

Approved Minutes
Regular Pacifica National Board Open Session
Teleconference Meeting
Thursday, July 2, 2020 8:30 pm ET
(Approved on July 9, 2020)
All times are Eastern Time
(meeting notice appended to the end of this agenda)

Directors:

Grace Aaron, KPFK, Listener	Ralph Poynter, WBAI, Listener
Robin Collier, KCEI, Affiliate	Sandra Rawline, KPFT, Listener
Chris Cory, KPFA, Listener	Lawrence Reyes, KPFK, Listener
Vanessa Dixon-Briggs, WPFW, Listener <i>late</i>	Shawn Rhodes, WBAI, Staff
Lynden Foley, KPFT, Listener	Eileen Rosin, WPFW, Listener
Jan Goodman, KPFK, Listener	James Sagurton, WBAI, Listener
Heather Gray, WRFG, Affiliate	Nancy Sorden, WPFW, Listener
Sabrina Jacobs, KPFA, Staff	Alex Steinberg, WBAI, Listener
Wally James, KPFT, Staff	Akio Tanaka, KPFA, Listener
DeWayne Lark, KPFT, Listener	Polina Vasiliev, KPFK, Staff
Ron Pinchback, WPFW, Staff	Tom Voorhees, KPFA, Listener

Others:

Lydia Brazon, Interim Executive Director
Anita Simms, Interim Chief Financial Officer
John Tatum, Parliamentarian

The Chair, Alex Steinberg, calls the meeting to order at 8:48 pm.

**Item # Description
Time**

1. Preliminary items 5 min.

- A. Call to Order by Alex Steinberg, Chair 8:48 pm
- B. Roll Call - Quorum reached – 21 Members present 8:52 pm
- C. Excused Absences - none requested
- D. Identify Timekeepers - Lawrence Reyes for items, James Sagurton for people

2. Agenda Approval 5 min.

Jan Goodman moves the addition of the following agenda item from Chris Cory as the first order of business after minutes approval:

Motion to Remove the Chair and Secretary of the PNB - Chris Cory

whereas the chair and secretary of Pacifica have an obligation to coordinate board activities and to entertain all points of view without favor and

whereas there have been continuous accusations that the chair and secretary have failed to breach board divisions, even going so far as to state that they are UNWILLING to speak to certain members of this board and

whereas the perspectives of the board minorities are rarely entertained, and never given serious consideration by the current chair and secretary, and

whereas the basic trust of all Directors is needed for proper board function, and

whereas the officers of Pacifica have failed to win the trust of the Directors of Pacifica,

be it resolved that the chair and secretary of Pacifica be heretofore removed and replaced by Lawrence Reyes (chair), and Darlene Pagano (secretary).

Vote on adding this to the Agenda passes: Yes: 15, No: 6, Abstain: 1

Yes: Collier, Cory, Foley, Goodman, Jacobs, James, Lark, Pinchback, Poynter, Rawline, Reyes, Rosin, Sorden, Tanaka, Vasiliev

No: Aaron, Gray, Rhodes, Sagurton, Steinberg, Voorhees

Abstain: Dixon-Briggs

The revised Agenda is approved at 9:16 pm.

- 3. Minutes Approval** – June 11, 2020 Open Session Minutes are approved at 9:18 pm. **3 min.**
- 4. Motion to Remove and Replace the Chair and Secretary – Chris Cory** **20 min.**

Jan Goodman puts forward the following amendment to change the wording of the last sentence of Chris Cory’s motion to read:

Motion to elect Lawrence Reyes as pro-tem chair, and Darlene Pagano as pro tem secretary, to act as pro-tem officers until such time as new officers are elected, per the bylaws of Pacifica.

Ralph Poynter puts forward a motion to Postpone consideration of this Agenda item until the next PNB meeting.

Motion to Postpone passes: Yes: 15, No: 4, Abstain: 3

Yes: Aaron, Dixon-Briggs, Goodman, Gray, Lark, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Vasiliev, Voorhees

No: Collier, Cory, Foley, James

Abstain: Jacobs, Rawline, Tanaka 10:30 pm

- 5. iED Report & Q & A – Lydia Brazon** **35 min.**

- a) **Update on PPP and EIDL loans** 11:03 pm **10 min.**
- b) **Recovery Plan for 2018 Audit** **15 min.**

Lydia Brazon, iED, presents her Recovery Plan for the 2018 Audit (see Appendix).

Alex suggests that the Board accept the Recovery Plan.

The Board approves the iED's Recovery Plan without objection. 11: 34 pm

**6. Motion on the formation of a Task Force to Produce the next Pacifica Town Hall
– Alex Steinberg**

Be it resolved that a Task Force of PNB Directors shall be formed to plan and produce the next Pacifica Town Hall in conjunction with LSB Members, staff and volunteers as needed.

The following PNB Directors volunteer: Jan Goodman, Heather Gray, Dewayne Lark, Lawrence Reyes, Nancy Sorden, Alex Steinberg and Tom Voorhees. 11:44 pm

Sandra Rawline moves that the meeting be adjourned. There are some objections.

The Motion to Adjourn fails: Yes: 10, No: 10, Abstain: 2

Yes: Aaron, Gray, Pinchback, Poynter, Rawline, Rhodes, Rosin, Sagurton, Sorden, Voorhees

No: Collier, Cory, Dixon-Briggs, Foley, Goodman, James, Lark, Reyes, Steinberg, Vasiliev

Abstain: Jacobs, Tanaka 11:54 pm

The Chair suggests that only the Strategic Planning Committee Report be taken up as it includes a motion to recognize the Pacifica Affiliate Network as a Unit. All other Committee Reports are postponed.

7. Committee Reports

- f) **Strategic Planning Committee – Alex Steinberg** **5 min.**

Motion to Recognize the Pacifica Affiliate Network as a Unit – Robin Collier

(This motion was originally put forward by Robin Collier, then referred to the Finance Committee and then sent to and approved by the Strategic Planning Committee.)

Whereas on April 4, 2019 the PNB adopted the recommendations of the Executive Director of the Pacifica Foundation to establish that the Pacifica Affiliate Network be recognized as a separate department, and that the PNB affirmed the importance of the discrete financial management, accounting and reporting for the Pacifica Affiliates Network, and that now, in actuality, this functionally is the same as a being a unit of Pacifica.

The Pacifica National Board now resolves that the Pacifica Affiliates Network be recognized and named as a Unit of the Pacifica Foundation.

Motion passes: Yes: 19, No: 1

Yes: Aaron, Collier, Cory, Dixon-Briggs, Foley, Goodman, Gray, Jacobs, James, Lark, Pinchback, Rawline, Reyes, Rhodes, Sagurton, Steinberg, Tanaka, Vasiliev, Voorhees
No: Sorden 12:24 am

8. Adjourn at 12:24

Besides the motion to remove and replace the Chair and Secretary which was postponed until the next meeting, the following agenda items were not taken up:

Motion on Special Rule Limiting Agenda Approval to 20 minutes – Alex Steinberg 10 min.

Be it resolved that the Pacifica National Board adopts the following special rule governing future meetings of the Pacifica National Board:

The time set for agenda approval shall be 20 minutes.

Committee Reports

- a) **Audit Committee – Eileen Rosin** **3 min.**
- b) **Finance Committee – James Sagurton** **5 min.**
- c) **Governance Committee – Lawrence Reyes** **5 min.**
- d) **Personnel Committee – Alex Steinberg** **5 min.**
- e) **Programming Committee** **5 min.**
- f) **Strategic Planning Committee – Alex Steinberg** **5 min.**
- g) **Development Taskforce – Nancy Sorden** **5 min.**
- h) **Covid-19 Taskforce – Lawrence Reyes** **5 min.**

**LSB Responsibility for Posting and Recording all LSB and LSB Committee Meetings
- Grace Aaron as PNB Secretary**

Whereas, it is necessary that all Local Station Board meetings as well as LSB Committee meetings be properly noticed on KPFTX and,
Whereas, due to Covid-19 in person meetings are now being held by teleconference, significantly increasing the workload of Pacifica personnel to the point where the situation has become untenable,

Therefore, be it resolved that the Officers of Pacifica Local Station Boards arrange for:
1) The posting of all Local Station Board meetings as well as LSB Committee meetings on KPFTX.
2) The streaming of all above meetings when desired.
3) The recording of all meetings.
4) That all meeting recordings be made available to Otis Maclay within 24 hours of the meeting being held and that the name of the meeting as well as the date, and time the meeting started and ended be communicated.

Further, be it resolved that PNB Directors make sure that the above protocol be put in place as soon as possible, including assigning people to post, stream (if needed), record meetings and ensure that the agendas, minutes and recordings are posted on KPFTX.org. (It should be noted that only National meetings will be streamed on KPFTX.)

Further, be it resolved that LSB Officers and PNB Directors ensure that Community Advisory Board meetings are being held on a regular basis, that they are posted, streamed (when desired) and recorded as stated above.

APPENDIX

Recovery Plan for July 2, 2020 PNB Meeting by iED, Lydia Brazon

The current financial situation is unprecedented in the many years since most of us have been in Pacifica. Contributing factors include a combination of inherited, unsustainable, massive debt, dwindling membership and listeners, the absence of CPB funding and last but certainly not least COVID 19. Certainly the pandemic has and is expected to result in national financial uncertainty, only adding to Pacifica's grave financial state.

A recovery plan must both reduce our expenses and grow our listeners to be effective. Those proposals which constitute an expense, would be contingent on our affordability at the time. Some measures are relative to what can be done depending on the confines of our union contracts at four of our stations.

Currently at the PNO, at least \$125,000 per year savings are being realized from the absence of a salaried E.D. and a reduction of will be a factor in the short term. Additional reductions regarding the departure of other employees are being realized in the form of resignations and some are from expected expense and staff reductions.

The donations from the PNO email appeal letter of June 2,2020 has provided important data and adding ACTBLUE as a donation option on pacifica.org and has proven to be beneficial, in that the donations are greater and there is an increase in recurring donation commitments.

The delinquent KPFA property taxes issue is now in the very capable hands of two law firms specializing in these matters. We are cautiously optimistic that most of what is due will be reversed and the properties ultimately and rightfully deemed tax exempt.

Union contract negotiations will begin soon for two stations and will hopefully be accommodating regarding the situation at KPFX for that contract ending September

30 KPFA, contract is ending October 31 and the expectation is in both cases, that there will be mutually beneficial negotiations which will be of further benefit to all concerned in Pacifica.

The Pacifica Bylaws are currently in the process of being amended to allow for more bylaws ballots and a shorter time frame for approval which should improve the efficacy of Pacifica's governance structure.

In 2016, I consulted our FCC attorney at the time, John Crigler, about the feasibility of an internet station to start with in Chicago, so as to introduce a new listener, member and revenue stream in a city with activism and vibrancy that wholly compliments our mission. My understanding is that because most of the licenses are based on audience and since we wouldn't have much to begin with, the cost per license is only in the hundreds. This remains a low-cost option for audience and income growth for Pacifica.

In the first six months of 2020, the Board has demonstrated a more disciplined approach to finances than in the past, by way of passing motions which tangibly support the work of management in its effort to both reign in expenses and develop innovative efforts such as the COVID 19 special nationally mandated programming by Board members and volunteers throughout the network.

In late July, a Pacifica National Fund drive will take place which should, like the national appeal provide additional funds while peppering the drive with high profile guests and hosts.

June and July continue to afford Pacifica broadcast opportunities to uniquely address issues regarding race relations and policing, Pacifica has been broadly acknowledged as a source of its relevant coverage over the years, absent the rip-and-read practice of mainstream media. In August, there will be additional national broadcasts of the National political parties and their Conventions affording us with yet another opportunity to attract listeners and funds. And of course, the November Presidential elections historic in its many aspects and the Pacifica roundtables should attract, once again, an incisive voice to the conversation and analysis

I propose recruiting social media activists as well as PR to communicate all that Pacifica is now offering.

KPFT, KPFA and KPFK have transitioned to Allegiance and out of MEMSYS with WBAI and WPFW transitioning in the coming months. This promises to facilitate the membership reconciliations and greatly improve the accuracy and flexibility of critical data essential to strategic planning

I propose an investment in training staff and continued education in the various areas of governance, management, radio and social media to name a few. Much of what has

been brought to our attention by auditors past and present could, prove to be significantly beneficial by said investment of time, energy and modest funding.

Last but certainly not least, having received the PPP funding on June 26 and the prospect of receiving the applied for EIDL loan, will afford the Foundation an important opportunity to develop a fiscally prudent and mission driven recovery and strategic plan moving forward

All Times Eastern

[Back to the Calendar](#)

Thursday, July 2, 2020

8:30 PM ET

Pacifica National Board

Teleconference

Purpose: Regular Monthly Meeting

Committee Members

Grace Aaron

graceaaron@gmail.com

Posted: 04/02/2020 – 1:11 AM

Updated :04/02/2020 – 1:11 AM

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

**Respectfully Submitted,
Grace Aaron, Pacifica National Board Secretary**