

Approved Minutes
Special Pacifica National Board Open Session
Teleconference Meeting
Thursday, July 16, 2020 8:30 pm ET
All times are Eastern Time
(meeting notice appended to the end of this agenda)

Directors:

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

Others:

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

**The Chair, Alex Steinberg, turns over the Chair duties to the Vice Chair, Dewayne Lark.
Mr. Lark calls the meeting to order at 8:41 pm.**

Item #	Description	Time
1.	Preliminary items	6 min.
A.	Call to Order by Dewayne Lark, Vice Chair acting as Chair	
B.	The Chair welcomes Andrea Turner-Dyson, Listener from KPFA, to the Board.	
C.	The Chair has the Secretary read the Report Out from the Closed Session of July 9, 2020: “The Pacifica National Board met in closed session to discuss personnel, contractual and proprietary matters. The Board resolved that it was not interested in considering the offer to purchase the WBAI signal at this time. The Board ratified a WBAI Union agreement and contract renewal that runs from October 1, 2008 to March 31, 2023.”	
D.	Roll Call	
E.	Excused Absences	
F.	Identify Timekeepers Lawrence Reyes for Items, James Sagurton for people	
2.	Agenda Approval	5 min.
	Lawrence Reyes moves that Agenda Item 8 be moved to just after Agenda Item 4 a. It then becomes Agenda Item 4 b.	

Motion to amend Agenda to place Item 8 to Item 4 b. is approved: Yes: 13, No: 6
Yes: Collier, Cory, Dixon-Briggs, Foley, Goodman, Jacobs, James, Pinchback, Poynter,
Rawline, Reyes, Turner, Vasiliev
No: Aaron, Gray, Rhodes, Rosin, Sagurton, Steinberg 9:03 pm

3. Minutes Approval – July 9, 2020 Open Session Minutes are approved. **3 min.**

4. Committee Reports **55 min.**

a) Audit Committee – Eileen Rosin **20 min.**

Eileen Rosin, Audit Committee Chair, presents the 2018 Audit, answers questions and puts forward the Audit Committee recommendation that the PNB approve the 2018 Audit.

Chris Cory puts forward the following Amendment to the 2018 Audit:

Proposed motion to properly notate the 2018 Audit:

In order to properly notate the 2018 Audit, the following should be added to (foot) Note4:

The 2018 Audit moves an asset that was on KPFA's books arbitrarily onto the books of the PNO, then treats the entire transaction as a loss for KPFA. This is not in keeping with GAAP, but has been done at the request of the Pacifica National Board.

After some discussion, Chris Cory puts forward a Substitute Motion:

That the Auditor footnote the Audit to clarify the Nakapon transaction in accordance With GAAP.

The Substitute passes: Yes: 12, No: 8, Abstain: 2

Yes: Collier, Cory, Foley, Goodman, Jacobs, James, Lark, Pinchback, Poynter,
Rawline, Reyes, Turner

No: Aaron, Dixon-Briggs, Gray, Rhodes, Rosin, Sagurton, Steinberg, Vasiliev

Abstain: Gray, Voorhees

The Substitute Motion voted on as the Main Motion passes: Yes: 11, No: 10, Abstain: 1

Yes: Collier, Cory, Foley, Goodman, Jacobs, James, Lark, Poynter,
Rawline, Reyes, Turner,

No: Aaron, Dixon-Briggs, Gray, Pinchback, Rhodes, Rosin, Sagurton, Sorden, Steinberg,
Voorhees

Abstain: Vasiliev 10:06 pm

The 2018 Audit as Amended is APPROVED without objection. 10:09 pm

b) Abolish the Management Team – Dewayne Lark **15 mins.**

Whereas the creation of the Management Team was inconsistent with the prohibition of an Executive Committee by the bylaws.

Whereas the experiment has acted in effect as an Executive Committee.

The bylaws clearly defines a Coordinating Committee.

Therefore In order to restore compliance with our bylaws.

I, DeWayne Lark, therefore move that the management committee be abolished effective immediately.

Motion passes: Yes: 14, No: 8 10:47 pm

Yes: Collier, Cory, Foley, Goodman, Jacobs, James, Lark, Poynter, Rawline, Reyes, Rosin, Sorden, Turner, Vasiliev

No: Aaron, Dixon-Briggs, Gray, Pinchback, Rhodes, Sagurton, Steinberg, Voorhees

- c) **Finance Committee – James Sagurton** **5 min.**
- d) **Governance Committee – Lawrence Reyes** **5 min.**
- e) **Personnel Committee – Alex Steinberg** **5 min.**
- f) **Programming Committee** **5 min.**
- g) **Strategic Planning Committee – Alex Steinberg** **5 min.**
- h) **Development Taskforce – Nancy Sorden** **5 min.**
- i) **Covid-19 Taskforce – Lawrence Reyes** **11:12 pm** **5 min.**

5. iED Report & Q & A – Lydia Brazon **11:30 pm** **15 min.**

6. Motion on Special Rule Limiting Agenda Approval to 20 minutes – Alex Steinberg **10 min.**

Be it resolved that the Pacifica National Board adopts the following special rule governing future meetings of the Pacifica National Board:

The time set for agenda approval shall be 20 minutes.

Ron Pinchback puts forward an Amendment to change ‘20’ to ‘30’.

Grace Aaron puts forward second Amendment to add ‘a maximum of’ after ‘shall be’.

If both Amendments were to be accepted, the wording would be:

The time set for agenda approval shall be a maximum of 30 minutes.

However, Lawrence Reyes mentions that there is an earlier Resolution passed by the

PNB limiting agenda approval.

Ron Pinchback puts forward a Motion to Postpone consideration of this Motion and Refer it to the Coordinating Committee.

Lawrence puts forward an Amendment for one of the Officers to convene a meeting of the Coordinating Committee.

Grace Aaron amends Lawrence Reyes' motion to add that a meeting be scheduled for the Coordinating Committee with an open invitation to all PNB Directors who wish to participate for next Thursday at 9:30 pm Eastern time.

Motion as amended passes without objection. 12:17 pm

7. Adjourn 12:17 pm

The following item is not taken up:

**7. LSB Responsibility for Posting and Recording all LSB and LSB Committee Meetings 7 min.
- Grace Aaron as PNB Secretary**

Whereas, it is necessary that all Local Station Board meetings as well as LSB Committee meetings be properly noticed on KPFTX and,
Whereas, due to Covid-19 in person meetings are now being held by teleconference, significantly increasing the workload of Pacifica personnel to the point where the situation has become untenable,

Therefore, be it resolved that the Officers of Pacifica Local Station Boards arrange for:

- 1) The posting of all Local Station Board meetings as well as LSB Committee meetings on KPFTX.
- 2) The streaming of all above meetings when desired.
- 3) The recording of all meetings.
- 4) That all meeting recordings be made available to Otis Maclay within 24 hours of the meeting being held and that the name of the meeting as well as the date, and time the meeting started and ended be communicated.

Further, be it resolved that PNB Directors make sure that the above protocol be put in place as soon as possible, including assigning people to post, stream (if needed), record meetings and ensure that the agendas, minutes and recordings are posted on KPFTX.org. (It should be noted that only National meetings will be streamed on KPFTX.)

Further, be it resolved that LSB Officers and PNB Directors ensure that Community Advisory Board meetings are being held on a regular basis, that they are posted, streamed (when desired) and recorded as stated above.

APPENDIX

All Times Eastern

[Back to the Calendar](#)

Thursday, July 16, 2020

8:30 PM ET

Pacifica National Board

Teleconference

Purpose: Special meeting to review 2018 Audit, financial and governance matters.

[Committee Members](#)

Agenda

[View Text](#)

Grace Aaron

graceaaron@gmail.com

Posted: 07/08/2020 - 7:41 PM

Updated :07/08/2020 - 7:41 PM

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

**Respectfully Submitted,
Grace Aaron, PNB Secretary**