

Minutes  
*Regular* Pacifica National Board Open Session  
 Teleconference Meeting  
 Thursday, April 7, 2022, 8:30 pm ET  
 All times are Eastern Time  
 (meeting notice appended to the end of this agenda)  
 Directors:

<p>Teresa J. Allen, KPFT, Listener - p          Burt Cohen, Affiliate - exc          Jim Dingeman, WBAI, Listener - p          Vanessa Dixon-Briggs, WPFW, Listener - p          Donald Goldmacher, KPFA, 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</p>	<p>Marianne Martinez, KPFT, Listener - exc          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 - exc          Mark Van Landuyt, KPFA, Listener - p          Beth von Gunten, KPFK, Listener, Vice Chair - p          Egberto Willies, KPFT, Staff - p          Susan Young, KPFT, Listener - p</p>
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Others:

Stephanie Wells, Executive Director - p  
 Julia Kennard, Chief Financial Officer - p  
 Arthur Schwartz, Pacifica Counsel  
 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 8:34 pm

B. Roll Call – a quorum was present

C. The Chair reads the Report Out from the Closed Session of 3/10/22:

The PNB met in executive session to discuss proprietary personnel, legal and financial matters of a sensitive nature.

D. Excused Absences – Burt Cohen, Marianne Martinez, Sharonne Salaam

E. Identify Timekeepers

- people – Heather Gray

- topics – Lawrence Reyes

2. Agenda approval – 10 min. – the agenda was approved as presented

3. Approve Minutes of the Open Session of 3/10/22 – 3 min.

The minutes of the 3-10-22 open meeting were approved as presented

4. ED Report & Q&A – 30 min.

ED Stephanie reported that she is working toward consistency, sustainability, and function. Many small but important items are being dealt with. There is a strong focus on fundraising.

5. CFO Report & Q&A – 10 min.

CFO Julia reported that the focus has been on the audit. Pacifica is in a challenging cash situation. She is working on a consistent reporting system across all units.

6. Convening PNB Committees (see Appendix item #6 for motion) – 10 min.

Directors who volunteered to convene committees:

Audit - Donna Grimes

Finance - James Sagurton

Governance - Lawrence Reyes

Elections - Teresa Allen

Strategic Planning – Beth von Gunten

Programming – Heather Gray

Chair Julie read the motion on the Teller's report (see Appendix item #6, below)

Julie Hewitt moved and Beth von Gunten seconded the motion to adopt the Teller's report.

There being no objection, the motion passed as presented.

7. Motion on Setting New PNB Meeting Date and Time (see Appendix item #7, below) – 10 min.

Lawrence Reyes moved, Evelia Jones seconded the motion to set a new meeting date.

Voting yes was Lawrence Reyes

Voting no were Teresa Allan, Jim Dingeman, Vanessa Dixon-Briggs, Donald Goldmacher, Sue Goodwin, Heather Gray, Donna Grimes, Evelia Jones, Ali Lexa, James McFadden, Darlene Pagano, Shawn Rhodes, James Sagurton, Mark Van Landuyt, Beth von Gunten, Egberto Willies, and Susan Young.

There being 1 yes vote and 17 no votes, the motion failed

8. Pacifica National Advisory Council (NPAC) discussion (see Appendix item #8 below for 1/20/2022 motion) – 20 min.

Chair Julie explained that this item had passed in January, and today's discussion was how to follow up on creating the advisory council.

Lawrence Reyes moved, Donald Goldmacher seconded, *that this matter be referred to the governance committee.*

Voting yes were Teresa Allen, Donald Goldmacher, Lawrence Reyes, Shawn Rhodes, Mark Van Landuyt, Egberto Willies, and Susan Young

Voting no were Jim Dingeman, Vanessa Dixon-Briggs, Heather Gray, Donna Grimes, Evelia Jones, Ali Lexa, James McFadden, Darlene Pagano, James Sagurton, and Beth von Gunten

There being 7 yes votes and 10 no votes, the motion failed.

9. Committee Reports

a) Audit Committee – no meeting/report

b) Coordinating Committee – 3 min.

c) Finance Committee – 10 min. (see Appendix item #9.c for motion on WBAI budget)

Chair James Sagurton reported that the committee is working on station budgets, and has provided a general report explaining the finance committee and its work.

The Finance Committee passed the following motion:

*That the NFC recommend to the PNB that they approve the proposed WBAI FY22 budget, recognizing that it remains a deficit budget.*

Time for this item being up, Sue Goodwin moved and Jim Dingeman seconded a motion to *extend time for this item by 10 minutes.*

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

Voting yes were Teresa Allen, Jim Dingeman, Vanessa Dixon-Briggs, Sue Goodwin, Heather Gray, Donna Grimes, Ali Lexa, James McFadden, Darlene Pagano, Shawn Rhodes, Mark Van Landuyt, Beth von Gunten, and Susan Young.

Voting no were Lawrence Reyes and Egberto Willies.

There being 13 yes votes and 2 no votes, the motion passed

The underlying motion, *That the NFC recommend to the PNB that they approve the proposed WBAI FY22 budget, recognizing that it remains a deficit budget*, was put to a vote.

Voting yes were Jim Dingeman, Vanessa Dixon-Briggs, Sue Goodwin, Heather Gray, Donna Grimes, James McFadden, Lawrence Reyes, Shawn Rhodes, James Sagurton, and Beth von Gunten.

Voting no were Teresa Allen, Donald Goldmacher, Evelia Jones, Darlene Pagano, Mark Van Landuyt, and Egberto Willies.

There being 10 yes votes and 6 no votes, the motion passed.

There being no more time, the following agenda items were not addressed:

- d) Governance Committee – no meeting/report
- e) Elections Committee – 5 min.  
see APPENDIX for motion.
- f) Programming Committee – no meeting/report
- g) Strategic Planning Committee – no meeting/report
  
- h) Development Taskforce – 3 min.
- i) Covid-19 Taskforce – 3 min.
- j) Technology Taskforce – 3 min.

10. Unfinished business – 0 min.

11. New Business – 30 min.

a) Three motions forwarded to PNB Secretary and PNB at least 48 hours prior are presumed to be included here.

b) Any motions sent after, if voted onto the agenda as an amendment.

12. Adjourn to the closed session at a time certain of 10:30 pm.

The meeting adjourned to closed session at 11:20 pm

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## **APPENDIX**

### **6. Motion on Tellers Report and Ratification of Committees**

*WHEREAS the Pacifica National Board held elections for directors to serve on its committees and the teller's report, dated February 27, 2022, has been shared with all directors as of March 1, 2022,*

*THEREFORE, be it resolved that the Pacifica National Board ratifies the tellers' report as modified by the PNB at the March 10, 2022 meeting and affirms the following duly elected directors to serve on PNB committees:*

*Audit Committee: Donald Goldmacher, Evelia Jones, Egberto Willies, Jim Dingeman, Donna Grimes*

*Coordinating Committee: Mark van Landuyt, Evelia Jones, Teresa Allen, James Sagurton, Sue Goodwin*

*Governance Committee: James McFadden, Lawrence Reyes, Marianne Martinez, Jim Dingeman, Vanessa Dixon-Briggs, Burt Cohen*

*Finance Committee: James McFadden, Beth von Gunten, Susan Young, James Sagurton, Julie Hewitt*

*Elections Committee: Donald Goldmacher, Evelia Jones, Teresa Allen, Shawn Rhodes, Vanessa Dixon-Briggs, Burt Cohen*

*Strategic Planning Committee: James McFadden, Beth von Gunten, Susan Young, Jim Dingeman, Donna Grimes, Heather Gray*

*Programming Committee: Mark Van Landuyt, Ali Lexa, Egberto Willies, Jim Dingeman, Sue Goodwin, Heather Gray*

## **7. Motion on Setting New PNB Meeting Date and Time**

Whereas, the Pacifica National Board (PNB) is a tri-coastal body with members who experience a time zone differential of up to 3 hours and includes persons whose employment and/or other obligations require early morning activity, and

Whereas, the meeting starting time of 5:30 PM Pacific Time chosen to accommodate west coast workers has a punishing effect on east coast workers because meetings regularly go beyond 10pm making for a very long day, and

Whereas, the PNB has a greater opportunity for efficiency and success when its members are clear-thinking and energized, and

Whereas, the LSBs at KPFT, WBAI, and WPFW meet on a weekday, the KPFA LSB meets 3rd Saturdays of alternate months, and the KPFK LSB meets 3rd Sundays of each month, be it

Resolved that regular meetings of the PNB shall be held on the fourth Saturday of each month from 10AM Pacific (12 Noon Central, 1PM ET), any necessary continuation meeting shall be held on the following Saturday, and special or emergency meetings may be scheduled for weekday evenings for up to 60 minutes.

Moved By Directors, Lawrence Reyes, KPFK Listener Director and Sharonne Salaam, WBAI Listener Director

## **8. Motion on Pacifica National Advisory Council passed at January 20, 2022 PNB meeting**

*Whereas the Pacifica Foundation can profit from the input of former members of Pacifica governance, former members of Pacifica staff and former members of Pacifica management as well as members of the general public who can assist in advising the PNB on such issues as complying with the Pacifica Mission, meeting our goals in terms of our reach to listeners and our financial status, with fund-raising, and expanding the Pacifica network to the point where it can rival the major media providers to provide an alternative and radical point of view on politics and culture.*

*Be it resolved that the Strategic Planning Committee of the PNB recommends to the PNB that it authorize the creation of a National Pacifica Advisory Council. This body shall have no fiduciary powers or responsibilities but will contribute its advice and recommendations to the PNB as to the direction of Pacifica. The PNB may at its discretion ask the NPAC to make recommendations on a specific project.*

*The members of the NPAC shall be nominated twice a year, once in February and once in September, for a term of no more than 5 years, by members of the PNB and the PNB will vote on each nominee whether to accept or remove that person as a member of the NPAC. Current members of Pacifica governance and current Pacifica management are not eligible. No more than 12 people may be elected to the NPAC at any one time. There shall be a limit of 25 people as members of the NPAC but that can be revised in a future amendment to this policy.*

*The NPAC shall meet at least twice a year but may meet more often. It may elect officers to conduct the meetings and should keep minutes of all its sessions.*

*The NPAC shall report back to the PNB on a regular basis with its recommendations.*

### **9c. NFC Motion on WBAI Budget**

*That the NFC recommend to the PNB that they approve the proposed KPFT FY22 budget, recognizing that it remains a deficit budget.*

### **9e. Motion from the Elections Committee**

In light of the lack of financial resources at this time to address the facts and merits of questions arising from Pacifica election management and results, move to request the Executive Director to contact Simply Voting (that served as the third party elections manager) to provide their raw tally of the KPFC LSB elections results to be compared with the EAS certified election results for review by the Elections Committee and the entire PNB.

### **11a.1 Resolution on Clarification of Community Advisory Board Seats and Election**

Whereas, Community Advisory Boards (CABs) are essential for obtaining any future CPB funding, and

Whereas the Pacifica Executive Director has been charged with exploring future possibilities for Pacifica's eligibility for CPB funds which would involve Community Advisory Boards, and

Whereas Community Advisory Boards are beneficial to the stations independent of CPB funding by promoting station membership, improving listenership, and assisting in fundraising, and

Whereas Community Advisory Board size has been set by PNB motion (March 2010) as follows: 'The CAB of each station shall comprise minimum of 4 members and a maximum of 24 members', and

Whereas Community Advisory Boards election method is specified by PNB motion (March 2010) as follows: 'The LSB makes its appointments to the CAB from the group of nominees using the single transferable vote ("STV") preferential voting system, for a term of three years', and

Whereas there is ambiguity as to whether the LSBs can further limit the size of the CAB to less than the maximum of 24 members, and

Whereas the number Community Advisory Boards seats impacts the STV voting formulas and limits available outreach to the community,

Therefore be it resolved, the Pacifica Community Advisory Boards “available seats” in an election is set equal to “24 minus the number of occupied seats” which shall be used to determine the voting threshold using ‘droop quota’ formula needed for election via STV voting, and

Be it resolved that should the number of nominees be less than the number of available seats, then a simple YES/NO/ABSTAIN voting may be used instead of ranking since no transfer votes occur in such a case, and that a YES is equivalent to a ranked vote, and a NO/ABSTAIN is equivalent to not ranking a nominee, and that all YES/NO/ABSTAIN votes are counted as valid votes cast in the STV droop quota threshold for election.

Moved by James McFadden, KPFA Listener Director

### **11a.2 Resolution to Drop The Charges Against KPFA Journalist Frank Sterling**

Whereas, Frank Sterling is a long term journalist, programmer and trainer of Pacifica’s KPFA apprentices, and

Whereas, while video taping a rally in Antioch, California in Sept of 2021 that was a counter-protest to an event called Back The Blue honoring the outgoing police chief who had protected police involved in police brutality and had even hired a SF police officer who had killed Guatemalan homeless man Luis Góngora Pat, Frank Sterling was attacked and arrested and tasered twice, his journalist equipment was confiscated, and he is now facing charges of resisting arrest, and

Whereas, Frank Sterling has been covering the cases of police brutality of Antioch police actions for many years, and

Whereas, this is the second time that Frank Sterling has been targeted by the Antioch police, and

Whereas, there has been targeting and attacks by police of other journalists such as Brian Carmody and Jeremy Portje, and

Whereas, police and DA’s must be held accountable for such actions, and

Whereas, Contra Costa DA Diana Becton who had run on a criminal justice reform and a “progressive” platform must be held to her campaign promises,

Therefore be it resolved, the Pacifica Radio Network calls for the Contra Costa DA to drop the charges against Frank Sterling, and

calls for an investigation by the District Attorney and State Attorney General Rob Bonta on whether the California Shield Act was violated by these actions; and

calls on KPFA GM to issue a press release and radio carts calling for the dropping of the charges against KPFA journalist Frank Sterling and support for his pending April 25, 2022 court hearing, and for police to return the equipment and media that was confiscated from him, and for KPFA to add a website a link that directs people to the Change.org petition asking charges against Frank Sterling to be dropped.

<https://www.change.org/p/drop-the-charges-support-kpfa-staff-independent-journalist-frank-sterling>

### **11a.3 Motion From Teresa Allen:**

Whereas the costs of Attorney's fees has or may become beyond the means of Pacifica to support, and  
Whereas Pacifica has many priorities which are being under-funded at this time, partially due to the  
costs of attorneys' fees;

The Pacifica National Board hereby resolves as follows:

1. The Executive Director is requested to communicate the following to any and all Attorneys employed directly or indirectly by Pacifica:

A. Prior to initiating any new cases, or adding plaintiffs or defendants to any existing case, said attorney shall consult with the Executive Director of Pacifica (ED) to discuss the goals of said litigation, the reasons and potential financial costs for taking such proposed action and alternative means (including formal or informal mediation or arbitration) of accomplishing said goals, and what steps have been taken to resolve or ameliorate the problem at hand which is motivating such action, as well as possible outcomes if no such action is undertaken.

B. Prior to making any motion or similar action or opposing any motion in any ongoing or contemplated litigation said attorneys shall consult with the ED to discuss the goal and financial cost of any such motion, the possible alternative actions that could be undertaken to obtain said goal, including the cost and potential result of doing nothing and/or not filing such a motion.

### **MEETING NOTICE:**

**Thursday, April 7, 2022**

**8:30 PM ET**

Pacifica National Board

Teleconference

**Purpose:** Regular meeting of the PNB. Some of the meeting will be in executive session.

**Committee Members**

Alex Steinberg

pnbalex@gmail.com

Posted: 01/26/2022 - 8:56 PM

Updated: 01/26/2022 - 8:56 PM

Streamed [Here](#)

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