

Approved Minutes
Regular Pacifica National Board Open Session
Teleconferencing Meeting
Thursday, December 3, 2020 8:30 pm ET
All times are Eastern Time

Directors:

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
Sandra Rawline, KPFT, Listener
Lawrence Reyes, KPFK, Listener
Shawn Rhodes, WBAI, Staff
Eileen Rosin, WPFW, Listener
James Sagurton, WBAI, Listener
Nancy Sorden, WPFW, Listener
Alex Steinberg, WBAI, Listener
Andrea Turner, KPFA, Listener
Polina Vasiliev, KPFK Staff
Tom Voorhees, KPFA, Listener

Others:

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

1. Preliminary items

8:39

A. Call to Order by Alex Steinberg, Chair

B. Roll Call. all present except Ralph Poynter

C. The Chair reads the Report Out from the Closed Session of Nov. 5 continued on Nov. 12, 2020 as well as the Report Out from Nov. 27, 2020: 8:44

Nov. 5 – 12, 2020:

The Pacifica National Board directs the iED to hire a National Election Supervisor to make sure that the membership lists at all stations are up to date and accurate.

Nov. 27, 2020:

The Pacifica National Board met with the KPFK Union Attorney, KPFK General Manager and the iED regarding KPFK Union negotiations.

The Pacifica National Board voted to approve Pacifica Counsel's recommendations regarding a process for a potential bylaws referendum.

D. Excused Absences

E. Identify Timekeepers

Laurence Reyes – timekeeper volunteer for items

James Sagurton– timekeeper for individuals

Participants are asked to mute themselves until ready to speak. Individuals will be recognized for 90 seconds each.

8:49

2. Agenda approval. The floor is open for discussion of draft agenda.

Robin raised a point of order about item 4.c – the board can only select new members now, but can not seat them until January. It was agreed that nominees would not be seated until January but the board will hear from them this evening.

Ralph Poynter arrives 8:54

Lynden: moved that item 10.b be moved to the closed meeting agenda. The motion was seconded.

note that yes = move to closed meeting, n = keep on open agenda. The motion passed with 15 yeas and 6 nays.

Yes: Aaron, Collier, Cory, Foley, Goodman, Jacobs, James, Poynter, Rawline, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Voorhees

No: Dixon-Briggs, Gray, Lark, Pinchback, Reyes, Vasiliev

(Andrea Turner asks to vote after the vote is called. The Chair rules that her ‘yes’ vote will be noted in the minutes but not added to the tally)

3. Approve Minutes of the Open Session of Nov. 5, 2020 continued on Nov. 12

There being no corrections or amendments, the minutes were approved as read

9:13

4. The Secretary reports on the Affiliate Director nominations.

a) Only 2 nominations were received by the Nov. 15, 2020 deadline. The Secretary introduces the 2 nominees:

Heather Gray, WRFG, Atlanta, a returning board member, and Jose S. Gutierrez, Jr., KAOS Olympia WA, a new member. Both will be appointed by acclamation, now, and then seated in January.

9:15

b) The 2 nominees introduced themselves and answered questions.

9:52

*c) The PNB welcomes and seats the 2021 Affiliate Directors. (seating will happen in January)
Both candidates were approved by acclamation, and will be seated in January.*

9:57

5. Open nominations for the position of Secretary (the Secretary, Grace Aaron, is resigning pending being replaced.)

9:59

a) Grace Aaron nominates Nancy Sorden for the Officer position of Secretary and Marianne Edain as the Recording Secretary.

b) The floor is opened to any other nominations. None are offered.

c) Nominees introduce themselves.

d) Election for Secretary and Recording Secretary. Both are elected by acclamation

10:07

Many board members thank Grace for her service and note that she will be tapped for future work.

10:13

6. iED Report & Q & A – Lydia Brazon

Lydia reported on the National fund drive 11-17-20, which went through many challenges requiring last minute changes and a good deal of ingenuity. Many lessons were learned. A guess is that they raised \$15k,

mostly on line. They intend to continue the appeal and the premiums on the Pacifica website. They will be doing a press release with recordings of interviews. They're looking into posting podcasts, all at Pacifica.org. Pacifica.org facemasks are proving to be popular thank you gifts.

10:25

7. iCFO Report & Q & A – Anita Sims, iCFO

Anita provided an update on day to day work. sent out Oct financials today to FC, after some adjustments. She's working on cash flow to present to the committee next Tuesday.

In answer to a question, Anita said they were trying to have the 2019 audit done by the end of January. She will have confirmation either tomorrow or by early next week.

There were complaints about the terrible sound quality of the meeting. Everyone hung up and called back in.

10:29

8. Committee Reports

a) Audit Committee – Eileen Rosin

10:32 Eileen

Eileen reported that they are moving along with the audit. got a good report from George on his progress. He will call on members of the audit committee. They are optimistic they can finish 2019 and go right into 2020, hoping to beat the California June 30 deadline.

b) Coordinating Committee – Chris Cory

10:33

The committee failed to reach a quorum so the meeting will be rescheduled.

10:34

c) Finance Committee – James Sagurton

James reports we're still in a serious financial situation, what with covid and historic trends in the industry. It is important to have full understanding of how much money we have and where it is. This passed committee 9:0 : "The NFC requests that the PNB pass the following motion, *In order to promote transparency, it is resolved that all stations will scan copies of their daily bank deposits to NETA for verification or review.*" (passed 9 for, 0 against)

This is aimed at past problems of misallocation or miscategorization of funds. He is trying to make sure things go where they need to go, so we need to see the deposit side. He wants to ask Anita's opinion.

Alex thought this was already happening.

James said it was happening with 2 stations, not the others. The point is to transfer info to NETA.

Anita agreed this would be good for transparency.

Eileen wants to be sure Anita informs all stations what she expects from them.

The motion was passed by unanimous consent.

10:40

In order to promote transparency, it is resolved that all stations will scan copies of their daily bank deposits to NETA for verification or review.

d) Governance Committee – Lawrence Reyes

Lawrence took up the motion to refer and postponed to next governance committee meeting 12-10-20 They will focus on scope of work on the bylaws.

John Tatum asked if there was any report from Lawrence's meeting with Mike Swift.

Lawrence reported that John Tatum & Michael Swift presented about the opportunity to revise the bylaws through engaging in a contract. This was discussed for 30 minutes. The committee informed them they would take it up in the bylaws subcommittee.

10:42

e) Personnel Committee – Lawrence Reyes

Lawrence reported that the committee met, and had an extended conversation about suspending the ED search. See the motion. The Committee vote was 5 in favor, 3 against, 1 abstention.

Lydia recommended in this situation that before starting the next search, that you also create a budget which includes an assistant and create a special fund.

Lawrence responded that the personnel committee will be reconstituted in the new term. He says the comments are well taken.

Alex Steinberg suggested amending the motion. Rather than suspending the search, defer it until the committee can review the situation.

Lawrence seconded the motion.

DeWayne said that if you agree with the amendment, since the motion is to suspend the search, a newly constituted committee can just reactivate the search, so the amendment is unnecessary. The committee already has the authority to reconvene.

Robin points out that we have spent almost 5 months on this process. We didn't have money then. We don't have money now. We had Livingston do all this work and we're throwing it down the drain. We need an ED. We can't have Lydia working for free. Its just crazy to suspend this. If we don't have the money, then we have to raise the money. She is against suspending the process.

James addresses Lydia, saying this presupposes she is willing to go on for free, for at least some time. He asks if that is the case.

Lydia says she is willing to do this and informs the board that it is full time for her, which she can do for a time. She suggests that when the new board is seated there should be some serious thinking about the budget. Eventually we need to get to the national office. Previous directors have had an entire accounting department in house. Now we're having to deal with accounting happening in different locations. She's been trying to cut back expenses at various stations, especially the ones in trouble, the one in most trouble. Hopefully our budget will look a little better next year, for the board to hire an ED and assistant. No one is willing to do what I'm doing, which is more than full time. Any new person will have a steep learning curve. We need to find someone in less than 1 year. I will continue to support your ED coming in. This board was extremely cooperative with her needs. She's creating passwords and codes to simplify data & information. Bottom line: Yes, she will hang in there.

Because of serious line interference the meeting was adjourned at 10:55 and resumed at 10:57.

Lawrence asks that the search be suspended and that Lydia's comments be taken to heart.

11:05

A lively discussion continued. An amendment to the motion was proposed, to substitute the word "defer" for the word "suspend," which would make it easier to take up the search at an appropriate future time.

There was concern that the work of Livingston Assoc. would be wasted.

Lawrence reported that he would contact Livingston, but that it was expected he would be available when the search is taken up again.

Lawrence – he said to let him know. He reports further that the Personnel Committee voted 11 – 2 to suspend or defer the search.

The amendment to the motion was passed by acclamation, to substitute the word "deferred" for the word "suspended" in the following motion.

Motion: Due to lack of funds, the Personnel Committee Recommends that the ED Search be deferred until the 2021 personnel committee has a chance to review the situation: no objections. passes as amended.

11:22

f) Programming Committee

Polina, chair reports

The 2020 PNB Programming Committee strongly recommends to the PNB :
to recommend to the iED to recommend to Pacifica Programmers,

PDs, IPDs, GMs, IGMs, that Programmers obtain a free account to Audioport.org, for sharing their shows and selecting show content from over 200 stations, presently, found in Pacificanetwork.org The LSBs should also be informed.

This was put forth as a motion. The motion passed by acclamation

11:25

Polina explained that this is revenue neutral

g) Strategic Planning Committee – Alex Steinberg

Alex reports that the committee met last week. They discussed the strategic plan. They agreed to constitute a work group to present the strategic plan. They will meet again and will present the updated strategic plan at next meeting.

11:28

h) Ad Hoc Loan Committee – Dewayne Lark

DeWayne appears not to be on the call. Perhaps he is muted.

Nancy says she reported last meeting. She has nothing new to report.

The committee submitted 2 motions.

1) that we move the Loan Repayment Committee final report date out another 45 days owing to the loan extension.

The motion was adopted by acclamation

11:31

2) Discussion about postponing the 2021 Local Station Board elections that would have a fiscal impact of \$100k/year (average). (Note from Chair: this proposal is moot as the Bylaws deadline of Nov. 30th for this action has passed.)

i) Development Taskforce – Nancy Sorden

Nancy reports that the committee has been meeting monthly with a mandate to increase income. They are developing protocols for finding, contacting, and asking big donors for big donations. They are learning fundraising. They are working on a letter to solicit fundraising experts to work pro-bono. They are setting up processes to track efforts and successes. They want to avoid duplications. They're looking at ways to promote Pacifica. They haven't raised any money yet, but are working on mechanisms to do so.

Andrea offers her services to the committee. She does fund development for a living.

Nancy announces the committee's next meeting 12-21-20.

j) Covid-19 Taskforce – Polina Vasiliev

11:30

Polina has nothing to report right now. The committee will meet Monday.

9. Unfinished business

A question was raised as to an open director's seat on governance committee of KPFA. Tom Voorhees has volunteered. There is no other candidate.

It was moved to seat Tom Voorhees for the 2021 term of the governance committee.

Tom Voorhees is seated by acclamation.

11:40

10. New Business

Lynden – KPFT treasurer requested from management that she get 12 months of bank statements. She has had no response. Lydia sent something 10-8-20, policy 2006 on information access rights of PNB treasurers. That is the basis for the motion to have Lydia direct the management of KPFT to fulfill this request. The treasurer needs this support.

This led to discussion, and it was concluded that a motion was necessary for the record. *The motion is amended to reflect the fact that station management is required to comply with request of the treasurer of the LSB.*

The amendment passes by acclamation

The following motion is proposed:

Motion on Request for KPFT Bank Statements - Lynden Foley

Whereas the KPFT Treasurer requested, on November 20th, the last twelve (12) months of bank statements for KPFT from the management of KPFT within five (5) business days and follow up until KPFT management complies.

The motion passes by acclamation

11:51

The meeting adjourned at 11:52 pm