

Approved Minutes
(Approved in PNB Open Session of May 28, 2020)
Regular Pacifica National Board Open Session
Teleconference Meeting
Thursday, May 21, 2020 8:30 pm ET
All times are Eastern Time
(meeting notice appended to the end of this agenda)

Directors:

Grace Aaron, KPFFK, Listener	Ralph Poynter, WBAI, Listener <i>late</i>
Robin Collier, KCEI, Affiliate	Sandra Rawline, KPFT, Listener
Chris Cory, KPFA, Listener	Lawrence Reyes, KPFFK, Listener
Vanessa Dixon-Briggs, WPFW, Listener	Shawn Rhodes, WBAI, Staff
Lynden Foley, KPFT, Listener	Eileen Rosin, WPFW, Listener
Jan Goodman, KPFFK, Listener	James Sagurton, WBAI, Listener
Heather Gray, WRFG, Affiliate	Nancy Sorden, WPFW, Listener
Sabrina Jacobs, KPFA, Staff	Alex Steinberg, WBAI, Listener
Wally James, KPFT, Staff	Akio Tanaka, KPFA, Listener
DeWayne Lark, KPFT, Listener	Polina Vasiliev, KPFFK, Staff
Ron Pinchback, WPFW, Staff	Tom Voorhees, KPFA, Listener

Others:

Lydia Brazon, Interim Executive Director
Anita Simms, Interim Chief Financial Officer
John Tatum, Parliamentarian
Otis Maclay

Chair Alex Steinberg calls the meeting to order at 8:38 pm.

Item #	Description	Time
1.	Preliminary items	5 min.
	A. Call to Order by Alex Steinberg, Chair	
	B. Roll Call	
	C. Chair reads report out from PNB Closed Session of May 7, 2020: “The PNB considered personnel and legal matters.”	
	D. Excused Absences - There are no excused absence requests.	
	E. Identify Timekeepers – Nancy Sorden keeps time for people, Lawrence Reyes keeps time for subjects.	
2.	Agenda Approval	5 min.
	Dewayne Lark makes a motion to amend the agenda to place Items 7 and 8 in the draft agenda right after the iED Report. They appear as Agenda Items 5b. and 5c. Amendment passes without objection.	

Jan Goodman and Lawrence Reyes add an agenda item to the end of the agenda about the PNB Virtual Town Hall Scheduled for Saturday, May 30, 2020. Amendment passes without objection.

The Agenda is approved at 9:24 pm.

3. Minutes Approval – May 7, 2020 Open Session Minutes are approved at 9:25 pm. **3 min.**

4. Motion to add a Trustee to a Pension Plan Account – Eileen Rosin **4 min.**

The Account Operations Specialist at Hancock Partners, who handles pension payouts for the Pacifica Retirement Plan, suggested that we have *two* trustees on each of our current accounts so that there is always a backup trustee if needed. Lawrence was recently named as trustee to both accounts, but I'm only on one of the accounts. This motion is to add me to the other account.

Motion: Approve the appointment of Eileen Rosin as trustee on Pacifica's pooled income account in addition to her status as trustee for the Pacifica Retirement Account.

Motion is approved without objection. 9:27 pm

5a. iED Report & Q & A – Lydia Brazon 9:53 pm **15 min.**

5b. Motion to Authorize a Personnel Task Force – Dewayne Lark **10 min.**

I, DeWayne Lark (PNB Director, KPFT-Houston) move that the PNB authorize a Personnel Task Force to review and report the status of current staffing at the station and national office. Additionally, the Task Force shall review current and proposed union and (non union) contractor contracts and make recommendations to the PNB regarding how best to move forward with future union and non union agreements. The Task Force should seek to submit a report to the PNB within 96 days from the date this motion is adopted.

Respectfully Submitted
DeWayne Lark, Vice-chair PNB 2020

Polina Vasiliev proposes the following amendment:

Add to DeWayne's motion about a Personnel Task Force the following language:

"The following directors are nominated for the Personnel Task Force: Vanessa Dixon Briggs, Lawrence Reyes, James Sagurton, and DeWayne Lark, given these PNB members' extensive background in defending labor rights and in labor union negotiations."

Amendment passes: Yes: 8, No: 7, Abstain: 7

Yes: Aaron, Gray, Lark, Poynter, Reyes, Sagurton, Vasiliev, Voorhees

No: Collier, Foley, Jacobs, James, Rawline, Rhodes, Rosin

Abstain: Cory, Dixon-Briggs, Goodman, Pinchback, Sorden, Steinberg, Tanaka

Main Motion passes: Yes: 13, No: 6, Abstain: 3

Yes: Aaron, Dixon-Briggs, Gray, Jacobs, Lark, Pinchback, Poynter, Reyes, Rosin, Sagurton, Sorden, Vasiliev, Voorhees

No: Collier, Foley, Goodman, James, Rawline, Rhodes

Abstain: Cory, Steinberg, Tanaka

Main Motion as amended:

The PNB authorizes a Personnel Task Force to review and report the status of current staffing at the station and national office. Additionally, the Task Force shall review current and proposed union and (non-union) contractor contracts and make recommendations to the PNB regarding how best to move forward with future union and non-union agreements. The Task Force should seek to submit a report to the PNB within 96 days from the date this motion is adopted.

The following directors are nominated for the Personnel Task Force: Vanessa Dixon Briggs, Lawrence Reyes, James Sagurton, and DeWayne Lark, given these PNB members' extensive background in defending labor rights and in labor union negotiations. 10:40 pm

5c. Motion on KPFT Finances – Dewayne Lark

10 min.

Whereas, KPFT-Houston has struggled financially in all phases of finances, however it has dutifully sacrificed to meet its financial commitments to the Foundation's National Office.

Whereas, this has caused KPFT to neglect infrastructure and employee needs, the time has come for special consideration of its neglected status.

Therefore, I move that KPFT be exempted from its National Office Central Services commitments for a period of 12 months. In addition to this, that upon the Foundation receiving the anticipated stimulus funds, that KPFT's infrastructure and equipment deficiencies be given upmost priority in any disbursements to the Foundation subsidiaries (stations).

Respectfully Submitted,
DeWayne Lark Director KPFT-Houston

Jan Goodman puts forward a Motion to Refer this Motion to the Finance Committee.

Ron Pinchback and Vanessa Dixon-Briggs attempt to amend this Motion to Refer. With help from the Parliamentarian the following wording is agreed upon:

The Motion: "Whereas, KPFT-Houston has struggled financially in all phases of finances, however it has dutifully sacrificed to meet its financial commitments to the Foundation's National Office. Whereas, this has caused KPFT to neglect infrastructure and employee needs, the time has come for special consideration of its neglected status. Therefore, I move that KPFT be exempted from its National Office Central Services commitments for a period of 12 months. In addition to this, that upon the Foundation receiving the anticipated stimulus funds, that KPFT's infrastructure and equipment deficiencies be given upmost priority in any disbursements to the Foundation subsidiaries (stations)."

Is referred to the Finance Committee. The PNB instructs the Finance Committee to prioritize this issue and report back to the PNB within 2 months.

Motion to Refer as amended passes without objection. 11:49 pm

Adjourn 11:59 pm

The following Agenda Items will be taken up at the next Open PNB Meeting:

- | | |
|---|----------------|
| 6. Committee & Task Force Reports | 11 min. |
| a) Finance Committee | 5 min. |
| b) Strategic Planning Committee | 3 min. |
| c) Coronavirus Task Force | 3 min. |
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| 7. Motion to Rescind the following Motion adopted on April 30, 2020 – Chris Cory | 10 min. |

Whereas the "MOTION on Accurate Recording of Interdivisional Income and Expenses" does not ensure accurate recording and does not comport with Generally Accepted Accounting principles, I move to rescind and amend the motion to reflect the guidance of our accounting professionals.

MOTION on Accurate Recording of Interdivisional Income and Expenses - The Management Team (Alex Steinberg, Chair, Dewayne Lark, Vice Chair, Grace Aaron, Secretary, Lydia Brazon, iED)

(Due to some confusion a few members and especially new members have expressed about this Motion, the Management Team has added a preamble and modified the motion slightly. The preamble is in italics. The modified Motion itself is in regular type. The Motion as presented in the PNB Meeting of April 23rd is in the posting of this meeting in the Appendix.)

The purpose of this Motion is twofold. First, to remove the income from the sale of the National Office building from the KPFA books in 2018 and add it to the income of the Pacifica Foundation managed by the National Office. Second, to remove all expenses related to the settlement with the Empire State Realty Trust, including the loans, from the WBAI books and add it as an expense of the Pacifica Foundation as a whole. This will give NETA guidance as to how the National Board wishes to categorize these particular transactions.

Because the income of KPFA was increased incorrectly by \$927,000 in 2018 and because about \$500,000 in expenses from the settlement and loans was added to WBAI's books in 2018 it made the KPFA operations look a lot better than they actually were and it made WBAI's operations look a lot worse than they actually were. This misleading information was used to justify the shutdown of WBAI. The shutdown resulted in a loss of about \$400,000 for Pacifica. We want to correct the books so that this incorrect allocation of credits and debits will not be used in the future to shut

down WBAI again. Straightening out this misleading financial information will also, hopefully, reduce the factional divide on the PNB due, at least in part, to the way these transactions were 'booked'.

This shift in accounting notations will not affect Pacifica's overall financial reports in toto, but will give a truer picture of the actual performance of KPFA and WBAI.

All assets, including real estate assets, are owned by the Pacifica Foundation and can only be sold or encumbered at the direction of the Pacifica National Board. The income derived from the sale or encumbrance of any asset, including real estate assets, is recorded as National Office income. Stations running their operations out of Pacifica Foundation real estate assets are responsible for maintenance and local property tax costs for the property they are occupying, just as stations that are running their operations out of rented facilities are responsible for the payment of the rent.

The National Board negotiated and completed a settlement with the Empire State Realty Trust. The National Board needed to raise money to fulfill this settlement and did so by approving the sale of the National Office building at 1921-1925 Martin Luther King, Jr. Way, Berkeley, CA and by taking out a loan collateralized by the 3 other Pacifica Foundation owned properties in Los Angeles, Berkeley and Houston.

It was and is the clear intent of the Pacifica National Board to have the Pacifica Foundation as a whole assume all liability associated with the settlement with the Empire State Realty Trust including all related expenses, loan interest, fees and principal payments.

The PNB directs NETA to enter all proceeds from the sale of 1921-1925 MLK Way in 2018 as income to the Pacifica Foundation in a 'gain/loss from sale of asset' line item.

Further, the PNB directs NETA to remove any and all expenses related to the ESRT settlement and related loan expenses from WBAI's books in 2018, 2019 and moving forward. It is noteworthy that the \$3.2 million loan and ESRT settlement reset the allocation of transactions and assets for accounting purposes.

8. Logistics Regarding the PNB Town Hall Scheduled for Saturday, May 30, 2020 – Jan Goodman & Lawrence Reyes

9. Adjourn

APPENDIX

All Times Eastern

[Back to the Calendar](#)

**Thursday, May 21, 2020
Pacifica National Board**

**8:30 PM ET
Teleconference**

Emergency Session: Meeting called by Grace Aaron, Alex Steinberg, Dewayne Lark, Eileen Rosin and James Sagurton to make a Pension Plan appointment, to review Committee and financial activity, get a report from the iED, take up items from the last PNB agenda that were postponed, discuss station, unit and LSB matters, etc.

Purpose: Committee business, finance matters, policy issues.

**Committee
Members**

Agenda

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Grace Aaron

Posted: 05/14/2020 - 11:35 PM

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Updated :05/14/2020 -
11:35 PM

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