

Draft Minutes  
Regular Pacifica National Board Open Session  
Teleconference Meeting  
Thursday, January 27, 2022, 8:30 pm ET  
All times are Eastern Time  
(meeting notice appended to the end of this agenda)  
Directors:

Teresa J. Allen, KPFT, Listener - p Burt Cohen, Affiliate - p Jim Dingemen, WBAI, Listener - p Vanessa Dixon-Briggs, WPFW, Listener - p Donald Goldmacher, KPFA, Listener- p Heather Gray, WRFG, Affiliate - p Donna Grimes, WPFW, Listener - p Julie Hewitt, WPFW, Listener - p Evelia Jones, KPFK, Listener - p Ali Lexa, KPFK, Staff - p Marianne Martinez, KPFT, Listener - p	James McFadden, KPFA, Listener- p Darlene Pagano, KPFA, Staff- p Ron Pinchback, WPFW, Staff - p Lawrence Reyes, KPFK, Listener - p Shawn Rhodes, WBAI, Staff - p James Sagurton, WBAI, Listener - p Sharonne Salaam, WBAI, Listener - p Mark Van Landuyt, KPFA, Listener - p Beth von Gunten, KPFK, Listener - p Egberto Willies, KPFT, Staff - p Susan Young, KPFT, Listener - p
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Others:

Stephanie Wells, Executive Director - p  
Julia Kennard, Chief Financial Officer - p  
Arthur Schwartz, Pacifica Counsel  
Polina Vasiliev, Secretary Pro-Tem - p  
John Tatum, Parliamentarian - p  
Marianne Edain, Recording Secretary - p

1. Preliminary items (20 mins)

A. Call to Order by Convener Alex Steinberg –

The meeting was called to order by Convener Alex Steinberg at 8:43 pm

B. Roll Call & 30 second Director Introductions

Lawrence Reyes raised a point of order, challenging the seating of a delegate.

Chair Alex ruled him out of order.

Lawrence challenged the ruling and Vanessa Dixon-Briggs seconded the challenge.

The challenge was put to a vote. A yes vote was to uphold the ruling of the chair

Voting yes were Teresa Allen, Burt Cohen, Jim Dingeman, Donald Goldmacher, Heather Gray,

Donna Grimes, Evelia Jones, Ali Lexa, Marianne Martinez, Darlene Pagano, Shawn Rhodes,

James Sagurton, Mark Van Landuyt, Beth von Gunten, Egberto Willies, and Susan Young.

Voting no were Lawrence Reyes and Sharonne Salaam.

The vote being 16 yes and 2 no, the ruling of the chair was upheld.

Ron Pinchback announced that, while his term has expired, his replacement has not yet been named, and he expected to continue on the PNB until he is replaced.

Chair Alex ruled to accept Mr Pinchback's continued representation until his replacement is seated, this decision to be reviewed at the next regular PNB meeting.

The new PNB members introduced themselves.

C. Report-Out from the Closed Session of Jan. 20, 2022

Report out: The Pacifica National Board met in closed session to discuss and act on a proprietary legal matter.

D. Excused Absences - none

E. Identify Timekeepers

people – Heather Gray

topics – Lawrence Reyes

2. Agenda approval (10 min.) –

Mark Van Landuyt moved and Susan Young seconded to extend time for the ED's report to 20 minutes.

There being no objection, the agenda was amended to extend time.

Mark Van Landuyt moved and Susan Young seconded to extend time for the CFO's report to 20 minutes.

There being no objection, the agenda was amended to extend time.

Donald Goldmacher moved and Lawrence Reyes seconded an amendment to eliminate the oral presentation of the committee reports, but have them submitted in writing instead. This led to extended discussion.

The question was put to a vote.

Voting yes were Burt Cohen, Donald Goldmacher, Evelia Jones, Marianne Martinez, Mark Van Landuyt, Egberto Willies, and Susan Young.

Voting no were Jim Dingeman, Vanessa Dixon-Briggs, Heather Gray, Julie Hewitt, James McFadden, Lawrence Reyes, Shawn Rhodes, James Sagurton, Sharonne Salaam, and Ron Pinchback.

The vote being 7 yes and 10 no, the motion failed

The agenda was adopted as amended.

3. Approve Minutes, if any (3 min.)

The minutes of the 1-20-22 meeting were not available.

4. Election of Chair Pro-Tem and Secretary Pro-Tem (5 mins)

nominations for chair pro-tem (this session)

Julie Hewitt was the only nomination for Chair pro-tem

nominations for secretary pro-tem

Ali Lexa was nominated but declined

Polina Vasiliev was nominated and accepted

Both nominations were accepted with no objection.

Chair Alex Steinberg turned the chair over to Julie Hewitt.

4b Statement from Parliamentarian about Robert's Rules & their implementation on the PNB (5 mins)

Parliamentarian John Tatum laid out the basics of parliamentary procedure.

5. Nomination of Officers ( 5 minutes)

The following offices need to be filled:

Chair, Vice-Chair, Secretary. The Treasurer is the chair of the National Finance Committee. Don Goldmacher moved and Ali Lexa seconded a motion to *postpone election of officers until the next regular meeting*.

Chair Julie proposed to *postpone the motion on postponing the election until the next regular meeting, 2-3-22*.

There being no objection, the motion was adopted.

6. Motion to establish protocols for 3 IRV elections for Officers of the PNB 3 min  
(see appendix, #1)

Alex Steinberg made an announcement: At the next PNB meeting there will be a vote on a bylaws/articles of incorporation amendment required to meet California's qualification for property tax exemption. PNB has to vote at its next meeting and all LSBs have to vote on it in February.

7. ED Report & Q & A (20 min.) Stephanie Wells

ED Stephanie reported that this was her 11<sup>th</sup> day on the job and she was very much still in the process of learning. Her focus is on bringing all stations into programmatic and fiscal health. She is dealing with IT issues and with how to regain good standing with CPB. She expects to participate in grant exploration and fundraising committees.

8. CFO Report & Q & A, (20 min.) Julia Kennard

Julia Kennard reported that she works with NETA and has worked on the Pacifica account for a year, so has some familiarity. Her focus is on making Pacifica financially secure. She is working on improving the timeliness on financial reports. The 2021 audit should be finished in several weeks. She is working on a single system-wide budget, and is updating the chart of accounts across the organization. The December financials have now been presented to the NFC. She is making major changes to make financial information accessible and understandable, and to meet grant funding requirements.

James Sagurton moved and Beth von Gunten seconded that *the balance of the agenda be postponed until the next regular meeting*.

There being no objection, the motion passed.

The meeting was adjourned at 11:37 pm

9. Work of the 2021 PNB Overview- Alex (10 mins)

10. Committee Reports: Summary of Proceedings for 2021

a) Audit Committee – 5 mins. Eileen Rosin

b) Coordinating Committee –5 min. James Sagurton (in lieu of Director Cory)

c) Finance Committee –5 min. James Sagurton

d) Governance Committee – 5 min. Lawrence Reyes

- e) Personnel Committee –5 min. Sandra Rawline
- f) Programming Committee 5 min. Lawrence Reyes
- g) Strategic Planning Committee –5 min. Alex Steinberg
- i) Development Taskforce –5 min. Beth von Gunten
- j) Covid-19 Taskforce –5 min. Polina Vasiliev
- k) Elections Committee- 5 mins Lawrence Reyes

11. Bylaws 101 – 3 min- Alex Steinberg

12. New Business (10 mins)

13. Adjourn to Closed Session 10:30

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APPENDIX

**1. Motion to Establish Voting Process for Elections of PNB Officers**

Voting for the following elections shall be by Instant Runoff Voting (IRV) to elect one Director to each position, in accordance with prior and current Board policies and practices: PNB Chair, PNB Vice Chair, PNB Secretary.

The Current Secretary or Secretary Pro Tem shall e-mail ballots and voting instructions to the PNB Directors, before midnight Eastern Time on ABC 99, 2021. The ballots shall be returned to Terry Goodman who shall be the Chairman of Tellers, and to John Garry who shall be the Teller, with the ballot return deadline being midnight Eastern Time on ABC 99, 2021. The Chairman of Tellers and Teller shall tabulate the ballots via a Zoom conference that is accessible to the public for viewing no earlier than Noon ABC, 99 Eastern Time. The link to the Zoom conference of the voting tabulation shall be noticed on the [kpftx.org](http://kpftx.org) web site no earlier than ABC. 99, 2021. Election results shall be reported by the Teller to the PNB via email before midnight Eastern Time on the date of the public tallies.

If any of the IRV elections results in a tie vote, then the winner shall be decided by a physical or a virtual coin toss using a randomized algorithm from a web site performed by the Chairman of Tellers and witnessed by at least one other person who is physically or virtually present.

Presented by Alex Steinberg, Chair, 2021 PNB

**2. Motion for Delegates/LSBs meet in February OPEN SESSION**

Revision to Articles of Incorporation of Pacifica Foundation Inc.

Whereas the California Board of Equalization requires a revision to Pacifica's Articles of Incorporation in order to obtain property tax exemptions for all of Pacifica's real estate properties and,

Whereas, The Superior Court Of California, Los Angeles issued its Judgement which dispensed with the member approval and states that the amendment "need be approved by a vote of the Board and Delegates of Pacifica only." and,

Whereas, a 2/3 vote by station delegates is required to amend the Articles of Incorporations and,

Whereas not all LSBs meet monthly,

Move that the PNB directs all LSBs meet to meet in February to vote on the amendment to the Articles of Incorporation and, that PNB Directors Inform their LSB Chairs accordingly.

presented by Lydia Brazon

**Thursday, January 27, 2022**

**8:30 PM ET**

**Pacifica National Board**

**Teleconference**

**Purpose:** Seating of 2022 PNB.

**Committee Members**

Alex Steinberg

pnbalex@gmail.com

Posted: 11/09/2021 - 12:30 AM

Updated :11/09/2021 - 12:30 AM