

Minutes
Regular Pacifica National Board Open Session
Teleconference Meeting
Thursday, October 20, 2022, 8:30 pm ET
All times are Eastern Time
(meeting notice appended to the end of these minutes)
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 - p Julie Hewitt, WPFW, Listener, Chair - p Evelia Jones, KPFK, Listener - p Ali Lexa, KPFK, Staff - p Marianne Martinez, KPFT, Listener - p	James McFadden, KPFA, Listener - p Darlene Pagano, KPFA, Staff - p Lawrence Reyes, KPFK, Listener - p 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, KPFK, Listener - p Egberto Willies, KPFT, Staff - p Susan Young, KPFT, Listener - p
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Others:

Stephanie Wells, Executive Director - p
Arthur Schwartz, Pacifica Counsel - p
John Tatum, Parliamentarian - p
Marianne Edain, Recording Secretary - p
Polina Vasiliev, Secretary - p

1. Preliminary items – 5 min.

A. Call to Order by Chair. The meeting was called to order at 8:36 pm.

B. Roll Call – a quorum was present

C. The Chair reads the Report Out from the Closed Session of 10/6/22:

“The PNB heard advice from attorneys on the current financial situation and has made no decisions on how to move forward.”

Report out from the Closed session of 10/13/22:

“The PNB met in closed session to conduct a disciplinary hearing and to discuss personnel matters.”

D. Excused Absences - Burt Cohen

E. Identify Timekeepers

people – Heather Gray

topics – Susan Young

2. Agenda approval – 5 min.

Lawrence Reyes moved and Beth von Gunten seconded that a substitute motion concerning underwriting be considered at the next meeting.

Teresa Allan move and Lawrence Reyes seconded an amendment to *postpone the substitute motion until the meeting of 11-10-22*.

There being objection, the amendment to the motion was put to a vote.

Voting yes were Teresa Allen, Evelia Jones, Ali Lexa, Marianne Martinez, Darlene Pagano, Lawrence Reyes, Aki Tanaka, Mark Van Landuyt, Beth von Gunten, and Susan Young.

Voting no were Jim Dingeman, Vanessa Dixon-Briggs, Sue Goodwin, Heather Gray, Donna Grimes, Shawn Rhodes, and James Sagurton.

There being 10 yes votes and 7 no votes, the motion passed and the underlying motion was amended.

The underlying motion to *amend the agenda to move the item concerning underwriting to the 11-10-22 meeting* was brought forward. There being no objections, the motion passed.

There being no objections, the amended agenda was adopted.

3. Approve Minutes - n/a

4. Motion to Void Certain Actions – 10 min. [see APPENDIX for motion]

Lawrence Reyes moved and Vanessa Dixon-Briggs seconded the following:

Whereas on July 7, 2022 the Motion to Make all LSB meetings open to Directors was passed.

Be it resolved that any actions or motions made by a Pacifica Committee or LSB, where the actions or motions take place in a meeting where any PNB director is purposefully excluded for reasons other than failure to sign a non-disclosure agreement (NDA), be null and void.

Parliamentarian John Tatum stated that this is a “special rule of order” which can be established by the PNB to apply to all boards and committees of Pacifica.

Attorney Arthur clarified that LSBs are committees of the PNB and therefore their meetings are open for PNB members to attend, but not to vote. He clarified that because actions of LSBs can place Pacifica at risk, PNB members must be able to attend LSB meetings.

There being objections, the motion was put to a vote.

Voting yes were Jim Dingeman, Vanessa Dixon-Briggs, Sue Goodwin, Heather Gray, Donna Grimes, James McFadden, Lawrence Reyes, Shawn Rhodes, James Sagurton, and Beth von Gunten.

Voting no were Teresa Allen, Evelia Jones, Ali Lexa, Marianne Martinez, Darlene Pagano, Mark Van Landuyt, Egberto Willies, and Susan Young

There being 10 yes votes and 8 no votes, the motion passed.

5. Motion on KPFK seat on Strategic Planning Committee – 10 min. [see APPENDIX for motion]

Whereas in the elections for director seats on committees held earlier this year, Beth von Gunten was elected and Lawrence Reyes was the runner up; and

Whereas by virtue of being the vice chair of the PNB, Beth von Gunten is an ex officio member of the Strategic Planning Committee, thus leaving the KPFK director seat vacant;

Be it resolved that Lawrence Reyes is now considered the duly elected KPFK director to the Strategic Planning Committee.

Chair Julie Hewett read the motion, seconded by Susan Young

It was explained that this was intended to correct a technical error which left the committee short of a quorum.

There being no objection, the motion passed.

6. Committee Motions

c) Finance Committee – 10 min. [see APPENDIX for motion]

James Sagurton presented the motion on behalf of the Finance Committee. Susan Young seconded.

James Sagurton moved and Susan Young seconded an amendment *to add the Executive Director to the list of people who are not considered “the public” and therefore have access to financial documents.*

There being no objection, the amendment was adopted and incorporated into the underlying motion.

Resolved that the only financial documents that can be shared with the public are: the 990s filed with the IRS; the final audits; the monthly profit and loss statements, and unit budgets; and that for the purposes of these financial documents, the public is anyone not on PNB, Treasurers or station General Managers or Business Managers.

The underlying motion, as amended, passed without objection. Vanessa Dixon-Briggs registered her abstention.

e) Elections Committee – 20 min. [see APPENDIX for one of the 4 motions]

A motion was proposed by the Elections Committee concerning postponing the PNB elections.

There were objections to the motion, and several motions to amend. A substitute motion was proposed as follows:

The Pacifica National Elections Committee moves that the Pacifica National Board work with Pacifica management to:

- Notify the Pacifica membership that Pacifica Management has stated that there are no funds available for the bylaws mandated 2022 Local Station Board Elections.
- In the event that bylaws mandated 2022 Delegate Elections do not occur, ensure that as Local Station Board Delegates end their terms in December of 2022, vacant Delegate seats will ~~[not]~~ be extended for those terming out ~~[or] (and will not)~~ be filled by those defeated in a past election ~~[and that the Local Stations Boards will be smaller for part or all of 2023 until elections are held]~~. And further ensure that the ~~[smaller]~~ 2023 Local Station Boards will elect PNB Directors in January of 2023 and these new Directors will be on the boards for part or all of the year 2023 depending on when new elections are held.
- Implement plans to reduce the costs of elections

Amendments to the substitute motion were then proposed, as shown in red above.

Beth von Gunten moved and Lawrence Reyes seconded to ~~postpone the decision on the underlying motion.~~

It was pointed out that a motion to postpone requires a specific end date, and proposed ~~to postpone for 1 week.~~ The moving parties agreed to add the specific end date to their motion.

Teresa Allen *called the question on the motion to postpone the decision.*

Beth von Gunten moved and Lawrence Reyes seconded that the matter be decided at the present meeting.

There being objection to calling the question, the matter was put to a vote.

Voting yes were Teresa Allen, Jim Dingeman, Heather Gray, Evelia Jones, Ali Lexa, Marianne Martinez, Darlene Pagano, Lawrence Reyes, Shawn Rhodes, James Sagurton, Aki Tanaka, Mark Van Landuyt, and Susan Young.

Voting no was Vanessa Dixon-Briggs.

The vote being 13 yes and 1 no, the motion to call the question passed

Teresa Allen then called the question on the motion to withdraw the motion to postpone.

There being objection, the question was put to a vote.

Voting yes were Teresa Allen, Jim Dingeman, Heather Gray, Evelia Jones, Ali Lexa, Marianne Martinez, Darlene Pagano, Shawn Rhodes, James Sagurton, Aki Tanaka, Mark Van Landuyt, Egberto Willies, and Susan Young.

Voting no were James McFadden, Lawrence Reyes, and Beth von Gunten

The vote being 13 yes and 3 no, the motion to call the question passed and the underlying amendment, to withdraw the motion to postpone, was brought forward.

There being objection, the motion to withdraw the motion to postpone was put to a vote.

Voting yes were Teresa Allen, Jim Dingeman, Heather Gray, Evelia Jones, Ali Lexa, Marianne Martinez, James McFadden, Darlene Pagano, James Sagurton, Aki Tanaka, Mark Van Landuyt, and Susan Young.

Voting no were Vanessa Dixon-Briggs, Lawrence Reyes, Shawn Rhodes, and Beth von Gunten.

The vote being 12 yes and 4 no, the motion to *withdraw the motion to postpone* passed.

The first motion to amend the underlying motion was then brought forward.

Teresa Allen moved and Susan Young seconded to *call the question*.

There being objection, the matter was put to a vote.

Voting yes were Teresa Allen, Jim Dingeman, Heather Gray, Evelia Jones, Ali Lexa, Marianne Martinez, Darlene Pagano, Shawn Rhodes, James Sagurton, Aki Tanaka, Mark Van Landuyt, Egberto Willies, and Susan Young.

Voting no were James McFadden, Lawrence Reyes, and Beth von Gunten

The vote being 13 yes and 3 no, the amendment was brought forward for a vote.

There being objection to the proposed amendments, the matter was put to a vote.

Voting yes were Teresa Allen, Heather Gray, Evelia Jones, Ali Lexa, Marianne Martinez, Darlene Pagano, James Sagurton, Aki Tanaka, Mark Van Landuyt, Beth von Gunten, Egberto Willies, and Susan Young.

Voting no were Vanessa Dixon-Briggs, James McFadden, and Lawrence Reyes.

The vote being 12 yes and 3 no, the motion passed and the amendments were incorporated.

The underlying motion, as amended, was then brought forward.

James Sagurton moved and Lawrence Reyes seconded to substitute the term “runners-up” for the term “defeated” in the motion.

There being no objection, the substitution was adopted.

The underlying motion, as further amended, was then brought forward.

There being objection, the matter was put to a vote.

Voting yes were Teresa Allen, Heather Gray, Evelia Jones, Ali Lexa, Marianne Martinez, Darlene Pagano, James Sagurton, Ali Tanaka, Mark Van Landuyt, Beth von Gunten, Egberto Willies, and Susan Young.

Voting no were Vanessa Dixon-Briggs, James McFadden, Lawrence Reyes, and Shawn Rhodes.

The vote being 12 yes and 4 no, the motion carried.

The final motion, as amended, reads as follows:

The Pacifica National Board work with Pacifica management to:

- *Notify the Pacifica membership that Pacifica Management has stated that there are no funds available for the bylaws mandated 2022 Local Station Board Elections.*

● *In the event that bylaws mandated 2022 Delegate Elections do not occur, ensure that as Local Station Board Delegates end their terms in December of 2022, vacant Delegate seats will be extended for those terming out and will not be filled by those runners-up in a past election. And further ensure that ~~the~~ 2023 Local Station Boards will elect PNB Directors in January of 2023 and these new Directors will be on the boards for part or all of the year 2023 depending on when new elections are held.*

● *Implement plans to reduce the costs of elections*

Due to a lack of time, the following items were not addressed:

f) Strategic Planning Committee – 20 min. [see APPENDIX for motion; attachment for policy]

7. Unfinished business – 30 min. [remaining 3 of 4 Elections Committee motions]

8. New Business – 1 min.

a) Motions forwarded to PNB Secretary and PNB at least 48 hours prior are presumed to be included here.

b) Any motions sent after, if voted onto the agenda as an amendment.

9. Adjourn to the closed session at a time certain of 10:00 pm ET. The meeting adjourned at 11:58 pm

APPENDIX

4. Motion to Void Certain Actions

Whereas on July 7, 2022 the Motion to Make all LSB meetings open to Directors was passed.

Be it resolved that any actions or motions made by a Pacifica Committee or LSB, where the actions or motions take place in a meeting where any PNB director is purposefully excluded for reasons other than failure to sign a non-disclosure agreement (NDA), be null and void.

5. Motion on KPFK Seat on Strategic Planning Committee

Whereas in the elections for director seats on committees held earlier this year, Beth von Gunten was elected and Lawrence Reyes was the runner up; and

Whereas by virtue of being the vice chair of the PNB, Beth von Gunten is an ex officio member of the Strategic Planning Committee, thus leaving the KPFK director seat vacant;

Be it resolved that Lawrence Reyes is now considered the duly elected KPFK director to the Strategic Planning Committee.

6c. Motion on Confidentiality of Financial Documents from NFC

Resolved that the only financial documents that can be shared with the public are: the 990s filed with the IRS; the final audits; the monthly profit and loss statements, and unit budgets; and that for the purposes of these financial documents, the public is anyone not on PNB, the ED, Treasurers or station General Managers or Business Managers.

6e2. Motion #1 from Elections Committee (blue is original EC motion; amendment is for red to replace blue)

The Pacifica National Elections Committee moves that the Pacifica National Board work with Pacifica management to:

Notify the Pacifica membership that Pacifica Management has stated that there are no funds available for the bylaws mandated 2022 Local Station Board Elections.

- In the event that bylaws mandated 2022 Delegate Elections do not occur, ensure that as Local Station Board Delegates end their terms in December of 2022, vacant Delegate seats will not be extended for those terming out or be filled by those defeated in a past election and that the Local Stations Boards will be smaller for part or all of 2023 until elections are held. And further ensure that the smaller 2023 Local Station Boards will elect PNB Directors in January of 2023 and these new Directors will be on the boards for part or all of the year 2023 depending on when new elections are held.
- Ensure that in the event that bylaws mandated 2022 Delegate Elections do not occur, extend the terms for one year of all LSB Delegates seated on boards in December of 2022.
- Implement plans to reduce the costs of elections, raise funds for an election including creating a mechanism for Pacifica members to donate specifically for elections, develop a workable timeline for an election based on the availability of funding and contract only with neutral persons to be involved in making election rulings.

Vanessa Dixon-Briggs will be presenting a minority report on this motion, focusing on the second clause, providing that members whose term ends in Dec. 2022 who are not term-limited will continue to serve until replaced when the elections are held, and that members whose term is ending and are term-limited will be replaced by the next available runners-up in the last election.

6g. Motion on Underwriting

Be it resolved that a pilot program be established for a restricted form of underwriting to proceed at all Pacifica stations wishing to opt into the program for a 12 month trial. Stations participating are required to adhere to the national policies and procedures for this program. The General Manager of each Pacifica station will notify the Pacifica National Board whether that station will or will not opt into the pilot program. A review of progress in implementing the program and its effectiveness shall be undertaken by the Pacifica National Board together with Pacifica management after 6 months and after 12 months. This resolution will expire unless renewed by the PNB after the trial period has ended. At the end of the 12 month review, the Pacifica National Board shall decide to either terminate the pilot program, modify it, or develop a different approach to underwriting.

7. Remaining Motions from Elections Committee

7e1. Resolved that the Elections Committee recommend to the PNB the adoption of the following timeline:

1. That station and national management immediately begin drafting a budget for the coming fiscal year, scheduled to begin October 1, for approval by the NFC/PNB, incorporating funding for the delayed delegate elections, with cash flow projections showing the necessary funds for the hires, the contracted ballot distribution and counting, at the indicated dates;
2. That the PNB direct and ensure that management develops and maintains in an on-going systematic way, accurate, up-to-date, and de-duped lists of station members in both listener and staff classes as defined in the bylaws, prior to the hire of any election supervisors;

3. That the mandate of the National Election Supervisor when hired shall include minimizing the costs of running the election, and particularly of the Local Election Supervisors, by seeking neutral volunteer and pro-bono personnel and service providers to the maximum extent possible;
4. That on-air candidate forums and candidate carts, in rotation through all day parts, shall be aired on each station prior to the distribution of any ballots;
5. That the elections be held in 2023 according to the dates and the timeline specified in the Bylaws; beginning with the posting of the opening for a National Election Supervisor in January and a hire by no later than March 1. [From the Bylaws: In a Delegate election year, the nominations period for seats being vacated shall open on June 1 and remain open for thirty (30) days, closing on June 30. The national and local election supervisors shall thereafter prepare the written ballots for each radio station, listing all of the candidates and setting forth all other information required by these Bylaws. Ballots shall be mailed, or otherwise made available, to the Members on August 15 (or the following day if August 15 is a mail holiday). To be counted a ballot must be received on or before September 30 (the "Election Close Date"). Note that point 4 above means candidate carts and candidate forums must air in the period between June 30 and August 15, and shall continue airing during the period from August 15-Sept. 30.]

7e3. Motion #2 from the Elections Committee:

The EC recommends to the PNB to launch an immediate and on-going off-air membership drive, with high-quality design and implementation, focusing on identifying supporters and allies with influence in mass-membership organizations and communities in general alignment with Pacifica's mission, to seek and encourage large-scale enrollment of their members as listener-sponsors members of Pacifica's stations.

Further moved that the EC recommends to the PNB that it mandate a series of twice-monthly national days of special programming, beginning in August and continuing to and through the November elections, focusing on overcoming voter suppression and other threats to democracy, and on suppression and censorship of critical social, economic and political issues not being sufficiently addressed in corporate media coverage of the elections, to raise funds nationally to help balance Pacifica's books and fund the already delayed delegate elections.

7e4. Motion #3 from the Elections Committee

Moved that EC recommends to the PNB that it direct the ED to swiftly, and before the end of the current fiscal year, require station management to complete the process of developing and maintaining accurate, current and de-duped membership lists of all listener-sponsor members of each station and of staff members (paid and unpaid) at each station, including the vetting of staff lists with the existing staff to ensure this an accurate and complete roster of all staff members with accurate current contact information.

MEETING NOTICE:

Thursday, October 20, 2022

8:30 PM ET

Pacifica National Board

Teleconference

Purpose: Special meeting of the PNB. Some of the meeting will be in executive session.

Committee Members

Julie Hewitt

hewitt.wpfw@gmail.com

Posted: 10/11/2022 - 8:48 PM

Updated: 10/11/2022 - 8:48 PM