

Approved Minutes
Regular Pacifica National Board Open Session
 Teleconference Meeting
Thursday, February 6, 2020 8:30 pm ET
Approved on Feb. 20, 2020
All times are Eastern Time
(meeting notice appended to the end of this agenda)

Directors:

Grace Aaron, KPFK, Listener	Martha Peterson, WPFW Listener
Robin Collier, KCEI, Affiliate	Ron Pinchback, WPFW, Staff
Chris Cory, KPFA, Listener	Ralph Poynter, WBAI, Listener
Bill Crosier, KPFT, Listener	Lawrence Reyes, KPFK, Listener
Rhonda Garner, KPFT, Listener	Shawn Rhodes, WBAI, Staff
Donald Goldmacher, KPFA, Listener <i>absent</i>	Eileen Rosin, WPFW, Listener
Jan Goodman, KPFK, Listener	Mansoor Sabbagh, KPFK, Staff
Heather Gray, WRFG, Affiliate <i>absence/excused</i>	James Sagurton, WBAI, Listener
Sabrina Jacobs, KPFA, Staff	Nancy Sorden, WPFW, Listener
Wally James, KPFT, Staff <i>arrives late</i>	Alex Steinberg, WBAI, Listener
DeWayne Lark, KPFT, Listener	Tom Voorhees, KPFA, Listener

Others:

Lydia Brazon, Interim Executive Director
 John Tatum, Parliamentarian
 Renee Penaloza, National Elections Supervisor
 Otis Maclay

Alex Steinberg, Chair Pro Tem, calls the meeting to order at 8:42 pm

Item # Description	Time
1. Preliminary items	10 min.
A. Call to Order by Alex Steinberg, Chair Pro Tem who welcomes Rhonda Garner, Listener Director from KPFT, who has been elected to fill the seat vacated by Adrienne LaViolette.	
B. Roll Call – 19 Members are present constituting a quorum. 8:44 pm	
C. Election of Chair Pro Tem – Alex Steinberg re-elected without objection. 8:45 pm	
D. Election of Vice Chair Pro Tem – Dewayne Lark re-elected with 2 objections: Crosier and Sabbagh.	
E. Election of Secretary Pro Tem – Grace Aaron is re-elected with one objection: Sabbagh.	
F. Excused Absences (for both of tonight’s meetings) Heather Gray’s absence is excused.	
G. Identify Timekeepers (for both of tonight’s meetings) Bill Crosier volunteers to time the topics, Lawrence Reyes to time the speakers.	
2. The Chair Pro Tem explains to the public that at the time certain of 10:00 pm the Board will be moving into closed session to consider an urgent legal and financial matter.	2 min.
3. Agenda Approval – approved 9:05 pm	5 min.

Lawrence Reyes moves that the **time certain of 10:00 pm to adjourn to closed session be changed to 10:15 pm** – motion passes without objection.

4. Minutes Approval - Approve Jan. 30, 2020 Minutes

Open Session Minutes are approved without objection except that Bill Crosier wants it noted that he abstains. **9:06 pm** **3 min.**

5. Bylaws Amendment Election Update – Renee Penalosa, National Election Supervisor 30 min.

The NES gives a report and answers questions. 9:53 pm

6. iED Report & Q & A 15 min.

The interim ED gives a report and answers some questions. 10:17 pm

7. MOTION: Percentage of Windfall Income to be used for Loan Repayment

- by the Management Team

15 min.

Whereas, the \$3.1 million loan that is collateralized by Pacifica owned buildings is due in about 13 months, and,

Whereas, thus far no agreed upon plan has been put forward to pay the principal owed, and,

Whereas, there is no guarantee that the lender will be willing to extend the term of the loan,

Therefore, be it Resolved that at least 50% of any windfall income to ‘Pacifica’ that is not restricted in nature be used to pay the principal on the loan, and,

Further, that 30% of any windfall income to any of our stations or units that is not restricted also be used to pay the principal on the loan.

‘Windfall income’ shall be defined as income of \$50,000 or more and would include large donations, bequests, etc.

All such income after this date, February 6, 2020, is subject to this policy.

Jan. 30, 2020 Crosier amendment to the motion on allocating windfall revenue:

Insert before "Therefore be it Resolved" the following:

"Whereas, allocating a good portion of bequests and other windfall revenue for repayment of the big loan sounds reasonable under normal circumstances, but Pacifica also has over \$200,000 of accounts payable, most overdue for critical services like accounting, audits, pension administration, and legal expenses"

Also **insert** the following after "principal of the loan" in both the "Therefore be it Resolved" clause and in the Further, that 30%..." clause:

"and Accounts Payable for the National Office".

Also **insert** the following before "'Windfall income' shall be defined":

"Pacifica management shall also endeavor to ensure that all stations pay their Central Services in full each month so that our critical services and Accounts Payable can be paid and kept current."

So the amended version of the motion, with changes in red, would then be:

Percentage of Windfall Income to be used for Loan Repayment

Whereas, the \$3.1 million loan that is collateralized by Pacifica owned buildings is due in about 13 months, and,

Whereas, thus far no agreed upon plan has been put forward to pay the principal owed, and,

Whereas, there is no guarantee that the lender will be willing to extend the term of the loan,

Whereas, allocating a good portion of bequests and other windfall revenue for repayment of the big loan sounds reasonable under normal circumstances, but Pacifica also has over \$200,000 of accounts payable, most overdue for critical services like accounting, audits, pension administration, and legal expenses, all of which must also be paid,

Therefore, be it Resolved that at least 50% of any windfall income to 'Pacifica' that is not restricted in nature be used to pay the principal on the loan **and Accounts Payable for the National Office**, and,

Further, that 30% of any windfall income to any of our stations or units that is not restricted also be used to pay the principal on the loan **and Accounts Payable for the National Office**.

Pacifica management shall also endeavor to ensure that all stations pay their Central Services in full each month so that our critical services and Accounts Payable can be paid and kept current.

'Windfall income' shall be defined as income of \$50,000 or more and would include large donations, bequests, etc.

All such income after this date, January 30, 2020, is subject to this policy.

MOTION TO POSTPONE: Nancy Sorden moves to postpone consideration of this motion and amendment until the next meeting.

Motion to Postpone fails: Yes: 9, No: 10

Yes: Collier, Cory, Crosier, Garner, Goodman, Jacobs, James, Rosin, Sorden

No: Aaron, Lark, Peterson, Pinchback, Poynter, Reyes, Rhodes, Sagurton, Steinberg, Voorhees

Crosier Amendment fails: Yes: 8, No: 11

Yes: Collier, Cory, Crosier, Garner, Goodman, Jacobs, James, Rosin, Sorden

No: Aaron, Lark, Peterson, Pinchback, Poynter, Reyes, Rhodes, Sagurton, Steinberg, Voorhees

Main Motion Passes: Yes: 13, No: 4, Abstain: 2

Yes: Aaron, Garner, Goodman, Lark, Peterson, Pinchback, Poynter, Reyes, Rhodes, Sagurton, Sorden, Steinberg, Voorhees

No: Collier, Cory, Crosier, Rosin

Abstain: Jacobs, James 10:55 pm

MOTION: Nancy Sorden moves that we have a continuation meeting after the closed session for 30 minutes to take up the remaining 2 items on the agenda.

Continuation Meeting Motion passes: Yes: 12, No: 2, Abstain: 3

Yes: Aaron, Collier, Cory, Crosier, Garner, Jacobs, James, Lark, Pinchback, Rosin, Sagurton, Sorden, Voorhees

No: Peterson, Poynter

Abstain: Reyes, Rhodes, Steinberg

9. Adjourn to Closed Session to Address an Urgent Legal and Financial Matter. (Open Session to Resume after Closed Session.) 10: 57 pm

Chair Pro Tem, Alex Steinberg, calls the meeting to order to resume the Open Session at 11:45 pm. Roll is taken. Seventeen members are present constituting a quorum:

Aaron, Collier, Cory, Crosier, Garner, Goodman, Jacobs, Lark, Peterson, Pinchback, Reyes, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Voorhees

8. Scheduling of Mediation Sessions – Nancy Sorden 15 mins.

Nancy polls the members to find dates most people can attend mediation sessions.

MOTION TO POSTPONE: Rhonda Garner moves that mediation be postponed until after the 2020 Directors are seated.

Motion to Postpone Mediation passes: Yes: 6, No: 5, Abstain: 5

Yes: Aaron, Garner, Lark, Pinchback, Sagurton, Voorhees

No: Collier, Cory, Crosier, Goodman, James

Abstain: Jacobs, Peterson, Rhodes, Sorden, Steinberg 12:41 am

9. Motion from KPFK Listener Director Lawrence Reyes about Court Documents

Motion: To load all Court Documents on to the Pacifica.org website in order to inform all the Network Listeners of all the complaints that have been filed against the Pacifica Foundation.

Motion passes without objection.

9. Adjourn at 12:42 am

All Times Eastern

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Thursday, February 6, 2020

8:30 PM ET

Pacifica National Board

Teleconference

Purpose: Regular meeting of the PNB.

[Committee Members](#)

Regular meeting of the PNB.

Alex Steinberg

Posted: 01/04/2020 - 11:45 PM

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

pnbalex@gmail.com

Updated :01/04/2020 - 11:45 PM