

Draft Agenda - *Public Version*  
Pacifica National Board Session  
Teleconference Meeting  
Thursday, August 3, 2023, 8:30 pm ET  
All times are Eastern Time  
(*meeting notice appended to the end of this agenda*)  
Directors:

Teresa J. Allen, KPFT, Listener Adriana Casenave, KPFT, Listener Jim Dingeman, WBAI, Listener Vanessa Dixon-Briggs, WPFW, Listener Fred Dodsworth, KPFA, Listener William Foster Jr., Affiliate Sue Goodwin, WPFW, Staff Heather Gray, WRFG, Affiliate Donna Grimes, WPFW, Listener 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
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Others:

Stephanie Wells, Executive Director  
Arthur Schwartz, Pacifica Counsel  
Nancy Sorden, Secretary

1. Preliminary Items – 5 min.

- A. Call to Order by Chair
- B. Roll Call

C. Report-out from the executive session of July 20, 2023 meeting of the PNB:

*The PNB met in closed session to discuss confidential financial, contractual, legal and governance issues. The PNB also appointed a committee to investigate the status of Eric Jacobsen on the KPFK LSB, and suspended KPFK elections to national committees pending the timely outcome of that investigate.*

- D. Excused Absences
- E. Identify Timekeepers

2. Agenda approval for the open portion of the agenda – 5 min.

3. Approve minutes of open sessions – 5 min.

4. Report from NES on 2023 Delegate Elections – 15 min.

5. Committee Reports

- a) Audit Committee (Tanaka for S. Young) – 3 min.
- b) Coordinating Committee (Sorden) – 3 min.

- c) Finance Committee (Sagurton) – 10 min.
- d) Governance Committee (von Gunten) – 10 min
- e) Elections Committee (Tanaka) – 10 min.
- f) Programming Committee (Gray) – 5 min.
- g) Strategic Planning Committee (Dingeman) – 5 min.
- h) Personnel Committee (Pagano) – 5 min.
- i) Development Taskforce (von Gunten) – 3 min.
- j) Technology Taskforce (Dingeman) – 3 min.

6. Affiliates Report (Foster & Gray) – 5 min.

7. Introduce Motions on Terms for Those Elected in 2023 Elections – 20 min.

8. Motion on KPFT LSB Delegate Question – 15 min.

9. ED Report and Q & A – 20 min.

10. General Counsel Report and Q & A – 10 min.

11. Unfinished business – 5 min.

- a) Cleaned up version of Underwriting motion from 11/17/2022

12. New Business – 5 min.

Motions forwarded to PNB Secretary and PNB at least 48 hours prior are presumed to be included here.

- Any motions sent after, if voted onto the agenda as an amendment.

**13. Motion to Move into Executive Session at time certain of 11:00 pm – 1 min.**

*14. Agenda approval for the executive portion of the agenda – 5 min.*

*15. Approve minutes of closed sessions – 5 min.*

*16. General Counsel Report and Q & A – 15 min.*

*17. Confidential Legal Matter – 10 min.*

*18. ED Report and Q & A – 15 min.*

*19. Confidential Disciplinary Matter – 10 min.*

*20. Confidential Disciplinary Matter – 5 min.*

*21. Unfinished Business – 5 min.*

*22. New Business – 1 min.*

23. Discuss what from this session may be shared with LSBs in closed session – 5 min.  
*NOTE: It is never appropriate to divulge from Executive Session any vote count or the vote of any member; see other circumstances as to whether the outcome may be revealed.  
Robert’s Rules: 9:24 - 9:29.*

24. Report-out for kpftx.org and for reading at the next open session – 3 min.

25. Rise and report (includes reading the report-out) – 1 min.

**26. Adjourn at a time certain of 12:00 am ET.**

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**APPENDIX**

===== **FOR OPEN SESSION** =====

**5c. Motions from Finance Committee**

**5e. Motion from Elections Committee**

**7. Motions on Terms for Those Elected in 2023 Elections**

Whereas there were insufficient funds to hold elections in 2022, which was year 2 of Pacifica’s 3-year election cycle in which half of the delegates would be elected;

Whereas the PNB passed a motion on October 20, 2022 providing that delegates whose terms would have ended in 2022 would continue to serve in 2023 if Pacifica failed to hold elections;

Whereas delegates whose terms would have ended in 2022 were either in their first term and therefore eligible to run again, or in their second term and therefore ineligible to run again, according to the Pacifica bylaws, and the delay from 2022 to 2023 in holding elections does not change that eligibility status;

Whereas Pacifica is in the midst of the election cycle for 2023, with the record period having passed, the period for candidate nomination having closed, the ballots not yet sent to members, and ballots slated to be sent to voters in the second half of August; and

Whereas it is important for voters to understand before they cast their votes the length of terms to which successful candidates would be elected and serve;

**Option 1:**

Therefore be it resolved that **all** candidates running in the 2023 delegate elections are running for **two-year terms**, and that the elections.pacifica.org website and the ballot shall reflect this information. **Pacifica elections would return to the Article Four, Section 3 schedule of holding**

elections in years one and two and no elections in year three (i.e., elections in 2024 and 2025 but not in 2026).

**Option 2:**

Therefore be it resolved that **all** candidates running in the 2023 delegate elections are running for **three-year terms**, and that the elections.pacifica.org website and the ballot shall reflect this information. **This would also require a Pacifica bylaws change to the Article Four, Section 3 schedule of holding elections from years one and two and no elections in year three to years one and three with no elections in year two (i.e., elections in 2024 and 2026 but not in 2025).**

**Option 3:**

Therefore be it resolved that candidates running in the 2023 delegate elections are running for **a mix of two-year and three-year terms, with some candidates eligible to run only for a two year term, and but for that exception, the top vote getters shall get three-year terms and the remaining elected delegates getting two-year terms**, and that the elections.pacifica.org website and the ballot shall reflect this information. **Pacifica elections would return to the Article Four, Section 3 schedule of holding elections in years one and two and no elections in year three (i.e., elections in 2024 and 2025 but not in 2026).**

**8. Motion on KPFT LSB Delegate Question**

Whereas, the 2018 Delegates Election was delayed such that Pacifica failed to meet the Bylaws required initial December meeting date for newly elected Delegates;

Whereas, as a result of election delays the 2018 term year extended into 2019 reducing the 2019 term year to less than one calendar year and thereby reducing the period of time to not serve in order to reestablish eligibility;

Whereas, Mike Lewis served out his 2018 term year, extending into 2019, in good faith and was not seated with delegates elected to the 2019 term;

Whereas, the KPFT LSB removed three delegates from the LSB in 2019, rotating three alternates into those positions including Mike Lewis, but that this action was quickly reversed by the PNB rendering the service of the three alternates null and void;

And whereas, it is the responsibility of the Pacifica National Board to determine the best course of action to address consequences of failures to meet the requirements of the Bylaws and to address those instances in which Bylaws provisions are in conflict or silent;

Now, therefore, the Pacifica National Board confirms the decision of the KPFT Local Station Board to recognize the good faith effort of Mike Lewis to observe the one-year absence from service and affirm his current service on the LSB as valid.

===== **FOR EXECUTIVE SESSION** =====

**MEETING NOTICE:**

Thursday, August 3, 2023

Pacifica National Board

Purpose: First regular meeting of the month.

Agenda

[View Text](#)

Regular meeting, per PNB motion of 3/2/2023. Part of the meeting may be in closed session. If the PNB starts in closed session, we'll try to say so here. Refresh the page to make sure you have the latest info.

Nancy Sorden

Posted: 07/27/2023 - 6:45 PM

Streamed [Here](#) The direct link is <https://kpftx.org:6280>

Also [Here](#)

8:30 PM ET

Teleconference

[Committee Members](#)

[nancy.sorden@wap.org](mailto:nancy.sorden@wap.org)

Updated :07/27/2023 - 6:48 PM

Streamed by Otis Maclay - 713-

855-0605 -

omaclay@gmail.com

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