

Draft Agenda - *Public Version*
Pacifica National Board Session
Teleconference Meeting
Thursday, February 2, 2023, 8:30 pm ET
All times are Eastern Time
(*meeting notice appended to the end of this agenda*)
Directors:

Teresa J. Allen, KPFT, Listener Adriana Casenave, KPFT, Listener Fred Dodsworth, KPFA, Listener Jim Dingeman, WBAI, Listener Vanessa Dixon-Briggs, WPFW, Listener William Foster Jr., Affiliate Sue Goodwin, WPFW, Staff Heather Gray, WRFG, Affiliate Donna Grimes, WPFW, Listener Julie Hewitt, WPFW, Listener Evelia Jones, KPFK, Listener	Ali Lexa, KPFK, Staff Marianne Martinez, KPFT, Listener James McFadden, KPFA, Listener Darlene Pagano, KPFA, Staff Shawn Rhodes, WBAI, Staff James Sagurton, WBAI, Listener Sharonne Salaam, WBAI, Listener Akio Tanaka, KPFA, Listener Beth von Gunten, KPFK, Listener Egberto Willies, KPFT, Staff
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Others:

Stephanie Wells, Executive Director
Arthur Schwartz, Pacifica Counsel
Markisha Venzant-Sampson, National Business Manager

1. Preliminary Items – 5 min.
 - A. Call to Order by Chair Pro Tem
 - B. Roll Call
 - C. Report-out: there was no executive session at the January 31, 2023 meeting of the PNB.
 - D. Excused Absences
 - E. Identify Timekeepers & Recording Secretary
2. Agenda approval for the open portion of the agenda – 5 min.
3. Approve Minutes of NA – 5 min.
4. Motion regarding Election of Officer for the 2023 PNB – 15 min.
5. ED Report and Q & A – 30 min. (see APPENDIX for two variants on the motion)
6. General Counsel Report and Q & A – 30 min.
7. Unfinished business – 5 min.
 - a) Cleaned up version of Underwriting motion from 11/17/2022

8. New Business – 5 min.
 - Motions forwarded to PNB Secretary and PNB at least 48 hours prior are presumed to be included here.
 - Any motions sent after, if voted onto the agenda as an amendment.
9. *Motion to Move into Executive Session at a time certain of 10:30 pm ET – 1 min.*
10. *Agenda approval for the executive portion of the agenda – 5 min.*
11. *Confidential Personnel Matter Discussion – 15 min.*
12. *Executive ED Report and Q & A – 15 min.*
13. *Executive General Counsel Report and Q & A – 15 min.*
14. *Unfinished Business – 5 min.*
15. *New Business – 1 min.*
16. *Discuss what from this session may be shared with LSBs in closed session – 5 min.*
17. *Report-out for kpftx.org and for reading at the next open session – 3 min.*
18. Rise and report (includes reading the report-out) – 1 min.
19. Adjourn at a time certain of 12am midnight ET.

APPENDIX

4a. Motion on Election of Officers for the 2023 PNB (using tellers)

WHEREAS, Article Nine, Section 2 of The Pacifica Bylaws specifies that the Board's Chair, Vice Chair and Secretary "... shall be elected by the Board at its annual meeting in January each year using the Instant Runoff Voting method."

AND WHEREAS, for in-person meetings, Pacifica's parliamentary authority specifies that "... the chair appoints tellers to distribute, collect, and count the ballots, and to report the vote."
[RONR (12th ed.) 45:26]

AND WHEREAS, since the suspension of annual in-person meetings, the PNB has been conducting its officer elections via electronic mail,

RESOLVED, that these officer elections shall be conducted via electronic mail, with Terry L. Goodman serving as Chair of Tellers and another individual serving as Secondary Ballot Recipient and Teller.

FURTHER RESOLVED, that nominations for officers must be submitted to the Chair Pro Tem and Secretary Pro Tem by midnight Pacific Standard Time on February X, 2023, that all currently serving Directors are authorized to vote and will be sent voting instructions and ballots via email by one of the tellers on or before February X+2, 2023, and that the polls shall close on February X+9, 2023 at 12:00 midnight Pacific Standard Time.

The Chair of Tellers will distribute preliminary tally results to all voters soon after the tellers agree on those results.

If for some reason Terry Goodman and the secondary teller are unwilling or unable to conduct these elections, the Chair Pro Tem is authorized to designate other neutral persons to do so. If quorum is not met by the close of polls, the Chair of Tellers is authorized to re-open the polls and declare a new deadline.

Election ties are to be resolved and the final results declared by the person presiding at the next meeting of the Board after the preliminary tally distribution. A director with good bandwidth can share a screen and flip coins via <https://www.random.org/coins/>. The final results should be ratified by Board vote.

To facilitate these elections, after the adoption of this motion, the Secretary Pro Tem shall send to both tellers the roster of current Pacifica Directors with email addresses, the names of the nominated candidates and the offices to which they have been nominated, and the exact text of this motion as finally adopted.

4b. Motion on Election of Officers for the 2023 PNB (using OpaVote)

WHEREAS, Article Nine, Section 2 of The Pacifica Bylaws specifies that the Board's Chair, Vice Chair and Secretary "... shall be elected by the Board at its annual meeting in January each year using the Instant Runoff Voting method."

AND WHEREAS, for in-person meetings, Pacifica's parliamentary authority specifies that "... the chair appoints tellers to distribute, collect, and count the ballots, and to report the vote." [RONR (12th ed.) 45:26]

AND WHEREAS, since the suspension of annual in-person meetings, the PNB has been conducting its officer elections via electronic mail,

RESOLVED, that these officer elections shall be conducted via OpaVote, with PERSON serving as the officer elections manager.

FURTHER RESOLVED, that nominations for officers must be submitted to the Chair Pro Tem and Secretary Pro Tem by midnight Pacific Standard Time on February X, 2023, that all

currently serving Directors are authorized to vote and will be sent voting instructions and ballots via email by the officer elections manager on or before February X+2, 2023, and that the polls shall close on February X+9, 2023 at 12:00 midnight Pacific Standard Time.

The officer elections manager will distribute preliminary tally results to all voters soon after the tellers agree on those results.

The Chair Pro Tem is authorized to designate a neutral person to serve as the officer elections manager. If quorum is not met by the close of polls, the officer elections manager is authorized to re-open the polls and declare a new deadline.

Election ties are to be resolved and the final results declared by the person presiding at the next meeting of the Board after the preliminary tally distribution. A director with good bandwidth can share a screen and flip coins via <https://www.random.org/coins/>. The final results should be ratified by Board vote.

To facilitate these elections, after the adoption of this motion, the Chair Pro Tem or Secretary Pro Tem shall send to the officer elections manager the roster of current Pacifica Directors with email addresses, the names of the nominated candidates and the offices to which they have been nominated, and the exact text of this motion as finally adopted.

===== **FOR EXECUTIVE SESSION** =====

MEETING NOTICE:

Thursday, February 2, 2023

8:30 PM ET

Pacifica National Board

Teleconference

Purpose: Regular monthly PNB meeting

Committee Members

Polina Vasilieva

polintus@gmail.com

Posted: 01/19/2023 - 4:04 PM

Updated :01/19/2023 - 4:04 PM

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