

Approved Minutes
Pacifica National Board Regular Monthly Meeting, Public/Open Session
Teleconference Meeting
Thursday, Nov. 21, 2019, 8:30 pm ET
(Approved on November 25, 2019)
(The posting of this meeting is copied at the end of this agenda)

Directors:

Grace Aaron, KPFK, Listener
Bill Crosier, KPFT Listener
Donald Goldmacher, KPFA Listener
Jan Goodman, KPFK Listener
Wally James, KPFT 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
Mansoor Sabbagh, KPFK Staff
James Sagurton, WBAI, Listener
Nancy Sorden, WPFW, Listener
Alex Steinberg, WBAI, Listener
Tom Voorhees, KPFA, Listener

Others:

John Tatum, Parliamentarian
Otis Maclay, Webmaster, web streamer

Item # Description

Time

Lawrence Reyes, Chair Pro Tem, starts the meeting at 8:43 pm ET

1. Preliminary items

10 min.

- A. Call to Order by Chair Pro Tem 8:43 pm ET
- B. Roll Call by Secretary Pro Tem - 17 Directors are present, quorum is reached 8:50 pm
- C. Elect a Chair Pro Tem - Lawrence Reyes is re-elected by acclamation
- D. Elect a Vice Chair Pro Tem - Dewayne Lark is nominated. There are no other nominees. A Yes/No vote is taken on whether or not Mr. Lark should be re-elected as Vice Chair Pro Tem:
Yes: 11, No: 4, Abstain: 1
Yes: Aaron, Lark, Peterson, Pinchback, Reyes, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Voorhees
No: Crosier, Goldmacher, James, Sabbagh
Abstain: Goodman
Not Voting: Poynter
Dewayne Lark is re-elected Vice Chair Pro Tem
- E. Elect a Secretary Pro Tem - Grace Aaron is nominated. There are no other nominees. A Yes/No vote is taken on whether or not Ms. Aaron should be re-elected as Secretary Pro Tem:
Yes: 11, No: 2, Abstain: 3
Yes: Aaron, Lark, Peterson, Pinchback, Reyes, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Voorhees
No: Goldmacher, James

Abstain: Crosier, Goodman, Sabbagh
Grace Aaron is re-elected Secretary Pro Tem

F. Excused Absences - 4 absences are approved without objection – Chris Cory, Robin Collier, Adrienne La Violette and Garry Boast

G. Identify Timekeepers - The Chair agrees to keep time

H. Report Out from Nov. 14, 2019 Closed Session read by the Secretary Pro Tem:

The Pacifica National Board passed the following motion:

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.

The Pacifica National Board also approved the termination of the interim Executive Director.

Further, the Board appointed its Chair Pro Tem, Lawrence Reyes, to be the interim Executive Director temporarily and has scheduled a continuation of its executive session of Thursday, Nov. 14, 2019 for Sunday, Nov. 17 at 8 pm eastern time.

On Nov. 17, 2019 in the continuation of the Nov. 14th meeting the Board discussed legal and personnel matters.

2. Agenda Approval **5 min.**

Bill Crosier requests that it be stated in the record that the meeting of November 14, 2019 was not properly noticed. Mansoor Sabbagh concurs with Bill.

The Parliamentarian refers the Board to Robert's Rules of Order, 11th Edition, page 93 which states:

“The requirement that business transacted at a special meeting be specified in the call should not be confused with a requirement that previous notice of a motion be given. Although the call of a special meeting must state the purpose of the meeting, it need not give the exact content of individual motions that will be considered.”

3. Minutes Approval – approve Minutes of Nov. 14, 2019 meeting **3 min.**

Jan Goodman makes a motion to postpone consideration of the Minutes of Nov. 14, 2019. After discussion motion fails:

Yes: 6, No: 10

A vote is taken to approve the minutes of the Nov. 14, 2019 meeting. This vote passes:

Yes: 10, No: 4, Abstain: 1 9:29 pm ET

4. Discussion of ways to use mediation to resolve the WBAI dispute, and to approve a motion to implement mediation, and to implement Judge Melissa Crane's order – Bill Crosier

Discussion opens about mediation. Nancy Sorden and Eileen Rosin put forward a motion. Discussion ensues. Nancy Sorden puts forward the following amendment to substitute for the last paragraph of the motion:

That the Board is directed to obtain proposals from mediation and facilitation firms by Wed, Nov. 27, 2019, and make a selection from among these, and negotiate a contract with the selected firm on Dec.5, 2019, and that a task force of this Board shall be commissioned and authorized to work with the selected firm to create a list of areas and topics for discussion and to initiate a structure for the facilitation/mediation.

This amendment is accepted without objection.

ALTERNATE/SUGGESTED MOTION On Mediation – Nancy Sorden and Eileen Rosin with input from Arthur Schwartz

Whereas, WBAI has been restored, with local programming, to the airwaves; and

Whereas, Given the position of the Pacifica National Board, continued litigation would be both incongruous and counterproductive; and

Whereas, Counsel for Petitioners in the NYC litigation has proposed a broad settlement stipulation which encompasses a commitment by all to fiscal responsibility and broadcasting in accordance with the law; and

Whereas, There is a strong sense of this Board that a mediation/facilitation process is the best route forward to address the financial and structural problems facing Pacifica; and

Whereas, There exist firms specializing in mediation and facilitation from which Pacifica can seek reasonable and affordable proposals to facilitate a problem-solving discussion among the Board and the Pacifica stations to address the financial and structural issues facing Pacifica; therefore

Resolved, That Foster Garvey, the counsel representing Pacifica in the NYC litigation, is directed to execute the settlement agreement and dismissal in the form annexed hereto; and

~~It is *further Resolved*, That the Board is directed to obtain proposals from mediation and facilitation firms, and make a selection from among these, and negotiate a contract with the selected firm, and that a committee of this Board shall be commissioned and authorized to work with the selected firm to create a list of areas and topics for discussion and to initiate a structure for the facilitation/mediation.~~ That the Board is directed to obtain proposals from mediation and facilitation firms by Wed, Nov. 27, 2019, and make a selection from among these, and negotiate a contract with the selected firm on Dec.5, 2019, and that a task force of this Board shall be commissioned and authorized to work with the selected firm to create a list of areas and topics for discussion and to initiate a structure for the facilitation/mediation.

This mediation motion as amended is approved:

Yes: 12, No: 1, Abstain: 4

Yes: Aaron, Goodman, James, Lark, Peterson, Pinchback, Reyes, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Voorhees

No: Poynter

Abstain: Crosier, Goldmacher, Steinberg, Voorhees

5. Adjourn 11:16 pm ET (all times are Eastern)

End of Agenda

Thursday, November 21, 2019

Pacifica National Board

Purpose: Approve motion supporting mediation in the WBAI conflict to comply with order

Special meeting called by Directors Robin Collier, Chris Cory, Garry Boast, Sabrina Jacobs, and Mansoor Sabbagh. The meeting is being called to approve a motion to comply with Judge Melissa Crane's order which includes ordering counsel for both parties in the WBAI lawsuit to "discuss possible mediation in the dispute". Mediation was also suggested by judge Paul Engelmayer. But details to make that happen and to comply with Judge Crane's order, and to file paperwork by deadlines provided by the court, are still to be worked out, and the PNB needs to approve a motion for that.

Bill Crosier

Posted: 11/14/2019 - 6:48 PM

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

8:30 PM ET

Teleconference

Committee Members

kpft@crosierbiomed.com

Updated :11/14/2019 - 6:48 PM

Respectfully Submitted,
Grace Aaron, Pacifica National Board Secretary Pro tem