

Approved Minutes
 (Approved on Jan. 2, 2020)
Pacifica National Board Special Meeting, Public/Open Session
 Teleconference Meeting
Friday, Dec. 20, 2019 8:30 pm ET
(The posting of this meeting is copied at the end of this agenda)

Directors:

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

Others:

Lydia Brazon, interim Executive Director	John Tatum, Parliamentarian
Otis Maclay, Webmaster, web streamer	

Chair Pro Tem, Alex Steinberg, calls the meeting to order at 8:38 pm ET.

Item #	Description	Time
1.	Preliminary items	10 min.
i	Call to Order by Chair Pro Tem	
ii	Roll Call by Secretary Pro Tem – Quorum is reached with 14 Members present.	
iii	Elect a Chair Pro Tem – Alex Steinberg is re-elected without objection but Mansoor Sabbagh abstains.	
iv	Elect a Vice Chair Pro Tem – A Yes/No vote is taken to re-elect Dewayne Lark, the only Nominee: Yes: 12, No: 4, Abstain: 3 Yes: Aaron, Lark, Peterson, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Voorhees No: Crosier, Goldmacher, James, Sabbagh Abstain: Cory, Goodman, Jacobs Dewayne Lark is re-elected Vice Chair Pro Tem. 8:59 pm	
v	Elect a Secretary Pro Tem – A Yes/No vote is taken to re-elect Grace Aaron, the only Nominee: Yes: 13, No: 3, Abstain: 3 Yes: Aaron, Goodman, Lark, Peterson, Pinchback, Poynter, Reyes, Rhodes, Rosin, Sagurton, Sorden, Steinberg, Voorhees No: Cory, Goldmacher, Sabbagh Abstain: Crosier, Jacobs, James Grace Aaron is re-elected Secretary Pro Tem.	
vi	Excused Absences - Robin Collier’s absence is excused without objection.	

vii Identify Timekeepers - Grace Aaron agrees to keep time for items, Martha Peterson agrees to keep time for people. 6:06 pm

2. **Agenda Approval** The Agenda is approved without objection. 9:09 pm **5 min.**
3. **Minutes Approval - Approve Minutes for Dec. 19, 2019 meeting. Minutes approved without corrections.** **9:11 pm** **3 min.**
4. **Motion on a Management Team – Grace Aaron & Alex Steinberg** **15 min.**

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.

Motion passes, Yes: 12, No: 3, Abstain: 4

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

No: Goldmacher, James, Sabbagh

Abstain: Cory, Crosier, Goodman, Jacobs 9:24 pm

5. MOTION: PNB Signatory Authorization **5 min.**

The Pacifica National Board authorizes the removal of John Vernile as signatory and operator, for all financial institutions and vendors, including but not limited to, banking, investment, stock, and securities accounts for the Pacifica Foundation and all of its financial divisions (KPFA, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives and Pacifica Affiliates).

The Pacifica National Board authorizes Lydia Brazon, interim Executive Director, to be a primary signatory and operator for all financial institutions and vendors, including but not limited to, banking, investment, stock, and securities accounts, including adding her to the list of online administrators for access and management, for the Pacifica Foundation and all of its financial divisions (KPFA, KPFK, KPFT, WPFW, WBAI, the Pacifica Radio Archives, and Pacifica Affiliates).

If specific wording is required by any banking or other financial institution in order to add Ms. Brazon as signatory, the PNB authorizes the PNB Secretary to fill out and sign any needed forms on behalf of the PNB.

Further, in the future if a senior executive is hired by the Pacifica National Board the above authorization shall apply to the addition of any interim CFO, CFO, interim ED or ED as signatory as well as the removal of signatory authority for any outgoing senior executive.

Motion passes, Yes: 12, No: 2, Abstain: 4

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

No: Cory, Sabbagh

Abstain: Crosier, Goodman, Jacobs, James 9:35 pm

6. National Office Location Change

10 min.

The Pacifica National Board hereby authorizes the interim Executive Director to move the location of the National Office from Berkeley, California to Los Angeles, California.

Motion passes, Yes: 11, No: 3, Abstain: 5

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

No: Goldmacher, James, Sabbagh

Abstain: Cory, Crosier, Goodman, Jacobs, Peterson 9:49 pm

7. Engagement of Pension Plan Auditor – Eileen Rosin

7 min.

Moved, that the Pacifica Foundation engage RINA Accountants and Advisors to carry out audits of the “Pacifica Foundation Retirement Plan (Plan 001)” and the “Pacifica Foundation 403B Retirement Plan (Plan 002)” for the years 2017 and 2018, for a total of four audits.

Notes:

- RINA has completed both audits for the year 2016.
- No payments to RINA will be due until work on the audits is carried out; RINA will invoice Pacifica for progress payments as they complete stages of the work.
- The Administrative Committee of the PNB is responsible for reviewing and approving Pacifica’s retirement plans’ audits.
- Pacifica has availed itself of its ERISA lawyers at Trucker Huss to aid in reviewing these specialized audits.
- RINA has sent two engagement letters: one for Plan 001 for two years and another for Plan 002 for two years.

Plan 001 is based on Pacifica’s fiscal year; its two audits would cover the years ending September 30, 2017 and 2018 respectively. The cost for the two years together should approximate \$27,000 plus any travel and other costs.

Plan 002 is based on the calendar year, and thus the two audits would cover the years ending December 31, 2017 and 2018 respectively. The cost for the two years together should approximate \$25,000 plus any travel and other costs.

Motion passes, Yes: 17, Abstain: 1

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

Abstain: Sabbagh 10:13 pm

8. Debate and Vote on the Membership Petition Bylaws Amendments that can be accessed at the Home page of Pacifica.org 40 min.

The Petition Bylaws Amendments are Approved by a vote of Yes: 13, No: 1, Abstain: 5

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

No: Cory

Abstain: Crosier, Goodman, Goldmacher, James, Sabbagh 11:12 pm

Nancy Sorden Puts forward a Motion:

I move to have the Chair Pro Tem's statement on his yes vote on the member's petition to amend the Bylaw be posted onto the Pacifica website to explain the yes vote of the PNB members voting yes.

Subst. Motion by Grace Aaron: That there be a vote to post the Chair's statement on the Bylaws Amendments on Pacifica.org and that a yes vote indicates that that Director subscribes to the Chair's statement and their names will be appended to the Chair's statement.

Substitute Motion Passes without objection

A Vote is taken to Approve Posting Alex Steinberg, Chair Pro Tem's statement. A 'Yes' vote signifies that the member voting yes subscribes to this statement, agrees to having it posted at Pacifica.org and agrees to having her/his name appended to it.

Yes: 13, No: 1, Abstain: 3

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

No: Crosier

Abstain: Cory, Jacobs, James 11:28 pm

Chair Pro Tem, Alex Steinberg's Statement Explaining a Yes Vote on the Member's Petition Bylaws Amendments:

The proposed bylaws amendments are in our opinion the most destructive motion that has ever come before the Pacifica National Board in its 16 years of existence. It is a slap in the face at all those activists who have struggled for years to bring into being a democratic governance structure to Pacifica. It will do away with our Local Station Boards and replace them with the

kind of Advisory Boards that now dominate NPR stations, and which are little more than rubber stamps for management. Representation on the Pacifica National Board will be reduced to one Director per station, which eliminates our proportional representation system of governance where minority voices get a hearing, in favor of the undemocratic winner take all model that characterizes American electoral politics. Furthermore, the station Directors get to appoint 3 At Large Directors, further increasing their control over Pacifica. And is if that was not enough, for a transition period of 18 months a hand-picked group of six supposed “Wise men and women” will have absolute authority over the affairs of Pacifica. Finally, there is the provision in the new bylaws that a quorum of the membership only requires 5% of the membership participating instead of the current 10%. This will make it much easier for a small but well-organized minority to sell a signal and dismember the Pacifica Foundation.

This is not to say that our bylaws could not use some well thought out amendments. But the current omnibus version is not it. It is not even an amendment at all but a complete rewrite of our bylaws.

Finally, the vote on these amendments was shoved down our throats by a lawsuit filed secretly by Directors Crosier, Goldmacher and Sabbagh without ever informing the PNB. The Court Order states that if the PNB votes down the bylaws amendments then the matter goes to a vote of the membership and bypasses the Delegates. This is a violation of our Bylaws and disenfranchises the LSB Delegates from voting on these amendments. However the Court Order also allows the LSB’s to weigh in on these amendments if the PNB votes “YES”.

Therefore I am urging a “YES” vote on these amendments from the PNB, not because I support them, but in order to not disenfranchise our LSB’s. Before anything goes to the membership the LSB’s should have the right to weigh in on these bylaws amendments

So to help defeat these anti-democratic bylaws amendments, I urge a “YES” vote from the PNB and a “NO” vote from the LSB’s.

Alex Steinberg

Pro tem Chair, Pacifica National Board

The following Pacifica National Board Directors Subscribe to the Above Statement:

Grace Aaron, KPFK, Listener
Jan Goodman, 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

9. Adjourn 11:29 pm (All times are Eastern time)

End of Agenda

Upcoming Agenda items:

- 1) Approve 2018 Audit, when it's available.

All Times Eastern

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Thursday, December 5, 2019

8:30 PM ET Pacifica National Board Teleconference

Committee Members

Nancy Sorden

nancy.sorden@wap.org

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

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

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

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