

Approved Minutes
(Approved on April 30, 2020)
Regular Pacifica National Board Open Session
 Teleconference Meeting
Thursday, April 23, 2020 8:30 pm ET
All times are Eastern Time
(meeting notice appended to the end of this agenda)

Directors:

Grace Aaron, KPFF, Listener	Ralph Poynter, WBAI, Listener <i>late</i>
Robin Collier, KCEI, Affiliate	Sandra Rawline, KPFT, Listener
Chris Cory, KPFA, Listener	Lawrence Reyes, KPFF, Listener
Vanessa Dixon-Briggs, WPFW Listener <i>late</i>	Shawn Rhodes, WBAI, Staff
Lynden Foley, KPFT Listener	Eileen Rosin, WPFW, Listener
Jan Goodman, KPFF, Listener	James Sagurton, WBAI, Listener
Heather Gray, WRFG, Affiliate	Nancy Sorden, WPFW, Listener
Sabrina Jacobs, KPFA, Staff	Alex Steinberg, WBAI, Listener <i>absent</i>
Wally James, KPFT, Staff	Akio Tanaka, KPFA, Listener
DeWayne Lark, KPFT, Listener	Polina Vasiliev, KPFF Staff
Ron Pinchback, WPFW, Staff	Tom Voorhees, KPFA, Listener

Others:

Lydia Brazon, Interim Executive Director
 Anita Simms, Interim Chief Financial Officer
 John Tatum, Parliamentarian
 Otis Maclay

Item #	Description	Time
1.	Preliminary items	5 min.
	A. Call to Order by Dewayne Lark, Vice Chair at 8:40 pm	
	B. Roll Call – taken by Secretary Grace Aaron – 19 members present representing a quorum	
	C. Excused Absences - Alex Steinberg’s absence is approved	8:45 pm
	D. Identify Timekeepers Ralph Poynter for people, Polina Vasiliev for Agenda Items	
2.	Agenda Approval	5 min.
	Approved. 8:45 pm	
3.	Minutes Approval – April 2, 2020 Open Session Minutes are approved.	3 min.
	8:46 pm	
4.	Filling in PNB Director Seats on National Committees – PNB Secretary	5 min.

Each station is entitled to 1 Director seat on each National Committee. The following Committees have 1 missing representative:

Governance – KPFT – Dewayne Lark is added
 Audit – KPFA – Akio Tanaka is added
 Strategic Planning – KPFT – Lynden Foley is added
 Programming – WBAI – Ralph Poynter is added 8:52 pm

(See Appendix for a list of all Directors on National Committees.)

- 5. Joint iED & iCFO Report & Q & A on Current Financial Matters – Lydia Brazon & Anita Simms** **1:05 min.**
- a) **Financial State of the Foundation as a whole – Report & Q & A** **15 min.**
 - b) **Status of stimulus and other loans and grants** **5 min.**
 - c) **Update on the 2018 Audit** **15 min.**

MOTION on Accurate Recording of Interdivisional Income and Expenses - The Management Team (Alex Steinberg, Chair, Dewayne Lark, Vice Chair, Grace Aaron, Secretary, Lydia Brazon, iED)

All assets, including real estate assets, are owned by the Pacifica Foundation and can only be sold or encumbered at the direction of the Pacifica National Board. The income derived from the sale or encumbrance of any asset, including real estate assets, is recorded as National Office income. Stations running their operations out of Pacifica Foundation real estate assets are responsible for maintenance and local property tax costs for the property they are occupying, just as stations that are running their operations out of rented facilities are responsible for the payment of the rent.

The National Board negotiated and completed a settlement with the Empire State Realty Trust. The National Board needed to raise money to fulfill this settlement and did so by approving the sale of the National Office building at 1921-1925 Martin Luther King, Jr. Way, Berkeley, CA and by taking out a loan collateralized by the 3 other Pacifica Foundation owned properties in Los Angeles, Berkeley and Houston.

It was and is the clear intent of the Pacifica National Board to have the National Office assume all liability associated with the settlement with the Empire State Realty Trust including all related expenses, loan interest, fees and principal payments.

The Pacifica National Board charges the National Finance Committee to present a plan to apportion an equitable payment schedule for loan interest payments to all Pacifica radio station units. This plan will then be reviewed by the PNB and either approved, revised or sent back to the NFC.

The PNB directs NETA to enter all proceeds from the sale of 1921-1925 MLK Way in 2018 as income to the National Office in a gain/loss from sale of asset account.

Further, the PNB directs NETA to remove any and all expenses related to the ESRT settlement and any supporter loan or \$3.2 million loan expenses related to the settlement from WBAI's books in 2018, 2019 and moving forward. It is noteworthy that the \$3.2 million loan and ESRT settlement reset the allocation of transactions and assets for accounting purposes.

Nancy Sorden moves to postpone this Motion to the next meeting. Motion to Postpone passes without objection. 9:33 pm

- d) Financial info for each station and unit 10 min.**
- e) Adjustments to Pacifica operations in the time of the Coronavirus 10 min.**
- f) Bylaws Balloting Notice related to Property Tax Issues 10 min.**

Statement by Lydia Brazon, iED: I'm recommending this motion to accommodate the possibility of a bylaws amendment to facilitate the text the Board of Equalization has required we include in our Articles of Incorporation in order to finalize the KPFA property tax issue. Pacifica's lawyers are requesting a waiver but should that fail, I think it's prudent to move as expeditiously as possible with the sole alternative left open to us.

(See Appendix for full Motion.)

Grace Aaron moves the Motion. Motion passes without objection. 10:05 pm

6. Hiring Freeze Motion – Dewayne Lark & Lawrence Reyes 7 min.

Whereas the Financial picture for Pacifica has worsened along with all Non-Profits due to the COVID 19 crisis and its economic impact, I move that an immediate hiring freeze be implemented at all Pacifica units until further notice. - Submitted by Lawrence Reyes Listener Director KPFA and Supported by Listener Director Dwayne Lark, Director KPFT.

Polina Vasiliev puts forward an Amendment to be added to the end of the above Motion: "Except by approval of the PNB."

Nancy Sorden puts forward another Amendment to be added after Polina's Amendment: "This hiring freeze will include hiring contractors, and making replacements for those employees or contractors who have left and hiring of temporary or part-time employees."

Nancy Sorden's Amendment passes:

Yes: 10, No: 6, Abstain: 5

Yes: Cory, Dixon-Briggs, Foley, Pinchback, Poynter, Rawline, Reyes, Rosin, Sorden, Tanaka

No: Aaron, Collier, Goodman, Gray, Rhodes, Vasiliev

Abstain: Jacobs, James, Lark, Sagurton, Voorhees

Polina Vasiliev's Amendment passes without objection. 10:30 pm

The Motion passes as amended without objection. The final wording is:

Hiring Freeze Motion – Dewayne Lark & Lawrence Reyes, Amended by Polina Vasiliev and Nancy Sorden

Whereas the Financial picture for Pacifica has worsened along with all Non-Profits due to the COVID 19 crisis and its economic impact, I move that an immediate hiring freeze be implemented at all Pacifica units until further notice, except by approval of the PNB. This hiring freeze will include hiring contractors, and making replacements for those employees or contractors who have left and hiring of temporary or part-time employees

6. Update on Coronavirus Taskforce – Lawrence Reyes **7 min.**

(See Appendix for Motion from the Coronavirus Taskforce.)

Motion from the Coronavirus Taskforce passes without objection. 11:00 pm

7. Set date for next Mediation session – Nancy Sorden **7 min.**

The date of Thursday, May 14, 2020 is decided on. 11:10 pm

A discussion with the Parliamentarian ensues about the difference between a motion to reconsider and a motion to rescind.

8. Adjourn 11:25 pm

APPENDIX

Directors on National Committees:

Added on April 23, 2020:

- Governance – KPFT – Dewayne Lark is added
- Audit – KPFA – Akio Tanaka is added
- Strategic Planning – KPFT – Lynden Foley is added
- Programming – WBAI – Ralph Poynter is added

Coordinating

No one was nominated for this Committee.

Governance

- WPFW - Eileen Rosin
- KPFK - Lawrence Reyes
- WBAI - James Sagurton
- KPFA - Akio Tanaka (via email to the Secretary)
- KPFT – Dewayne Lark

Finance

- KPFT - Dewayne Lark
- KPFA - Chris Cory
- KPFK - Polina Vasiliev
- WPFW - Nancy Sorden
- WBAI - James Sagurton

Audit

- KPFK - Grace Aaron
- WPFW - Eileen Rosin

KPFT - Lynden Foley
WBAI - Shawn Rhodes
KPFA – Akio Tanaka

Strategic Planning

(This Committee is only open to PNB Directors. It is composed of all Officers and both Affiliate Directors as well as 1 Director from each station. The ED is also a member of this Committee.)

KPFA - Tom Voorhees
WPFW - Vanessa Dixon-Briggs
KPFK - Lawrence Reyes
WBAI - James Sagurton
KPFT – Lynden Foley

Personnel

(This Committee is only open to PNB Directors. It is composed of all Officers and one Affiliate Directors as well as 1 Director from each station.)

KPFK - Lawrence Reyes
WPFW - Vanessa Dixon-Briggs
KPFA - Sabrina Jacobs
Affiliate - Robin Collier
WBAI - Ralph Poynter
KPFT – Sandra Rawline

Programming

WPFW - Ron Pinchback
KPFK - Polina Vasiliev
KPFA - Sabrina Jacobs
KPFT - Wally James
WBAI – Ralph Poynter
Affiliate - Heather Gray

PNB Task Forces

The Task Forces have open membership, so there are no elections for them.
The Chair asks for volunteers for the Task Forces as well as Conveners:

Development Task Force

WBAI – Ralph Poynter
Affiliate – Heather Gray
WPFW – Nancy Sorden (Convener)
KPFK – Lawrence Reyes
KPFT – Sandra Rawline

Affiliates Task Force

Affiliate – Heather Gray (Convener)

Affiliate – Robin Collier (Convener)
KPFT – Sandra Rawline
KPFA – Tom Voorhees
KPFK – Lawrence Reyes
Technology Task Force
KPFA – Tom Voorhees (Convener)
Affiliates – Robin Collier
KPFK – Polina Vasiliev

Bylaws Amendment Ballot Motion

* Article Seventeen of the Pacifica Bylaws which informs this motion can be found at the end of this document.

WHEREAS, Article Seventeen, Section 1 B (1) reads:

“Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of two ballots per calendar year related to the amendment of the Foundation's Bylaws, which annual voting period shall be determined by the Board. ...”,

BE IT RESOLVED, that any and all proposed bylaws amendments may be submitted but shall be held until that date which is 45 days before the earliest of the voting dates of the Board and of the Delegates, as determined by the Board (the "Notice Date"), and

BE IT FURTHER RESOLVED, that the Pacifica National Board approve a bylaws amendment ballot and timeline, as follows:

**By 11:59 PM ET on
Monday, May 4, 2020:**

Submission Deadline

All properly proposed bylaws amendments shall be submitted at any time until the Submission Deadline to the PNB Secretary who shall hold them until the Notice Date.

Monday, May 4, 2020:

Notice Date

The Notice Date starts the Notice Period.

**Monday, May 4, 2020 through
Friday, June 19:**

Notice Period

- For the duration of the Notice Period, the PNB Secretary shall have all of the proposed amendment(s) prominently posted to the homepage of the pacifica.org website as well as the upcoming vote by the PNB and Delegates;
- The PNB Secretary shall also notify each of the LSB Chairs and LSB Secretaries to check the Pacifica website so they may schedule a meeting of their Delegates to occur between June 25, 2020, the PNB vote date and August 25, 2020 to vote on the PNB-approved proposed amendment(s);
- The PNB Secretary shall also notify the station managers to check the website in order to complete their on-air announcement carts.

**Monday, May 4, 2020 through
Friday, June 19:**

On-Air Announcements

On the Notice Date, the proposed amendment(s) to the Bylaws shall be posted on the Foundation's website and the Foundation's radio stations shall broadcast an announcement three times a day - twice between 6:00 AM and 11:00 PM and once between 11:00 PM and 6:00 AM for a period of 45 days (the "Notice Period") regarding the existence of the proposed amendment(s) on the Foundation's website for review and the upcoming vote by the Board and Delegates regarding said amendment(s).

Thursday, June 25:

PNB Vote

- The PNB shall vote on each of the proposed bylaws amendments and approval of any of them shall be by the majority of all Directors on the Board;
- The PNB Secretary shall notify the LSB Chairs and LSB Secretaries of all the PNB-approved proposed bylaws amendments

**Thursday, June 25 through
Tuesday, August 25:**

Delegates Voting Period

(3) a petition signed by at least one percent (1%) of all Members, which petition to be considered "proposed" must be delivered to the Foundation's Secretary.

B. VOTING AND APPROVAL

Amended September 10, 2014

(1) Unless the Board by a 2/3 vote decides otherwise, there shall be a maximum of [one] two ballots per calendar year related to the amendment of the Foundation's Bylaws, which annual voting period shall be determined by the Board. All properly proposed Bylaw amendments shall be held until that date which is 45 days before the earliest of the voting dates of the Board and of the Delegates, as determined by the Board (the "Notice Date"). On the Notice Date, the proposed amendment(s) to the Bylaws shall be posted on the Foundation's website and the Foundation's radio stations shall broadcast an announcement three times a day - twice between 6:00 AM and 11:00 PM and once between 11:00 PM and 6:00 AM for a period of 45 days (the "Notice Period") regarding the existence of the proposed amendment(s) on the Foundation's website for review and the upcoming vote by the Board and Delegates regarding said amendment(s). The results of said voting by the Board and the Delegates on the proposed amendment(s) shall be reported within 15 days of the Board and Delegates meetings to vote on these amendments.

(2) In order for new Bylaws to be adopted, or these Bylaws amended or repealed and subject to Section 1(B)(3) below:

(i) except as provided in Section 1(B)(3) below, the proposed amendment(s) must be approved by the majority of all Directors on the Board and by the majority vote of all the Delegates of at least three of the Foundation radio stations.. The Delegates shall vote on the proposed amendment(s) within the 60 day period beginning with the voting date of the PNB.; or

(ii) in the case of amendment(s) proposed by Member petition pursuant to Section 1(A)(3) above, said proposed amendment(s) must first be presented to the Board and the Delegates for approval as set forth in Section 1(B)(2)(i) above. If any proposed amendment is approved by the Board and the Delegates, then, unless membership approval is required under Section 1(B)(3) below, the amendment shall be adopted. If any proposed amendment is not approved by the Board and Delegates, then it shall be

submitted to the Members for approval and shall be adopted if approved by the Members as set forth in Section 1(B)(4) below. Voting shall be completed by December 31 of the year in which the amendments are proposed.

(3) The Members shall vote on any proposed amendment approved by the Board and the Delegates, even if said amendment was not proposed by Member petition, if said amendment would do any of the following:

(i) increase or extend the terms of Directors or Delegates;

(ii) increase the quorum for Members' meetings or Members' actions;

(iii) change proxy rights;

(iv) authorize cumulative voting or a change in the voting method or manner of counting ballots; or

(v) materially and adversely affect a Member's rights as to voting or transfer.

In the event that a proposed amendment would do any one of the above-mentioned things, it shall not be adopted unless also approved by the Members; provided however, that such adoption, amendment or repeal also requires approval by the members of a class if such action would materially and adversely affect the rights of that class as to voting or transfer in a manner different than such action affects another class.

(4) If a vote of the Members is required hereunder for the approval of any proposed amendment, then no later than 60 days after the vote of the Board and Delegates above, written ballots shall be distributed, or otherwise made available to the Members, pursuant to the provisions of Sections 8(A), 8(B), 8(C) and 8(D) of Article 3 of these Bylaws, to vote on the proposed amendments. To be approved, a proposed amendment must receive the approval of the Members by a majority vote, provided that a quorum must be established by written ballot. If the proposed amendment would impact one class of Members differently from another class, the Members shall vote in classes and the majority vote of the Members of each class shall be required to approve the amendment, provided that a quorum of each class must be established by written ballot. The results of said amendment ballot shall be reported within 30 days of the date the ballots must be returned to be counted and shall be posted on the Foundation's website.

(5) Notwithstanding any of the provisions of this Section 1(B), these bylaws may not be amended or repealed if said amendment or repeal would: (i) violate any state or federal statute or regulation; (ii) conflict with the Foundation's Articles of Incorporation; or (iii) create conflicting provisions in these bylaws.

Motion from Coronavirus Taskforce

Resolved that the PNB adopt the PNB Pacifica COVID Task Force proposal for an integrated Pacifica Network action on the Coronavirus Crisis (attached)

Proposal for Integrated Pacifica Network Action on the Coronavirus Crisis

GOALS

- 1) To create a central website depository for posting links to and finding stories that have been aired on the different Pacifica stations and Affiliates about the Novel Coronavirus pandemic; to generate audio-visual content, related to the COVID-19 crisis and its consequences, for the Pacifica YouTube channel; to put together a network-wide on-air radiothon and fundraiser; and to develop a collaborative national daily COVID-focused show with participation of producers at all 5 stations and our affiliates contributing segments;
- 2) To make Pacifica the “go-to” media source for updated information, including especially the analysis and debates that are not heard in the mainstream corporate press via that regular daily show and the national town hall/radio-thon and link this to rebranding Pacifica as the trusted source for the latest news & information regarding the Covid-19 pandemic ;
- 3) To compile resources for the network so that local stations can find well-spoken individuals on the various topics related to this issue;
- 4) To use the effort to promote fundraising for the foundation and the stations, and to engage/attract new listeners around the globe;
- 5) To engage with a new generation of producers and activist content-generators who can refresh the voices currently on the air;
- 6) To develop and implement plans for health and safety, and sustained operations and remote production efforts, at all our stations.

PLAN

- 1) Establish and authorize a Task Force of Pacifica members to oversee and implement this project, in conjunction with the Executive Director and the Pacifica National Board. The TF will engage with GMs/PDs and staff at all Pacifica stations on implementation, content development, talent engagement, fundraising strategies and appropriate airtimes for local broadcast and date for national radio-thon town hall/fundraiser.

- 2) Establish a Pacifica COVID website, linked to the homepage on Pacifica.org and on the websites of all local stations.
- 3) Provide content to the Pacifica YouTube channel, dedicated to COVID-19 information and analysis.
- 4) Advise all stations on how to sanitize and disinfect and prevent the spread of the virus, and on use of mechanisms/tech for developing and broadcasting fresh remotely produced content.
- 5) List sister organizations, and like minded organizing and mobilizing efforts by labor, community organizations and others.
- 6) Identify places to get assistance.
- 7) Link to programming from other organizations indexed by subtopic.
- 8) Develop a national Pacifica "radio-thon" on COVID and involve local stations in planning it.
- 9) Develop a one-hour daily national show, produced each day by a team at a different station, to air on all 5 stations and be offered to our affiliates. There will be challenges about how to make time on the grid.
- 10) Encourage stations and producers to incorporate video elements if possible that can be livestreamed simultaneous with broadcast via youtube or other platforms.

MECHANISM

Solicit volunteers to sort and organize stories and communicate with GM, PD and producers at each station.

Create an email address and/or Covid-19 Pacifica FB Page, where people can mail/post links to stories.

Create a Pacifica tech team to maintain and share the tools and training needed to accomplish the goals.

Compile carts, updates, announcements, and requests for volunteers.

Produce bilingual recordings as needed.

Report to listeners by Pacifica officers about the Bylaws referendum, impact of crisis on Pacifica, and announcement of COVID Task Force projects.

Allow comments on YouTube channel and web-site that will enable users to communicate with each other.

Use Audioport for sharing content among stations and to affiliates (internally for segments) and find other mechanisms for wider public dissemination, including links to station archives, podcasting, social-media promotion, and other similar approaches.

Allow for local pitching with all the nationally disseminated COVID programming.

Share plans with and solicit input from affiliates, especially in regions we are not in ourselves (such as deep south, midwest, northwest).

IMPLEMENTATION

Identify key programmers/producers at each station who can anchor the efforts to develop the national show one day a week with contributions from all stations and some affiliates -- could be a 5-day-a-week show or all 7 days depending on capacity and affiliates' engagement. Shows could have varying formats (including in lengths of segments and/or in-depth focus for an entire show) but should strive for a common high standard of sound quality, accuracy, and ability to hold listener attention.

Act with the urgency required by the calamitous consequences of the pandemic, especially in Black, indigenous, Raza/Latinx, Asian/Pacific, LGBTQ and other hard-hit communities.

Sort incoming information into topics and find coordinators for each of them, such as (but not limited to):

- Economics-Labor-Unemployment
- Climate
- Health & Safety Protection of workplaces, workers, and the public
- Healthcare and medical analysis
- Housing and houselessness
- Prisons/Jails/ICE detention & people on Death Row
- International (solutions elsewhere, US militarism, piracy and sanctions, labor actions, reports 'on the ground' from Africa, Caribbean, Latin America, Palestine, Asia/Pacific etc.)
- Science and Medicine
- Democratic Rights and repression/surveillance, militarization, police-state tactics
- Agriculture & food (insecurity) & the role of good nutrition
- Spanish-language and bi-lingual programming and national Pacifica Spanish-language channel/website/youtube
- Impact on women (abortion, reproductive rights, domestic abuse, menstrual supplies, etc)
- Critique of corporate media reportage and cover-ups
- Critique of public policy response and exposure of corporate profiteering, bailouts
- Need to make sure some of these key elements are included in each day's broadcast and in any town hall or other national programming developed: eg international content, mutual aid/resistance, differential

impact on communities of color, etc. - develop a template or format for the program produced each day by each station.

TIMELINE

Need to start immediately on identifying producers at all 5 stations, recruiting a tech team that can work on setting up website/youtube channel

ASSOCIATED COSTS

Website development and moderation of comments

Possible need for a single total oversight producer or adviser for all the programming

Checking accuracy on the broadcast material

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All Times Eastern

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Thursday, April 23, 2020

Pacifica National Board

8:30 PM ET

Teleconference

Emergency Session: Special meeting called by Directors Aaron, Lark and Steinberg to discuss finances. Part of the meeting will be in executive session to discuss confidential legal, contractual and personnel issues.

Purpose: Special meeting called by Directors Steinberg, Lark and Aaron.

[Committee Members](#)

Alex Steinberg

Posted: 04/12/2020 - 8:26 PM

pnbalex@gmail.com

Updated :04/12/2020 - 8:26 PM

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

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