

Draft Agenda - Public Version
Pacifica National Board Session
Teleconference Meeting
Thursday, December 15, 2022, 8:30 pm ET
All times are Eastern Time
(meeting notice appended to the end of this agenda)
Directors:

Teresa J. Allen, KPFT, Listener Burt Cohen, Affiliate Jim Dingeman, WBAI, Listener Vanessa Dixon-Briggs, WPFW, Listener Sue Goodwin, WPFW, Staff Heather Gray, WRFG, Affiliate Donna Grimes, WPFW, Listener Julie Hewitt, WPFW, Listener, Chair Evelia Jones, KPFK, Listener Ali Lexa, KPFK, Staff Marianne Martinez, KPFT, Listener	James McFadden, KPFA, Listener Darlene Pagano, KPFA, Staff Lawrence Reyes, KPFK, Listener Shawn Rhodes, WBAI, Staff James Sagurton, WBAI, Listener Sharonne Salaam, WBAI, Listener Akio Tanaka, KPFA, Listener Mark Van Landuyt, KPFA, Listener Beth von Gunten, KPFK, Listener Egberto Willies, KPFT, Staff Susan Young, KPFT, Listener
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Others:

Stephanie Wells, Executive Director
Arthur Schwartz, Pacifica Counsel
Markisha Venzant-Sampson, National Business Manager
John Tatum, Parliamentarian
Polina Vasiliev, Secretary

1. Preliminary Items – 5 min.
 - A. Call to Order by Chair
 - B. Roll Call
 - C. The chair reads the report out from the December 8, 2022 meeting:
The PNB met in closed session to discuss confidential financial and legal matters and took no actions.
 - D. Excused Absences
 - E. Identify Timekeepers & Recording Secretary
2. Agenda approval – 5 min.
3. Approve Minutes of 12/8/2022 – 5 min.
4. Affiliates Directors Statements and Interviews – 45 min.
5. Presentation on Signal Swaps with Marc Hand – 45 min.
6. ED Report and Q & A – 20 min.

7. General Counsel Report and Q & A – 10 min.
8. Unfinished business – 1 min.
 - a) Fixing the underwriting motion
9. New Business – 45 min.
 - Motions forwarded to PNB Secretary and PNB at least 48 hours prior are presumed to be included here.
 - Any motions sent after, if voted onto the agenda as an amendment.
 - a) Motion to follow the bylaws with regards 6-year term-out delegates (McFadden)
 - b) Motion instructing KPFK LSB to follow PNB motion on elections (S. Young)
10. Motion to Move into Executive Session at a time certain of 10:00 pm ET – 1 min.
11. *Executive ED report and Q & A – 20 min.*
12. *Executive Legal report and Q & A – 15 min.*
13. *Confidential Financial Matter – 20 min.*
14. *Confidential Legal Matter – 20 min.*
15. *Confidential Disciplinary Matter – 10 min.*
16. *Confidential Disciplinary Matter – 20 min.*
17. *Confidential Disciplinary Matter – 10 min.*
18. *Discuss what from this session may be shared with LSBs in closed session – 5 min.*
19. *Report-out for kpftx.org and for reading at the next open session – 3 min.*
20. Rise and report (includes reading the report-out) – 1 min.
21. Adjourn at a time certain of 12am midnight ET.

APPENDIX

9a. Motion to follow the bylaws with regards 6-year term-out delegates (McFadden)

Whereas, the Bylaws created an elected governance body of 24 with 18 listeners and 6 staff and provides a process for filling vacancies between elections,

Whereas, first-time delegates of the 2021 election remain seated until December 2024,

Be it resolved that seats filled as a result of the 2019 election shall extend to December 2023,

and further that all who began service as a direct result of the 2016 Delegate elections and have served continuously with less than a 12 month break will end service in December 2022, and that all vacancies shall be filled utilizing the runner-up list in the October 2021 Delegate elections found here:

<https://elections.pacifica.org/wordpress/2021-delegate-election-results/>

9b. Motion instructing KPFK LSB to follow PNB motion on elections (S. Young):

Whereas the KPFK LSB has posted the intention to state that board members whose terms were extended by the PNB must vacate their positions and that those who did not win previously take those seats;

And the PNB acted to clearly and explicitly extend those terms;

Now therefore, be it resolved that

The PNB prohibits this KPFK from placing this action on its agenda and to take this action under any circumstances;

That the ED is instructed to communicate this to the KPFK LSB and staff;

And that disciplinary actions be taken against LSB members if they would proceed with this action.

MEETING NOTICE:

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8:30 PM ET

Pacifica National Board

Teleconference

Purpose: Special meeting of the PNB. Some of the meeting will be in executive session.

Committee Members

Agenda

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"Pursuant to the Pacifica bylaws, and as agreed at its November 17, 2022 meeting, the PNB will conduct interviews and initiate elections for 2023 PNB affiliate Directors as described in Article 5 Section 4 (B) https://pacifica.org/indexed_bylaws/art5sec4.html

"ELECTION

As the first order of business, and given 30 days advance notice, at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate or At-Large Directors from the vote) shall establish a protocol for balloting and shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method. Affiliate Directors shall serve for a one-year term which shall commence with their seating at the regular January Board meeting."

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