

Minutes
Pacifica National Board Open Session
Teleconference Meeting
Thursday, January 31, 2023, 8:30 pm ET

Directors

Teresa J. Allen, KPFT, Listener Adriana Casenave, KPFT, Listener Jim Dingeman, WBAI, Listener Fred Dodsworth, KPFA, Listener (exc) Vanessa Dixon-Briggs, WPFW, Listener William Foster Jr., Affiliate Sue Goodwin, WPFW, Staff Heather Gray, WFRG, Affiliate Donna Grimes, WPFW, Listener (exc) Julie Hewitt, WPFW, Listener Evelia Jones, KPFK, Listener	Ali Lexa, KPFK, Staff Marianne Martinez, KPFT, Listener James McFadden, KPFA, Listener Darlene Pagano, KPFA, Staff Shawn Rhodes, WBAI, Staff James Sagurton, WBAI, Listener Sharonne Salaam, WBAI, Listener Akio Tanaka, KPFA, Listener Beth von Gunten, KPFK, Listener Egberto Willies, KPFT, Staff
---	---

Others:

Stephanie Wells, Executive Director - p
Arthur Schwartz, Pacifica Counsel – p
Polina Vasiliev, Secretary - np
Markisha Venzant – np

1. Preliminary Items

Point of Order – Adriana Casenave

“I ask to immediately stop the seating of the Directors that are not eligible to serve as 2023 PNB Directors...”

Chair rules it out of order.

Casenave appeals the ruling of the Chair.

Motion to sustain the ruling of the Chair

Yes – Allen, Dingeman, Foster, Goodwin, Gray, Hewitt, Jones, Ali Lexa, Martinez, Pagano, Sagurton, Tanaka, Von Gunten, Willies

No – Casenave, Dixon-Briggs, Salaam

Abstain - Rhodes

[14Y – 3N – 1A: Motion to sustain the ruling of the chair passed.]

A. Call to Order by Convenor – Julie Hewitt

B. Roll Call

C. The convenor reads the report out from the executive session of January 27, 2023:

The PNB met in closed session to hear a disciplinary matter. The PNB found Bella De Soto guilty of the charges brought against her and she has been removed as a KPFK delegate effectively immediately.

D. Excused Absences – passed w/o objection.

E. Identify Timekeepers & Recording Secretary- Gray, Pagano, Tanaka

2. Agenda approval

Dixon-Briggs raised an issue that will be dealt in the closed session.

3. Approve Minutes of 1-26-23 (NA)

4. Election of Pro-tem Chair and Pro-tem Secretary
Chair – Julie Hewitt nominated and elected w/o objection
Secretary – Akio Tanaka nominated and elected w/o objection

5. Non-disclosure agreements
NDA was explained and to be returned by Thursday 2-2-23

6. Next meeting and meeting frequency for February
Meeting scheduled for 2-9-23 and 2-16-23.
[Passed w/o objection.]

7. Unfinished business

8. New Business

9. Adjourned at 9:45 pm ET / 8:45pm CT / 6:45 pm PT.

APPENDIX

Point of Order - Adriana Casenave

I ask to immediately stop the seating of the Directors that are not eligible to serve as 2023 PNB Directors because:

To be eligible to serve as Director you must be a Delegate as stated on "Article Five, Board of Directors of the Foundation, Section 1: Board of Directors-Eligibility....." pasted below (*).

Some of the people called on this Roll Call are ineligible to serve because they are not Delegates according to the Pacific Foundation Bylaws "Article Four, Delegates, Section 8: Terms of Office; Term Limits" pasted below (**).

Delegates are limited to a maximum of 6 consecutive years, after which they are replaced through an election or through the use of the runners-up list from the last certified election.

(*)Article Five, Board of Directors of the Foundation, Section 1: Board of Directors - Eligibility, Number, Powers and Duties

B. ELIGIBILITY

Any Delegate who is currently serving as a Delegate and has served at least one (1) year as a Delegate is eligible for election to the office of Director by the Delegates for his/her radio station area

(**) Article Four, Delegates, Section 8: Terms of Office; Term Limits

A Delegate's term of office, shall be three (3) years, beginning in December. A Delegate may serve a maximum of two consecutive 3-year terms, and in no event more than six (6) consecutive cumulative years without a one year (12 consecutive months) break.

If a Delegate serves as elected or alternate for an incomplete year, those month/s of service must be counted towards the six years cumulative limit. Only a one year (12 consecutive months) lapse as Delegate will trigger the reset of the 6 years cumulative limit.

A Delegate shall not be eligible for further service as a Delegate until one year has elapsed after the termination of the Delegate's second consecutive three-year term.

Article Four, Delegates, Section 10: Filling of Vacancies

If a Delegate position becomes vacant mid-term, that Delegate shall be replaced for the remainder of his/her term by the highest ranked candidate from the last election of Delegates for that Class of Members for that station who was not elected and who is available and continues to meet the

Delegate eligibility requirements as set forth in Section 2(A) or 2(B) of this Article of these Bylaws. In the event that no eligible and available candidate from the last election is found, then the Delegates for that radio station shall appoint a Member of the appropriate class to serve as Delegate and fill the seat for the remainder of the term.

Adriana Casenave
Director Rep from KPFT

MEETING NOTICE:

Thursday, January 26, 2023 8:30 PM ET

Pacifica National Board Teleconference

Purpose: Special meeting to seat the 2023 PNB. Some of the meeting may be closed Committee Members

Alex Steinberg pnbalex@gmail.com

Posted: 01/26/2022 - 9:57 PM Updated: 01/26/2022 - 9:57 PM

Streamed Here

Streamed by Otis Maclay - 713-855-0605 - omaclay@gmail.com