Approved Minutes  
Regular Pacifica National Board Open Session  
Teleconference Meeting  
Thursday, September 3, 2020  8:30 pm ET  
(Approved on Sept. 17, 2020)  
All times are Eastern Time  
(meeting notice appended to the end of this agenda)

Directors:

Grace Aaron, KPFK, Listener  
Robin Collier, KCEI, Affiliate  
Chris Cory, KPFA, Listener  
Vanessa Dixon-Briggs, WPFW, Listener  
Lynden Foley, KPFT, Listener  
Jan Goodman, KPFK, Listener  
Heather Gray, WRFG, Affiliate  
Sabrina Jacobs, KPFA, Staff  
Wally James, KPFT, Staff  
DeWayne Lark, KPFT, Listener  
Ron Pinchback, WPFW, Staff  
Ralph Poynter, WBAI, Listener  
Sandra Rawline, KPFT, 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  
Andrea Turner, KPFA, Listener  
Polina Vasiliev, KPFK, Staff  
Tom Voorhees, KPFA, Listener

Others:

Lydia Brazon, Interim Executive Director  
Anita Simms, Interim Chief Financial Officer  
Arthur Schwartz, Pacifica Counsel  
John Tatum, Parliamentarian

The Chair, Alex Steinberg, calls the meeting to order at 8:39 pm.

Item #  Description                      Time

1. Preliminary items  7 min.
   A. Call to Order by Alex Steinberg, Chair
   B. Roll Call - Quorum is reached with 19 Members present.  8:44 pm
   C. The Chair reads the Report Out from the PNB Closed Session of Aug. 27, 2020:
       The Pacifica National Board met with the General Manager of KPFK to discuss
       personnel matters, and addressed other personnel matters.
   D. Excused Absences
       Jan Goodman makes a motion to excuse the absences of Robin Collier and Nancy
       Sorden.  Motion passes without objection.  8:45 pm
   E. Identify Timekeepers – Lawrence Reyes for items, James Sagurton for people.

2. Agenda Approval  5 min.
   Grace Aaron puts forward an Agenda Amendment to add a time limit for New
   Business of 20 minutes.  Amendment is accepted without objection.

3. Minutes Approval  –  August 27, 2020 Open Session Minutes are approved.  9:04 pm  3 min.
4. Committee Reports

a) Audit Committee – Eileen Rosin 9:13 pm 3 min.
b) Coordinating Committee  Dewayne Lark announces that the Coordinating Committee will meet on the 5th Wednesday of September. 3 min.
c) Finance Committee – James Sagurton 9:19 pm 5 min.
d) Governance Committee – Lawrence Reyes 9:21 pm 5 min.
e) Personnel Committee – Lawrence Reyes 9:22 pm 5 min.
f) Programming Committee - Polina Vasiliev 9:24 pm 5 min.
g) Strategic Planning Committee – Alex Steinberg 9:26 pm 5 min.
h) Development Taskforce – Nancy Sorden 5 min.

5. iED Report & Q & A – Lydia Brazon 9:36 pm 10 min.

6. Unfinished Business

   LSB Responsibility for Posting and Recording all LSB and LSB Committee Meetings - Grace Aaron as PNB Secretary

Whereas, it is necessary that all Local Station Board meetings as well as LSB Committee meetings be properly noticed on KPFTX and,
Whereas, due to Covid-19 in person meetings are now being held by teleconference, significantly increasing the workload of Pacifica personnel to the point where the situation has become untenable,

Therefore, be it resolved that the Officers of Pacifica Local Station Boards arrange for:
1) The posting of all Local Station Board meetings as well as LSB Committee meetings on KPFTX.
2) The streaming of all above meetings when desired.
3) The recording of all meetings.
4) That all meeting recordings be made available to Otis Maclay within 24 hours of the meeting being held and that the name of the meeting as well as the date, and time the meeting started and ended be communicated.

Further, be it resolved that PNB Directors make sure that the above protocol be put in place as soon as possible, including assigning people to post, stream (if needed), record meetings and ensure that the agendas, minutes and recordings are posted on KPFTX.org. (It should be noted that only National meetings will be streamed on KPFTX by National Office staff.)

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Lawrence Reyes makes a Motion to Refer this Motion to the Governance Committee.
Motion to Refer fails: Yes: 7, No: 8, Abstain: 4
Yes: Cory, Goodman, Jacobs, Lark, Poynter, Reyes, Turner
No: Aaron, Foley, Gray, James, Pinchback, Sagurton, Steinbereg, Voorhees
Abstain: Rawline, Rhodes, Rosin, Vasiliev

Main Motion passes: Yes: 12, No: 3, Abstain: 4
Yes: Aaron, Foley, Goodman, Gray, James, Pinchback, Rhodes, Rosin, Sagurton, Steinberg, Vasiliev, Voorhees
No: Lark, Rawline, Reyes
Abstain: Cory, Jacobs, Poynter, Turner  9:57 pm

7. New Business

Motion on Management Evaluation – Tom Voorhees and Alex Steinberg

Whereas the Local Station Boards are charged with the task of a yearly evaluation of management,
And whereas a management evaluation requires strict guidelines to insure fairness, objectivity,
adherence to legal requirements and respect for the rights of all involved,
The Pacifica National Board directs the Local Station Boards to implement the following procedures:

1. The Bylaws mandated task of conducting a management evaluation shall be assigned to an ad
hoc committee of the Local Station Board created specifically to fulfill that function on an annual
basis.

2. Members of the committee shall be selected by a vote of the Local Station Board on an annual
basis.

3. All members of the committee must sign a non-disclosure agreement.

4. The committee shall follow standard Human Resources practices in conducting their evaluation.

5. Evaluation practices shall include the use of surveys and interviews to collect the views of paid
and unpaid staff and of LSB members. Analysis of metrics in meeting financial and other goals and
consideration of historical circumstances should play an essential role in the evaluation. The job
description of the manager being evaluated should serve as a template to determine if goals are being
met. The committee should also take into account the de facto practice of the manager in considering
the job responsibilities being evaluated. The evaluation process should follow accepted guidelines
for objectivity, fairness and compliance with all legal and contractual obligations. The privacy of the
individual being evaluated should always be a priority. The committee may ask for assistance from
Pacifica’s Human Resources division if questions arise in the course of this process.

6. Once the committee has finalized its evaluation it must send its recommendation to the Local
Station Board for its recommendation.

7. The Local Station Board, after completing its evaluation, must send it to the Executive Director
of Pacifica for final disposition in accordance with the Bylaws.

8. Any management evaluation currently in progress that is not compliant with the above standards
shall be restarted.

Submitted by Alex Steinberg and Tom Voorhees, Sept 2, 2020
Appendix: from the Pacifica Bylaws

Article Seven, Local Station Boards, Section 3: Specific Powers and Duties
Each LSB, acting as a standing committee of the Foundation’s Board of Directors, shall have the following powers, duties and responsibilities related to its specific radio station, under the direction and supervision of the Foundation’s Board of Directors:

C. To prepare an annual written evaluation of the station's General Manager.
D. Both the Executive Director and/or an LSB may initiate the process to fire a station General Manager. However, to effectuate it, both the Executive Director and the LSB must agree to fire said General Manager. If the Executive Director and the LSB cannot agree, the decision to terminate or retain said General Manager shall be made by the Board of Directors...
F. To prepare an annual written evaluation of the station's Program Director.

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Lawrence Reyes makes a Motion to Amend to change the phrase in point 4 “Human Relations” to “Human Resources”.
Amendment passes without objection. 10:05 pm

Lawrence Reyes makes a Motion to Refer this Motion to the Personnel Committee.
Motion to Refer passes without objection. 10:53 pm

8. Adjourn 10:54 pm

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APPENDIX

Thursday, September 3, 2020
Pacifica National Board
Purpose: Regular Monthly Meeting
Grace Aaron
Posted: 04/02/2020 - 1:12 AM
Streamed Here The direct link is http://kpftx.org:6280 Also Here
Posted: 08/20/2020 - 1:41 PM
Streamed Here The direct link is http://kpftx.org:6280 Also Here

Respectfully Submitted,
Grace Aaron, Pacifica National Board Secretary