

Draft Minutes
 Regular Pacifica National Board Open Session
 Teleconference Meeting
 Thursday, March 3, 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 - p 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 - p Mark Van Landuyt, KPFA, Listener - p Beth von Gunten, KPFK, Listener - 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

Item # Description Time

1. Preliminary items 5 min.

- A. Call to Order by Chair – the meeting was called to order at 8:35.
- B. Roll Call
- C. Excused Absences – Burt Cohen
- D. Identify Timekeepers
 - people – Heather Gray
 - topics – Susan Young

2. Agenda approval: 10 min. Lawrence, Dingeman

Beth von Gunten moved and Lawrence Reyes seconded to add a National Development Task Force report. There being no objection, the agenda was amended to include this under committee reports, item #5, with a time of 5 minutes.

There being no objection, the agenda was approved as amended.

3. Approve Minutes of the Open Session of Feb 3, 2022 and Feb 17, 2022: 2 mins.

There being no objections, both sets of minutes were approved as presented.

4. Acknowledging the passing of Askia Muhammad, WPFW: 10 mins.

A moment of silent respect was observed, and PNB members memorialized Mr. Muhammad.

5. Resolve issue of delegates to Committees (see APPENDIX, #5): 10 mins.

Chair Julie read the motion. The key issue is to strike out “1 delegate” clause, which means we revert to the bylaws, which dictate “2 delegates.”

This can be done as a motion to amend a previously approved motion.

Moved by Vanessa Dixon-Briggs, seconded by Jim Dingeman.

Lawrence Reyes moved an amendment to *remove affiliate directors from the elections committee.*

Sharonne Salaam seconded.

The amendment was put to a vote.

Voting yes were James McFadden and Lawrence Reyes

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

There being 2 yes votes and 16 no votes, the motion to amend failed.

The underlying motion (see appendix #5 below) was then put to a vote

Voting yes were Jim Dingeman, Vanessa Dixon-Briggs, Heather Gray, Evelia Jones, Ali Lexa, Marianne Martinez, James McFadden, Darlene Pagano, Shawn Rhodes, James Sagurton, Mark Van Landuyt, Beth von Gunten, Egberto Willies, and Susan Young

Voting no were Teresa Allen, Lawrence Reyes, and Sharonne Salaam

The vote being 14 yes and 3 no, the motion passed.

6. Tellers Report and Ratification of Committees (see APPENDIX, #6): 10 mins.

Jim Dingeman moved and Susan young seconded the motion.

Susan Young announced that due to the tie vote, she would decline to serve on the coordinating committee, in favor of Teresa Allen.

Parliamentarian Tatum clarified that if an elected party declined to serve, that position would be considered vacant and the position would need to be re-run. It would be appropriate for the PNB to accept the teller’s report, and then to correct that report to show a vacancy, which the PNB would then fill.

Lawrence Reyes moved and Darlene Pagano seconded to *postpone consideration of the teller’s report until the next scheduled meeting.*

Voting yes were Jim Dingeman, Vanessa Dixon-Briggs, Sue Goodwin, Darlene Pagano, Lawrence Reyes, Shawn Rhodes, James Sagurton, and Beth von Gunten.

Voting no were Teresa Allen, Donald Goldmacher, Heather Gray, Donna Grimes, Evelia Jones, Ali Lexa, Marianne Martinez, James McFadden, Mark Van Landuyt, Egberto Willies, and Susan Young.

There being 8 yes votes and 11 no votes, the motion failed.

The motion to accept the teller’s report was then put to a vote.

Voting yes were Teresa Allen, Jim Dingeman, Vanessa Dixon-Briggs, Donald Goldmacher, Sue Goodwin, Heather Gray, Donna Grimes, Evelia Jones, Ali Lexa, Marianne Martinez, James McFadden, Shawn Rhodes, James Sagurton, Mark Van Landuyt, Beth von Gunten, Egberto Willies, and Susan Young.

Voting no were Darlene Pagano, Lawrence Reyes, and Sharonne Salaam

The vote being 17 yes and 3 no, the motion passed.

7. ED Report & Q & A: 10 mins.

ED Stephanie gave a brief report, that EIDL funds have been deposited. There was discussion of priorities for expenditures. The matter is on the executive session agenda & will be addressed there.

8. CFO Report & Q &A: 10 mins.

CFO Julia presented a report. She is very much still in the learning curve, but making progress. She specifically asked that information requests be routed through Chair Julie.

9. Committee Reports (13 mins.)

a) Coordinating Committee – report by James Sagurton: 3 mins.

James Sagurton – explained that all the committee does is work up the agenda for the next meeting. They ask that agenda items be submitted to the secretary at least 24 hours before meetings.

b) Covid-19 Taskforce – Lawrence: 5 mins. – the task force did not meet, so there is no report

c) Technology Taskforce – report by Jim Dingman: 5 mins

Jim Dingeman reported that the task force has been meeting all year. It has begun to focus on CPB rules.

Time being up, Susan Young moved to postpone the balance of the agenda to the next regular meeting.

Julie Hewitt moved to amend to a special meeting in 2 weeks.

Darlene Pagano seconded.

Darlene then moved to amend the next meeting date to next week.

Teresa Allen moved and James Sagurton seconded to *meet in special session in 1 week, Thursday, March 10.*

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

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

The vote being 18 yes and 1 no, the motion passed.

The meeting adjourned at 10:44 pm

The following agenda items were not addressed:

10. Unfinished business: 20 mins.

a) Standing up the Pacifica National Advisory Council – see APPENDIX for motion passed at January 20, 2022 PNB meeting

11. New Business: 10 mins.

a) Motion on Setting a New Time for PNB Meetings (see APPENDIX for motion)

b) additional motions – Beth’s mtn to separate non-standing comm

c) Beth proposes another amendment – Resolved that the PNB revert to the original language of the January 20, 2022, resolution authorizing establishment of the Pacifica National Emergency Management Work Group

12. Adjourn to Closed Session at 10:30pm Time Certain

APPENDIX

5. Motion to Amend Previously Adopted Motions

WHEREAS the Pacifica National Board passed motions standing up a number of special committees at its February 17, 2022 meeting; and

WHEREAS the Pacifica bylaws, Article Eight, Other Committees of the Board of Directors, Section 2: Composition of Board Committees begins, “Except as otherwise provided in these Bylaws, all committees

shall include at least one Director from each Foundation radio station and two Delegates, who are not then serving as Directors, from each radio station,”

RESOLVED that the phrase, “. as well as 1 representative from each LSB,” be struck from the motion to stand up the Elections Committee for 2022;

FURTHER RESOLVED that the phrase, “one delegate from each of the five stations,” be struck from the motion to stand up the Programming Committee for 2022.

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 and affirms the duly elected committees to be those listed in the tellers report.

10. Motion on Pacifica National Advisory Council passed at January 20, 2021 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.

11. Motion on Setting New PNB Meeting Date and Time

Whereas, the Pacifica National Board (PNB) is a body with members who experience a multi-hour time zone differential and includes persons whose employment and/or other obligations require early morning activity, and

Whereas, the meeting starting time of 5:30PM Pacific chosen to accommodate west coast workers who may have employment obligations as late as 5PM has a punishing effect on east coast workers because meetings regularly go beyond 10PM Eastern 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 Eastern), any necessary continuation meeting shall be held on the following Saturday, and special or emergency meetings may be scheduled for weekday evenings starting at or after 5:30PM Pacific (7:30PM Central, 8:30PM Eastern) for up to 60 minutes, including any executive sessions. Such a meeting may be extended up to 30 minutes with 75% agreement.

Moved by Directors, Reyes KPFK, Salaam WBAI
Director

Lawrence's motion to rescind:

As notice to the PNB Chairperson, PNB Sect. and Recording Sect and PNB V-Chairperson on Monday, February 28th I submit the following Motion to Rescind the embedded motion below.
Lawrence Reyes, KPFK Listener Director and Sharrone Salaam, WBAI Listener Director move the propose motion.

Whereas, the PNB Elections Committee reviews delegate elections with the intention of improving the process for voters and candidates, and helping to improve efficiency and reduce organizational costs, and

Whereas, previous committees have helped to increase clarity and pragmatism in the application of Fair Campaign Provisions and have served as information resources for election supervisors, and have helped translate the process for station staff, and

Whereas, a diverse group of listeners and staff with varied experiences are the most effective tool in this democratic project,

Be it resolved that the PNB Motion of February 17, 2022 is rescinded except for the prioritization of portions of the National Election Supervisors report: "detailed recommendations on pp. 7-9 and cost saving measures on pp. 24-27", and further

That the committee composition shall be two Delegates and one Director from each foundation station without regard to their eligibility for participation in the 2022 Delegates elections.

NOTE: Unless all Directors who are eligible to run in 2022 will be recused from all election-related PNB votes, blocking possible candidates from an advisory committee is not reasonable.

February 17, 2022 Motion from Draft Minutes

The underlying motion, moved by Susan Young and seconded by Lawrence Reyes, as amended, was put to a vote.

Motion on Elections Committee for 2022

WHEREAS 2022 is an election year for the Pacifica Foundation, with timelines spelled out in the bylaws, WHEREAS the 2021 National Elections Supervisor issued a final report which detailed recommendations on pp. 7-9 and cost saving measures on pp. 24-27 RESOLVED that the PNB establishes the Elections Committee for 2022, and that it be charged with: prioritizing those recommendations and cost-savings measures the PNB should adopt for the 2022 elections; assisting the National Election Supervisor in the conduct of the elections; assisting Local Election Supervisors with members who did not receive a ballot or wish to file a grievance; FURTHER RESOLVED that membership on the Elections Committee shall consist of one director from each of the five stations and a director representing the Affiliates. as well as 1 representative from each LSB. Anyone eligible to run as an LSB delegate will not be eligible to serve on the elections committee.

Voting yes were Jim Dingeman, Vanessa Dixon-Briggs, Heather Gray, Donna Grimes, Evelia Jones, James McFadden, Darlene Pagano, Lawrence Reyes, Shawn Rhodes, James Sagurton, Beth von Gunten, Egberto Willies, and Julie Hewitt Voting no was Donald Goldmacher

The vote being 13 yes and 1 no, the motion passed.

Jim Dingeman's motions

MOTION ONE-In the last meeting of the PNB this by law was ignored in deciding the composition of the committees of the Board.

I offer that we recognize that this BYLAW explicitly cites that “all committees shall include at least one Director from each Foundation radio station and two Delegates, who are not then serving as Directors, from each radio station”

And that we correct the error that was made in limiting the number of Delegates to one that was made at the last meeting and reaffirm the wording of Article 8, Section 2 that describes the composition of the Board Committees to be two, not one delegate , from each radio station

Below I am citing the specific section of the by-laws that delineates the composition of Board Committees

Jim Dingeman's MOTION 2-CPB FUNDING

Whereas, the deadline is fast approaching [insert actual dates of application period for new applicants] for Pacifica Foundation, Inc. (PFI) to apply for admission to the Community Service Grant, Minority Audience Service Station Grant, music licensing and other financial support programs and other programs of the Corporation for Public Broadcasting (CPB) and,

Whereas, the PFI has lost millions of dollars of potential grant funding due to disqualification for and expulsion from CPB programs and will benefit greatly by participating in those programs,

Whereas, PFI is now current with its Audits and,

Whereas, other CPB program standards and requirements must be met to reenter CPB programs that involve audience numbers, meeting notices, call sign announcements, compliance with PFI Bylaws, etc.,

Therefore, be it resolved that the Pacifica National Board (PNB) directs that the following steps be taken to insure that PFI makes a timely and successful application for admittance to applicable CPB programs this year:

1. The Executive Director (ED) is directed to immediately contact the CPB and request the appropriate application(s) and open continuing consultation with them on the application process and to build a positive continuing relationship for PFI specifically.
2. The ED is directed to insure that the necessary application forms, documentation requirements and all other information and materials necessary to a succesful application are made known to and available to all employees engaged in the application process.
3. The ED is directed to consult with the National Educational Telecommunications Association (NETA) on the application process and employ any useful services they may provide in that regard, if needed or desired.
4. The ED is directed to obtain appropriate legal advice, as needed, to effect a successful application and a successful continuing relationship with CPB.
5. The ED shall direct all station General Managers (GMs) to assist their Local Station Boards (LSBs) in standing up CPB qualifying Community Advisory Boards and report back to the ED and the PNB in one week on the status of their station's CAB or lack thereof and submit a report to the ED and the PNB on said status and remedial plans where necessary.
6. All GMs and CPB Compliance staff will report in two weeks on their plans to insure compliance with the CPB requirements for funding and their progress toward that goal with a description of any problems.
7. The ED is directed to report to the PNB on the status of the CPB application process on a weekly basis and more often, if beeded.
8. In order to comply with CPB regulations the PNB directs the LSBs of the stations that have functioning CABs to officially authorize those existing CABs by LSB Authorizing Resolution. Said LSB Authorizing Resolutions should recognize the manner in which CABs now operate, define CAB membership, determine length of CAB member terms etc. to the extent that those operations comply with CPB requirements and remedy any that do not..

MEETING NOTICE:

Thursday, March 3, 2022

8:30 PM ET

Pacifica National Board

Teleconference

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

Alex Steinberg

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

Committee
Members

pnbalex@gmail.com

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- 8:56 PM

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