

Draft Agenda – *Public Version*  
Pacifica National Board Session  
Teleconference Meeting  
Thursday, October 05, 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 Jim Dingeman, WBAI, Listener Vanessa Dixon-Briggs, WPFW, Listener Fred Dodsworth, KPFA, 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  
Nancy Sorden, Secretary

1. Preliminary Items – 5 min.

- A. Call to Order by Chair
- B. Roll Call

C. Report-out from the executive session of September 21, 2023 meeting of the PNB:

*The PNB met in closed session to discuss a confidential contractual matter and to pass the following motion:*

*Motion Establishing One Bank for Pacifica’s Banking Needs*

*Whereas Pacifica expends scarce resources in the wiring and transfer of funds between units at least twice a month for routine purposes such as for payroll and the payment of health insurance,*

*And whereas, Pacifica could also benefit from having one bank provide all its banking needs by obtaining higher levels of free transactions per account,*

*Therefore be it resolved that the Executive Director and National Business Manager are authorized to establish bank accounts for each unit at one bank beginning with the new fiscal year, starting on October 1, 2023; and*

*And be it further resolved that each unit will have its own account at this bank, with national office staff having the ability to view transactions and account balances. The Pacifica National Office will also perform bank reconciliation each month.*

- D. Excused Absences
- E. Identify Timekeepers

2. Agenda approval for the open portion of the agenda – 5 min.
3. Approve minutes of open sessions for Sept 21, 2023 – 5 min.
4. Committee Reports
  - a) Audit Committee (Tanaka for S. Young) – 3 min.
  - b) Coordinating Committee (Sorden) – 3 min.
  - c) Finance Committee (Sagurton) – 5 min.
  - d) Governance Committee (von Gunten) – 5 min
  - e) Elections Committee (Tanaka) – 10 min.
  - f) Programming Committee (Gray) – 5 min.
  - g) Strategic Planning Committee (Dingeman) – 5 min.
  - h) Personnel Committee (Pagano) – 3 min.
  - i) Development Taskforce (von Gunten) – 3 min.
  - j) Technology Taskforce (Dingeman) – 3 min.
5. Affiliates Report (Gray & Foster) – 5 min.
6. Report from Ad Hoc Committee on Eric Jacobsen motion from July 20, 2023 – 20 min.
7. Determining Whether Newly Elected Delegates begin in November or December – 20 min.
8. ED Report and Q & A – 20 min.
9. General Counsel Report and Q & A – 10 min.
10. Unfinished business – 5 min.
  - a) Cleaned up version of Underwriting motion from 11/17/2022
  - b) Protocol for Members to Voice Concerns about Staff from 7/20/2023
11. 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.
- 12. Motion to Move into Executive Session at time certain of 11:00 pm – 1 min.**
- 13. Agenda approval for the executive portion of the agenda – 5 min.*
- 14. Approve minutes of closed sessions – September 21, 2023 and April 6, 2023*
- 15. Confidential Contractual Matter – 10 min.*
- 16. General Counsel Report and Q & A – 15 min.*

- 17. *ED Report and Q & A – 15 min.*
- 18. *Confidential Disciplinary Matter – 10 min.*
- 19. *Confidential Disciplinary Matter – 20 min.*
- 20. *Unfinished Business – 5 min.*
- 21. *New Business – 1 min.*
- 22. *Discuss what from this session may be shared with LSBs in closed session – 5 min.*
- 23. *Report-out for kpftx.org and for reading at the next open session – 3 min.*
- 24. *Rise and report (includes reading the report-out) – 1 min.*
- 25. Adjourn at a time certain of 12:00 am ET.**

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**APPENDIX**

===== **FOR OPEN SESSION** =====

**6. Report from Ad Hoc Committee on Eric Jacobsen motion from July 20, 2023**

Motion passed at July 20, 2023 meeting (in executive session)

*Whereas KPFK Delegate Eric C. Jacobson, KPFK representative on the national Elections Committee, was wrongly removed from the Committee roster and excluded from a Committee meeting at the direction of KPFK Secretary Pro Tem Kim Kaufman, on the basis that he was supposedly no longer a Delegate, which he contests; and*

*Whereas Mr. Jacobson was subsequently restored to his seat on the Elections Committee upon the intervention of Pacifica General Counsel; and*

*Whereas Mr. Jacobson, elected by KPFK Listeners to represent them on the KPFK Local Station Board, was wrongly removed from the LSB roster and excluded from an LSB meeting on the basis of the assertion of KPFK then-Secretary Pro Tem Kim Kaufman, Chair Harvey Wasserman and others, that he is supposedly no longer a Delegate, which he contests; and*

*Whereas Mr. Jacobson was provided neither warning, nor notice, nor opportunity to appeal the ruling locally, nor any other measure of due process, and was referred by the KPFK LSB Chair to the PNB for resolution of the matter; and*

*Whereas elections to replace Mr. Jacobson on the national Elections Committee and to fill other national committee seats have since begun and are now underway, excluding him and denying him participation as a candidate or nominator, or as a voter; and*

*Whereas such charges would be serious at any time, they are particularly so during Pacifica's long delayed national elections, with an elected seat on the national Elections Committee in question, with Pacifica's elections practices already under the scrutiny of the Court, and with Pacifica having been warned to adhere to the bylaws throughout;*

*Therefore be it resolved that the PNB shall schedule an executive session at a time to be determined, but no later than August 10, 2023, to hear and resolve the matter.*

*Be it further resolved that in it's [sic] duties of care, compliance, and fidelity, and to minimize the risk of further liability, the PNB hereby suspends the KPFK LSB elections to national committees, currently underway, until Mr. Jacobson's status as a Delegate is resolved and the correct KPFK roster is verified.*

## **7. Determining Whether Newly Elected Delegates begin in November or December**

Motion passed at August 17, 2023 PNB meeting (open session)

*Whereas there were insufficient funds to hold elections in 2022, which was year 2 of Pacifica's 3-year election cycle in which half of the delegates would be elected;*

*Whereas the PNB passed a motion on October 20, 2022 providing that delegates whose terms would have ended in 2022 would continue to serve in 2023 if Pacifica failed to hold elections;*

*Whereas delegates whose terms would have ended in 2022 were either in their first term and therefore eligible to run again, or in their second term and therefore ineligible to run again, according to the Pacifica bylaws, and the delay from 2022 to 2023 in holding elections does not change that eligibility status;*

*Whereas Pacifica is in the midst of the election cycle for 2023, with the record period having passed, the period for candidate nomination having closed, the ballots not yet sent to members, and ballots slated to be sent to voters in the second half of August; and*

*Whereas it is important for voters to understand before they cast their votes the length of terms to which successful candidates would be elected and serve;*

*Therefore, be it resolved that all candidates running in the 2023 delegate elections are running **for two-year terms**, and that the elections.pacifica.org website shall reflect this information. Pacifica elections would return to the Article Four, Section 3 schedule of holding elections in years one and two and no elections in year three (i.e., elections in 2024 and 2025 but not in 2026).*

**10b. Discussion on Protocol for Members to Voice Concerns about Staff**

Sample website content that would be required on every unit’s webpage:

Members who wish to voice concerns about staff or programs can send an email to [concerns@pacifica.org](mailto:concerns@pacifica.org). Station staff report to the General Manager, who reports to the Executive Director, who reports to the Pacifica National Board. Concerns about staff are generally personnel issues which should be handled by management rather than elected delegates or directors. Management will routinely monitor emails sent to [concerns@pacifica.org](mailto:concerns@pacifica.org) and ensure that the appropriate actions are taken. Concerns about Pacifica policy can be sent to the LSB (insert station’s LSB email) or to the PNB ([pnb@pacifica.org](mailto:pnb@pacifica.org)) as appropriate. Delegates serve as volunteers and will take up your concerns as time and priorities permit.

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

**MEETING NOTICE:**

Thursday, October 5, 2023

Pacifica National Board

Purpose: First regular meeting of the month.

8:30 PM ET

Teleconference

[Committee Members](#)

Regular meeting, per PNB motion of 3/2/2023. Part of the meeting may be in closed session. If the PNB starts in closed session, we'll try to say so here. Refresh the page to make sure you have the latest info.

Nancy Sorden

Posted: 09/28/2023 - 5:20 PM

[nancy.sorden@wap.org](mailto:nancy.sorden@wap.org)

Updated :09/28/2023 -  
5:20 PM

Streamed [Here](#) The direct link is <https://kpftx.org:6280>

Also [Here](#)