

Draft Minutes
Regular Pacifica National Board OPEN Session
Teleconference Meeting
Thursday September 2, 2021, 8:30 pm ET
All times are Eastern Time
(meeting notice appended to the end of this agenda)

Directors:

Chris Cory, KPFA, Listener - p	Jim Osborne, KPFK, Listener
Vanessa Dixon-Briggs, WPFW, Listener - p	Ron Pinchback, WPFW, Staff - p
Lynden Foley, KPFT, Listener - p	Ralph Poynter, WBAI, Listener - p
Jose S. Gutierrez, Jr., KAOS, Affiliate - p	Sandra Rawline, KPFT, Listener, Vice-Chair
Heather Gray, WRFG, Affiliate - p	- p
Julie Hewitt, WPFW, Listener	Lawrence Reyes, KPFK, Listener - p
Sabrina Jacobs, KPFA, Staff - p	Shawn Rhodes, WBAI, Staff - p
Wally James, KPFT, Staff - p	James Sagurton, WBAI, Listener - p
DeWayne Lark, KPFT, Listener - p	Alex Steinberg, WBAI, Listener, Chair
Ali Lexa, KPFK, Staff - p	Andrea Turner, KPFA, Listener - p
Thomas O'Rourke, WPFW, Listener - p	Elizabeth von Gunten, KPFK, Listener - p
	Tom Voorhees, KPFA, Listener - p

Others:

Lydia Brazon, Interim Executive Director - p
Anita Sims, Interim Chief Financial Officer - p
Polina Vasiliev, PNB Secretary - p
Arthur Schwartz, Pacifica Counsel
John Tatum, Parliamentarian - p
Marianne Edain, 2021 Recording Secretary - p

1. Preliminary items 5 min.

A. Call to order – In the absence of Chair Alex Steinberg, Secretary Polina Vasiliev called the meeting to order at 8:41.

B. Roll Call

C. Report-out from closed session 8/26/21:

"The PNB met in closed session to discuss proprietary and personnel matters of a confidential nature regarding KPFT and KPFK."

D. Excused Absences – Julie Hewitt, Alex Steinberg

E. Identify Timekeepers

people – Heather Gray

topics – Lawrence Reyes

F. Announcements – Alex is out of the country, so cannot chair

2. Agenda approval 5 min. – The agenda was approved as presented

3. Approve Minutes of the Open Sessions of Aug 19 and Aug 26, 2021 - 5 min.

The minutes of both sessions were approved as presented.

4. iED Report & Q & A – Lydia Brazon 10 min.

Lydia Brazon reported that she had followed up on the motion from the previous emergency meeting concerning facilitating candidate statements and forums. She reported that the elections supervisor was coordinating schedules.

5. Vote to set up a bylaws amendment timeline to set the Notice Date to October 16, 2021 - (See APPENDIX) 5 min.

There was discussion of the motion. There being no objection, the motion passed as presented.

6. Committee Reports - Total: 45 min

a) Audit - n/a

b) Finance - 20 min.

Presentation by Berthold Reimers (GM, WBAI) on the 52-week fundraising model (presentation has been shared by email with the PNB) + Q & A

Finance Committee Chair James Sagurton proposed a Motion (see APPENDIX)

There was discussion of the motion. There being no objection, the motion passed as presented.

c) Governance Committee – no report

d) Personnel - see APPENDIX for Motion – 5 min

Sandra Rawline presented the motion. There was discussion of the motion.

There being no objection, the motion passed as presented.

e) Programming - 20 min

Chair Thomas O'Rourke withdrew a proposed motion by the Programming Committee.

f) Strategic Planning -

g) development task force -

h) Technology task force -

7. Unfinished business

8. New Business

9. Adjourn (to closed session)

The meeting adjourned at 10:31 pm

Meeting Notice

Thursday, September 2, 2021

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

APPENDIX:

Vote to set up a bylaws amendment timeline

Whereas Article 17, Section 1B of the Pacifica Bylaws states:

“(1) There shall be any number of ballots per calendar year related to the amendment of the Foundation's Bylaws, **which annual voting period shall be determined by the Board. All properly proposed Bylaw amendments shall be held until that date which is 30 days before the earliest of the voting dates of the Board and of the Delegates, as determined by the Board (the "Notice Date")**. On the Notice Date, the proposed amendment(s) to the Bylaws shall be posted on the Foundation's website and the Foundation's radio stations shall broadcast an announcement three times a day - twice between 6:00 AM and 11:00 PM and once between 11:00 PM and 6:00 AM for a period of 30 days (the "Notice Period") regarding the existence of the proposed amendment(s) on the Foundation's website for review and the upcoming vote by the Board and Delegates regarding said amendment(s). The results of said voting by the Board and the Delegates on the proposed amendment(s) shall be reported within 15 days of the Board and Delegates meetings to vote on these amendments.”

Therefore, resolved that the Notice Date is set to October 16, 2021.

(Passed without objection).

Motion from the National Finance Committee:

Motion: (James Sagurton) "Whereas Pacifica needs to know its short term cash position, therefore, be it resolved that

PNB directs the General Managers, Business Managers and Directors of each budgeted unit to update all entries for month end closing and provide NETA a check register electronically of everything that was paid for the month." (Passed without objection by Finance Comm)

Motion from the Personnel Committee:

The Personnel Committee of the PNB requests that the Pacifica National Board authorize a payment of a maximum of \$1,500 to cover the costs of advertisements as part of the search for a permanent Executive Director. The Chair of the Personnel Committee shall submit all bills and invoices to the interim ED and to NETA as an expense of ongoing work of the Pacifica National Board.