

Draft Minutes
Regular Pacifica National Board Open Session
Teleconference Meeting
Thursday, November 5, 2020, 8:30 pm ET
Continued on November 12, 2020, 8:30 pm ET
All times are Eastern Time
(meeting notices appended to the end of this agenda)

Directors:

Grace Aaron, KPFFK, Listener	Ralph Poynter, WBAI, Listener
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 <i>absent</i>	Alex Steinberg, WBAI, Listener
Wally James, KPFT, Staff	Andrea Turner, KPFA, Listener
DeWayne Lark, KPFT, Listener	Polina Vasiliev, KPFFK, Staff
Ron Pinchback, WPFW, Staff	Tom Voorhees, KPFA, Listener

Others:

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

The Chair, Alex Steinberg, calls the meeting to order at 9:00 pm.

Item # Description

Time

1. Preliminary items

4 min.

- A. Call to Order by Alex Steinberg, Chair 9:00 pm
- B. Roll Call - All 22 Directors are present. 9:07 pm
- C. The Chair reads the Report Out from the Closed Session of Oct. 29, 2020:

In the Closed Session of Oct. 22, 2020, the PNB authorized an amendment of the Articles of Incorporation approval by a court.

In the Closed Session of Oct. 29, 2020 the PNB met with Anyel Fields, KPFFK GM; Warren Nelson, Union attorney; and Lydia Brazon, iED, about expense cuts at KPFFK.

The PNB also discussed an extension of the \$3.2 million loan and the New Day Pacifica petition process.

D. Excused Absences

E. Identify Timekeepers Vasiliev times topics, Sagurton times people.

2. Agenda approval

5 min.

James Sagurton moves that items 4, the iCFO Report, and item 5, the iED Report, be deleted from the agenda because the iCFO and iED are not able to attend this meeting. Motion is approved without objection. 9:17

3. Approve Minutes of the Oct. 22, 2020 Open Session

3 min.

Jan Goodman wishes to ask that the minutes be corrected to eliminate the notation of the arrival of Directors after the roll call. The Secretary, Grace Aaron, moves that this question about what should be included in the minutes be referred to the Governance Committee. Motion to Refer to the Governance Committee passes: Yes: 19, Abstain: 3
Yes: Aaron, Cory, Dixon-Briggs, Foley, Goodman, Gray, Jacobs, James, Lark, Pinchback, Poynter, Rawline, Reyes, Rhodes, Rosin, Sagurton, Turner, Vasiliev, Voorhees
Abstain: Collier, Sorden, Steinberg 9:28 pm

4. Committee Reports

a) Audit Committee – Eileen Rosin

3 min.

b) Coordinating Committee – Chris Cory

12 min.

Motion: Move that the Coordinating Committee shall meet prior to the PNB's monthly meeting, currently on the first week of the month. PNB members may submit proposed motions to the Coordinating Committee, prior to its meeting.
Motion passes without objection.

Motion to update the following resolution adopted on July 25, 2019:

Stipend for Recording Secretary, by Grace Aaron

Whereas, Bill Crosier has done an excellent job as PNB Recording Secretary but is needed more urgently to help with National Office and other duties due to the departure of the Executive Director, and Whereas, Bill Crosier is still needed as an officer of the Foundation to fulfill certain duties, Therefore, be it resolved that the Pacifica National Board approves the expenditure of \$25 per hour for a recording secretary to take minutes at PNB meetings. A maximum of 6 hours per meeting will be allocated for this purpose. The Officers of the Board will be tasked with hiring a recording secretary who will be a contract, part time, temporary employee without benefits paid by the National Office. Bill Crosier, as Secretary, will oversee the taking of minutes to ensure they are done properly and in a timely manner.

Motion to Amend a Previously Adopted Motion final wording:

Be it resolved that the Pacifica National Board approves the expenditure of \$25 per hour for a recording secretary to take minutes at PNB meetings. A maximum of 6 hours per meeting will be allocated for this purpose. The Officers of the Board will be tasked with hiring a recording secretary who will be a contract, part time, temporary employee without benefits paid by the National Office.

The above motion can be seen in the Agenda for July 25, 2019:

https://kpftx.org/archives/pnb/pnb190725/pnb190725_6147_agenda.pdf

(No minutes were ever submitted or approved for this meeting.)

Motion to Amend a Previously Adopted Motion passes: Yes: 16, No: 1, Abstain: 4

Yes: Aaron, Collier, Cory, Dixon-Briggs, Goodman, Gray, James, Poynter, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Turner, Vasiliev, Voorhees

No: Lark

Abstain: Foley, Jacobs, Rawline, Reyes 9:51 pm

c) Finance Committee – James Sagurton

8 min.

The following motion was passed by the Pacifica National Finance Committee (NFC) at the October 17, 2020 NFC meeting:

Motion as amended: "The NFC requests that the PNB request that the LSBs submit a proposed draft FY21 budget within two weeks to the NFC. If a budget is not submitted within 2 weeks the NFC will begin to create a budget for the stations based on available financial data." (Passed in NFC: 5 for, 2 against)

Motion passes without objection. 10:13 pm

d) Governance Committee – Lawrence Reyes 10:15 pm

5 min.

e) Personnel Committee – Lawrence Reyes 10:15 pm

5 min.

f) Programming Committee

5 min.

The Programming Committee recommends to the PNB to recommend to the IED, ED, to recommend to the to GMs, IGMs, PDs, IPDs to create and maintain a list serve for all programmers, paid and volunteer, and management to be able to communicate with each other as a station's resources should be used inclusively without segregation, and in keeping with the Pacifica mission.

(This motion forcing communication among all staff, paid and unpaid, passed unanimously in the Programming Committee.)

Programming Committee List Serve Motion passes: Yes: 11, No: 3, Abstain: 8

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

No: Foley, Rawline, Rhodes

Abstain: Aaron, Collier, Cory, Goodman, Jacobs, Rosin, Steinberg, Turner 10:34 pm

Nancy Sorden moves that this meeting be continued on Thursday, November 12, 2020.

Motion passes without objection. 10:45 pm

Meeting is recessed at 10:45 pm.

This meeting is Continued on Thursday, November 12, 2020

The Chair, Alex Steinberg, calls the meeting to order at 8:41 pm.

The Roll is Called and 20 Directors are present constituting a quorum: Aaron, Collier, Dixon-Briggs, Foley, Goodman, Gray, James, Lark, Pinchback, Poynter, Rawline, Reyes, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Turner, Vasiliev, Voorhees 8:43 pm

There are no requests for excused absences.

Time Keepers: James Sagurton times people, Lawrence Reyes times items.

Several Directors ask that items be added to the Agenda:

Lawrence Reyes asks that a Task Force be set up to respond to certain emails (See New Business for the Motion.)

Motion to add this Motion to the Agenda for 7 minutes in New Business passes:

Yes: 14, No: 4, Abstain: 2

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

No: Foley, Goodman, James, Rawline

Abstain: Collier, Turner 8:56 pm

Nancy Sorden adds an item to New Business about hires at KPFA. Item is added without objection.

Grace Aaron adds an item to the Agenda to fill an empty seat on the Governance Committee: Item added without objection.

Grace Aaron moves that an iED Report and iCFO Report be added to the Agenda as the next 2 items. These items are added without objection.

Jan Goodman requests that an item be added to the Agenda about threats in a Town Hall meeting. Ruled out of order by the Chair. 9:06 pm

Jan Goodman requests that a discussion of the KKK attack of the last KPFT Local Station Board Zoom Meeting be discussed for 5 minutes in New Business, which is added to New Business without objection. 9:06 pm

5. iED Report – iED, Lydia Brazon, is not able to attend but submitted a written report. The Secretary reads the report:

After being informed that the iED would be unable to attend this meeting, the Chair and the Secretary sent the following email to her:

On Thu, Nov 12, 2020 at 3:43 PM Alex Steinberg <pnbalex@gmail.com> wrote:

Dear Lydia,

A number of PNB Directors have noticed your absence from recent PNB and NFC meetings. We fully understand how busy you are and how overwhelming the current situation at Pacifica is.

Financial reports from NETA show a dire financial situation across the network.

Reports about KPFT are grim. You have had the names of GM candidates for at least 3 weeks now and haven't made a decision yet. KPFT is badly in need of a general manager. KPFT fund drives are doing very poorly and they don't have the facility to do remote broadcasting we have heard. What happened to the promised Technical assistance they were supposed to get?

The PNB needs an update on the EIDL loan. Is it true that the maximum we can expect is \$150,000, not around \$2 million?

If you absolutely cannot attend the PNB meeting tonight please send the PNB a written report including an update on:

- a) The EIDL loan.
- b) The KPFT situation.
- b) The KPFA property tax issue.
- c) How much money the Archives fund drive netted.
- d) Update on KPFA Union negotiations and expense cuts.
- e) Other fundraising activities.

We are very mindful of how hard you have been working. We also feel that as Officers of the PNB we have an obligation to address the problems we are facing before they spin out of control.

Alex Steinberg
Grace Aaron

The iED responded:

From: Pacifica Executive Director <ed@pacifica.org>
Date: Thu, Nov 12, 2020 at 5:39 PM
Subject: Re: Some critical items we need reports on
To: Alex Steinberg <pnbalex@gmail.com>
Cc: Lydia Brazon <hlp@igc.org>, Grace Aaron <graceaaron@gmail.com>

1. partly true, after PNO drive on the 17th I'll send raw sources
2. I should be ready to name the GM by end of next week
3. The PNB gave the green light, Quincy agreed to pay for legal re writ of mandate
4. Archives raised \$60,000 vs the \$30,000 raised in March
5. Warren Anyel Cynthia were on with union into the late afternoon, I did not attend and won't until after the 17th but spoke with Warren and have kept up with their emails
6. So far for Tuesday, we have John Densmore's (drummer for the Doors) book released on Tuesday, Director, Greg Nava, El Norte, Selena, A Time of Destiny etc., among the draws and a rollout of new Wear Your Mask by several.

I'm spending tonight nailing down the rundown and premiums. Polina has been key and can fill you in. 9:23 pm

6. Interim CFO Report & Q & A – Anita Sims, iCFO

The iCFO answers questions from Board Members. 9:53 pm

7. Committee Reports are resumed from where they were left off on Nov. 5, 2020:

- | | | |
|--|---------|--------|
| g) Strategic Planning Committee – Alex Steinberg | 9:54 pm | 5 min. |
| h) Ad Hoc Loan Committee – Dewayne Lark | | 7 min. |
| i) Development Taskforce – Nancy Sorden | | 5 min. |

- j) **Covid-19 Taskforce – Polina Vasiliev** **3 min.**
k) **Loan Repayment Committee – Dewayne Lark** **20 min.**

Motions: 1) that we move the Loan Repayment Committee final report date out another 45 days owing to the loan extension. **Extension is accepted without objection.** 10:40 pm

The following item was not taken up:

2) Discussion about postponing the 2021 Local Station Board elections that would have a fiscal impact of \$100k/year (average).

7. Unfinished Business

8. New Business

a) Motion: That the PNB Form a Sub-committee or Task-Force to have a True response to all Listener's On the Pacifica E-mail address list regarding the true actions of PNB Board members regarding the concern's addressed in the Template Letter from New Day Pacifica Petition for a New By-Laws Referendum.

Embedded in this email is the letter that has been flooding Directors Inboxes which alleges misinformation as fact which must be corrected. Listeners name and email address has been removed for privacy concerns.

Lawrence Reyes
KPFK PNB Listener's Director

PNB Director,
I am a listener and regular donor to Pacifica through my local station.

I support Pacifica financially so Pacifica can produce programs I can't hear anywhere else, not to block big changes needed at Pacifica so Pacifica can survive for future generations.

By blocking the bylaws referendum, you will be causing my member donations to be used without my permission for unnecessary legal expenses.

Respect your members' rights, comply with the law, and set a date for the bylaws referendum.

Cfq

Chris Cory arrives at 10:18 pm.

Motion to form a Task Force re: New Day Pacifica emails passes: Yes: 16, No: 1, A: 4
Yes: Aaron, Cory, Dixon-Briggs, Goodman, Gray, Lark, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Vasiliev, Voorhees
No: Rawline
Abstain: Collier, Foley, James, Turner 10:52 pm

The following items were not addressed due to lack of time:

b) There are 2 jobs listed on the KPFA website. See link below. Those need to be approved by the PNB before they can be hired.

Not sure KPFA has the money for this, as per the CFO's report at the Finance committee meeting a month ago.

Nancy Sorden

2 KPFA job listings: https://pacificafoundation.org/jobs_kpfa.php

c) Elect a Director from KPFA to replace Aki Tanaka on Governance Committee – Grace Aaron

As Aki Tanaka resigned from the PNB and was replaced by Andrea Turner, Aki's seat on the Governance Committee is vacant. Therefore, I move that we nominate a replacement for Aki from KPFA to serve on the Governance Committee.

Nancy Sorden and Sandra Rawline leave the call at approximately 10:55 pm.

Several Directors put forward a Motion to Adjourn which passes: Yes: 9, No: 5, Abstain: 5

Yes: Aaron, Collier, Dixon-Briggs, Goodman, Gray, James, Pinchback, Poynter, Voorhees

No: Lark, Reyes, Rhodes, Sagurton, Vasiliev

Abstain: Cory, Foley, Rosin, Steinberg, Turner 11:05 pm

9. The meeting adjourns at 11:05 pm.

APPENDIX

All Times Eastern

[Back to the Calendar](#)

Thursday, November 5, 2020

8:30 PM ET

Pacifica National Board

Teleconference

Purpose: Regular Monthly Meeting

[Committee Members](#)

Grace Aaron

graceaaron@gmail.com

Posted: 04/02/2020 - 1:13 AM

Updated :04/02/2020 - 1:13 AM

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

Thursday, November 12, 2020

8:30 PM ET

Pacifica National Board

Teleconference

Purpose: Continuation of the monthly PNB meeting that started on Nov. 5.

[Committee Members](#)

Agenda

[View Text](#)

Grace Aaron

graceaaron@gmail.com

Posted: 11/05/2020 - 9:50 PM

Updated :11/05/2020 - 9:50 PM

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

Respectfully Submitted
Grace Aaron, Pacifica National Board Secretary