

**Approved Minutes**  
**Regular Pacifica National Board Open Session**  
 Teleconference Meeting  
**Thursday, September 3, 2020 8:30 pm ET**  
**(Approved on Sept. 17, 2020)**  
**All times are Eastern Time**  
**(meeting notice appended to the end of this agenda)**

**Directors:**

Grace Aaron, KPFFK, Listener	Ralph Poynter, WBAI, Listener
Robin Collier, KCEI, Affiliate <i>excused</i>	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 <i>excused</i>
Sabrina Jacobs, KPFA, Staff	Alex Steinberg, WBAI, Listener
Wally James, KPFT, Staff	Andrea Turner, KPFA, Listener
DeWayne Lark, KPFT, Listener <i>late</i>	Polina Vasiliev, KPFFK, Staff
Ron Pinchback, WPFW, Staff	Tom Voorhees, KPFA, Listener

**Others:**

Lydia Brazon, Interim Executive Director  
 Anita Simms, Interim Chief Financial Officer  
 Arthur Schwartz, Pacifica Counsel  
 John Tatum, Parliamentarian

**The Chair, Alex Steinberg, calls the meeting to order at 8:39 pm.**

<b>Item # Description</b>	<b>Time</b>
<b>1. Preliminary items</b>	<b>7 min.</b>
A. Call to Order by Alex Steinberg, Chair	
B. Roll Call - Quorum is reached with 19 Members present. 8:44 pm	
C. The Chair reads the Report Out from the PNB Closed Session of Aug. 27, 2020: <b>The Pacifica National Board met with the General Manager of KPFFK to discuss personnel matters, and addressed other personnel matters.</b>	
D. Excused Absences	
Jan Goodman makes a motion to excuse the absences of Robin Collier and Nancy Sorden. Motion passes without objection. 8:45 pm	
E. Identify Timekeepers – Lawrence Reyes for items, James Sagurton for people.	
<b>2. Agenda Approval 9:03 pm</b>	<b>5 min.</b>
Grace Aaron puts forward an Agenda Amendment to add a time limit for New Business of 20 minutes. Amendment is accepted without objection.	
<b>3. Minutes Approval – August 27, 2020 Open Session Minutes are approved. 9:04 pm</b>	<b>3 min.</b>

#### 4. Committee Reports

a) **Audit Committee – Eileen Rosin** 9:13 pm **3 min.**

b) **Coordinating Committee Dewayne Lark announces that the Coordinating Committee will meet on the 5<sup>th</sup> Wednesday of September.**  
**3 min.**

c) **Finance Committee – James Sagurton** 9:19 pm **5 min.**

d) **Governance Committee – Lawrence Reyes** 9:21 pm **5 min.**

e) **Personnel Committee – Lawrence Reyes** 9:22 pm **5 min.**

f) **Programming Committee - Polina Vasiliev** 9:24 pm **5 min.**

g) **Strategic Planning Committee – Alex Steinberg** 9:26 pm **5 min.**

h) **Development Taskforce – Nancy Sorden** **5 min.**

i) **Covid-19 Taskforce – Polina Vasiliev** 9:28 pm **5 min.**

5. **iED Report & Q & A – Lydia Brazon** **9:36 pm** **10 min.**

#### 6. Unfinished Business

**LSB Responsibility for Posting and Recording all LSB and LSB Committee Meetings - Grace Aaron as PNB Secretary** **10 min.**

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 by National Office staff.)

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Lawrence Reyes makes a Motion to Refer this Motion to the Governance Committee.

Motion to Refer fails: Yes: 7, No: 8, Abstain: 4

Yes: Cory, Goodman, Jacobs, Lark, Poynter, Reyes, Turner

No: Aaron, Foley, Gray, James, Pinchback, Sagurton, Steinberg, Voorhees

Abstain: Rawline, Rhodes, Rosin, Vasiliev

**Main Motion passes: Yes: 12, No: 3, Abstain: 4**

**Yes: Aaron, Foley, Goodman, Gray, James, Pinchback, Rhodes, Rosin, Sagurton, Steinberg, Vasiliev, Voorhees**

**No: Lark, Rawline, Reyes**

**Abstain: Cory, Jacobs, Poynter, Turner 9:57 pm**

## 7. New Business

### **Motion on Management Evaluation – Tom Voorhees and Alex Steinberg**

Whereas the Local Station Boards are charged with the task of a yearly evaluation of management, And whereas a management evaluation requires strict guidelines to insure fairness, objectivity, adherence to legal requirements and respect for the rights of all involved, The Pacifica National Board directs the Local Station Boards to implement the following procedures:

1. The Bylaws mandated task of conducting a management evaluation shall be assigned to an ad hoc committee of the Local Station Board created specifically to fulfill that function on an annual basis.
2. Members of the committee shall be selected by a vote of the Local Station Board on an annual basis.
3. All members of the committee must sign a non-disclosure agreement.
4. The committee shall follow standard Human *Resources* practices in conducting their evaluation.
5. Evaluation practices shall include the use of surveys and interviews to collect the views of paid and unpaid staff and of LSB members. Analysis of metrics in meeting financial and other goals and consideration of historical circumstances should play an essential role in the evaluation. The job description of the manager being evaluated should serve as a template to determine if goals are being met. The committee should also take into account the de facto practice of the manager in considering the job responsibilities being evaluated. The evaluation process should follow accepted guidelines for objectivity, fairness and compliance with all legal and contractual obligations. The privacy of the individual being evaluated should always be a priority. The committee may ask for assistance from Pacifica's Human Resources division if questions arise in the course of this process.
6. Once the committee has finalized its evaluation it must send its recommendation to the Local Station Board for its recommendation.
7. The Local Station Board, after completing its evaluation, must send it to the Executive Director of Pacifica for final disposition in accordance with the Bylaws.
8. Any management evaluation currently in progress that is not compliant with the above standards shall be restarted.

Submitted by Alex Steinberg and Tom Voorhees, Sept 2, 2020

**Appendix:** from the Pacifica Bylaws

**Article Seven, Local Station Boards, Section 3: Specific Powers and Duties**

Each LSB, acting as a standing committee of the Foundation's Board of Directors, shall have the following powers, duties and responsibilities related to its specific radio station, under the direction and supervision of the Foundation's Board of Directors:...

C. To prepare an annual written evaluation of the station's General Manager.

D. Both the Executive Director and/or an LSB may initiate the process to fire a station General Manager. However, to effectuate it, both the Executive Director and the LSB must agree to fire said General Manager. If the Executive Director and the LSB cannot agree, the decision to terminate or retain said General Manager shall be made by the Board of Directors...

F. To prepare an annual written evaluation of the station's Program Director.

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**Lawrence Reyes makes a Motion to Amend to change the phrase in point 4 “Human Relations” to “Human Resources”.**

**Amendment passes without objection. 10:05 pm**

**Lawrence Reyes makes a Motion to Refer this Motion to the Personnel Committee.**

**Motion to Refer passes without objection. 10:53 pm**

**8. Adjourn 10:54 pm**

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**APPENDIX**

**Thursday, September 3, 2020**

**Pacifica National Board**

**Purpose:** Regular Monthly Meeting

**8:30 PM ET**

**Teleconference**

Grace Aaron

Posted: 04/02/2020 - 1:12 AM

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

Posted: 08/20/2020 - 1:41 PM

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

**Committee Members**

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

Updated :08/20/2020 - 1:41 PM

Respectfully Submitted,  
Grace Aaron, Pacifica National Board Secretary