

Approved Minutes – Open Session
Pacifica National Board Session
Teleconference Meeting
Thursday, March 2, 2023, 8:30 pm ET
All times are Eastern Time
(meeting notice appended to the end of this agenda)
Directors:

<p>Teresa J. Allen, KPFT, Listener P Adriana Casenave, KPFT, Listener A, excused Jim Dingeman, WBAI, Listener P Vanessa Dixon-Briggs, WPFW, Listener P Fred Dodsworth, KPFA, Listener P William Foster Jr., Affiliate A, excused Sue Goodwin, WPFW, Staff A, excused Heather Gray, WRFG, Affiliate P Donna Grimes, WPFW, Listener P Julie Hewitt, WPFW, Listener P Evelia Jones, KPFK, Listener P</p>	<p>Ali Lexa, KPFK, Staff P Marianne Martinez, KPFT, Listener P James McFadden, KPFA, Listener P Darlene Pagano, KPFA, Staff P Shawn Rhodes, WBAI, Staff P James Sagurton, WBAI, Listener P Sharonne Salaam, WBAI, Listener, excused Akio Tanaka, KPFA, Listener P Beth von Gunten, KPFK, Listener P Egberto Willies, KPFT, Staff A, excused</p>
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Others:

Stephanie Wells, Executive Director P
Arthur Schwartz, Pacifica Counsel P
Markisha Venzant-Sampson, National Business Manager A
Nancy Sorden, Secretary P

1. Preliminary Items

- A. Call to Order by Chair Julie Hewitt at 8:45 pm ET
- B. Roll Call 16 Directors present. Quorum met
- C. Report-out from the executive session of February 23, 2023 meeting of the PNB:
The PNB met in closed session to discuss a confidential financial matter. Also, the PNB concluded two disciplinary matters. The PNB found John Garry guilty of the charges brought against him, and he is suspended as the KPFK LSB secretary and Pacifica teller effective immediately, until he complies with PNB policy. The PNB found Ziri Rideaux guilty of the charges brought against her and she was removed as a KPFK delegate effectively immediately.
- D. Excused Absences - Allen Moved absences be excused; Dixon-Briggs seconded that all PASSED without objection.
- E. Identify Timekeepers – McFadden (persons), Pagano (items)

2. Agenda approval for the open portion of the agenda Chair moved for approval; Dodsworth seconded. Chair noted dates of minutes need correction. Approved without objection.

3. Approve Minutes of February 2 and February 23, 2023
February 23 minutes approval moved by chair; Dodsworth seconded. Approved without objection.

February 2 minutes approval moved by chair; Dodsworth seconded Allen moves to postpone approval until next meeting. Dodsworth seconded. Postponement PASSED without objection.

4. Committee nominations to date (see Appendix); Directors wishing to decline or be nominated:

Coordinating Committee

Evelia Jones, Egberto Willies (via email), and Vanessa Dixon-Briggs decline nomination
Donna Grimes accepts nomination

Governance Committee

Darlene Pagano, Ali Lexa, Shawn Rhodes, Donna Grimes decline nomination
Jim Sagurton, and Vanessa Dixon-Briggs accept nomination

Finance Committee

Vanessa Dixon-Briggs declines nomination
Julie Hewitt accepts nomination

Audit Committee

Fred Dodsworth, Evelia Jones, Beth von Gunten, Teresa Allen decline nomination

Elections Committee

Darlene Pagano, Ali Lexa, Marianne Martinez decline nomination
James McFadden accepts nomination

Personnel Committee

James McFadden, Shawn Rhodes decline nomination

Programming Committee

Fred Dodsworth, Ali Lexa, Elizabeth von Gunten, Teresa Allen decline nomination

Strategic Planning Committee

Vanessa Dixon-Briggs declines nomination
Donna Grimes, Heather Gray accept nomination

5. Motion on Frequency of PNB Meetings – moved and seconded

WHEREAS the PNB passed a motion on October 27, 2022 to meet weekly to deal with the financial situation, making all meetings regular meetings, until it determined that weekly meetings were no longer necessary; and

WHEREAS a combination of stations improving fundraising and fewer unanticipated and nonnegotiable expenses have resulted in the current situation that whether the Foundation is able to make payroll is being resolved with more than a few days' notice, as was the case in Fall 2022;

THEREFORE be it resolved that the PNB establishes a regular meeting schedule on the first and third Thursday of the month, with the first Thursday to include updates from committees.

Pagano moved to amend by adding “beginning in April” to the resolving clause following “establishes a regular meeting schedule”. Dodsworth Seconded

Amendment PASSED with 11 Yes (Allen, Dingeman, Dodsworth, Gray, Jones, Lexa, Martinez, McFadden, Pagano, Rhodes, Tanaka); **2 No** (Grimes, Sagurton); **3 Abstentions** (Dixon-Briggs, Hewitt, von Gunten)

Main motion as amended

WHEREAS the PNB passed a motion on October 27, 2022 to meet weekly to deal with the financial situation, making all meetings regular meetings, until it determined that weekly meetings were no longer necessary; and

WHEREAS a combination of stations improving fundraising and fewer unanticipated and nonnegotiable expenses have resulted in the current situation that whether the Foundation is able to make payroll is being resolved with more than a few days' notice, as was the case in Fall 2022;

THEREFORE be it resolved that the PNB establishes a regular meeting schedule beginning in April on the first and third Thursday of the month, with the first Thursday to include updates from committees.

PASSED with objection.

6. ED Report and Q & A

Gave Financial report; fundraising efforts outcome – goals exceeded, and report on KPFFK bldg. sale. Discussed personnel self-evaluations.

7. General Counsel Report and Q & A ;

Announced the passing of Jerry Manpearl today. Gray recommended PNB send condolences to Jan and family. Jones will coordinate condolences from PNB to Jerry's family.

8. Unfinished business

Cleaned up version of Underwriting motion from 11/17/2022 – Item carried forward

9. New Business - none

10. Motion to Move into Executive Session at 9:45 pm ET; Allen seconded. No objection to moving into Executive Session.

APPENDIX

===== **FOR OPEN SESSION** =====

4. Nominations Thus Far

A. Coordinating Committee (One Director from each station)

- KPFA: Write in: _____; James McFadden; Akio Tanaka
- KPFFK: Write in: _____; Elizabeth van Gunten; Evelia Jones
- KPFT: Write in: _____; Marianne Martinez; Egberto Willies
- WBAI: Write in: _____; James Sagurton
- WPFW: Write in: _____; Vanessa Dixon-Briggs

B. Governance Committee (One Director from each station + Affiliates)

- KPFA: Write in: _____; Darlene Pagano; Akio Tanaka
- KPFFK: Write in: _____; Beth Von Gunten; Ali Lexa _
- KPFT: Write in: _____; Marianne Martinez__
- WBAI: Write in: _____; Shawn Rhodes
- WPFW: Write in: _____; Donna Grimes
- AFFIL: Write in: _____; William Foster

C. Finance Committee (One Director from each station)

KPFA: Write in: _____; Fred Dodsworth; James Mcfadden
KPFK: Write in: _____; Beth von Gunten
KPFT: Write in: _____; Teresa Allen
WBAI: Write in: _____; Jim Sagurton
WPFW: Write in: _____; Vanessa Dixon-Briggs

D. Audit Committee (One Director from each station)

KPFA: Write in: _____; Fred Dodsworth; Darlene Pagano
KPFK: Write in: _____; Ali Lexa; Evelia Jones; Beth Von Gunten
KPFT: Write in: _____; Egberto Willies; Teresa Allen
WBAI: Write in: _____; James Dingeman
WPFW: Write in: _____; Susan Goodwin

E. Elections Committee (One Director from each station)

KPFA: Write in: _____; Akio Tanaka; Darlene Pagano
KPFK: Write in: _____; Ali Lexa; Evelia Jones
KPFT: Write in: _____; Teresa Allen; Marianne MARTINEZ
WBAI: Write in: _____; Shawn Rhodes
WPFW: Write in: _____; Vanessa Dixon-Briggs

F. Personnel Committee (One Director from each station plus Affiliates)

KPFA: Write in: _____; Darlene Pagano; James Mcfadden
KPFK: Write in: _____; Elizabeth Van Gunten; Evelia Jones
KPFT: Write in: _____; Teresa Allen
WBAI: Write in: _____; James Dingeman; Shawn Rhodes
WPFW: Write in: _____; Vanessa Dixon-Briggs
AFFIL: Write in: _____; William Foster

G. Programming Committee (One Director from each station plus Affiliates)

KPFA: Write in: _____; Aki Tanaka; Fred Dodsworth
KPFK: Write in: _____; Ali Lexa Elizabeth Van Gunten;
KPFT: Write in: _____; Egberto Willies; Teresa Allen
WBAI: Write in: _____; James Dingeman
WPFW: Write in: _____; Susan Goodwin
AFFIL: Write in: _____; William Foster; Heather Grey

H. Strategic Planning Committee (One Director from each station plus Affiliates)

KPFA: Write in: _____; James Mcfadden; Fred Dodsworth
KPFK: Write in: _____; Beth von Gunten
KPFT: Write in: _____; Egberto Willies; Teresa Allen
WBAI: Write in: _____; James Dingeman
WPFW: Write in: _____; Vanessa Dixon-Briggs
AFFIL: Write in: _____; William Foster

5. Motion on Frequency of PNB Meetings

WHEREAS the PNB passed a motion on October 27, 2022 to meet weekly to deal with the financial situation, making all meetings regular meetings, until it determined that weekly meetings were no longer necessary; and

WHEREAS a combination of stations improving fundraising and fewer unanticipated and nonnegotiable expenses have resulted in the current situation that whether the Foundation is able to make payroll is being resolved with more than a few days' notice, as was the case in Fall 2022;

THEREFORE be it resolved that the PNB establishes a regular meeting schedule on the first and third Thursday of the month, with the first Thursday to include updates from committees.

MEETING NOTICE:

Thursday, March 2, 2023

Pacifica National Board

Purpose: Regular monthly meeting

Akio Tanaka

Posted: 02/23/2023 - 1:52 PM

8:30 PM ET

Teleconference

Committee Members

akiot04@yahoo.com

Updated: 02/23/2023 - 1:52 PM

Approved at Jan 18, 2024 PNB meeting