

**Approved Minutes**  
**(Approved in the PNB Open Session of April 23, 2020)**  
**Regular Pacifica National Board Open Session**

Teleconference Meeting

**Thursday, April 2, 2020 8:30 pm ET, Continued on Friday, April 3, 2020 at 8:00 pm**

**All times are Eastern Time**

**(meeting notice appended to the end of this agenda)**

**Directors:**

- Grace Aaron, KPFK, Listener
- Robin Collier, KCEI, Affiliate
- Chris Cory, KPFA, Listener
- Vanessa Dixon-Briggs, WPFW Listener  
*absent*
- Lynden Foley, KPFT Listener
- Jan Goodman, KPFK, Listener
- Heather Gray, WRFG, Affiliate
- Sabrina Jacobs, KPFA, Staff
- Wally James, KPFT, Staff  
*absent/excused*
- DeWayne Lark, KPFT, Listener
- Ron Pinchback, WPFW, Staff
- Ralph Poynter, WBAI, Listener
- Sandra Rawline, KPFT, 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
- Akio Tanaka, KPFA, Listener
- Polina Vasiliev, KPFK Staff
- Tom Voorhees, KPFA, Listener

**Others:**

Lydia Brazon, Interim Executive Director  
Arthur Schwartz, Pacifica Counsel  
John Tatum, Parliamentarian  
Otis Maclay

**Alex Steinberg, Chair Pro Tem, calls the meeting to order at 8:38 pm**

<b>Item #</b>	<b>Description</b>	<b>Time</b>
<b>1.</b>	<b>Preliminary items</b>	<b>5 min.</b>
	A. Call to Order by Alex Steinberg, Chair Pro Tem	
	B. Roll Call – 20 members are present, constituting a quorum.	
	C. Alex Steinberg, Chair Pro Tem, announces the results of the Officers' Elections and welcomes the permanent PNB Officers 8:43 pm	
	D. Excused Absences (for both Open and Closed Sessions tonight) <b>Wally James' absence is excused without objection.</b> 8:46 pm	
	E. Identify Timekeepers (for both Open and Closed Sessions tonight) <b>Dewayne Lark will time people, Polina Vasiliev will keep agenda times.</b>	
<b>2.</b>	<b>Agenda Approval 9:19 pm</b>	<b>5 min.</b>
	Lawrence Reyes makes a motion to postpone Agenda Item 5, PNB Ratification of Officers' Election.	

Motion passes: Yes: 13, No: 3, Abstain: 4

Yes: Aaron, Cory, Foley, Gray, Lark, Pinchback, Poynter, Rawline, Rhodes, Rosin, Sagurton, Sorden, Voorhees

No: Reyes, Steinberg, Vasiliev

Abstain: Collier, Goodman, Jacobs, Tanaka 9:06 pm

3. **Minutes Approval - Approve March 26, 2020 Open Session Minutes Approved. 9:20 3 min.**
4. **iED Report – Lydia Brazon 9:36 pm 7 min.**
5. **PNB Ratification of Officers’ Election (See Appendix) Postponed. 5 min.**
6. **PNB Approval for Pacifica Archives application for a \$75,000 grant from the Golden Globes. See <https://www.goldenglobes.com/grant-general>. Approved without objection. 9:39 pm 4 min.**
7. **Pension Plan Administrative Committee & Pension Plan Trustees 7 min.**

a) **PNB Approval to add Dewayne Lark to the Pension Plan Administrative Committee.**

Dewayne Lark is added to the Pension Plan Administrative Committee without objection. 9:42 pm

b) **Eileen Rosin explains the duties of a Pension Plan Trustee and asks for a volunteer to be a Trustee.**

c) **Pension Plan Trustee nomination of Lawrence Reyes.**

Eileen Rosen moves the following 2 Motions:

The PNB appoints Lawrence Reyes as Trustee of the Pacifica Pooled Income Fund.

Motion passes without objection.

The PNB appoints Lawrence as Trustee for the Pacifica Retirement Plan without objection.

Motion passes without objection. 9:48 pm

8. **Signatory Approvals – Management Team (See Appendix) 7 min.**

a) Approval of Signatory Motion (See Appendix)

Lawrence Reyes moves that the last paragraph of the Signatory Motion be removed.

Motion passes without objection. 10:08 pm

Polina Vasiliev moves that point 2) of the Signatory Motion be removed as iED Lydia Brazon has already been approved as a signatory.

Motion passes without objection. 10:11 pm

**The Motion now reads:**

### **Signatory Motion**

The Board approves the addition of the following signatories on any or all bank accounts, email accounts and access to online accounts:

1) Alex Steinberg as Chairperson of the Board,

2) Anita Simms as interim Chief Financial Officer,

3) Dewayne Lark as Vice Chair of the Board,

and

4) Grace Aaron as Secretary of the Board (only if more than 3 signatories are allowed or required).

Motion as amended passes without objection. 10:11 pm

b) PNB charges the PNB Secretary with the task and authority to maintain a Certificate of Incumbency (See Appendix)

Polina Vasiliev moves postponement of the Certificate of Incumbency.

Motion passes without objection. 10:16 pm

Lawrence Reyes moves that Agenda Item 9. be postponed until after this Open Session is continued.

Motion passes without objection.

Polina Vasiliev moves to adjourn to Executive Session and continue the Open Session after the Executive Session. Motion passes without objection. 10:18 pm

**Meeting is adjourned. 10:18 pm**

## **CONTINUATION MEETING**

**The Chair calls the Continuation Meeting to Order after the Executive Session at 12:01 am April 3, 2020.**

**Agenda Item 9. Motion(s) to Renew Ad Hoc Committees (Personnel, Development, Strategic Planning Comm., etc.) (See Appendix)**

The Chair begins to read the Motion regarding the Strategic Planning Committee.

Because it is very late at night, Grace Aaron moves that the meeting be adjourned and that there be a continuation meeting on Tuesday, April 7, 2020.

Lawrence Reyes proposes a substitute motion that the meeting be continued on Friday, April 3, 2020.

This substitute motion passes without objection and the substitute as the main motion passes without objection.

**The meeting is adjourned at 12:14 am but will be continued on Friday, April 3, 2020.**

**CONTINUATION MEETING – Friday, April 3, 2020, 8:00 Eastern Time**

**Alex Steinberg, the Chair, calls the Continuation Meeting to Order at 8:09 pm on Friday, April 3, 2020.**

**The Secretary, Grace Aaron, takes the roll:**

Grace Aaron, KPFFK, Listener	Ralph Poynter, WBAI, Listener <i>absent</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 <i>absent/excused</i>	Akio Tanaka, KPFA, Listener
DeWayne Lark, KPFT, Listener	Polina Vasiliev, KPFFK Staff
Ron Pinchback, WPFW, Staff	Tom Voorhees, KPFA, Listener <i>late</i>

**Nineteen members are present, quorum is achieved. 8:09 pm**

**Continue consideration of Agenda Item 9. Motion(s) to Renew Ad Hoc Committees (Personnel, Development, Strategic Planning Comm., etc.) (See Appendix)**

**AD HOC COMMITTEE MOTIONS**

**Strategic Planning Committee**

**Alex Steinberg changes the wording slightly before the motion is considered. The Motion changes from:**

One Director representing the Affiliates to be elected by the full PNB in an IRV election.

To:

Two Affiliate Directors representing the Affiliates.

**Motion seconded by Robin Collier and passes without objection. 8:30 pm**

**Final wording of the Motion:**

**Strategic Planning Committee**

Be it resolved that the Strategic Planning of the Pacifica National Board that was established in 2018 be continued for the remainder of the 2020 term of the Pacifica National Board.

The mandate of this committee is to coordinate all efforts to develop a comprehensive strategic plan in cooperation with the Executive Director and the Chief Financial Officer of Pacifica, as well as other PNB committees. The goal of the strategic plan is to place Pacifica on a firm financial footing by establishing a schedule and plan for the payment of debts, for meeting ongoing operational expenses and for investing in the future. This will require a comprehensive approach that includes but is not limited to an

assessment of the overall financial picture of the Pacifica network and each of its units, an assessment of programming content and how it could be improved, a review of business operations, a review of governance structure, a review of development, marketing and outreach, integration of broadcast radio technology with new forms of communication, a review of the Affiliates program, partnerships with other non-profits with a similar mission and developing new revenue streams.

The membership of the SPC shall be constituted as follows:

One Director from each listening area to be elected by the full PNB in an IRV election.

Two Affiliate Directors representing the Affiliates.

The Chair of the PNB, Vice Chair and Secretary are members of the committee.

In addition, the [interim] Executive Director, is a full member of the committee.

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### **Personnel Committee**

Be it resolved that the Personnel Committee of the Pacifica National Board shall be continued for the remainder of the 2020 term of the Pacifica National Board.

The mandate of this committee is to initiate a search for and make recommendations to the PNB to fill the positions of the Executive Director and Chief Financial Officer.

The Personnel Committee is also responsible for providing regular reviews of the performance of the Executive Director or interim Executive Director and the Chief Financial Officer or interim Chief Financial Officer of Pacifica. Performance reviews will be done on a regular basis and forwarded to the Pacifica National Board with recommendations for proposed actions and further consideration by the PNB.

The composition of the Personnel Committee shall be as follows:

One Director from each listening area to be elected by the full PNB in an IRV election.

One Director representing the Affiliates to be elected by the full PNB in an IRV election.

The Chair of the PNB, Vice Chair and Secretary are members of the committee.

**Passes without objection. 8:35 pm**

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### **Development Task Force Motion**

Lawrence Reyes puts forward an amendment: Fund Raising and as well included in the responsibility to increase membership.

Nancy Sorden suggests substitute wording to just add “and increasing membership” after “raising funds”.

Substitute Amendment passes without objection. 8:46 pm

**Main motion as amended passes without objection. 8:47 pm**

**Final wording:**

**Development Task Force**

Be it resolved that a Development Task Force of the Pacifica National Board shall be established for the 2020 term of the Pacifica National Board.

The mandate of this Task Force is to assist the management of the Pacifica Foundation in raising funds and increasing membership and report back to the PNB as to its progress.

Membership in this Task Force is voluntary and open to anyone who wishes to contribute to it.

It shall be convened by a Director of the Pacifica Foundation in the first half of April, 2020.

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**Affiliates Task Force Motion**

**Passes without objection. 8:58 pm**

**Affiliates Task Force**

Be it resolved that the Affiliates Task Force of the Pacifica National Board shall be established for the 2020 term of the Pacifica National Board.

The mandate of this Task Force is to work with the Affiliates and the stations of the Pacifica Foundation to improve and strengthen the Affiliates Program.

Membership in this Task Force is voluntary and open to anyone who wishes to contribute to it. It shall be convened by an Affiliates Director of the Pacifica Foundation in the first half of April, 2020.

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**Technology Task Force**

**Eileen puts forward an amendment:**

The mandate of this Task Force is to assist the management of the Pacifica Foundation in using the technology available, whether hardware or software, to strengthen the reach of the Pacifica Foundation, to update and modernize operations and communications, integrate the broadcast radio technology we now have with other media platforms, and any other technology-related issues that might arise.

**Amendment passes without objection.  
Main motion as amended passes without objection. 9:08 pm**

**Final wording:**

## **Technology Task Force**

Be it resolved that a Technology Task Force of the Pacifica National Board shall be established for the 2020 term of the Pacifica National Board.

The mandate of this Task Force is to assist the management of the Pacifica Foundation in using the technology available, whether hardware or software, to strengthen the reach of the Pacifica Foundation, to update and modernize operations and communications, integrate the broadcast radio technology we now have with other media platforms, and any other technology-related issues that might arise.

Membership in this Task Force is voluntary and open to anyone who wishes to contribute to it.

It shall be convened by a Director of the Pacifica Foundation in the first half of April, 2020.

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**The Chair asks the Vice Chair, Dewayne Lark, to Chair the rest of the meeting.**

### **10. Nominate Director Representatives to National Committees**

#### **Coordinating**

No one is nominated for this Committee.

#### **Governance**

WPFW - Eileen Rosin  
KPFK - Lawrence Reyes  
WBAI - James Sagurton  
KPFA - Akio Tanaka (via email to the Secretary)

#### **Finance**

KPFT - Lynden Foley  
KPFT - Dewayne Lark  
KPFA - Chris Cory  
KPFA - Tom Voorhees  
KPFK - Polina Vasiliev  
WPFW - Nancy Sorden  
WBAI - James Sagurton

#### **Audit**

KPFK - Grace Aaron  
WPFW - Eileen Rosin  
KPFT - Lynden Foley  
WBAI - Shawn Rhodes  
KPFA – Akio Tanaka

### **Strategic Planning**

KPFA - Tom Voorhees  
KPFA - Sabrina Jacobs  
WPFW - Vanessa Dixon-Briggs  
KPFK - Lawrence Reyes  
WBAI - James Sagurton

### **Personnel**

KPFK - Jan Goodman  
KPFK - Lawrence Reyes  
WPFW - Vanessa Dixon-Briggs  
KPFA - Sabrina Jacobs  
Affiliate - Robin Collier  
WBAI - Ralph Poynter  
KPFT – Sandra Rawline

### **Programming**

WPFW - Ron Pinchback  
KPFK - Polina Vasiliev  
KPFA - Sabrina Jacobs  
KPFT - Wally James  
Affiliate - Heather Gray

9:50 pm

### **PNB Task Forces**

The Task Forces have open membership, so there are no elections for them.

The Chair asks for volunteers for the Task Forces as well as Conveners:

#### **Development Task Force**

WBAI – Ralph Poynter  
Affiliate – Heather Gray  
WPFW – Nancy Sorden (Convener)  
KPFK – Lawrence Reyes  
KPFT – Sandra Rawline



**Affiliates Task Force**

Affiliate – Heather Gray (Convener)

Affiliate – Robin Collier (Convener)

KPFT – Sandra Rawline

KPFA – Tom Voorhees

KPFK – Lawrence Reyes

**Technology Task Force**

KPFA – Tom Voorhees (Convener)

Affiliates – Robin Collier

KPFK – Polina Vasiliev

10:00 pm

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The Secretary moves that nominations for PNB Committees be open until midnight eastern time on Saturday, April 4, 2020. Motion passes without objection.

The Secretary further makes the following Motion:

The PNB gives the Secretary the duty of scheduling the PNB Committee elections after consulting with the Tellers as long as the election is held as expeditiously as possible.

Motion passes without objection.

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**11. Update on Coronavirus Taskforce – Lawrence Reyes 3 min.**

Lawrence Reyes gives a report on the Coronavirus Taskforce and puts forward a motion.

Grace Aaron puts forward a Motion to Table this Agenda item.

Motion to Table passes without objection.

(See Mr. Reyes’ Motion which is reconsidered after Agenda Item 12.)

**12. Set date for next Mediation session – Nancy Sorden 10 min.**

A poll of the Members is taken and the date chosen for the next Mediation Session is Thursday, April 16, 2020.

**Lawrence Reyes puts forward a Motion to Reconsider Agenda Item 11. Report on the Coronavirus Task Force. The Motion to Reconsider passes without objection.**

Lawrence Reyes puts forward the following Motion:

Report video and audio to all Pacifica stations on the results of the elections, the COVID crisis and how it has affected Pacifica, an announcement of the COVID Task force that will be planning programming and a portal for information.

Lawrence also mentions the desire to have public comment through Zoom or some other video conferencing service at all Open PNB meetings.

Grace Aaron puts forward a Substitute Motion:

The PNB urges the iED to mandate that all stations air a cart informing listeners about the results of the Bylaws Referendum. Such cart shall be aired 3 times a day (2 times from 6 am to 7 pm and 1 time from 7 pm to 6 am) and for this cart to be translated into Spanish to be aired during Spanish language programming at least once for every day that such programming is aired. Such carts are to be aired for 2 weeks.

Substitute Motion Passes without objection and replaces Main motion without objection. 10:57 pm

**13. Adjourn 10:58 pm**

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**APPENDIX**

Teller's Report  
2020 PNB Officers Elections  
April 1, 2020  
Public Tally Online via Zoom

**RESULTS SUMMARY**

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**2020 PNB Officers**

PNB Chair: Alex Steinberg	ELECTED – 1 <sup>st</sup> round
PNB Vice-Chair: DeWayne Lark	ELECTED – 1 <sup>st</sup> round
PNB Secretary: Grace Aaron	ELECTED – 1 <sup>st</sup> round

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**ELECTORS**

The following twenty-two persons were recognized as members of the Pacifica National Board with standing to vote. They were sent electronic ballots and voting instructions by PNB Secretary Pro-Tem Grace Aaron:

Grace Aaron (KPFK), Robin Collier (KCEI), Chris C. Cory (KPFA), Vanessa Dixon-Briggs (WPFW), Lynden Foley (KPFT), Jan Goodman (KPFK), Heather Gray (WRFG), Sabrina Jacobs (KPFA), Wally James (KPFT), DeWayne Lark (KPFT), Ron Pinchback (WPFW), Ralph Poynter (WBAI), Sandra Rawline (KPFT), Lawrence Reyes (KPFK), Shawn Rhodes (WBAI), Eileen Rosin (WPFW), James Sagurton (WBAI), Nancy Sorden (WPFW), Alex Steinberg (WBAI), Akio Tanaka (KPFA), Polina Vasiliev (KPFK), Tom Voorhees (KPFA).

Twenty-one Directors responded with valid ballots consolidating the three Officer elections, but a ballot will count as invalid in any individual contest where the voter did not rank any candidate.

## BALLOT VARIANCES

Two ballots were sent to one ballot recipient and not the other. Voters were contacted and re-submitted ballots prior to the deadline.

## DIRECTOR COMPLAINTS

One Director complained that the placement of names on the ballot was confusing. Perhaps this is because the ranking field for write-in candidates had no explanation or candidate name. One Director misused this field and placed rankings to the right of candidate names rather than to the left, but corrected this mismarking by submitting a replacement ballot before the deadline. Future ballots should not include a ranking field for write-ins if more than one candidate name is present on a horizontal row.

## WRITE-INS AND INCOMPLETE ELECTIONS

All write-in votes were for eligible persons. No write-in candidates were elected. No election was incomplete.

## PUBLIC TALLY

Due to the novel coronavirus pandemic, the public tally was held online rather than in person. Notice of the tally was posted on the Pacifica Monthly View only two days in advance, because a PNB meeting had been pre-scheduled for April 2. The Public Tally occurred at 7:00 pm Pacific Time on April 1, 2020. There were no ties to resolve. Terry Goodman was connected as Remote Teller and Michael Novick was connected as Secondary Ballot Recipient. Witnesses were remotely connected as Beth Kean, Lawrence Reyes, Paul Roberson, and DeWayne Lark, but witness

identities were not confirmed.

## BALLOT IDENTIFIERS

Each voter selected a code for their ballot, except that a code was assigned to one director who failed to select one. The user codes are included (bracketed) in the ChoicePlus Pro input files for each election. Voters can confirm that their votes were properly recorded by examining these input files, as explained below.

## BALLOT DATA FILES

The ChoicePlus Pro input files used in the remote tally of these elections are included in a zip file attached to this report, along with a Detail Report for each election. Voters can confirm that the candidate ranking on their ballot matches that on the input files in reference to the four-letter candidate code assigned near the top of each input file. For example, here is a truncated sample input file from a previous year's elections:

```
# PNB Committee CPPro Configuration File
.TITLE 2017 PNB Coordinating Cmte – KPFA Director
.ELECT 1
.CONTEST "2017_PNB_Coord_KPFA"

.CANDIDATE CAMP, "Bill Campisi (WI)"
.CANDIDATE JACO, "Sabrina Jacobs (WI)"
.CANDIDATE TURN, "Andrea Turner-Dyson (WI)"
```

```
5) [80101] CAMP
9) [COSMO] JACO
```

We can tell from the above that there were three write-in candidates in the election for the KPFA Director seat on the PNB Coordinating Committee in 2017, that the vote on ballot 5 with user code 80101 went to Bill Campisi, and that the vote on ballot 9 with user code COSMO went to Sabrina Jacobs.

Terry Goodman, Teller

[..\Pacifica Elections\Input Files](#)

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**Signatory Motion**

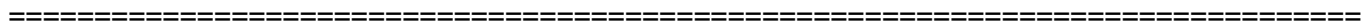
The Board approves the addition of the following signatories on any or all bank accounts, email accounts and access to online accounts:

- 1) Alex Steinberg as Chairperson of the Board,
- 2) Lydia Brazon, as interim Executive Director,
- 3) Anita Simms as interim Chief Financial Officer,
- 4) Dewayne Lark as Vice Chair of the Board,

and

- 5) Grace Aaron as Secretary of the Board (only if more than 3 signatories are allowed or required).

Further, the Pacifica National Board gives permission to designate new Officers as signatories when the above Officers are replaced, as well as the interim Executive Director and/or interim Chief Financial Officer if and when they are replaced. Further, if only a limited number of signatories are allowed, first the Secretary can be removed as a signatory, next the Vice Chair, etc. The intents of this resolution can be applied to individual bank resolution forms when they become available.



### Certificate of Incumbency

I, Grace Aaron, the undersigned Secretary of Pacifica Foundation, Inc., a California not-for-profit Corporation, do hereby certify that the following persons were designated and appointed to the offices indicated below, and that said persons do continue to hold such offices at this time, and the signatures set forth opposite the names are genuine signatures:

<u>Name</u>	<u>Title</u>	<u>Signature</u>
Alex Steinberg	Chairperson	_____
Dewayne Lark	Vice-Chair	_____
Grace Aaron	Secretary	_____
Lydia Brazon	interim Executive Director	_____
Anita Simms	interim Chief Financial Officer	_____

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_

Name: Grace Aaron, Secretary

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## All Times Eastern

[Back to the Calendar](#)

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**Thursday, April 2, 2020**

**8:30 PM ET**

**Pacifica National Board**

**Teleconference**

**Purpose:** Regular meeting of the PNB.

**Committee Members**

Regular meeting of the PNB.

Alex Steinberg

[pnbalex@gmail.com](mailto:pnbalex@gmail.com)

Posted: 01/04/2020 - 11:48 PM

Updated :01/04/2020 - 11:48 PM

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

**Thursday, March 26, 2020**

**8:30 PM ET**

**Pacifica National Board**

**Teleconference**

**Emergency Session:** Special meeting to seat 2020 Directors, procedures for election of officers and committee members, rules for seating of Delegates and Directors. Review of finances and property tax situation. Review of programming initiatives. Part of the meeting will be in executive session to deal with confidential personnel issues, legal issues and financial matters. See agenda for details.

**Purpose:** Special meeting called by Directors Steinberg, Lark, Aaron, Reyes, Poynter.

**Committee Members**

**Agenda**

[View Text](#)

Alex Steinberg

[pnbalex@gmail.com](mailto:pnbalex@gmail.com)

Posted: 03/19/2020 - 8:45 PM

Updated :03/19/2020 -  
10:04 PM

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

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