

Draft Minutes  
Regular Pacifica National Board Open Session  
Teleconference Meeting  
Thursday, February 3, 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, Chair Pro-Tem - 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  
Polina Vasiliev, Secretary pro-tem - p  
Arthur Schwartz, Pacifica Counsel - p  
John Tatum, Parliamentarian - p  
Marianne Edain, Recording Secretary - p

1. Preliminary items (15 mins)

A. Call to Order

Chair pro-tem Julie Hewitt called the meeting to order at 8:37 pm

B. Roll Call

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

“The PNB met in closed session to discuss proprietary financial and legal matters.”

D. Excused Absences - none

E. Identify Timekeepers

people – Heather Gray

topics - Lawrence Reyes

2. Agenda approval (5 mins)

The agenda was approved as amended to postpone the PNB Elections 2021 report and the Governance 2021 report, items 7k and 7d, and to postpone the Finance report. As well, two items, EIDL loan funds and a motion from the KPFA LSB, were moved from the closed meeting agenda to the open meeting.

3. Approve Minutes of the Open sessions of Jan 13 and 27, 2022 (5 mins)

The minutes of the January 13 and 27, 2022 open meetings were approved as presented, pending any corrections or amendments, as posted on KPFTX.

4. Motion on the proposed amendment to the Articles of Incorporation and LSB voting on same

- see Appendix item 4.a.

(10 mins)

motion to approve the Articles amendment moved by Beth von Gunten, seconded by Susan Young.

Voting yes were Teresa Allen, Burt Cohen, Jim Dingeman, Vanessa Dixon-Briggs, Donald Goldmacher, Heather Gray, Julie Hewitt, Evelia Jones, Ali Lexa, James McFadden Darlene Pagano, Ron Pinchback, Lawrence Reyes, Shawn Rhodes, James Sagurton, Sharonne Salaam, Mark Van Landuyt, Beth von Gunten, Egberto Willies, and Susan Young.

There were no 'no' votes.

There being 20 yes votes and 0 no votes, the motion carried.

A motion was proposed (see Appendix, item 4.b) to direct LSBs to vote this month.

An amendment to that motion was proposed, to add "*Whereas: existing and amended text can be found at Pacifica.org*"

Susan Young moved and Sharonne Salaam seconded the amendment.

There being no objection, the amendment to the motion was adopted.

The underlying motion, as amended, was then moved.

There being no objection, the motion, as amended, was adopted.

#### 5. Nominations of Officers for the 2022 PNB (10 min)

The following individuals were nominated for offices as specified:

Chair – Julie Hewitt

Vice Chair – Lawrence Reyes, Beth von Gunten,

Secretary – Polina Vasiliev, Darlene Pagao

#### 5b. Motion on Election of officers for 2022 PNB - see Appendix #5. (5 mins)

Lawrence Reyes moved and Susan Young seconded adoption of the motion

There being no objections, the motion passed as presented.

#### 6. Summary of the work of the 2021 PNB - Alex Steinberg (5 mins)

This report was postponed for lack of time.

#### 7. Committee Reports: Summary of Proceedings for 2021

##### a) Audit Committee – (5 mins) Eileen Rosin

Eileen Rosin – prepared a written report, which she read. Questions were invited.

##### b) Coordinating Committee – (5 mins) Chris Cory

James Sagurton presented on behalf of Chris Cory, saying that the full report is not yet ready. He provided summary information.

##### c) Finance Committee – (10 mins) James Sagurton –

James Sagurton provided a description of the work of the committee.

##### d) Governance Committee – (10 mins) Lawrence Reyes – postponed

Lawrence Reyes did not present a full report, as that was postponed, but encouraged PNB members to read the written report.

##### e) Personnel Committee – (5 mins) Sandra Rawline –

Ali Lexa reported for Sandra Rawline, who was not available. He reported on the staff recruiting of 2021 and the hope that there would be no need for the committee in 2022.

##### f) Programming Committee – (5 mins) Lawrence Reyes

Lawrence Reyes reported that the new Committee chair is Lydia Ponce. He offered to wait until the next meeting to present a report. It was agreed to postpone the report.

g) Strategic Planning Committee – (5 mins) Alex Steinberg

Alex Steinberg reported on the work of the committee and on its future agenda. A written version of his report is available.

i) Development Taskforce – (5 mins) Beth von Gunten

Beth von Gunten reported that the committee is working on increasing listenership and funding. A written report is available.

j) Covid-19 Taskforce – (5 mins) Polina Vasiliev

Polina Vasiliev reported on the program ‘Covid, Race, and Democracy’. She will provide a written report.

Jim Dingeman reported on his involvement with a Tech Task Force, which was not included in the agenda. He hopes to be provided time to report on their work.

k) Elections Committee – (5 mins) Lawrence Reyes. – there was no report

8a. Motion on 2022 Standing Committees - see Appendix #8.a (5 mins)

A motion to amend the language of the motion on Standing committees was proposed by Julie Hewitt and seconded by Jim Dingeman, to remove the ellipsis ( . . . ) and replace it with the phrase “*on February 17<sup>th</sup> or when the tellers are available.*”

There being no objection, the motion was amended.

The underlying motion was then moved by Vanessa Dixon-Briggs and seconded by Donald Goldmacher. There being no objection, the motion was adopted as amended.

In response to a point of information, it was clarified that the standing committees are: Coordinating Committee, Governance Committee, Finance Committee, and Audit Committee.

8b. Motion on Additional Committees - see APPENDIX. #8.b.

Donald Goldmacher moved and Susan Young seconded an amendment to the motion to read “*to assess non-standing committees and determine whether they should be continued and whether new ones should be created.*”

There being no objection, the amendment was adopted.

The motion as amended was then moved. There being no objection, the motion passed as amended.

The two motions which were moved from the closed session were then presented.

Motion on management of EIDL loan funds

*The PNB authorizes the following procedure for incoming loan funds:*

*When the EIDL loan is received and deposited to Pacifica’s operating account, it shall be transferred to an account designated as RESTRICTED by the PNB. This will enable transparency regarding the expenditures and prevent inadvertent withdrawals. If the PNB is not scheduled to meet in sufficient time to facilitate pressing expenditures, the PNB authorizes the following:*

*The IED, PNB Chair, and CFO may authorize it as long as they all agree and copy the PNB on the transaction. If one or more do not agree, it will require a vote by the PNB. If all agree, a PNB motion approving the transaction shall be passed at the next PNB meeting. In the event the disbursement involves FJC or pressing legal bills, Pacifica Counsel, Arthur Schwartz, shall also be copied.*

James Sagurton moved and Jim Dingeman seconded the above motion.

There being no objection, the motion passed.

Donald Goldmacher asked that his abstention be noted. It is so noted.

8.c. A motion from the KPFA LSB concerning renaming of Pacifica was proposed. (see Appendix item #8.c)

Chair po-tem Julie Hewitt ruled that the motion was out of order, having been mooted by passage of the amendment to the Articles of Incorporation.

Lacking time, the following items were not addressed:

9. ED Report & Q & A (10 mins) Stephanie Wells

10. CFO Report & Q & A, CFO (10 mins) Julia Kennard

11. Unfinished business (5 mins)

12. New Business (5 mins)

13. Adjourn to Closed Session - the meeting adjourned to closed session at 11:39 pm

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#### APPENDIX

#### **4a. Proposed amendment to the Articles of Incorporation**

*WHEREAS the California Board of Equalization requires an amendment to Pacifica's Articles of Incorporation to qualify for property tax exemptions for all Pacifica owned properties.*

*MOVED that Article VIII of the Articles of Incorporation of this corporation be amended to read as follows:*

#### *VIII.*

*(a) The property of this corporation is irrevocably dedicated to the charitable purposes set forth in Article II hereof meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code. No part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.*

*(b) On the dissolution or winding up of the corporation, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code and satisfies the requirements of Revenue and Taxation Code section 214.*

#### **4b. Motion on LSB voting on the proposed amendment to the Articles of Incorporation**

*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 Judgment 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 Incorporation, and*

*WHEREAS the Amendment to the Pacifica Foundation's Articles of Incorporation are were voted on Thursday, February 3, 2022,*

*Whereas: existing and amended text can be found at Pacifica.org,*

*MOVED that the court stipulated vote by the station delegates shall take place on the following dates:*

*February 9, 2022: WPFW, WBAI, and KPFT*

*February 10, 2022: KPFK*

*February 12, 2022: KPFA*

## **5. Motion on Election of officers for 2022 PNB**

*WHEREAS, Article Nine, Section 2 of The Pacifica Bylaws specifies that the Board's Chair, Vice Chair and Secretary "... shall be elected by the Board at its annual meeting in January each year using the Instant Runoff Voting method."*

*AND WHEREAS, for in-person meetings, Pacifica's parliamentary authority specifies that "... the chair appoints tellers to distribute, collect, and count the ballots, and to report the vote." [RONR (12th ed.) 45:26]*

*AND WHEREAS, since the suspension of annual in-person meetings, the PNB has been conducting its officer elections via electronic mail,*

*RESOLVED, that these officer elections shall be conducted via electronic mail, with Terry L. Goodman serving as Chair of Tellers and John P. Garry III serving as Secondary Ballot Recipient and Teller.*

*FURTHER RESOLVED, that nominations for officers must be submitted to the Secretary Pro Tem by midnight Pacific Standard Time on February 3, 2022, that all currently serving Directors are authorized to vote and will be sent voting instructions and ballots via email by one of the tellers on or before February 5, 2022, and that the polls shall close on Wednesday, February 9, 2022 at 12:00 midnight Pacific Standard Time.*

*The Chair of Tellers will distribute preliminary tally results to all voters soon after the tellers agree on those results.*

*If for some reason Terry Goodman or John Garry are unwilling or unable to conduct these elections, the Chair Pro Tem is authorized to designate other neutral persons to do so. If quorum is not met by the close of polls, the Chair of Tellers is authorized to re-open the polls and declare a new deadline.*

*Election ties are to be resolved and the final results declared by the person presiding at the next meeting of the Board after the preliminary tally distribution. A director with good bandwidth can share a screen and flip coins via <https://www.random.org/coins/>. The final results should be ratified by Board vote.*

*To facilitate these elections, after the adoption of this motion, the Secretary Pro Tem shall send to both tellers the roster of current Pacifica Directors with email addresses, the names of the nominated candidates and the offices to which they have been nominated, and the exact text of this motion as finally adopted.*

## **8a. Motion on 2022 Standing Committees**

*WHEREAS the Pacifica Bylaws, Article Eight, Other Committees of the Board of Directors, Section 3: Standing Committees requires the following standing committees of the PNB: Coordinating Committee, Governance Committee, Finance Committee and Audit Committee,*

*MOVED that PNB nominations for standing committees open on February 3, 2022 and close on February 13, 2022, with elections on February 17<sup>th</sup> or when the tellers are available.*

### **8b. Motion on Additional Committees**

*WHEREAS there is a growing need to more clearly define the role and mandate of committees which are not standing committees,*

*MOVED that on Feb 17, 2022, motions will be entertained to assess non-standing committees and determine whether they should be continued, whether new ones should be created, and open nominations if applicable.*

### **8c. Motion from KPFA LSB**

*The KPFA Local Station Board passed the following motion regarding the need for resolution of Pacifica's name change that has affected KPFA's property tax exemption:*

- 1. The KPFA LSB demands that the Pacifica National Board use the procedure set forth in the Bylaws, Article 18, to amend the Pacifica Articles of Incorporation to include the language required by the CA Board of Equalization to obtain an Organizational Clearance Certificate.*
- 2. The KPFA LSB demands that the Pacifica National Board direct that KPFA be credited or repaid with the costs of attorneys' fees taken by Pacifica from KPFA's account.*

Meeting Notice:

**Thursday, February 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.

**Committee Members**

Alex Steinberg

pnbalex@gmail.com

Posted: 06/29/2021 - 3:52 PM

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Streamed [Here](#)

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