

**Approved Minutes**  
**Special Pacifica National Board Open Session**  
 Teleconference Meeting  
**Thursday, March 26, 2020 8:30 pm ET**  
**Approved on April 2, 2020**  
**All times are Eastern Time**  
**(meeting notice appended to the end of this agenda)**

**Directors** (*new members are in italics*):

- Grace Aaron, KPFK, Listener
- Robin Collier, KCEI, Affiliate
- Chris Cory, KPFA, Listener
- *Vanessa Dixon-Briggs, WPFW Listener*
- *Lynden Foley, KPFT Listener*
- Jan Goodman, KPFK, Listener
- *Heather Gray, WRFG, Affiliate*
- Sabrina Jacobs, KPFA, Staff
- Wally James, KPFT, Staff
- DeWayne Lark, KPFT, Listener
- Ron Pinchback, WPFW, Staff
- Ralph Poynter, WBAI, Listener *late*
- *Sandra Rawline, KPFT, Listener*
- Lawrence Reyes, KPFK, Listener
- Shawn Rhodes, WBAI, Staff
- *Eileen Rosin, WPFW, Listener*
- James Sagurton, WBAI, Listener
- Nancy Sorden, WPFW, Listener *late*
- 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

**Item # Description**

**Time**

**Alex Steinberg, PNB Chair Pro Tem calls the meeting to order at 8:39 pm**

**1. Preliminary items**

**10 min.**

- A. Call to Order by Alex Steinberg, Chair Pro Tem
- B. Roll Call – 20 members present, 2 members arrive later in the meeting
- C. Alex Steinberg, Chair Pro Tem, welcomes and seats New Directors and gives them each 2 minutes to introduce themselves, at member Lark’s suggestion, continuing members are given 1 minute to introduce themselves as well 9:10 pm
- D. Election of Chair Pro Tem – Alex Steinberg is re-elected without objection 9:10
- E. Election of Vice Chair Pro Tem – Dewayne Lark is re-elected without objection 9:11
- F. Election of Secretary Pro Tem – Grace Aaron is re-elected without objection 9:12

- G. Excused Absences - no requests were received
- H. Identify Timekeepers – Polina Vasiliev agenda items, Lawrence Reyes for people
- I. Alex Steinberg, Chair Pro Tem, announces the results of the Bylaws Referendum 9:14
- J. Alex Steinberg, Chair Pro Tem, asks KPFT PNB Directors to ensure that the PNB resolution of March 5, 2020 that Robert Gartner be seated on the KPFT Local Station Board be implemented by the KPFT LSB. 9:15 pm

- 2. **Agenda Approval** – amended and approved 9:32 pm **5 min.**
- 3. **Minutes Approval** - March 5, 2020 Open Session Minutes approved 9:33 pm **3 min.**
- 4. **Nominations for Permanent PNB Officers for 2020, Approve Voting Process** **15 min.**

Aaron suggests that the words ‘heard or’ be inserted in the protocol in the third paragraph just before the word ‘viewed’. Amendment passes without objection. Protocol is accepted without objection.

9:41 pm **Nominations for Officers:**

**Secretary:**

**Grace Aaron** is nominated by Shawn Rhodes for the position of Secretary. Nomination accepted. There are no other nominations for Secretary. 9:42 pm **Vice Chair:**

**Dewayne Lark** is nominated by James Sagurton for the position of Vice Chair. Nomination accepted.

**Chris Cory** is nominated by Wally James for the position of Vice Chair. Nomination accepted.

**Chair:**

Nancy Sorden is nominated by Jan Goodman. Nomination later declined.

**Alex Steinberg** is nominated by Grace Aaron. Nomination accepted.

**Sabrina Jacobs** is nominated by Lynden Foley. Nomination accepted.

Lawrence Reyes is nominated by Polina Vasiliev. Nomination declined. 9:52 pm

- 5. **Motion to Enforce the PNB Resolution to Seat Robert Gartner on the KPFT LSB – PNB Officers** **10 min.**

Once again we are directing the KPFT LSB to seat Robert Gartner. We have every hope that the KPFT LSB will comply with the PNB Resolution to seat Mr. Gartner which is based on an opinion by Pacifica Counsel and afford Mr. Gartner due process. However, if the LSB fails to seat Robert Gartner the PNB will take the action of suspending the rights of Committee participation on the part of KPFT Directors and Delegates on Committees of the Pacifica National Board until such time as the KPFT LSB comes into compliance with this PNB Directive.

Jan Goodman moves that this item be moved to closed session. Chair rules against this. 10:04 pm

**Motion Passes: Yes: 14, No: 7, A: 1**

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

No: Collier, Cory, Foley, Goodman, Jacobs, James, Rawline

Abstain: Tanaka 10:23 pm

**6. Motion from the National Finance Committee – Chris Cory, NFC Chair 10 min.**

Motion: (James Sagurton) "The NFC recommends to the PNB that they immediately consider a national on-air fund raiser and other fund raising efforts to expedite past due payment for the audits and the accounting services from NETA." (Passed without objection) **Aaron puts forward a Motion to Postpone for 2 meetings (2 weeks).**

**Motion to Postpone passes: Yes: 12, No: 7, Abstain: 3**

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

No: Collier, Cory, Foley, Jacobs, James, Rawline, Tanaka

Abstain: Goodman, Rosin, Steinberg 10:39

**7. iED Report & Q&A – Lydia Brazon 25 min.**

- a) **Coronavirus Update and Implications for our Stations and Staff min. 5**
- b) **Station Fund Drives and other financial issues min. 5**
- c) **Banking and administrative update min. 5**
- d) **Update on the KPFA building property tax situation min. 5**
- e) **Other National Office news min. 5**

**8. Open Up Nominations for Director Representatives to National Committees** (nomination process to be opened and concluded at the next PNB Open Session). **15 min.**

Committee Chairs or Members explain the Committees: Finance, Audit, Coordinating, Personnel, Programming, Strategic Planning, Development, Elections, Governance

**9. Motion(s) to Renew Ad Hoc Committees (Personnel, Development, Strategic Planning Comm., etc.)** As there are no motions, this is agenda item is postponed by the Chair. **10 min.**

**10. Set Dates for Regular PNB Meetings for the rest of the year 10 min.**

The date of April 9 is removed without objection after it is pointed out that it isn't the first Thursday of April and there already is a meeting scheduled for April 2.

**Motion Passes without objection.**

Lawrence Reyes asks the Chair if a motion from the WBAI Finance Committee that was approved by the WBAI LSB to be sent to the PNB about subcarriers be added to the agenda. The Chair rules against this and says that the motion should be sent to the National Finance Committee.

**11. Motion to create a Pacifica Network Corona Virus Pandemic Task Force – Lawrence Reyes**  
**7 min.**

Pandemic Task-Force shall be compose by Local and National Subject Matter Experts representing Public Health, Health Services and Mental Health, Non-Profit and Community Grassroots organizations and shall be connected to all units of the Pacifica Network and it's Radio Affiliates in reaching out in order to recruit expert volunteers beginning with empaneling Pacifica Network, Director volunteer's from all 5 Radio Stations and the Affiliate Directors shall be ask to Volunteer. - Submitted by Lawrence Reyes, Listener KPFK Director **Motion passes without objection. 12:10 am**

**12. Adjourn 12:11 am**

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**Motion to Establish Voting Process for Elections of PNB Officers and Director Representatives to PNB National Committees, by Steinberg**

Voting for the following elections shall be by Instant Runoff Voting to elect one Director to each position, in accordance with prior and current Board policies and practices: PNB Chair, PNB Vice Chair, PNB Secretary as well as one Director from each station for each of the following Committees: Finance, Audit, Coordinating, Personnel, Programming, Strategic Planning, Development, Elections, Governance.

The elections for PNB Officers will be held separately from the elections for one Director from each station to serve on PNB Committees. The timeline below is for the elections for Officers. The timeline for Committee elections will be determined at our next PNB meeting.

The Current Secretary or Secretary Pro Tem shall e-mail ballots for the elections for PNB Officers and voting instructions to the PNB Directors, before midnight Eastern Time on March 27, 2020. The ballots shall be returned to Terry Goodman who shall be the Election Teller, and to Michael Novick who shall be the Secondary Ballot Recipient, with the ballot return deadline being midnight Eastern Time on March 30, 2020. The Teller and Secondary Ballot Recipient shall tabulate the ballots in a public tally via webstreamed conference call no earlier than April 1, 2020, and shall notice how the tally can be heard or viewed in advance. Election results shall be reported by the Teller to the PNB via email before midnight Eastern Time on the date of the public tallies.

Email of Wednesday, March 25<sup>th</sup> from Terry Goodman to the PNB Secretary about the change in election protocol:

I'm flexible, but in the past we've had to adjust the timeline to the schedule of the Secondary Ballot Recipient and the availability of a public venue. For a working person in Houston, that meant a schedule that allowed for a public tally in Houston mid-day on a Saturday.

The ballot integrity provisions in the email balloting system I've designed are in the individual ballot codes and the transparent reporting. The secondary ballot recipient serves the purpose of keeping the Teller honest in approving or rejecting ballots and interfacing with voters. The printed ballots are an anachronism and the public tally serves no essential purpose outside of resolving ties. Accordingly, under coronavirus shelter-in-place rules, I'll suggest a public tally via webstreamed conference call.

With an online rather than a public tally, this may add new candidates to the ballot recipient candidate pool; but my anticipation is that you'll be lucky to find one non-Director to serve as Secondary Ballot Recipient. I don't know who the current directors are, so I don't know who to suggest.

In the event of a tie on a conference call, we won't have witnesses for a coin toss. We could probably have the election staff agree on the conference call that if the final number in a stock market index, rounded down to a whole number, is odd at the end of the next trading day then candidate A is eliminated and if the final number minus any fractional overage is even then Candidate B is eliminated. A possible such number is the Dow Jones Industrial Average Daily High for the NYSE, which is currently the first number reported at the end of each trading day in the online chart at <https://www.wsj.com/market-data/stocks/us/indexes>.

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### **Motion to Set Dates for Regular PNB Meetings for the rest of the year, by Steinberg**

The PNB sets the following dates for regular PNB meetings (all on Thursdays): ~~April 9~~, May 7, June 4, July 2, Aug. 6, Sep. 3, Oct. 1, Nov. 5, Dec. 3 (all in 2020) and Jan. 7, 21, and 28, 2021. Several meetings are scheduled in January as the PNB may choose to cancel one of those dates later. Jan. 28 will be for seating newly-chosen Directors for 2021.

### **All Times Eastern**

[Back to the Calendar](#)

**Thursday, March 26, 2020 8:30 PM ET Pacifica National Board Teleconference**

**Emergency Session:** Special meeting to seat officers and committee members, rules for seat finances and property tax situation. Review of meeting will be in executive session to deal with 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

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

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

Updated :03/19/2020 -

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

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