

Minutes
Special Pacifica National Board Session
 Teleconference Meeting
 Thursday, October 27, 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 8:37 pm

B. Roll Call – a quorum was present

C. The Chair reads the Report Out from the Closed Session of 10/20/22:

The PNB met in closed session to discuss personnel issues, confidential options for dealing with the financial crisis, and a confidential legal report.

D. Excused Absences – Burt Cohen

E. Identify Timekeepers

people – Heather Gray
 topics – Susan Young

2. Agenda approval – 5 min.

Chair Julie explained that she had combined the open and executive sessions into a single long meeting. At the end of the executive session, the meeting may go back into open session to read the report out and adjourn. She further explained that some items had been dropped from today’s agenda, but that they had been carefully recorded to be taken up at a future meeting.

The agenda was approved as presented.

3. Approve minutes - n/a

4. ED report out and Q & A – 15 min.

ED Stephanie gave a brief report. At the last minute payroll was covered, but it was not possible to address other costs. She agreed to provide a written report.

5. Motion for PNB to meet weekly – 5 min.

Susan Young moved and Marianne Martinez seconded the following motion:

Whereas the board's engagement in making critical decisions with urgency is essential given the current financial situation,

now therefore be it resolved that the board shall schedule an open meeting with a closed session each Thursday until it determines that weekly meetings are no longer necessary.

There being no objection, the motion passed.

6. Motion on KPFK Treasurer situation – 5 min.

Evelia Jones moved and Susan Young seconded the following motion:

Whereas, an action taken by the KPFK LSB to remove the Treasurer and elect a new Treasurer at the October 16, 2022 Local Station Board meeting did not receive proper notice, among other procedural failings;

Now therefore, the Pacifica National Board will review the facts in this matter and determine whether this procedure was sufficient or needs to be corrected before a new Local Station Board Treasurer for KPFK is recognized.

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

Voting yes were Teresa Allen, Vanessa Dixon-Briggs, Sue Goodwin, Heather Gray, Donna Grimes, Evelia Jones, Ali Lexa, Marianne Martinez, Darlene Pagano, Lawrence Reyes, Mark Van Landuyt, and Susan Young.

Voting no was Sharonne Salaam.

The vote being 12 yes and 1 no, the motion passed.

7. Motion on LSB committees – 15 min.

Susan Young moved and Teresa Allen seconded the following motion:

Whereas persons not affiliated for voting purposes with the community linked to a station enter into local decision-making by joining committees of Local Station Boards that are not their primary affiliation;

Now therefore be it resolved that:

Only those affiliated for voting purposes with a particular local station (and only that local station) may serve as voting members of a committee of that Local Station Board.

For committees that deal with confidential financial and/or personnel matters, only Local Station Board delegates for that station may be voting members of the committee and only Delegates of that LSB, PNB Directors and a duly elected and then serving Local Station Board Secretary and/or Local Station Board Treasurer, may participate in or hear the proceedings of any executive session.

James Sagurton moved and Susan Young seconded an amendment to insert the phrase affiliated “for voting purposes.”

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

Voting yes were Teresa Allen, Jim Dingeman, Vanessa Dixon-Briggs, heather Gray, Donna Grimes, Evelia Jones, Ali Lexa, James McFadden, Darlene Pagano, Shawn Rhodes, James Sagurton, Aki Tanaka, Mark Van Landuyt, Beth von Gunten, and Susan Young
Voting no were Marianne Martinez, Lawrence Reyes, and Sharonne Salaam

There being 15 yes votes and 3 no votes, the amendment passed and was incorporated.

James Sagurton moved and Lawrence Reyes seconded to strike the language requiring that only LSB members discuss fiduciary matters. This would remove the final paragraph of the motion.

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

Voting yes were Jim Dingeman, Vanessa Dixon-Briggs, Heather Gray, Lawrence Reyes, Shawn Rhodes, James Sagurton, and Sharonne Salaam.

Voting no were Teresa Allen, Evelia Jones, Ali Lexa, Marianne Martinez, James McFadden, Darlene Pagano, Aki Tanaka, mark Van Landuyt, Beth von Gunten, Egberto Willies, and Susan Young.

There being 7 yes votes and 11 no votes, the amendment failed.

The underlying motion, as amended, was then put to a vote.

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

Voting no was Sharonne Salaam

There being 16 yes votes and 1 no vote, the motion passed as amended.

Time being late, it was moved to postpone the balance of the agenda and adjourn to executive session.

The open meeting adjourned at 10:37 pm

8. Motion on Abstentions and Roll Call Votes – 5 min.

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9. *Retire to Executive Session at a time certain of 9:30 pm ET – 1 min.*

10. *Executive ED report and Q & A – 20 min.*

11. *Executive General Counsel report out and Q & A – 15 min.*

12. *CONTRACTUAL MATTER – 30 min.*

13. *PROPRIETARY FINANCIAL MATTER – 20 min.*

14. *DISCIPLINARY MATTER – 45 min.*

15. *Discuss what from this session may be shared with LSBs in closed session – 5 min.*

16. *Report out for kpftx.org and for reading at the next open session – 3 min.*

17. *Rise and report (includes reading the report-out) – 1 min.*

18. Adjourn by time certain of midnight ET.

APPENDIX

5. Motion for PNB to meet weekly (from Susan Young)

Whereas the board’s engagement in making critical decisions with urgency is essential given the current financial situation, now therefore be it resolved that the board shall schedule an open meeting with a closed session each Thursday until it determines that weekly meetings are no longer necessary.

6. Motion on KPFK Treasurer situation (from Evelia Jones)

Whereas, an action taken by the KPFK LSB to remove the Treasurer and elect a new Treasurer at the October 16, 2022 Local Station Board meeting did not receive proper notice among other procedural failings;

Now therefore, the Pacifica National Board will review the facts in this matter and determine whether this procedure was sufficient or needs to be corrected before a new Local Station Board Treasurer for KPFK is recognized.

7. Motion on LSB Committees

Susan Young: Whereas persons not affiliated for voting purposes with the community linked to a station for voting purposes enter into local decision-making by joining committees of Local Station Boards that are not their primary affiliation;

Now therefore be it resolved that:

Only those affiliated with a particular local station (and only that local station) may serve as voting members of a committee of that Local Station Board.

For committees that deal with confidential financial and/or personnel matters, only Local Station Board delegates for that station may be voting members of the committee and only Delegates of that LSB, PNB Directors and a duly elected and then serving Local Station Board Secretary and/or Local Station Board Treasurer, may participate in or hear the proceedings of any executive session.

8. Motion on Abstentions and Roll Call Votes (from Beth von Gunten):

Moved, that on votes on which there are otherwise no overt objections, Pacifica hereby adopts a Special Rule allowing abstentions to be recorded as such without the need for a roll call vote.

MEETING NOTICE:

Thursday, October 27, 2022

8:30 PM ET

Pacifica National Board

Teleconference

Purpose: Special meeting of the PNB. Some of the meeting will be in **Committee Members**

executive session.

The PNB agreed to hold a meeting on this date at its October 13, 2022 closed session meeting.

Julie Hewitt

hewitt.wpfw@gmail.com

Posted: 10/20/2022 - 6:20 PM

Updated :10/20/2022 - 6:20 PM