

**Approved Minutes**  
**Pacifica National Board Regular Monthly Meeting, Public/Open Session**  
 Teleconference Meeting  
**Thursday, Nov. 7, 2019, 8:30 pm ET**  
**(Approved on Nov. 14, 2019)**  
**(The posting of this meeting is copied at the end of these minutes)**

Alex Steinberg, Chair Pro Tem, calls the meeting to order at 8:44 pm.

Grace Aaron, Secretary Pro Tem takes the roll. Quorum is achieved as twelve Directors are present:

**Directors:**

Grace Aaron, KPFK, Listener  
 DeWayne Lark, KPFT, Listener  
 Martha Peterson, WPFW, Listener  
 Ron Pinchback, WPFW, Staff  
 Ralph Poynter, WBAI, Listener  
 Lawrence Reyes, KPFK, Listener  
 Shawn Rhodes, WBAI, Staff  
 Eileen Rosin, WPFW, Listener  
 James Sagurton, WBAI, Listener  
 Nancy Sorden, WPFW, Listener  
 Alex Steinberg, WBAI, Listener  
 Tom Voorhees, KPFA, Listener

Late arrivals: Bill Crosier, KPFT, Listener  
 Mansoor Sabbagh, KPFK, Staff  
 Jan Goodman, KPFK, Listener  
 Chris Cory, KPFA, Listener  
 Donald Goldmacher, KPFA, Listener  
 Robin Collier, Affiliate  
 Sabrina Jacobs, KPFA, Staff

**Others:**

John Tatum, Parliamentarian

<b>Item #</b>	<b>Description</b>	<b>Time</b>
<b>1.</b>	<b>Preliminary items</b>	<b>10 min.</b>
	A. Call to Order by Chair Pro Tem	
	B. Roll Call by Secretary Pro Tem	
	C. Elect a Chair Pro Tem – Lawrence Reyes elected Chair Pro Tem by acclamation	
	D. Elect a Vice Chair Pro Tem – Dewayne Lark elected Vice Chair Pro Tem by acclamation	
	E. Elect a Secretary Pro Tem - Grace Aaron elected Secretary Pro Tem by acclamation	
	F. Excused Absences – absences are excused for Chris Cory and Bill Crosier (5:51 pm)	
	G. Identify Timekeepers – Grace Aaron volunteers to keep time	
	H. Report Out from Closed Session of Oct. 20, 2019 – read to the body by the Secretary	
	I. Report on Court Decision of Nov. 6, 2019 – Report given by Alex Steinberg	
	J. Announcement that Nominations for National Board Affiliate Directors opened per the Bylaws on Oct. 15, 2019. The Deadline for the receipt of nominations is Nov. 15, 2019. Notice is hereby given to Affiliates and the Public that the PNB will interview nominees for the two Affiliate Director positions in a special meeting for that purpose on Dec. 9, 2019. Protocols for the email election of Affiliate Directors will also be decided in that Dec. 9 <sup>th</sup> meeting. New Affiliate Directors will be seated in a PNB Special Open Meeting in January 2020.	

**2. Agenda Approval** **5 min.**

**Bill Crosier moves that agenda item 10 be placed as the first item on the agenda after agenda approval.**

**Motion fails: 10 No, 8 Yes, 1 Abstention**

**Vote to approve the agenda passes: 12 Yes, 8 no (10:17 pm)**

### **3. Minutes Approval**

**Minutes are approved for Oct. 20, 2019 Open Session: 12 Yes, 8 No**

**Yes: Aaron, Lark, Peterson, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Voorhees**

**No: Collier, Cory, Crosier, Goldmacher, Goodman, Jacobs, James, Sabbagh**

**4. MOTION by Grace Aaron:** Adjourn to Closed Session to approve minutes of Oct. 20, 2019 Closed Session. (This motion must be approved by a majority vote.)

**Motion to move into closed session passes: 10 Yes, 8 No, 2 Abstentions**

(Jan Goodman states that the closed meeting of Oct. 20, 2019 was not properly noticed for 2 reasons. One, because the notice wasn't specific enough and, two, that not enough time was given for the notice as it was short a few hours of 7 days. She requested that this be noted in the minutes.)

The body goes into closed session at 10:55 pm. No roll call is needed. The only business to be conducted is approval of minutes of Closed Session of Oct. 20, 2019 and then approve a report out, then adjourn the closed session, go back on the stream and resume Open Meeting).

Open session is resumed at 11:05 pm.

**5. Report Out from brief Closed Session: Minutes are approved for Oct. 20, 2019 Closed Session**

**6. MOTION from Alex Steinberg:** The Pacifica National Board hereby decides to abide by the November 6, 2019 ruling of New York Supreme Court Justice Melissa Crane in toto and directs all Pacifica managers, legal counsel and Pacifica employees to end all litigation regarding this matter. If any attempts to appeal this court ruling have already been initiated by any Pacifica employee or legal counsel they are instructed to stand down and end any such action. – Alex Steinberg

Amendment by Chris Cory to change the word 'ruling' above to 'order'.

Amendment fails: 11 No, 8 Yes

Amendment by Bill Crosier: I move to strike all language following "in toto" in Alex's motion as it conflicts with the judge's ruling and is likely to lead to further litigation and make mediation more difficult.

Amendment fails: 12 No, 7 Yes

**Main Motion from Alex Steinberg passes: 12 Yes, 5 No, 2 Abstentions**

**Yes: Aaron, Lark, Peterson, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Voorhees**

**No: Collier, Cory, Crosier, Goldmacher, James**

**Abstain: Goodman, Sabbagh**

**Motion from Jan Goodman to Continue this meeting.**

**The body votes to continue this meeting on Sunday, Nov. 10 at 7 pm eastern time, 6 pm central, 4 pm pacific time.**

**Meeting is recessed at 11:57 pm eastern time.**

**On Sunday, November 10<sup>th</sup> the scheduled continuation meeting failed to reach quorum as only 11 Directors were in attendance: Aaron, Lark, Peterson, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sagurton, Steinberg, Voorhees**

**Per**

**7. MOTION from Grace Aaron:** The Pacifica National Board tasks the Pro Tem Officers with the responsibility to search for a Pacifica Counsel. Choices for this engagement are to be presented to the PNB at the next PNB Closed Session. Other PNB Directors should be consulted and are encouraged to offer suggestions. If an emergency legal issue arises before a new Pacifica Counsel is engaged, the PNB authorizes the Pro Tem Officers to engage a temporary Legal Counsel to handle any such emergency legal matter.

**8. Committee Reports if any are available**

**12 min.**

**9. MOTION from Dewayne Lark:** Correct KPFT LSB records to reflect that Delegate Michelle Milligan, first runner up of the previous election, replaced Delegate KC Sinclair which seat was vacated by three consecutive unexcused absences at the end of the KPFT LSB meeting of April 10, 2019.

And that Delegate Susie Moreno, next runner up, replaced Delegate Danae Moreno whose resignation was announced on the KPFT LSB meeting of May 15, 2019 (see below for full info about this motion and attachments).

**10. Mediation Motion by Chris Cory, Nancy Sorden and Eileen Rosin**

1) we hereby submit the attached motion for consideration by the PNB.

2) in this state of intractable deadlock, there is no purpose in any further PNB meetings, and we will not be able to participate in any more PNB meetings until the mediation or facilitation, not legally binding, has created the level of consensus needed to constructively move forward.

3) for purposes of mediation/facilitation, we propose that all members of the the board have input into coming up with lists of "problems" and "solutions" that we all agree on and use to develop a plan for implementation that is also agreed upon by all.

RSVP with your thoughts. please get back to us ASAP. the sooner we get this started, the sooner we get to TRULY saving Pacifica.

Authored/backed by:

Chris Cory, Eileen Rosin, and Nancy Sorden

**10. Adjourn**

**End of Agenda**

**The rationale for the KPFT motion – Dewayne Lark**

As you can see for the approved minutes posted at KPFTx.org, KC Sinclair was not present or excused on the KPFT LSB meetings of March 20, March 27 and April 10, 2019. It means

that at 10:07 PM (when the April 10, 2019 LSB meeting finished), KC Sinclair seat was vacant (**\*Article Four, Delegates, Section 9: Removal of Delegates**).

According to the Pacifica Foundation Bylaws (**\*\*Article Four, Delegates, Section 10: Filling of Vacancies**), the first runner up from the previous election will fill that vacancy which went to reelection in 2019. In the attached picture of the runners up of the election, the first runner up was Michelle Milligan, subsequently she must fill the KC Sinclair vacant seat.

At the KPFT LSB meeting of May 15, 2019 the chair announced that Delegate elected Danae Moreno resigned, which means that the next runner up (Susie Moreno), must fill that vacant seat which goes to reelection in 2021.

The motion tonight to be approved by the PNB should correct the names of the Delegates replaced as follows:

***"Correct KPFT LSB records to reflect that Delegate Michelle Milligan, first runner up of the previous election, replaced Delegate KC Sinclair which seat was vacated by three consecutive unexcused absences at the end of the KPFT LSB meeting of April 10, 2019.***

***And that Delegate Susie Moreno, next runner up, replaced Delegate Danae Moreno who's resignation was announced on the KPFT LSB meeting of May 15, 2019."***

***(\*) Article Four, Delegates, Section 9: Removal of Delegates:***

***"...(C) failure of a Delegate to attend three consecutive Local Station Board meetings, which absence have not been excused by a majority vote of the LSB members present at the meetings in question;..."***

***(\*\*) 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 Delegate 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....."***

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Thursday, November 7, 2019

Pacifica National Board

8:30 PM ET

Teleconference

Committee Members

Nancy Sorden

Posted: 04/10/2019 - 10:58 AM

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

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

Updated :04/10/2019 - 10:58 AM

Respectfully Submitted,  
Grace Aaron, PNB Secretary Pro tem