

Draft Minutes
 Regular Pacifica National Board Open Session
 Teleconference Meeting
 Thursday, Month Day, 2021, 8:30 pm ET
 All times are Eastern Time
 (meeting notice appended to the end of this agenda)
 Directors:

Chris Cory, KPFA, Listener - p	Ron Pinchback, WPFW, Staff - p
Vanessa Dixon-Briggs, WPFW, Listener - p	Lydia Ponce, KPFK, Listener - p
Lynden Foley, KPFT, Listener - p	Ralph Poynter, WBAI, Listener
Jose S. Gutierrez, Jr., KAOS, Affiliate - exc	Sandra Rawline, KPFT, Listener, Vice-Chair - p
Heather Gray, WRFG, Affiliate - p	Lawrence Reyes, KPFK, Listener - p
Julie Hewitt, WPFW, Listener - p	Shawn Rhodes, WBAI, Staff - p
Sabrina Jacobs, KPFA, Staff - p	James Sagurton, WBAI, Listener - p
Wally James, KPFT, Staff - p	Alex Steinberg, WBAI, Listener, Chair - p
DeWayne Lark, KPFT, Listener - p	Andrea Turner, KPFA, Listener - p
Ali Lexa, KPFK, Staff - p	Elizabeth von Gunten, KPFK, Listener - p
Thomas O'Rourke, WPFW, Listener - p	Tom Voorhees, KPFA, Listener - exc

Others:

Lydia Brazon, Interim Executive Director - p
 Anita Sims, Interim Chief Financial Officer - exc
 Polina Vasiliev, PNB Secretary - p
 Arthur Schwartz, Pacifica Counsel
 John Tatum, Parliamentarian - p
 Marianne Edain, 2021 Recording Secretary - p

TOTAL TIME: 75 MINUTES

Item #	Description	Time
1.	Preliminary items	5 min.
A.	Call to Order by Alex Steinberg, Chair – the meeting was called to order at 8:41pm	
B.	Roll Call	
C.	The Chair reads the Report Out from the Closed Session of October 21, 2021: "The PNB met in closed session to discuss labor and financial matters of a proprietary nature, and approve the Union contract for KPFK".	
D.	Excused Absences – Tom Voorhees	
E.	Identify Timekeepers items – Lynden Foley people – Heather Gray	

Announcement concerning affiliates election. See separate document about election of affiliate directors.

2. Agenda approval -

The agenda was approved as amended to move the iED report to after committee reports. KPFA requests were moved to closed session. A time certain ending of 10:30 was agreed. 10 min.

3. Approve Minutes of the Open Session of 08/25/21 and 10/07/21 5 min.
The minutes were approved as presented.

5. Bylaws Amendment Timeline Motion (see APPENDIX A for motion) 10 min.
Lawrence Reyes moved and Lydia Ponce seconded the motion as presented in Appendix A.

There being no objection, the motion passed as presented.

6. Committee Reports

a) Coordinating Committee – Chris Cory 3 min.
The committee has met but will likely not have time to present motions at this meeting.

b) Finance Committee – James Sagurton 5 min.
The committee presented its Unified Chart of Accounts and Budget Template motion as presented in Appendix B.
There being no objection, the motion passed as presented

c) Personnel Committee – Sandra Rawline 5 min.
Sandra Rawline reported that the Personnel Committee was soliciting applications for Executive Director.

DeWayne Lark moved, and Thomas O'Rourke seconded a motion to *instruct the personnel committee to extend the term of the search for 60 days from the date of this meeting.*

The motion was put to a vote.

Voting yes were Vanessa Dixon-Briggs, DeWayne Lark, Thomas O'Rourke, Lydia Ponce, Ron Pinchback, Ralph Poynter, and Lawrence Reyes.

Voting no were Chris Cory, Lynden Foley, Heather Gray, Julie Hewitt, Sabrina Jacobs, Wally James, Ali Lexa, James Sagurton, Beth von Gunten, and Alex Steinberg.

There being 7 yes votes and 10 no votes, the motion failed.

d) National Elections Committee presented a motion (see APPENDIX C for motion) 10 min.
Lawrence Reyes presented the motion.
Ron Pinchback moved and Lynden Foley seconded a motion to *return the motion presented by the Elections Committee back to the committee for further refinement.*
There being no objection, the motion to refer back passed.

e) Programming Committee - Nancy Saibara (See APPENDIX D for motion) 10 min.
Committee Chair Nancy Saibara presented a motion (see Appendix D).
Chair Alex Steinberg moved that the motion be referred back to the committee.
The motion was put to a vote.

Voting yes were Chris Cory, Vanessa Dixon-Briggs, Lynden Foley, Heather Gray, Julie Hewitt, Sabrina Jacobs, Wally James, Ali Lexa, Ron Pinchback, Shawn Rhodes, James Sagurton, Andrea Turner, Beth von Gunten, and Alex Steinberg.

Voting no were DeWayne Lark, Thomas O'Rourke, Lydia Ponce, Ralph Poynter, and Lawrence Reyes. There being 14 yes votes and 5 no votes, the motion passed.

adjourn - the meeting adjourned at 10:32 pm

The following agenda items were not addressed:

4. iED Report & Q & A – Lydia Brazon 10 min.

7. New Business

a. Motions from the KPFA LSB 10 min.

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. PASSED

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 to resolve this property tax issue. PASSED

b. Motion re. Affiliate Interviews and Balloting Procedure (Dir. Reyes) 5 min.

Move that pursuant to Art. 5, Sec. 4, on Thursday, December 9, 2021 the PNB shall conduct interviews for 2022 Affiliate Directors seats and create an STV balloting process for station Directors to vote.

https://pacifica.org/indexed_bylaws/art5sec4.html

MEETING NOTICE:

Thursday, November 4, 2021

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

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APPENDIX:

A. MOTION Revising Bylaws Amendment Notice Date and Setting Voting Dates

Whereas, pursuant to Article 17, Section 1, the Bylaws amendment process requires that, in addition to posting the text on the foundation's website, there shall be 30 days of on-air announcements at each station before voting may occur, and

Whereas, the mandated announcements have not been airing,

Be it resolved that the previous record date of October 9, 2021 is revised to November 8, 2021 with voting by the 2021 stations' Delegates and the 2021 PNB to begin as of December 8, and

That the 2021 Delegates at KPFT, WBAI, and WPFW shall convene to vote on December 8 or some other agreed upon December 2021 date(s) before the seating of these stations' incoming Delegates elected in the just-completed elections, and

That the 2021 Delegates at KPFK and KPFA, respectively, shall convene to vote on December 15 and, December 18, 2021 or some other agreed upon December 2021 date(s) before the seating of those stations' incoming Delegates elected in the just-completed elections, and

That local Secretaries shall report the roll call vote on each proposal to the PNB secretary within 3 days, and

That the Interim Executive Director shall require all stations' management to submit a weekly record of the announcements to her, copied to the PNB, and

That the 2021 PNB shall vote on the proposed amendments prior to December 31, 2021.

Submitted By Directors
Lawrence Reyes, KPFK
Lydia Ponce, KPFK
Dwayne Lark, KPFT
Tom Voorhees, KPFA
Thomas O'Rourke, WPFW
Ralph Poynter, WBAI

B. MOTION from the NATIONAL FINANCE COMMITTEE:

"That the PNB charge NETA with devising an updated Chart of Accounts based on Pacifica's old, and not followed, Chart of Accounts and design a budget template, with formulas embedded, that follows said updated chart of accounts." (Passed without objection)

C. MOTION FROM THE NATIONAL ELECTIONS COMMITTEE:

Whereas it can be useful to review the promises and perspectives of election candidates seeking positions of trust,

The Pacifica National Board (PNB) Elections Committee requests that the PNB require the Executive Director to have Pacifica's web manager work with the National Election Supervisor to ensure that all candidate statements remain publicly available on a Pacifica national website for at least 4 years from the beginning of the board term for which candidates are being elected, along with the full Election Report be made available on a Pacifica website and that all previous election and balloting reports from this contractor be available on a Pacifica website and that the PNB instruct the iED to require the NES to provide to the PNB and the Elections Committee the previously requested traffic reports for all 5 stations (incl. informational candidate statement and forums), cleaned mailing lists for each station, cleaned email lists for each station (including how many returned - or opened), the list of submitted ballot requests (with what actions were taken to remedy) and a list of violations submitted regarding Fair Campaign Provisions.

D. PNB PROGRAMMING COMMITTEE MOTION: LSB PROGRAMMING COMMITTEE (passed by the National Programming Committee on 10/24/21

Whereas, Article Seven, Section 3. G of the Pacifica Foundation Bylaws expressly requires each Local Station Board, LSB, “ to work with station management to ensure...that station policies and procedures for making programming decisions and for program evaluation are working in a fair, collaborative and respectful manner to provide quality programming.”,

Therefore, be it resolved, that the PNB direct each Local Station Board by Oct 21st or Jan 1st 2022, to establish an open LSB Programming Committee or instruct its existing LSB Programming Committee to provide written oversight and assistance for the station’s programming including, but not limited to:

1. how programming needs are determined;
2. how a show’s programming staff, unpaid and paid are selected;
3. how and what programming agreements are made;
4. how shows are scheduled and preempted;
5. how unpaid and paid programmers are educated, trained and supported in technology, production and in the areas of anti racism, anti gender bias and the prevention of sexual harassment;
6. how and how often programming is evaluated and by whom;
7. how Listener feedback is obtained and shared via a survey, email, snail mail or through the committee’s email account or postal box, so that this committee shall review the feedback and report to the LSB and to the Listeners, through the monthly LSB show with half the time for Callers if one exists, and if not, such a show should be created as soon as possible, in compliance with the PNB approved Communications resolution of 2021; The input may be posted on the station’s website, with precautions for privacy and sent to the Membership, such as in a newsletter or e-blast, if the station has such.
8. how programming decisions are appealed, grieved or challenged;
9. how programs are moved, extended, lengthened, shortened or removed;
10. for analysis to clarify the status of air time/shows dedicated to the following : public affairs, news, music, live, pre-recorded, produced locally, produced outside the station or produced outside the network, the number of call-in shows and the amount of time for call-ins;

11. what is the status of programming in languages other than English;
12. what is the process for proposing and developing new shows;
13. what the status of organizing and supporting the integration of students, interns and volunteers, and the Pacifica In the Streets Team;
14. how the transition to multimedia for visual and audio programming is expanding as outreach mechanisms with the intention to foster programming that is more accessible to people with varying abilities, capacities and preferences (such as captions for inclusion of the deaf or hard of hearing and for non-native English speakers, growing international audiences, while also maintaining terrestrial radio formats) and widening the scope of access to Pacifica content in accordance with its mission of equity and inclusion;
15. How programming is being promoted on air, on social media, on content platforms and on the station website.

It is required that the General Manager (GM) or interim GM, iGM, attend or arrange the participation of the Program Director (PD) - or interim PD, iPD, with and during the LSB Programming Committee meetings that shall occur monthly at which time the (i)GM or (i)PD shall give a written report/updates of these above points and subject areas as well as the reasoning for not moving on specific recommendations, made by the LSB Programming Committee.

An initial gathering of each Local Station Board Programming Committee shall take place in November in order to initiate and plan the recruitment of committee members. The size of the committee shall be open and should actively solicit participation from the diverse communities of the station's listening area.

The committee shall elect a Chair pro tem and a Secretary pro tem for the first 3 meetings, allowing officer candidates to take turns, and elect officers on the 4th meeting of the new year.

At least 2 LSB Members shall volunteer to be members, more than 2 are welcome, for this LSB Programming Committee. While being formed or it's membership renewed, cards of invitation to the LSB Programming Committee to the Listeners shall be announced on the air minimally 4 times daily, for at least 2 weeks before. As Members' input is essential, any member who attends the inaugural meeting of the year of such LSB Programming Committee, or subsequently attend 3 consecutive meetings and signs the attendance sheet at each meeting or ask the secretary at a virtual meeting, to be recorded as present, and becomes a voting member at the beginning of the third meeting. Anyone missing 3 consecutive meetings loses their membership at the end of that third meeting, and will have to attend 3 consecutive meetings in order to reestablish membership. Presence or absence of members and non-members seeking membership shall be recorded for the attendance record. The Public Comment shall be welcome at each meeting.