

Draft Minutes  
Pacifica National Board OPEN Session  
Teleconference Meeting  
Thursday, January 13, 2022, 8:30 pm ET  
All times are Eastern Time  
(meeting notice appended to the end of this agenda)

Directors:

Chris Cory, KPFA, Listener - p	Jim Osborne, KPFK, Listener - p
Vanessa Dixon-Briggs, WPFW, Listener - p	Ron Pinchback, WPFW, Staff - p
Lynden Foley, KPFT, Listener - p	Ralph Poynter, WBAI, Listener - p
Heather Gray, WRFG, Affiliate - p	Sandra Rawline, KPFT, Listener, Vice-Chair - p
Julie Hewitt, WPFW, Listener - p	Lawrence Reyes, KPFK, Listener - p
Sabrina Jacobs, KPFA, Staff - p	Shawn Rhodes, WBAI, Staff - p
Wally James, KPFT, Staff	James Sagurton, WBAI, Listener - p
DeWayne Lark, KPFT, Listener - p	Alex Steinberg, WBAI, Listener, Chair - p
Ali Lexa, KPFK, Staff - p	Andrea Turner, KPFA, Listener - exc
Thomas O'Rourke, WPFW, Listener - p	Elizabeth von Gunten, KPFK, Listener - p
	Tom Voorhees, KPFA, Listener - p

Others:

Lydia Brazon, Interim Executive Director  
Anita Sims, Interim Chief Financial Officer – exc  
Julia Kennard, incoming Interim Chief Financial Officer - p  
Polina Vasiliev, PNB Secretary - p  
Arthur Schwartz, Pacifica Counsel  
John Tatum, Parliamentarian - p  
Marianne Edain, 2021 Recording Secretary - p

1. Preliminary items 5 min.

The meeting was called to order by Chirman Alex Steinberg at 8:39 pm

- A. Roll Call -
- B. Excused Absences – Andrea Turner
- C. Identify Timekeepers
  - people – Heather Gray
  - topics – Julie Hewitt

D. Announcements

REPORTS-OUT

12/16/21: The PNB met in closed session to approve a procedure for the hiring of a new Executive Director.

12/22/21: the PNB met in closed session to interview candidates for the position of Executive Director.

1/3/22: The PNB met in closed session to discuss financial matters of a proprietary nature related to the sale of the KPFT property.

2. Agenda approval - the agenda was approved as presented 5 min

3. Approve Minutes of Open session of 12/16/21 3 min

The minutes were approved as presented.

4. Tellers' Report on Affiliate Directors Election 3 min

The chair read the final report, which was quite detailed. The results were:

Heather Gray 5

Berton Cohen 4

Efia Nwangaza – excluded.

Lyndon Foley moved and Sandra Rawline seconded *to accept the teller's report*.

The motion was put to a vote.

Voting yes were Chris Cory, Lynden Foley, Sabrina Jacobs, Ali Lexa, Sandra Rawline, Shawn Rhodes, James Sagurton, Beth von Gunten, Tom Voorhees, and Alex Steinberg.

Voting no were DeWayne Lark, Lydia Ponce, Ralph Poynter, and Lawrence Reyes.

There being 10 yes votes and 4 no votes the motion passed.

Lawrence Reyes moved to rescind the disqualification of Efia Nwangaza and to reinstate her as a candidate, and proposed a resolution to that effect:

*Resolved that WNXF be recognized in good standing and the Efia Nwanzaga candidacy be considered.*

Chair Alex ruled the motion out of order.

Parliamentarian Tatum ruled the motion out of order.

Lawrence Reyes then submitted a motion *to rescind the teller's report*.

Chair Alex ruled the motion out of order.

Lawrence Reyes challenged the ruling of the chair.

The matter was put to a vote.

Voting yes, to uphold the Chair's ruling were

Chris Cory, Vanessa Dixon-Briggs, Lynden Foley, Sabrina Jacobs, Ali Lexa, Ron Pinchback, Sandra Rawline, Shawn Rhodes James Sagurton, Beth von Gunten, Tom Voorhees, and Alex Steinberg

Voting no were

DeWayne Lark, Lydia Ponce, Ralph Poynter, and Lawrence Reyes

There being 12 yes votes and 4 no votes, the ruling of the chair was upheld.

6. iCFO report & Q&A

Incoming iCFO Julia Kennard introduced herself and reported that they were already working toward the 2021 audit and budgeting.

The board welcomed Ms Kennard.

7. The iED report was inadvertently left off the agenda. It was moved to add the report to the agenda.

There being no objection, the agenda was amended to include the iED report.

iED Lydia reported that she had posted notice of the sale of the KPFT building to the entire membership.

8. Committee Reports

a) Audit Committee

3 min.

Had no report

b) Coordinating Committee – Chris Cory

3 min.

Chris Cry reported that the committee is working on the agenda for the incoming PNB

c) Finance Committee – James Sagurton

10 min.

James Sagurton reported that the committee reviewed the WPFW budget. called for a few minor adjustments, and expect to pass the budget forward to the PNB. They have scheduled some extra meetings to catch up on passing budgets. The committee submitted a motion

i) 3<sup>rd</sup> Party Fundraising (see APPENDIX for motion)

It was concluded that this was an issue requiring much discussion, and time being short, it was moved to postpone that discussion.

Lawrence Reyes moved and Ali Lexa seconded a motion

*to postpone discussion of 3<sup>rd</sup> Party Fundraising until the next board is seated, 1-27-22.*

The motion was put to a vote.

Voting yes were

Chris Cory, Vanessa Dixon-Briggs, Lynden Foley, Heather Gray, Julie Hewitt, Ali Lexa, Thomas O'Rourke, Lydia Ponce, Ron Pinchback, Ralph Poynter, Sandra Rawline, Lawrence Reyes, Shawn Rhodes, James Sagurton, and Tom Voorhees

Voting no were

Lynden Foley, Sabrina Jacobs, and Beth von Gunten.

The vote being 14 yes and 3 no, the motion to postpone discussion passed.

d) Governance Committee – Lawrence Reyes 5 min.

Lawrence Reyes had no report. The committee will meet on 1-26-22.

Lydia Ponce asked that her long overlooked motion be added to the agenda.

She began to read the motion, but the language was not available to the PNB.

Ron Pinchback moved and Beth von Gunten seconded

*that the motion be postponed until the next meeting.*

Lydia Ponce asked to amend that motion to specify *that her motion be at the top of the next meeting's agenda.*

There being no objection, the motion passed.

There being no more time, the balance of the agenda was postponed to the next meeting.

The meeting adjourned at 10:30 pm.

Left for next meeting were:

e) Strategic Planning - Alex Steinberg 5 min.

e) Personnel Committee – 5 min.

f) Elections Committee (see APPENDIX for motion) 5 min

f) Programming Committee (see APPENDIX for motion) 5 min.

g) Development Taskforce – Beth Von Gunten 5 min.

6. Unfinished business 10 min

7. New Business 10 min

8. Adjourn to Closed Session - Time Certain 10:30 pm ET

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**Thursday, January 13, 2022**

**8:30 PM ET**

**Pacifica National Board**

**Teleconference**

**Purpose: Special meeting called by Directors Steinberg,**

**Committee Members**

## **Sagurton and Rawline**

**Meeting called to ratify Affiliate Director's election and hear committee reports. Part of the meeting will be in executive session to discuss confidential personnel matters and proprietary business and legal matters.**

**Alex Steinberg**

**pnbalex@gmail.com**

**Posted: 01/04/2022 - 1:55 PM**

**Updated: 01/04/2022 - 1:55 PM**

## **APPENDIX**

### **Motion re Affiliate Directors' Election:**

Whereas, the Pacifica Bylaws require the seating of a new PNB in late January, with Station Directors that are nominated locally by December 31 and elected locally in early January, and Affiliate Directors who are nominated in November, usually elected in December and seated at the same time as Station Directors, and

Whereas, various errors and omissions in two of the candidate applications and a commitment to fairness regarding a third candidate prevented the reasonable completion of voting on Affiliate Directors in December, and

Whereas, submissions for two 2022 PNB affiliate director nominations from the affiliate grouping known as the "Association of Affiliates" (AOA) were defective in several ways and deviated from the requirements of Article 5 Section 4, specifically through:

1. Mistaken AOA member station names
2. Conflicting statements regarding AOA secretarial identity
3. No "written explanation of its procedure for selecting the nominee(s)" from AOA
4. Misidentification of the Pacifica Foundation / Pacifica Foundation Inc. as "Pacifica National Foundation" in the AOA bylaws.

Be it resolved that the PNB will not ratify any balloting results that may have been reported on the 2022 Affiliate Directors election and will require the election process be redone by putting the AOA applicant nominations on hold and allowing the AOA until January 19 to cure the first 3 deficits listed above.

The PNB will also notify the AOA that its bylaws must be corrected to reflect the proper name of our Foundation and be submitted to the PNB Secretary (for distribution to national office, affiliate network manager, and PNB) before the initiation of any new business with the Foundation.

In addition, the PNB directs the Executive Director to have the manager of the Affiliate network promptly provide WMXP with a contract so that Efa Nwangaza who had submitted a timely and complete nomination packet can be included as a candidate on the ballots; and

The PNB will hold a Special meeting on January 20 at 8:30pm ET to review the corrected nominations and conduct any needed interviews before the beginning of balloting which shall be completed by January 23, and shall adjourn to a short meeting at 7pm ET on January 25, 2022 for ratification of the election results.

Director's  
Lawrence Reyes KPFK PNB Listener Director  
Dwayne Lark, KPFT Listener PNB Director

Thomas O'Rourke WPFW PNB Listener Director  
Ralph Poynter , WBAI PNB Listener Director  
Lydia Ponce, KPFFK PNB Listener Director

### **Motion re 3d Party Fundraising (from the NFC):**

*Whereas current Pacifica third party fundraising practices present unresolved financial, regulatory, and policy issues; and*

*Whereas Pacifica policy is to conduct all business in compliance with current Pacifica bylaws and policy, and all applicable laws and regulations;*

*Therefore be it resolved that Pacifica shall pause all third party fundraising immediately and until all outstanding financial, regulatory, and policy issues are identified and resolved, and appropriate Pacifica policy and procedures are adopted by the PNB, documented, and implemented at all Pacifica stations. All findings and proposals pursuant to this resolution shall be reported to the PNB at each PNB meeting until all outstanding issues are resolved.” (Passed 6 for, 3 against)*

### **Motion from Elections Committee:**

Whereas the review of the 2021 LSB election process by the PNB Election Committee has surfaced numerous systemic and wide-spread problems, many of which are confirmed in the NES report,

Whereas the committee's efforts are to provide its own assessment of areas of the process requiring attention and remedy for any future elections,

Therefore PNB Elections Committee affirms its previous motion passed by the PNB unanimously on 9/13/21 instructing the iED to provide to the PNB and the Election Committee the on-air traffic reports from all 5 stations from the 2021 LSB election cycle (8/1/21 to 10/15/21) - to be forwarded no later than 1/21/22, as well as the additional items requested by the Election Committee:

- Simply voting report.  
(including itemized "bounce back" and "unopened" lists for each station manager)
- Station reports from managers on their efforts to have an accurate membership contact list.
- List of submitted ballot requests. (with what actions were taken to remedy)
- List of call-in complaints. (with what actions were taken to remedy)
- Reports from the LES.

and to instruct the iED to communicate with the entire listener membership to determine:

- Whether or not they understand the election of governance.
- Whether or not they heard aired informational carts.
- Whether or not they heard aired candidate carts.
- Whether or not they received their ballots.
- Whether or not they experienced difficulty in voting.
- Whether or not they have suggestions for the process.

The EC also strongly suggests that the PNB insure the NES report is available for the public on [Pacifica.org](http://Pacifica.org) (not through a 3<sup>rd</sup> party website) and that the candidate statements and carts remain on the site until the term ends of the candidates.

The EC also requests the NES contract (to determine delineation of responsibility of NES vs iED in election process), as the Bylaws state iED “facilitate the NES work” is vague.

**MOTION from Programming Committee:**

Dec 12, 2021 PNB Programming Committee

Motion approved : MMBW Program

Whereas the Missing Murdered Black Women, (MMBW), a long-standing femicide in this country with 90,333 missing or murdered black women reported in 2020, which represents 32% of all missing and murdered women in the United States, a number which is striking as the black population only represents 14% of the US population,

Whereas Pacifica has sporadically covered these cases but presently not in a show principally focused on MMBW or girls,

**BE IT RESOLVED,** that the 2021 PNB Programming Committee recommends to the 2021 Pacifica National Board to recommend that the MMBW collective(s) be formed by volunteers, with participation of community oversight and input\*, reporting the local and or national stories from the stations of these black women’s lives, pictures, survival, prevention and legal action updates and with producers trained in both audio and as soon as accomplished, to multimedia format for the online presentation of the faces of the victims, taking turns at editing and production among the collectives and start the process of nurturing the shows by instructing the (i)ED to begin consultation with the (i)GMs and the (i)PDs on this important crusade.

\*from listeners and organizations such as Black Lives Matter, Black Alliance for Peace and other activists working on this issue.