

Minutes
Pacifica National Board Open Session
Teleconference Meeting
Thursday, January 26, 2023, 8:30 pm ET

Directors:

Teresa J. Allen, KPFT, Listener - p Burt Cohen, Affiliate - exc Jim Dingeman, WBAI, Listener - p Vanessa Dixon-Briggs, WPFW, Listener - p Sue Goodwin, WPFW, Staff - p Heather Gray, WRFG, Affiliate - p Donna Grimes, WPFW, Listener - exc Julie Hewitt, WPFW, Listener, Chair - p Evelia Jones, KPFFK, Listener - p Ali Lexa, KPFFK, Staff - p Marianne Martinez, KPFT, Listener - p	James McFadden, KPFA, Listener - p Darlene Pagano, KPFA, Staff - p Lawrence Reyes, KPFFK, Listener – exc Shawn Rhodes, WBAI, Staff - p James Sagurton, WBAI, Listener - p Sharonne Salaam, WBAI, Listener - p Akio Tanaka, KPFA, Listener - p Mark Van Landuyt, KPFA, Listener - p Beth von Gunten, KPFFK, Listener - p Egberto Willies, KPFT, Staff - p Susan Young, KPFT, Listener - p
--	--

Others:

Stephanie Wells, Executive Director - p
Arthur Schwartz, Pacifica Counsel – p
John Tatum, Parliamentarian - np
Polina Vasiliev, Secretary - p
Markisha Venzant – np

1. Preliminary items

A. Call to Order by Chair

B. Roll Call

C. The chair reads the report out from the January 19, 2023 meeting:

The PNB met in closed session to hear reports about confidential legal and personnel matters. The PNB also passed the following motion:

Whereas on January 5, 2023 the PNB rescinded the KPFA LSB removal of Delegate Elizabeth Milos, Whereas an officer of the KPFA LSB threatened to exclude Ms. Milos, should the PNB rescind her removal,

Whereas all LSBs are committees of the PNB and required to comply with motions by the PNB,

Be it resolved that any failure by the KPFA officers to reseal Delegate Milos shall void any motions passed by the KPFA LSB, and void any delegate assembly election of KPFA Directors.

Be it resolved that, when representing Pacifica and the PNB, Pacifica General Counsel is authorized to address any Pacifica meeting if requested by any director and shall be admitted and granted the floor as necessary in all good order.

D. Excused Absences – (see above)

E. Identify Timekeepers & Recording Secretary
Pagano, Young, Tanaka

2. Agenda approval for the open portion of the agenda

Move ED and GC reports before motions.

[Passed w/o objection.]

7. ED Report and Q & A
KPFK building will list in few weeks.

8. General Counsel Report and Q & A
New Day – Ruling first week February.

3. Approve Minutes of 1/19/2023
[Approved w/o objection]

4. Motion on Financial Austerity at the PNB
Yes – Allen, Hewitt, Jones, Martinez, Pagano, Tanaka, Van Landuyt, Willies, Young
No – Dingeman, Dixon-Briggs, Gray, McFadden, Sagurton, Salaam, Von Gunten
Abstain – Grimes, Ali Lexa, Rhodes
[9Y – 7N – 3A: Motion passed.]

5a. Motion on KPFK “Representation” on the PNB
5b. Substitute Motion – Von Gunten
[Substitute motion passed w/o objection.]
[Substitute as main motion passed w/o objection.]

6. Motion to Facilitate a Meeting of the KPFK LSB
Yes – Allen, Dingeman, Gray, Grimes, Hewitt, Jones, Ali Lexa, Martinez, McFadden, Pagano, Sagurton,
Tanaka, Van Landuyt, Young
No – Salaam, Von Gunten
Abstain – Dixon-Briggs, Rhodes
[14Y – 2N – 2A; Motion passed.]

9. Unfinished business
a) Cleaned up version of Underwriting motion from 11/17/2022

10. New Business –

11. Move into Executive Session at 10:49 PM ET

APPENDIX

4. Motion on Financial Austerity at the PNB

Whereas the Pacifica Foundation is in the midst of a financial crisis, and the PNB should endeavor to minimize its own expenses,

Therefore be it resolved that the PNB will return to the convention of having the foundation secretary be responsible for meeting minutes, obviating the need for a paid recording secretary position, and

Be it further resolved that the PNB will forgo the services of a paid parliamentarian for its meetings and any PNB committee meetings.

5a. Motion on KPFK “Representation” on the PNB

Whereas the PNB passed a motion on December 29, 2022 in open session on “Recent Actions by the KPFK LSB” (item #6 on the agenda) stating that “The Directors validly elected by the KPFK LSB in 2022 to serve on the Pacifica National Board will continue to serve in their capacities as Directors until a valid election for 2023 Directors has been conducted by the properly constituted KPFK LSB as recognized by

the Pacifica National Board and properly elected Directors are seated by the Pacifica National Board”,
and

Whereas the California Corporate Code, § 5220 states in effect that the PNB “may not extend the term of a director beyond that for which the director was elected,”

Therefore be it resolved that until such time as the KPFK LSB meets to elect directors consistent with prior PNB motions on delegates, KPFK will not have voting directors on the PNB, and

Be it further resolved that the PNB invites Evelia Jones, Ali Lexa, and Beth von Gunten, as 2022 directors representing KPFK, to its meetings at which they may be recognized to speak and offer a KPFK perspective on matters before the PNB.

5b. Substitute Motion – Beth Von Gunten

Whereas the PNB passed a motion on December 29, 2022 in open session on “Recent Actions by the KPFK LSB” (item #6 on the agenda) stating that “The Directors validly elected by the KPFK LSB in 2022 to serve on the Pacifica National Board will continue to serve in their capacities as Directors until a valid election for 2023 Directors has been conducted by the properly constituted KPFK LSB as recognized by the Pacifica National Board and properly elected Directors are seated by the Pacifica National Board”,
and

[AMENDMENT:] Therefore be it resolved that, rather than disenfranchise KPFK listeners, members, delegates, and Directors at precisely the time that the KPFK real estate is at stake, the PNB affirms its previous resolution that the surviving Directors validly elected by the KPFK LSB in 2022 to serve on the PNB shall remain in place in their capacities as Directors to fully represent KPFK until a valid election for 2023 Directors has been conducted by the properly constituted KPFK LSB as recognized by the Pacifica National Board and properly elected Directors are seated by the Pacifica National Board.

6. Motion to Facilitate a Meeting of the KPFK LSB

Whereas recent PNB resolutions acknowledge the inherent conflict between the bylaws requirement to hold regular 2022 elections and the financial impossibility to do so;

Therefore be it resolved that the PNB authorizes the Chair and the General Counsel to take all appropriate actions to assist in convening the legitimate KPFK Local Station Board restoring the delegates removed illegally and removing the delegates added illegally in order to conduct the legitimate business of the station in conformance with resolutions adopted by the PNB regarding the legitimate composition of the KPFK Local Station Board.

MEETING NOTICE:

Thursday, January 26, 2023 8:30 PM ET

Pacifica National Board Teleconference

Purpose: Special meeting to seat the 2023 PNB. Some of the meeting may be closed Committee Members

Alex Steinberg pnbalex@gmail.com

Posted: 01/26/2022 - 9:57 PM Updated: 01/26/2022 - 9:57 PM

Streamed Here

Streamed by Otis Maclay - 713-855-0605 - omaclay@gmail.com