

**Approved Minutes**  
**Pacifica National Board Regular Monthly Meeting, Public/Open Session**  
 Teleconference Meeting  
**Thursday, Dec. 5, 2019 8:30 pm ET**  
**(Approved on Dec. 19, 2019)**  
**(The posting of this meeting is copied at the end of this agenda)**

**Directors:**

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

**Others:**

Otis Maclay, Webmaster, web streamer	John Tatum, Parliamentarian
--------------------------------------	-----------------------------

**Lawrence Reyes, Chair Pro Tem, calls the meeting to order at 8:38 pm.**

<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 – 14 Directors are present constituting a quorum	
	C. Elect a Chair Pro Tem	
	A vote is taken between 2 nominees:	
	Bill Crosier: 6 votes (Collier, Cory, Crosier, Goldmacher, Goodman, Sabbagh)	
	Alex Steinberg: 11 votes (Aaron, Lark, Peterson, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sagurton, Steinberg, Voorhees)	
	<b>Alex Steinberg is elected Chair Pro Tem</b>	
	D. Elect a Vice Chair Pro Tem	
	A vote is taken between 2 nominees:	
	Jan Goodman: 6 votes (Collier, Cory, Crosier, Goldmacher, Goodman, Sabbagh)	
	Dewayne Lark: 11 votes (Aaron, Lark, Peterson, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sagurton, Steinberg, Voorhees) 8:50 pm	
	<b>Dewayne Lark is elected Vice Chair Pro Tem</b>	
	E. Elect a Secretary Pro Tem	
	A vote is taken between 2 nominees:	
	Grace Aaron: 11 votes (Aaron, Lark, Peterson, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sagurton, Steinberg, Voorhees)	
	Bill Crosier: 6 votes (Collier, Cory, Crosier, Goldmacher, Goodman, Sabbagh)	
	8:54 pm	
	<b>Grace Aaron is re-elected Secretary Pro Tem</b>	
	F. Excused Absences – no absences are excused	
	G. Identify Timekeepers – Martha Peterson volunteers to keep time for people. Bill Crosier volunteers to keep time for topics.	

**2. Agenda Approval**

**5 min.**

Eileen Rosin wants to add an item to the agenda to ask anyone if they want to be a Pension Plan Trustee or a member of the Pension Plan Committee to be placed after Committee Reports.

Passes without objection.

Donald Goldmacher moves to place an item on the agenda right after Committee Reports:

I move that the Pacifica national board discuss the recent report from the national education telecommunications Association prepared for this board examining the finances of Pacifica and its future viability. This discussion should take place following the committee reports. (sic)

Grace Aaron moves that this item be placed just before adjournment at 8b. Motion passes:

Yes: 10, No: 7, Abstain: 2

Donald Goldmacher’s motion as amended fails:

Yes: 7, No: 11, Abstain: 1

Agenda is Approved as amended:

Yes: 12, No: 6, Abstain: 1 9:24 pm

**3. Minutes Approval for Nov. 25, 2019 - approved without objection**

**3 min.**

**4. Schedule a meeting to vote on the membership petition Bylaws Amendments.**

**5 min.**

Grace Aaron makes a Point of Order that a vote on the membership petition Bylaws Amendments can’t be voted on earlier than Dec. 20, 2019 because that is the notice placed on pacifica.org.

The Chair rules the Point of Order is valid.

Grace Aaron moves that the PNB meet on Friday, December 20, 2019 to vote on the membership petition originated Bylaws Amendments.

Bill moves to extend this agenda item by 5 minutes. Extension passes without objection.

Grace’s Motion to set a meeting on Dec. 20, 2019 to vote on Bylaws Amendments passes:

Yes: 11 (Aaron, Lark, Peterson, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sagurton, Sorden, Voorhees)

No: 6 (Collier, Crosier, Goldmacher, Goodman, James, Sabbagh)

Abstain: 3 (Cory, Jacobs, Steinberg) 9:45 pm

**5. iED Report & Q & A**

**15 min.**

**6.a Committee Reports**

**20 min.**

**6.b Eileen Rosin: Pension Plan Trustee or a member of the Pension Plan Committee Vacancy**

**7. MOTION from a Concerned Listener – put forward by Lawrence Reyes, Chair Pro Tem**

**7 min.**

PROPOSED MOTION:

Whereas, the network was in a state of chaos stemming from the visitation at WBAI on October 7, 2019, and

Whereas, no invitation to submit nominations for the 2 Affiliate seats on the 2020 Pacifica National Board was sent until the evening of November 5, 2019, with a submission deadline of November 15, 2019, for an application period of 10 days which is not reasonable,

Be it hereby declared that 2020 Affiliate nominations shall be re-opened until December 17 and shall commence with a letter from the PNB Secretary distributed to all affiliate stations on December 6, by the Affiliate Network Manager, with candidate interviews on December 19, continued, if needed to December 21.

Bill Crosier raises a Point of Order about this Motion because it is he opinion that it violates Pacifica Bylaws Article 5, Section 4, Part A.

The Chair rules against Mr. Crosier's Point of Order.

Robin Collier appeals the ruling of the Chair. The Ruling of the Chair is upheld:

Yes: 10 (Aaron, Lark, Peterson, Pinchback, Poynter, Reyes, Rosin, Sagurton, Steinberg, Voorhees)

No: 5 (Collier, Crosier, Goldmacher, Goodman, Sabbagh)

Abstain: 2 (Rhodes, Sorden, Steinberg)

**Vote on Main Motion:**

Yes: 8 (Lark, Peterson, Pinchback, Poynter, Reyes, Rosin, Sagurton, Voorhees)

No: 5 (Collier, Crosier, Goldmacher, Goodman, Rhodes)

Abstain: 2 (Aaron, Sorden, Steinberg)

**The following motion is not gotten to in this meeting and will be carried forward to the next open meeting:**

**8. Motion on a Management Team – Grace Aaron & Alex Steinberg**

The hire of an interim ED shall also create a management team (formerly known as a transition team) that will assist the iED in making decisions on important matters. Day to day operations need not be brought before the management team but should be handled by the iED.

The management team shall consist of the iED, and the officers of the PNB. In addition the management team will reach out to one consultant from each station not represented by the officers to assist in their deliberations.

Decisions involving the appointment of interim GMs, other staff, the expenditure of over \$2,000, any contracts or measures obligating the Foundation in any way should involve discussions with all members of the management team. In the case of any disputes or disagreements or the inability to reach agreement, the matter in question shall be taken up by the entire PNB. All such decisions will be reported back to the full PNB in a timely manner.

Until such time as our financial situation improves significantly, any expenditure of \$5,000 or more must be approved by the full PNB.

**9. Adjourn 10:50 pm (All times are Eastern time)**

## Upcoming Agenda items:

- 1) **Choose Mediation Firm and form Taskforce to work out Mediation logistics.**
- 2) **Interview Affiliate Director Nominees.**
- 3) **Take PNB vote on Member Petition Bylaws Amendments.**
- 4) **Approve 2018 Audit, when it's available.**

**All Times Eastern**

[Back to the Calendar](#)

---

**Thursday, December 5, 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

[Back to the Calendar](#)