

Approved Minutes
Pacifica National Board Regular Monthly Meeting, Public/Open Session
 Teleconference Meeting
Thursday, Dec. 19, 2019 8:30 pm ET
(Approved Dec. 20, 2019)
(The posting of this meeting is copied at the end of this agenda)

Directors:

Grace Aaron, KPFK, Listener	Ron Pinchback, WPFW, Staff
Garry Boast, Cerebral Radio, Affiliate <i>absent</i>	Ralph Poynter, WBAI, Listener
Robin Collier, KCEI, Affiliate	Lawrence Reyes, KPFK, Listener
Chris Cory, KPFA, Listener <i>absent</i>	Shawn Rhodes, WBAI, Staff
Bill Crosier, KPFT, Listener	Eileen Rosin, WPFW, Listener
Donald Goldmacher, KPFA, Listener <i>absent</i>	Mansoor Sabbagh, KPFK, Staff <i>late</i>
Jan Goodman, KPFK, Listener	James Sagurton, WBAI, Listener
Sabrina Jacobs, KPFA, Staff <i>absent</i>	Nancy Sorden, WPFW, Listener
Wally James, KPFT, Staff <i>late</i>	Alex Steinberg, WBAI, Listener
DeWayne Lark, KPFT, Listener	Tom Voorhees, KPFA, Listener
Martha Peterson, WPFW, Listener	

Others:

Lydia Brazon, interim Executive Director	John Tatum, Parliamentarian
Otis Maclay, Webmaster, web streamer	

Alex Steinberg, Chair Pro Tem, calls the meeting to order at 8:45 pm

Item #	Description	Time
1.	Preliminary items	10 min.
	A. Call to Order by Chair Pro Tem	
	B. Chair Pro Tem acknowledges the resignation of KPFT Director Adrienne LaViolette	
	C. Roll Call by Secretary Pro Tem	
	D. Elect a Chair Pro Tem - Alex Steinberg is re-elected Chair Pro Tem without objection except for Mansoor Sabbagh who abstains	
	E. Elect a Vice Chair Pro Tem	
	A vote is taken between 2 nominees:	
	Jan Goodman: 4 votes (Collier, Crosier, Goodman, Sabbagh)	
	Dewayne Lark: 12 votes (Aaron, Lark, Peterson, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Voorhees) 8:54 pm	
	Dewayne Lark is re-elected Vice Chair Pro Tem	
	E. Elect a Secretary Pro Tem	
	A vote is taken between 2 nominees:	
	Grace Aaron: 12 votes (Aaron, Lark, Peterson, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Voorhees)	
	Bill Crosier: 4 votes (Collier, Crosier, Goodman, Sabbagh)	
	8:57 pm	
	Grace Aaron is re-elected Secretary Pro Tem	
	G. Excused Absences - No absences are excused because there have been no excused absence requests.	
	H. Identify Timekeepers – Martha Peterson volunteers to keep time for Agenda Items. Dewayne Lark agrees to keep time for people.	

2. Agenda Approval **5 min.**

3. Minutes Approval - Minutes for Open Session of December 5, 2019 are approved. **9:08 pm**

4. Chair explains the process for electing Affiliate Directors and reads the Bylaws section about Affiliate Directors that is copied at the end of this Agenda.

5. Interview Affiliate Representative Director nominees submitted by affiliate stations and/or affiliate station associations:

Robin Collier - KCEI, Taos, NM **20 min.**

Heather Grey – WRFG, 89.3FM, Atlanta, Georgia **20 min.**

Chenzira Davis Kahina - WUVI, St. Thomas, Virgin Islands **20 min.**

Alexander Randall - WUVI, St. Thomas, Virgin Islands **20 min.**

7:36 pm

Lawrence Reyes moves that this agenda item be extended for an additional 15 minutes to ask questions of all the nominees. Motion passes without objection and Q & A continues. 11:10 pm

6. Establish a protocol for balloting to elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method. (A suggested protocol follows below.) **15 min.**

Two corrections were made to the protocols below: 1) Change ‘KPFT’ to ‘KPFK’ and change January 4, 2019 to January 4, 2020. The protocols with these corrections are adopted without objection. Changes are in italics below.

11:14 pm

7. Adjourn 11:15 pm **(All times are Eastern time)**

End of Agenda

2019 PNB Affiliate Directors INSTRUCTIONS – December 20, 2019

These instructions are for the election by email of 2020 Pacifica Affiliate Directors. Since email elections are not provided for in the organization's bylaws, the results are subject to ratification or rejection at a proper meeting.

Article Five, Section 4 of the Pacifica Bylaws authorizes the election of two Affiliate Director positions on the Board: "For purposes of this Section, an 'affiliate station' shall be defined as any non-profit non-commercial broadcaster that broadcasts programming provided or distributed by the Foundation pursuant to a written agreement with the Foundation, including, for example, community radio stations, internet broadcasters or digital broadcasters, as such technology may be developed."

ELECTION PERSONNEL AND TIMELINE

The PNB Secretary or Secretary Pro-Tem shall be the Administrator of the election. The Administrator shall prepare and email ballots and instructions to all PNB Directors, excluding

the current Affiliate Directors, on or before Saturday, December 21, 2019. The deadline for submission of the ballots shall be midnight ET on Monday, December 30, 2019. The ballots shall be counted and tallied in public at the *KPFK* Station with the participation of both ballot recipients on Saturday, January 4, 2020 at 1:30 pm CT or as posted beforehand on the Pacifica Meeting Schedule at <https://kpftx.org/pacalendar/>. The vote count shall be reported to the PNB by the Election Teller via email no later than midnight ET on the public tally date. The election will be finalized by the PNB Chair's announcement of results and by the Board's vote of ratification at a public meeting.

Candidates who have been nominated and verified as eligible by the Pacifica Affiliates Coordinator are listed alphabetically on the ballot. The Election Administrator is Grace Aaron. The Teller is Terry Goodman. The Secondary Ballot Recipient and Public Tally Coordinator is Michael Novick.

INSTRUCTIONS

- * You may rank as many (including one write-in) or as few (including none) of the candidates as you wish, but you may not rank any candidate more than once. As in other STV elections, the recommendation is to NOT rank a candidate that you find unacceptable. You are electing two Affiliate Directors. A write-in vote is valid only if the indicated individual is eligible for election to the designated office.
- * To indicate your rankings, on the BALLOT attached, enter a "1" on the line in front of your first choice candidate's name, and (optionally) a "2" on the line in front of your second choice candidate's name, etc. If you rank only a single candidate in a contest with an "X" or other marking it will be interpreted as a "1".
- * Create and enter in each bracketed "Code Box" a private 5-character alpha-numeric code that does not obviously identify you or your station. The best code is not necessarily one that you will remember. Instead a good code is one that you will recognize when next seen. A simple dictionary word like "PRUNE" or "HAPPY" will do, since this is not a code that unlocks anything. This personal code will be openly published as a ballot identifier along with your ballot's contents for election tally verification. The fact that this specific code was chosen by you should be kept private. The election teller and the other designated ballot recipient are never to reveal the voter identity originally associated with any personal ballot code absent the specific consent of the individual voter.
- * After inserting your ranking(s) and private code, save the document (your completed ballot), attach it to a new message with the subject line "2020 PNB Affiliate Directors Ballot", and send it ONLY to BOTH Terry Goodman and Michael Novick at the addresses below:

Terry L. Goodman: tgoodman.kpfb@gmail.com
Michael Novick: mnovick.kpfbksb@gmail.com

DO NOT password-protect your completed ballot attachment. DO NOT copy/paste your ballot text into the body of the email if you can send it as an attachment.

DO NOT "reply to all" or send back the original attached blank ballot, if you intend to vote.

To validate its authenticity, your ballot attachment should be emailed from the email address through which you received the ballot. Only the last ballot received from each verified voter will be used. If a ballot is received from a different address than is included on the PNB Secretary's roster, ballot recipients will attempt to verify the sender in the 48 hours after the close of polls and may reject the ballot if the sender is unreachable. Please be sure that the Election Administrator has your current phone number, and check for messages from the ballot recipients on the day after the ballot deadline, even if you have previously received email confirmation of ballot acceptance.

If you have trouble sending an attachment, you may instead just send a regular email message to both designated ballot recipients indicating with text your candidate rankings and your private code. The election officials may then transfer your emailed information onto a ballot form for use in the anonymized tally and report. The form below matches the attachment.

The submission deadline again is midnight ET, at the end of December 30, 2019.
The quorum for this election is 10 ballots.

Enter a ranking number on the line in front of the name of each candidate selected for ranking, with a 1 by your first choice, 2 by your second choice, etc.

For the two positions of PNB Affiliate Directors:

___ Robin Collier - KCEI, Taos, NM

___ Heather Grey – WRFG, 89.3FM, Atlanta, Georgia

___ Chenzira Davis Kahina - WUVI, St. Thomas, Virgin Islands

___ Alexander Randall - WUVI, St. Thomas, Virgin Islands

"CODE BOX" Choose a unique private 5-character code and enter it below:

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Upcoming Agenda items:

- 1) Create a Management Team to help the iED.**
- 2) Approve addition of Lydia Brazon, iED, as signatory on Pacifica bank accounts, credit card accounts, etc.**
- 3) Approve the change in location of the National Office from Berkeley to Los Angeles.**
- 4) Take PNB vote on Member Petition Bylaws Amendments.**
- 5) Approve 2018 Audit, when it's available.**

Article Five, Board of Directors of the Foundation, Section 4: Nomination and Election of Affiliate Representative Directors

A. NOMINATION

Any Foundation "affiliate station" (as defined below) or any association of affiliate stations may nominate one or more candidates for the two Affiliate Director positions on the Board. Nominations shall close on November 15th each year and shall be submitted in writing to the Foundation Secretary for forwarding to the board. Every affiliate station or association of affiliate stations submitting nominee(s) shall include with said nomination(s) a written explanation of its procedure for selecting the nominee(s). Said statement shall be certified by the station general manager or the governing board secretary of each affiliate station nominating said candidate(s) or by the secretary of the association of affiliate stations, as appropriate. In addition, each nominee shall submit his/her resume and a statement of his/her interest in serving as a Director of the Foundation. The Foundation Secretary shall forward to all Foundation Directors all materials submitted supporting each nominee not later than December 1st.

For purposes of this Section, an "affiliate station" shall be defined as any non-profit non-commercial broadcaster that broadcasts programming provided or distributed by the Foundation pursuant to a written agreement with the Foundation, including, for example, community radio stations, internet broadcasters or digital broadcasters, as such technology may be developed. An affiliate station shall not be a radio station whose broadcast license is held by the Foundation. For purposes of this Section, an "association of affiliate stations" shall be defined as any group of affiliate stations that have joined together to form an association, provided that said association has adopted bylaws and its membership is limited solely of affiliate stations.

B. ELECTION

As the first order of business, and given 30 days advance notice, at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate or At-Large Directors from the vote) shall establish a protocol for balloting and shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method. Affiliate Directors shall serve for a one-year term which shall commence with their seating at the regular January Board meeting.

All Times Eastern

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Thursday, December 19, 2019

8:30 PM ET

Pacifica National Board

Teleconference

Emergency Session: PNB conducts Interviews of the Affiliate Director Candidates. Protocols for the email election of Affiliate Directors will also be decided in that Dec. 19th meeting. Meeting called by Lawrence Reyes, Dewayne Lark, Grace Aaron, Alex Steinberg, James Sagurton.

Purpose: Interview candidates and set protocols for Affiliate Director election

Committee Members

Alex Steinberg

pnbalex@gmail.com

Posted: 11/19/2019 - 5:47 PM

Updated :11/19/2019 - 5:49 PM

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