

**Approved Minutes**  
(Approved on Oct. 19, 2020)  
**Regular Pacifica National Board Open Session**  
Teleconference Meeting  
**Thursday, October 1, 2020, 8:30 pm ET**  
**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                |
| Sabrina Jacobs, KPFA, Staff                   | 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 <i>excused</i> |

\*All Directors are present unless noted to be absent or excused.

**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 8:40 pm ET.**

| <b>Item #</b> | <b>Description</b>       | <b>Time</b>   |
|---------------|--------------------------|---------------|
| <b>1.</b>     | <b>Preliminary items</b> | <b>7 min.</b> |

- A. Call to Order by Alex Steinberg, Chair 8:40 pm
- B. Roll Call – Quorum is reached with the following 17 members of the Board present at roll call: Aaron, Cory, Dixon-Briggs, Foley, Goodman, Gray, Jacobs, James, Lark, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sagurton, Steinberg, Vasiliev
- C. The Chair reads the Report Out from PNB Closed Session of Sept. 24, 2020:

**The PNB continued discussions with KPFFK GM, Anyel Fields; iED, Lydia Brazon; and Union Attorney, Warren Nelson, regarding the PNB directed cuts to expenses at KPFFK of at least 30%.**

**The PNB also discussed sensitive financial, legal and contractual matters.**

- D. Excused Absences - Absences are excused for Collier and Voorhees without objection.

*Sandra Rawline arrives at 8:53 pm*

E. Identify Timekeepers – Vasiliev for items, Sagurton for people. 8:44 pm

**2. Agenda Approval**

**5 min.**

*Anita Sims arrives at 8:53 pm.*

*Nancy Sorden arrives at 8:56 pm.*

Lynden Foley moves that Item 6 be removed from the Agenda.

Motion to Remove fails: Yes: 4, No: 9, Abstain: 7

Yes: Foley, Goodman, James, Rawline

No: Cory, Dixon-Briggs, Gray, Lark, Pinchback, Poynter, Reyes, Sorden, Vasiliev

Abstain: Aaron, Jacobs, Rhodes, Rosin, Sagurton, Steinberg, Turner 8:58 pm

Agenda is approved: Yes: 14, No: 3, Abstain: 3

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

No: Foley, James, Rawline

Abstain: Goodman, Jacobs, Turner 9:02 pm

**3. Minutes Approval – Approve Sept. 17, 2020 Open Session Minutes**

**3 min.**

Vanessa Dixon-Briggs wishes to correct the minutes to have the word ‘late’ be

removed. The Secretary objects. The correction is approved: Yes: 12, No: 4, Abstain: 4

Yes: Cory, Dixon-Briggs, Goodman, Jacobs, James, Lark, Pinchback, Poynter, Reyes, Rosin, Sorden, Turner

No: Aaron, Gray, Rhodes, Sagurton

Abstain: Foley, Rawline, Steinberg, Vasiliev 9:18 pm

**4. Motions Regarding Recording of Attendance in Meeting Minutes**

**10 min.**

a) I move that only the terms absent or present be reported on the PNB minutes by the Secretary. A member is considered present if they attend any part of a PNB meeting. – Dewayne Lark

Grace Aaron puts forward a Motion to Refer this Motion to the Governance Committee.

Motion to Refer fails: Yes: 8, No: 10, Abstain: 2

Yes: Aaron, Foley, Gray, James, Pinchback, Rhodes, Sagurton, Vasiliev

No: Cory, Dixon-Briggs, Goodman, Jacobs, Lark, Poynter, Rawline, Reyes, Sorden, Turner

Abstain: Rosin, Steinberg 10:01 pm

Main Motion passes: Yes: 13, No: 5, Abstain: 2

Yes: Cory, Dixon-Briggs, Goodman, Jacobs, James, Lark, Pinchback, Poynter, Rawline, Reyes, Rosin, Sorden, Turner

No: Aaron, Foley, Gray, Rhodes, Sagurton

Abstain: Steinberg, Vasiliev 10:05 pm

Time expired before the following Motion could be considered:

b) From this time forward the Secretary shall list the names of the members present at the Roll Call as well as the number present at the roll call. When members arrive after the roll call, they shall be noted as arriving in the minutes when their presence is noted. – Grace Aaron

**5. Motion to form an Ad Hoc Committee on Loan Repayment – Dewayne Lark 20 min.**

Whereas, the PNB voted more than twelve months ago to enter into a loan agreement with no plans for repayment.

Whereas, the loan becomes due in about six months, again with no plans for repayment.

Be it resolved that in the interest of the fiduciary responsibility of the PNB and for the protection of the assets of the Pacifica Foundation, I move that a special committee be established specifically to explore and develop a proposal or plan of repayment of the loan. This committee shall report back to the PNB within 45 days.

Submitted by DeWayne Lark, PNB Director (KPFT)

Lawrence Reyes puts forward an Amendment: After 45 days. Insert that the committee be populated with volunteers at tonight's meeting by PNB Directors.

Amendment passes: Yes: 11, No: 2, A: 7

Yes: Cory, Dixon-Briggs, Gray, Lark, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sorden, Vasiliev

No: Rawline, Sagurton

Abstain: Aaron, Foley, Goodman, Jacobs, James, Steinberg, Turner 10:22 pm

James Sagurton puts forward an Amendment to delete the words "with no plans for repayment" and "again with no plans for repayment" from the Motion.

Amendment passes: Yes: 10, No: 8, Abstain: 2

Yes: Aaron, Gray, Pinchback, Poynter, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Vasiliev

No: Dixon-Briggs, Foley, Goodman, James, Lark, Rawline, Reyes, Turner

Abstain: Cory, Jacobs 10:52 pm

Main Motion passes as Amended: Yes: 10, No: 5, Abstain: 5

Yes: Cory, Dixon-Briggs, Jacobs, Lark, Pinchback, Poynter, Reyes, Sorden, Turner, Vasiliev

No: Goodman, James, Rawline, Sagurton, Steinberg

Abstain: Aaron, Foley, Gray, Rhodes, Rosin 11:20 pm

Final wording of Motion as Amended:

**Whereas, the PNB voted more than twelve months ago to enter into a loan agreement, Whereas, the loan becomes due in about six months.**

**Be it resolved that in the interest of the fiduciary responsibility of the PNB and for the protection of the assets of the Pacifica Foundation, I move that a special committee be established specifically to explore and develop a proposal or plan of repayment of the loan. This committee shall report back to the PNB within 45 days and the Committee shall be populated with volunteers at tonight's meeting by PNB Directors.**

**The following Directors volunteer to be on this Committee:**

**Cory, Lark, Reyes, Sagurton, Sorden.**

**Anita Sims, iCFO, also volunteers for this Committee.**

**Dewayne Lark will convene the Committee.**

Because of the late hour, Lawrence Reyes moves that Agenda Item 6 be postponed until the next Open Session. Motion to Postpone passes without objection.

Chris Cory puts forward a motion to move Agenda Item 8 before Item 7.

Motion passes without objection.

**6. Motion on KPFT Management & Selection Review Comm. – Dewayne Lark 15 min.**

I move that the PNB allow Director DeWayne Lark to report on the Management and Selection Review Committee of the KPFT LSB. Further, the PNB shall direct that the MSRC Chair report on the process and procedures that have been utilized in the search for a General Manager of KPFT.

Submitted by DeWayne Lark, PNB Director, (KPFT)

**7. Committee Reports**

- a) **Audit Committee – Eileen Rosin 3 min.**
- b) **Coordinating Committee – Chris Cory 3 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.
- c) **Finance Committee – James Sagurton 5 min.**
- d) **Governance Committee – Lawrence Reyes 5 min.**
- e) **Personnel Committee – Lawrence Reyes 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 5 min.**

**8. iED Report & Q & A – Lydia Brazon 15 min.**

The iED reports on the coverage of the first Presidential debate and planned coverage of other debates.

The Archives fund drive will be held on Nov. 10<sup>th</sup>.

- a) Update on the EIDL loan
- b) Update on expense cuts at KPFK
- c) Any other matters 11:59 pm

**9. Adjourn – 12 midnight**

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**APPENDIX**

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**Thursday, October 1, 2020**

**Pacifica National Board**

**Purpose:** Regular Monthly Meeting

Grace Aaron

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

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

**8:30 PM ET**

**Teleconference**

**Committee Members**

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

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

Respectfully submitted,  
Grace Aaron, Pacifica National Board Secretary