

Minutes
Pacifica National Board Open Session
Teleconference Meeting
Thursday, December 15, 2022, 8:30 pm ET

Directors:

Teresa J. Allen, KPFT, Listener - p Burt Cohen, Affiliate - exc Jim Dingeman, WBAI, Listener - exc Vanessa Dixon-Briggs, WPFW, Listener - p Sue Goodwin, WPFW, Staff - p Heather Gray, WFRG, Affiliate - p Donna Grimes, WPFW, Listener - exc Julie Hewitt, WPFW, Listener, Chair - p Evelia Jones, KPFK, Listener - exc Ali Lexa, KPFK, Staff - p Marianne Martinez, KPFT, Listener - p	James McFadden, KPFA, Listener - p Darlene Pagano, KPFA, Staff - p Lawrence Reyes, KPFK, 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, 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
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 December 8, 2022 meeting:
PNB met in closed session to discuss financial and legal matters, and did not take any action.

D. Excused Absences – (see above)

E. Identify Timekeepers
People – Heather Gray
Topics – Susan Young

2. Agenda approval – the agenda was approved as presented.

3. Approve Minutes – No 12-8-22 minutes for approval.

4. Affiliates Directors Statements and Interviews [8:46]
Candidates statements and Q/A
Heather Gray
William Foster Jr.
Alvaro Montealegre

Election ballots to be submitted to Terry Goodman by Midnight 12-21-22.

5. Presentation on Signal Swaps with Marc Hand [9:45]

6. ED Report and Q & A [10:40]

7. General Counsel Report and Q & A [10:50]

8. Unfinished business

a) Fixing the underwriting motion
[Postponed]

9. New Business [10:54]

a) Motion to follow the bylaws with regards 6-year term-out delegates (McFadden)

Yes: Dixon-Briggs, McFadden, Rhodes;

No: Allen, Ali Lexa, Martinez, Pagano, Sagurton, Tanaka, Van Landuyt, Von Guten, Willies, Young;

Abstain: Goodwin, Gray, Hewitt;

[3Y – 10N – 3A]

b) Motion instructing KPFK LSB to follow PNB motion on elections (S. Young)

Arthur Schwartz, Julie Hewitt, Stephanie Wells to write a note to KPFK.

[Passed w/o objection]

10. Motion to Move into Executive Session at 12:00 pm ET

APPENDIX

9a. Motion to follow the bylaws with regards 6-year term-out delegates (McFadden)

Whereas, the Bylaws created an elected governance body of 24 with 18 listeners and 6 staff and provides a process for filling vacancies between elections,

Whereas, first-time delegates of the 2021 election remain seated until December 2024,

Be it resolved that seats filled as a result of the 2019 election shall extend to December 2023, and further that all who began service as a direct result of the 2016 Delegate elections and have served continuously with less than a 12 month break will end service in December 2022, and that all vacancies shall be filled utilizing the runner-up list in the October 2021 Delegate elections found here:

<https://elections.pacifica.org/wordpress/2021-delegate-election-results/>

9b. Motion instructing KPFK LSB to follow PNB motion on elections (S. Young):

Whereas the KPFK LSB has posted the intention to state that board members whose terms were extended by the PNB must vacate their positions and that those who did not win previously take those seats;

And the PNB acted to clearly and explicitly extend those terms;

Now therefore, be it resolved that

The PNB prohibits this KPFK from placing this action on its agenda and to take this action under any circumstances;

That the ED is instructed to communicate this to the KPFK LSB and staff;

And that disciplinary actions be taken against LSB members if they would proceed with this action.

MEETING NOTICE:

Thursday, December 15, 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

Agenda

Agenda

"Pursuant to the Pacifica bylaws, and as agreed at its November 17, 2022 meeting, the PNB will conduct interviews and initiate elections for 2023 PNB affiliate Directors as described in Article 5 Section 4 (B) https://pacifica.org/indexed_bylaws/art5sec4.html

"ELECTION

As the first order of business, and given 30 days advance notice, at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate or At-Large Directors from the vote) shall establish a protocol for balloting and shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method. Affiliate Directors shall serve for a one-year term which shall commence with their seating at the regular January Board meeting."

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