GM Dr. Obidike Kamau; and

Whereas, in June, the LSB gave strong support for Dr. Kamau's direction and work;

Be it hereby resolved, that the dismissal of the interim GM is reversed; and

That the Foundation apologizes to Dr. Kamau for any distress and embarrassment; and further,

That all staff changes made over the past week are hereby reversed with apologies to staff abruptly separated from payroll; and

That all 5 Pacifica stations shall be invited to carry a special day of fundraising for KPFT to be held by August 10, 2017 which shall be coordinated by the stations' management teams or a station may opt to instead contribute at least \$25,000 to KPFA by August 17, 2017.

[http://pacificafoundation.org/indexed\\_bylaws/art7sec3.html](http://pacificafoundation.org/indexed_bylaws/art7sec3.html)

Article Seven, Local Station Boards, Section 3: Specific Powers and Duties

Each LSB, acting as a standing committee of the Foundation's Board of Directors, shall have the following powers, duties and responsibilities related to its specific radio station, under the direction and supervision of the Foundation's Board of Directors:

D. Both the Executive Director and/or an LSB may initiate the process to fire a station General Manager. However, to effectuate it, both the Executive Director and the LSB must agree to fire said General Manager. If the Executive Director and the LSB cannot agree, the decision to terminate or retain said General Manager shall be made by the Board of Directors.

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### **Finance Committee Motion**

#### **1. Restructuring Committee: 06-27-17**

Motion: "That the NFC ask the PNB to establish an ad hoc committee called the Restructuring Committee to find and acquire help from outside consultants to create a plan for restructuring Pacifica toward establishing a positive cash flow."

**Amendment** by Grace Aarons

AMENDMENT: As long as there is no cost for this consultation. If there is a cost, the amount should be approved by the Finance Committee and the PNB before any expense is committed to.

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### **Governance Committee Motions**

#### **1. Contracts & Compensation Committee: 06-20-17**

As provided in Article Eight, Other Committees of the Board of Directors, Section 1: Committees of the Board

...

- G. Approve or execute any contract or transaction to which the Foundation is a party; or
- H. Incur any indebtedness, or borrow money, on behalf of the Foundation,

...

the PNB hereby establishes the Contracts & Compensation Committee to oversee and approve or disapprove all major legal and financial transactions and contracts involving any of the business units, accounts or holdings of the Pacifica Foundation, which have not already been pre-approved in that business unit's budget. The purpose of the committee is to ensure that the Foundation's business dealings and investments are wisely and properly managed.

The committee will be composed of the following 5 individuals:

- the ED,
- the CFO,
- the Chair of the National Finance Committee
- Chief Operations Officer
- Legal Council or appointed adviser

The committee may also have an additional non-voting secretary. All meetings will be in executive session. The committee will meet at least monthly, or more frequently as necessity demands. The committee will have access to all financial and personnel information from any of the business units as well as bank statements for any accounts at the National Office or any of the business units.

Major legal and financial transactions are defined as follows or as amended by the PNB in the future:

- Any payment or commitment of
  - \$10,000 or more expended over a period of 3 months or less
  - \$30,000 or more expended over a period of 6 months or less
  - \$70,000 or more expended over a period of 9 months or less
  - \$100,000 or more expended over any period of time.
- Any other contracts, transactions, or intended expenditures that have been presented to the committee for evaluation.
- Any transaction/contract/commitment of \$100,000 or more once approved by this Committee will be presented to the PNB and will require a majority vote of the PNB for approval.

Any and all Major legal or financial transactions at any of the business units will require Contracts & Compensation Committee review followed by PNB approval.

The ED, and only the ED, will always have the authority to make emergency expenditures as needed, even without PNB or this committees oversight or approval, however, the fact of such emergencies normally indicates a failure of management and reporting and should be the rarest of occurrences.

This policy will be distributed to all General Managers, Business Managers and Financial Personnel at all business units and will be included in training material required of any newly hired personnel in any of those positions.

**2. General Disclaimers: 06-20-17**

In order to inform the public of Pacifica's tradition of journalistic objectivity and to facilitate the greatest degree of uncensored expression by our broadcasters and their guests,

Therefor be it resolved that the General Manager of each station will be responsible for the establishment and use of general disclaimer statements to be aired 2 to 5 times per day.

Normally the General Manager will assign this task and its monitoring to the Program Director, however the responsibility for the proper use of disclaimer statements will reside with the General Manager and will be considered in evaluation of the General Manager's job performance.

Compliance to this policy will be reported to the Executive Director in written report or email during the month of January and again in June each year. The report will include a list of all disclaimers used and on what programs and how often they are stated. Initial compliance is required by June 30th 2017.

Examples of appropriate disclaimer statements can be found via the internet but there is currently no legal standard set in Pacifica. It is expected that the programmers, the Program Director and the General Manager will use common sense and creativity to generate statements that are brief, informative and enhance the listening experience rather than act as a distraction or bother.

**3. Station Identification: 07-20-17**

"Station identifications at each of the five stations should include the information that the station is part of the Pacifica network."

**Audit Committee Motion**

**1. Report Out by Cost Centers: 04-25-17**

"Moved, each cost center of Pacifica shall propose and begin the implementation of a plan to rectify in fact and by written protocol or policy the defects as stated in the 2014 Auditor Management letter no later than May 31, 2017 and submit them to the PNB by this date."

"We also request that iED report to Audit Committee and PNB, by unit, status report as to the status of review and changes suggested by the former audit Firm."

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## **Programming Committee Motions**

### **1. Ally: 05-03-17**

All Pacifica radio stations should actively ally with journalism schools and communications programs in their signal areas. All these young people are being trained in multi media production and they can create new shows and reinforce existing ones. All current shows should include social media producers who will develop the Facebook pages and also use Twitter.

### **2. Programming Directors: 05-03-17**

That the job descriptions of all Pacifica Program Directors include the following:

The Program Director is expected to improve the listenership of the station. If the station does not subscribe to Nielsen ratings, the listenership shall be estimated based on the following metrics, each one given equal weight:

- 1) The number of online listeners tabulated by an analysis of the information available on <http://stats.pacifica.org/> and/or individual downloads or online listeners tracked on individual station websites.
- 2) The gross revenue of the station, as improved listenership generally is reflected in improved revenue.
- 3) Increased membership, as improved programming builds larger audiences and results in more listener support and loyalty.

### **3. Program Evaluation: 05-03-17**

Listenership at all 5 stations has been declining, as far as we can tell without subscribing to Nielsen ratings. Declining listenership has resulted in declining membership and income. This has been forcing stations to lengthen fund drives and resort to other measures to make ends meet. Because of this it is imperative that programming improvement be a top priority. Therefore, it is necessary to evaluate programs on an individual basis. Thus, the Program Director is charged with evaluating every program using the following criteria:

- 1) Nielsen ratings (if available).
- 2) Amount of money generated by the program.
- 3) Amount of membership generated by the program.
- 4) Does the program content conform with the Pacifica Mission?
- 5) Willingness of the programmer to create learning opportunities for interns, including affording them some on air experience.
- 6) Sound quality of the program.
- 7) Production values of the program.
- 8) Does the program subject matter add diversity to our grid in terms of appeal to varied demographics and interests?
- 9) Does the program have a social network presence and is the programmer and/or producer promoting through social media and other outreach?
- 10) Input from [stats.pacifica.org](http://stats.pacifica.org), Community Advisory Boards, PNB National Programming Committee and Audio Port program sharing history.
- 11) Amount of Volunteer participation of programmer in station operations and events.

Programs should be judged based on their placement on the grid. In other words, as morning drive time has a higher potential audience it should be expected to produce more income than shows in a less advantageous time slot. The Program Director should first evaluate all programs involving paid staff. The next evaluation priority will be all programs in daytime hours during the week and on weekends.

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