

Draft Minutes  
Pacifica National Board OPEN Session  
Teleconference Meeting  
Thursday, January 20, 2022, 8:30 pm ET  
All times are Eastern Time  
(meeting notice appended to the end of this agenda)

Directors:

Chris Cory, KPFA, Listener - p	Ron Pinchback, WPFW, Staff - p
Vanessa Dixon-Briggs, WPFW, Listener - p	Lydia Ponce, KPFK, Listener - p
Lynden Foley, KPFT, Listener - p	Ralph Poynter, WBAI, Listener - p
Heather Gray, WRFG, Affiliate - p	Sandra Rawline, KPFT, Listener, Vice-Chair - p
Julie Hewitt, WPFW, Listener - p	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 - p
Ali Lexa, KPFK, Staff - p	Andrea Turner, KPFA, Listener - exc
Thomas O'Rourke, WPFW, Listener - p	Elizabeth von Gunten, KPFK, Listener - p
	Tom Voorhees, KPFA, Listener - p

Others:

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

1. Preliminary items 5 min.

CALL TO ORDER – the meeting of the 2021 PNB was called to order at 8:49 pm

- A. Roll Call - a quorum was present
- B. Excused Absences – Andrea Turner
- C. Identify Timekeepers
  - people – Heather Gray
  - topics – Lynden Foley
- D. Announcements - none
- E. Report out from the Closed Session of Jan 13, 2022

Report out - The PNB met in closed session to discuss contractual arrangements for the new ED, Stephanie Wells, who will begin effective January 16, 2022.

2. Agenda approval 5 min.

The agenda was amended to add a motion from the WPFW LSB to the committee report.  
The agenda was further amended to add 2 motions from the Strategic Planning Committee.  
The agenda was passed as amended.

3. Approve Minutes 3 min

Chris Cory moved and Ralph Poynter seconded approval of the 1-13-22 minutes. The minutes of the 1-13-22 meeting were approved as presented.

4. Motion from Lydia Ponce (see APPENDIX, motion #1) 5 min.  
A motion was presented by the Programming Committee.  
The motion was amended by the presenting party to extend the timeline.  
There being no objection, the motion passed.

5. Report from outgoing iED and Q&A 10 min  
Outgoing iED Lydia gave a final report. She reported that 1. the Small Business Administration had sent a letter informing Pacifica that it had been approved for the full \$2 million EIDL loan and 2. the KPFT building sale has been completed successfully. She reported on the ongoing issue with Pacifica's property tax status in California. Resolution is slow but in process. One outstanding item is that the PNB will need to vote on this matter, as well as all the delegate assemblies.

6. Committee reports  
WPFW 10 min

Ron Pinchback reported – KPFW had a successful election, but need PNB to vote on a waiver motion.  
Julie Hewitt moved:

*Whereas Article 5, Section 1 of the Pacifica bylaws on “Board of Directors – Eligibility, Number, Powers and Duties contains the clauses: “has served at least one (1) year as a Delegate,” (from paragraph B on “Eligibility”) and “shall have equal representation from each of the Foundation’s five radio stations” (from paragraph C on “Number”);*

*Whereas Article 5, Section 3 of the bylaws on “Nomination and Election of Station Representative Directors” contains the statement, in Paragraph B: “The Staff Director must be a Staff Delegate”;*

*Whereas Article 5, Section 8 of the bylaws on “Filling Vacancies on the Board” bolsters Article 5, Section 3 by stating that “if the previous Director was a Staff Director, the Delegates shall election [sic] a Staff Delegate”;*

*Whereas with the 2021 delegate elections, half of the WPFW Local Station Board is comprised of delegates not eligible to serve as directors of the National Foundation because this is their first LSB service, and applies to the staff and listener delegations;*

*Whereas though the ratio of delegates to directors is equal across the listener and staff classes, the smaller number of staff delegates means a much smaller number of eligible staff delegates to be elected as a staff director;*

*Whereas all eligible WPFW staff delegates were nominated by the bylaws deadline and declined the nomination to serve as directors, given their other obligations to WPFW;*

*Whereas this situation could occur at other Pacifica radio stations and is therefore not unique to WPFW, it results in certain aspects of the bylaws being in conflict with other aspects of the bylaws (eligibility requirements in conflict with equal representation of stations), and therefore presents an issue which must be resolved by the national board;*

*Whereas the other ways that WPFW could apply to the Pacifica national board for relief would result in bylaws waivers that are much more extensive (e.g., substituting listener director for staff director or extending director terms) which would be more far-reaching and set unnecessary precedents; and*

*Be it therefore resolved that the WPFW Local Station Board requests the Pacifica National Board to approve a one-time waiver to the “has served at least one (1) year as a Delegate” clause of Article 5,*

*Section 1, Paragraph B on staff delegate eligibility to be a staff director for 2022 so WPFW may elect a full slate of Directors to the Board of the Pacifica Foundation.*

There being no objection, the motion passed as presented

- a) Audit Committee 3 min.  
- will report next week.
- b) Coordinating Committee – Chris Cory 3 min.  
Chris Cory reported that the committee has met to set the agenda for the next year’s PNB. The Coordinating committee requests year-end reports from all standing and elective committees.
- c) Finance Committee – James Sagurton 10 min.  
i) See APPENDIX for motions
- d) Governance Committee – Lawrence Reyes 5 min.
- e) Strategic Planning - Alex Steinberg 5 min.  
Alex Steinberg presented two motions from the Strategic Planning Committee

**MOTION #1:**

*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.*

The motion was put to a vote.

Voting yes were Chris Cory, Lynden Foley, Heather Gray, Julie Hewitt, Wally James, Ali Lexa, Sandra Rawline, James Sagurton, Tom Voorhees, and Alex Steinberg.

Voting no were DeWayne Lark, Thomas O’Rourke, Lydia Ponce, Ron Pinchback, Ralph Poynter, Lawrence Reyes, and Shawn Rhodes.

The vote being 10 yes and 7 no, the motion passed.

The time being 18 minutes past the time certain closing time,  
Alex Steinberg moved to extend the open meeting time by 15 minutes.

Lawrence Reyes objected.

The matter was put to a vote.

Voting yes to extend time were

Chris Cory, Vanessa Dixon-Briggs, Lynden Foley, Heather Gray, Julie Hewitt, Sabrina Jacobs, Wally James, Thomas O'Rourke.

Alex – moves to extend open meeting 15 min

Lawrence objects – some committees get priority.

15 minute extension passes 14 : 2

Lawrence – governance com has no report

Finance Committee –

James Sagurton – presented two motions on behalf of the Finance Committee.

*a. The PNB accepts and approves the WPFW FY22 Budget as recorded and presented by the NFC Secretary, integrating footnotes, and reproduced in the Agenda of this January 20, 2022 meeting of the PNB.*

*b. The PNB accepts and approves the Pacifica Affiliates Network FY22 Budget, as recorded and presented by the NFC Secretary, integrating footnotes, and reproduced in the Agenda of this January 20, 2022 meeting of the PNB.*

Chris Cory proposed an amendment to *integrate footnotes into the financial report*. The moving party had no objection to the amendment.

There being no objection, the amendment was adopted.

There being no objection to the motion as amended, the motion passed.

Original motions passed by the NFC on Jan 18, 2022: Motion: (James Sagurton) "The NFC recommends to the PNB that they approve the Pacifica Affiliates Network draft FY22 budget as forwarded from the NFC." (Passed 7 for, 1 against)

e) Personnel Committee –

5 min.

f) Elections Committee (see APPENDIX, 3# for motion)

5 min

Lawrence Reyes presented the motion. After discussion,

Beth von Gunten moved and Lawrence Reyes seconded to *return this motion to committee for further work*

There being no objection, the motion was remanded to the Elections Committee for further work.

Strategic Planning committee –

Beth von Gunten moved:

**Motion from the National Strategic Planning Committee to the PNB to establish the Pacifica National Emergency Mgmt Work Group**

*Whereas our world faces a future of unprecedented uncertainty and sudden compelling urgent need; and*

*Whereas Pacifica is the custodian of invaluable public resources and a legacy of public service; and*

*Whereas Pacifica is strategically positioned to provide critical public communications services in times of greatest need; and*

*Whereas Pacifica recognizes and prioritizes the responsibility to be prepared to provide robust resilient comprehensive emergency communications in all circumstances, including most specifically in disaster conditions;*

*Therefore be it resolved that the Pacifica Radio Foundation establishes the Pacifica National Emergency Management Work Group (EMWG):*

• *to support the entire Pacifica community in all phases of emergency management; and*

- to provide for the survival and robust resilience of Pacifica Radio operations through any and all adverse conditions;
- to prepare Pacifica to be of greatest possible service to the community as a whole throughout the times of greatest need and beyond.

The EMWG shall maintain:

- an active ongoing emergency management process;
- adequate up-to-date documented Emergency Response Plans at each Pacifica facility and for the organization as a whole;
- adequate supplies and equipment to meet any identified need;
- maintain Pacifica facilities in compliance with all pertinent laws, regulations, Pacifica bylaws and policies, and the National Incident Management System (NIMS); and shall make every effort to assure that Pacifica is in all other ways adequately prepared.

The EMWG shall consist of representatives of senior management; financial management; representation from the PNB; key technical and operational staff at each Pacifica operational unit; and volunteers and advisors with pertinent expertise as necessary.

The EMWG shall meet regularly on an ongoing basis and report regularly to the PNB.

Passed unanimously at the January 20, 2022,  
Pacifica National Strategic Planning Committee.

There being no objection, the motion was adopted as presented.

Time being short, the remainder of the agenda was put off.

8. Lynden Foley moved and Sandra Rawline seconded a motion to adjourn to closed session.  
There being no objection, the meeting was adjourned at 11:52 pm

Items not addressed:

- |  |        |
|--|--------|
| f) Programming Committee (see APPENDIX for motion) | 5 min. |
| g) Development Taskforce – Beth Von Gunten         | 5 min. |
| 6. Unfinished business                             | 10 min |
| 7. New Business                                    | 10 min |
| Motion from L. Reyes (see APPENDIX)                |        |

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**Thursday, January 20, 2022**

**8:30 PM ET**

**Pacifica National Board**

**Teleconference**

**Purpose:** Special meeting called by Directors Steinberg, Sagurton and Hewitt

**Committee Members**

**Agenda**

## APPENDIX

### 1. MOTION ON Indigenous Environmental News Reports (L.Ponce)

*Whereas the growing Environmental crisis caused by greenhouse gas emissions, as manifest in global heating, chaotic weather events, ocean acidification, drought, flooding, and sea level rise, has risen to the level of ecocide and terracide and worsened to the point that a very small window exists to enact radical transformations that can ameliorate and reverse these conditions, and*

*Whereas Indigenous land and water protectors in the US and many other societies have led in struggles for environmental justice and restoration, and Indigenous methods of land, forest, and water stewardship have been shown to be important to protecting, preserving and restoring the natural environment of the earth and the ecosystems that sustain life, and*

*Whereas even the international treaties and corporate political party platforms that claim to address these issues are woefully inadequate to the scope of the problem and the need for radical grassroots solutions and transformations that materially reverse the damage caused by colonialism and exploitation of the earth and its peoples, and*

*Whereas the struggles of Indigenous peoples in North, Central and South America, and the Caribbean, prophetically referred to as the Eagle and the Condor, as well as in island and low-lying nations around the world, have been at the leading edge of protecting the earth, the air and the water, and in upholding and maintaining right relationships among all our global relatives, therefore*

*Resolved that the Pacifica Foundation supports ongoing campaigns to utilize the U.N. Declaration of Indigenous Rights regarding free, prior and informed consultation and consent, to amplify and center Indigenous People and their lives, and further*

*Resolved that the Pacifica Foundation develop a national serial environment-focused radio program, "The Eagle and the Condor - Indigenous Environmental News Reports", with the participation of all our stations and offered to our affiliates, in collaboration with local tribal people at each of our sister radio stations, and sharing air-time and space with Indigenous voices and providers of audio content from all around the world, from the struggles against pipelines, fracking and extractivism in the US and Canada, to the struggles over uranium, cobalt and other minerals, to the defense of the Amazon rainforest by its Indigenous inhabitants, to demands to end the poisoning of the earth and people with the wastes of petroleum extraction in South America or Africa, and Indigenous opposition to privatization of water.*

*Be it further resolved that we honor their self determination and agency in creating a National Indigenous Community Oversight Task Force, currently including a half-dozen Indigenous environmental activists and elders, land and water protectors, to determine content and amplify and elevate stories from all four directions and in our local areas. The programming should focus on Indigenous-led transformations and solutions to the Climate Crisis and related issues of environmental degradation and devastation, such as mass extinctions, the role of agribusiness in the development of highly contagious pathogens, and the poisoning of the air, the land, the rivers and the seas through privatization, militarism, industrial pollution and extractive industries. This program will launch with an announcement in February & March to exemplify and announce the program in development, and begin to air regularly in April. If all five stations commit to producing a local weekly report, incorporating developments and struggles in their area plus international content, the program can air daily on the stations that carry it. International contacts and potential funding support have already been identified by the National Indigenous Community Oversight Task Force including oversight for NMIW programming.*

### **3. Motion from Elections Committee:**

*Whereas the review of the 2021 LSB election process by the PNB Election Committee has surfaced numerous systemic and wide-spread problems, many of which are confirmed in the NES report,*

*Whereas the committee's efforts are to provide it's own assessment of areas of the process requiring attention and remedy for any future elections,*

*Therefore PNB Elections Committee affirms it's previous motion passed by the PNB unanimously on 9/13/21 instructing the iED to provide to the PNB and the Election Committee the on-air traffic reports from all 5 stations from the 2021 LSB election cycle (8/1/21 to 10/15/21) - to be forwarded no later than 2/1/22, as well as the additional items requested by the Election Committee:*

- *Simply voting report.*  
(including itemized "bounce back" and "unopened" lists for each station manager)
- *Station reports from managers on their efforts to have an accurate membership contact list.*
- *List of submitted ballot requests. (with what actions were taken to remedy)*
- *List of call-in complaints. (with what actions were taken to remedy)*
- *Reports from the LES.*

*and to instruct the iED to communicate with the entire listener membership to determine:*

- *Whether or not they understand the election of governance.*
- *Whether or not they heard aired informational carts.*
- *Whether or not they heard aired candidate carts.*
- *Whether or not they received their ballots.*
- *Whether or not they experienced difficulty in voting.*
- *Whether or not they have suggestions for the process.*

*The EC also strongly suggests that the PNB insure the NES report is available for the public on [Pacifica.org](http://Pacifica.org) (not through a 3-party website) and that the candidate statements and carts remain on the site until the term ends of the candidates.*

*The EC also requests the NES contract (to determine delineation of responsibility of NES vs iED in election process), as the Bylaws state iED "facilitate the NES work" is vague.*

#### **4. MOTION from the Programming Committee:**

Dec 12, 2021 PNB Programming Committee

Motion approved : MMBW Program

Whereas the Missing Murdered Black Women, (MMBW), a long-standing femicide in this country with 90,333 missing or murdered black women reported in 2020, which represents 32% of all missing and murdered women in the United States, a number which is striking as the black population only represents 14% of the US population,

Whereas Pacifica has sporadically covered these cases but presently not in a show principally focused on MMBW or girls,

**BE IT RESOLVED**, that the 2021 PNB Programming Committee recommends to the 2021 Pacifica National Board to recommend that the MMBW collective(s) be formed by volunteers, with participation of community oversight and input\*,

reporting the local and or national stories from the stations of these black womens' lives, pictures, survival, prevention and legal action updates and with producers trained in both audio and as soon as accomplished, to multimedia format for the online presentation of the faces of the victims, taking turns at editing and production among the collectives and start the process of nurturing the shows by instructing the (i)ED to begin consultation with the (i)GMs and the (i)PDs on this important crusade.

\*from listeners and organizations such as Black Lives Matter, Black Alliance for Peace and other activists working on this issue.

#### **5. Motion from:**

Ralph Poynter WBAI Listener Director

Lawrence Reyes KPFK Listener Director

Lydia Ponce KPFK Listener Director

Dwayne Lark KPFT Listener Director



Whereas, the Pacifica Bylaws require that elections by Local Station Boards (LSBs) use Instant Runoff Voting for election of officers, and

Whereas, the ballots in December 2021 for the WBAI LSB election for Chair and Vice Chair were for a regular election, not for ranked choice voting or IRV, and

Whereas, the Pacifica National Board (PNB) features the write-in option in its elections and board committees, including the LSBs, are to do the same, be it hereby resolved,

That the non-IRV OpaVote elections which resulted in 11-11 ties between two pairs of candidates for Chair and Vice Chair and surprise "virtual coin tosses" in favor of DeeDee Halleck and Michael D.D. White, respectively, are put aside, and

That at its next meeting the WBAI LSB shall as its first piece of non-procedural business, decide on a process for re-balloting for the separate officer positions of Chair and Vice Chair using a system that allows for IRV and write-ins, and further

That until the results of that new election are ratified by the LSB, the other pair of candidates for Chair and Vice Chair, Dr. Shya Bey and Rachel Barr, respectively, shall have the opportunity to serve as pro tem officers so the LSB can also have that experience for comparison.

[https://pacifica.org/indexed\\_bylaws/art7sec5.html](https://pacifica.org/indexed_bylaws/art7sec5.html)

Article Seven, Local Station Boards, Section 5: Election of Officers

"Each Local Station Board shall elect a Chair, a Vice-Chair, a Recording Secretary, and a Treasurer, who shall be elected annually at the December meeting of the LSB for a term of one year using the Instant Runoff Voting method."...