

Draft Minutes
 Regular Pacifica National Board OPEN Session
 Teleconference Meeting
 Thursday, March 4, 2021, 8:30 pm ET
 All times are Eastern Time
 (meeting notice appended to the end of this agenda)

Directors:

Wayne Bruce, WPFW, Listener - p	Jim Osborne, KPFK, Listener - p
Chris Cory, KPFA, Listener - p	Ron Pinchback, WPFW, Staff - p
Vanessa Dixon-Briggs, WPFW, Listener - p	Ralph Poynter, WBAI, Listener - p
Lynden Foley, KPFT, Listener - p	Sandra Rawline, KPFT, Listener, vice-chair - p
Jose S. Gutierrez, Jr., KAOS, Affiliate	Lawrence Reyes, KPFK, Listener - p
Heather Gray, WRFG, Affiliate - p	Shawn Rhodes, WBAI, Staff - p
Julie Hewitt, WPFW, Listener - p	James Sagurton, WBAI, Listener - p
Sabrina Jacobs, KPFA, Staff - p	Alex Steinberg, WBAI, Listener, Chair - p
Wally James, KPFT, Staff - p	Andrea Turner, KPFA, Listener
DeWayne Lark, KPFT, Listener, - p	Elizabeth von Gunten, KPFK, Listener - p
Ali Lexa, KPFK, Staff - p	Tom Voorhees, KPFA, Listener

Others:

Lydia Brazon, Interim Executive Director - p
 Anita Sims, Interim Chief Financial Officer - p
 Polina Vasiliev, PNB Secretary – p
 Arthur Schwartz, Pacifica Counsel - p
 John Tatum, Parliamentarian - p
 Marianne Edain, 2021 Recording Secretary - p

Call to Order – Alex 8:38

1. Preliminary items 5 min.

- A. Roll Call
- B. Excused Absences – Jose Gutierrez, Andrea Turner, Tom Voorhees
- C. Identify Timekeepers
 - people James Sagurton
 - topics Lawrence Reyes
- D. Announcements

2. Agenda approval 5 min. The agenda was approved as amended 8:54

3. Approve Minutes of the Open Session of Feb 4 and Feb 25, 2021 3 min.
 The minutes were approved as presented

Report from Arthur Schwartz on New Day agreement 20 min 9:02
 Arthur reported that he followed all the timelines in the bylaws, but had to compromise on the date of filing. NDP seems to be well over the 5% threshold. The notice period will begin Monday. On stations and websites the fair election rules will begin to apply, so no New Day shows will be allowed without equal time.

There was discussion of the timeline of the NDP ballot and the Pacifica elections, and the fact that they would overlap and possibly interfere with one another.
 Arthur reminded the PNB that the issue had been raised a week before and it was decided not to try to combine the two. He doubted that NDP would be flexible but agreed to raise the issue with NDP again. He has sent a draft agreement to the PNB. A document has been signed. All the dates in the agreement are specified by the bylaws.

There was discussion about when the voter list would be available for inspection and correction. The record date is 4-7-21.

It was moved that Arthur be authorized to negotiate with New Day to coordinate with Pacifica elections. The motion was amended to authorize Arthur to renegotiate the timeline by up to 60 days, and to modify the signed agreement. Arthur said the record would be available until 5-7-21.

There being no objection, the motion passed as amended. 9:34

4. Committee Reports – 40 mins

a) Governance Committee 30 minutes.

Two motions came out of the Governance Committee. The first requested postponement of the election timeline motion. The motion was approved.

The second motion was submitted as follows:

The Pacifica National Board (PNB) Governance Committee recommends the following motion to the PNB:

Whereas the Pacifica Bylaws, in Article 5 Section 1 (E) 4, charges the Pacifica National Board (PNB) with “ensuring regular communication with the Members” and this infers an exchange of information and ideas between foundation members and their elected representatives and between members and station and network management, therefore be it resolved:

(LSB On-air Report)

That the (Interim) Executive Director shall instruct each General Manager to make available to the Local Station Board, a minimum of an hour (55 min.) at least every other month, excluding December, between the hours of 6am and 10pm, for the purpose of an on-air LSB Report to the Listener on the state of the station. Each date is to be provided to the LSB Chair and Secretary at least 1 month in advance and unless a program has a multi-day schedule, no show should be preempted more than once a year, and

That each Local Station Board (LSB) shall utilize said time for presentations on the governance work of the board, and on issues concerning the station and network, with at least half of the time of any such report given over to non-LSB member calls, and

That each report shall include approximately 4 members in an equal rotation of all interested members of the LSB in alphabetical order by first or last name as the LSB decides; and that in a year when there are to be LSB / Delegate elections, allowance will be made so that listener-members eligible to run shall be scheduled for participation before nominations open so they will not be on the air after nominations close; and further

(LSB Email)

That station management shall provide an email address to be managed by the LSB Chair and Secretary, that allows for automatic distribution of incoming mail to all members and officers of the LSB, and which shall be uniform throughout the network as in “LSB@kpfa.org”, “LSB@wbai.org”, and “LSB@wpfw.org”. (This already exists at KPFK and KPFT); and further

(On-air Station Mgmt Report to the Listeners)

That station management shall provide an on-air report to listeners at least monthly on the state of the station, with at least half of the time of any such report given over to non-LSB member calls; and

(Community Advisory Board On-air Report)

That at least once per year (perhaps toward the middle of the year), station management shall provide a date with a month’s notice to the Chair and Secretary of the station’s duly appointed or elected Community Advisory Board (CAB) for a 1-hour (55 min.) report by 4 members of the CAB chosen by Single Transferable Voting, with half the time given over to non-LSB and non-CAB member calls; and

(Committee of Inclusion On-air Report)

That at least once per year (perhaps toward the middle of the year), station management shall provide a date with a month's notice to the Chair and Secretary of the station's Committee of Inclusion (COI) for a 1-hour (55 min.) report by 4 members of the COI chosen by Single Transferable Voting, with half the time given over to non-LSB and non-COI member calls; and

(National Mgmt's Biannual On-air Reports to the Membership)

That twice a year, the Executive Director shall coordinate with stations' managements, a live 1-hour (55 min.) appearance across all Pacifica stations. The Chief Financial Officer and additional persons of the ED's choosing, shall report to the listeners, with at least half of the hour given over to non-governance member calls; and

(Station Newsletter)

That all managers are encouraged to produce a downloadable monthly e-newsletter for general distribution to anyone who signs up for it; and further

(Staff Meetings)

That, on at least 3 weeks notice, a station's General Manager and Program Director shall each conduct at least two meetings annually which shall be open jointly to the paid and unpaid staff members. It is recommended that these meetings occur on weekday evenings or on a weekend to allow maximum attendance. This provision is not intended to supersede any contractual obligation to hold meetings with staff.

http://pacifica.org/indexed_bylaws/art5sec1.html

Article Five, Board of Directors of the Foundation, Section 1: Board of Directors - Eligibility, Number, Powers and Duties

E. SPECIFIC POWERS AND DUTIES

Without prejudice to the general powers of the Board set forth above in Section 1D of this Article of these Bylaws, and subject to any limitations set forth in these Bylaws, the ongoing duties and powers of the board shall include, but not be limited to:

(4) Ensuring regular communication with the Members;

The motion passed on a vote of 10 yes, 7 no. Voting yes were Vanessa Dixon-Briggs, Heather Gray, Julie Hewitt, DeWayne Lark, Ron Pinchback, Ralph Poynter, Lawrence Reyes, James Sagurton, Beth von Gunten, and Alex Steinberg. Voting no were Chris Cory, Lynden Foley, Sabrina Jacobs, Wally James, Ali Lexa, Jim Osborne, and Sandra Rawline.

It was requested that the motion be transmitted to the LSBs, the iED, and other relevant parties.

10:10

b) Personnel Committee 5 minutes

Sandra reported that the committee met 3-1-21. She proposed a motion to request the Finance Committee examine salary for a permanent Executive Director or a contractor. The committee needs PNB approval to start that process. The process was suspended last fall for lack of funds to pay an Executive Director.

There was objection to the motion on the grounds that funds are not available and should be found first. This was followed by a great deal of discussion leading to an outline proposed by Lydia for the information necessary to begin the proposed examination and a recommendation to begin this process in June.

Jim – would June be a good time to start?

Lydia – yes. I could send out doc to whoever is going to be working on this. successful ex dir in past were fully staffed. right now its difficult. can give snapshot of what her days look like. a useful dose of reality.

James – assumed when we started that we were looking for a way to pay Lydia. Never suggested that we were going to replace her.

The motion was restated: that the Personnel Committee refer the question of examining salary for an Executive Director to the Finance Committee.

The motion passed on a vote of 14 yes and 3 no. Voting yes were Chris Cory, Vanessa Dixon-Briggs, Lynden Foley, Heather Gray, Julie Hewitt, Sabrina Jacobs, Wally James, Ali Lexa, Jim Osborne, Ron Pinchback, Sandra Rawline, Shawn Rhodes, Andrea Turner, and Alex Steinberg. Voting no were DeWayne Lark, Ralph Poynter, and Lawrence Reyes.

- c) Finance Committee 10 minutes there was no report
- d) Audit Committee 5 minutes the Audit Committee has not been convened. 10:45
- e) Programming Committee 5 minutes

Nancy Salbara-Naritomi is current chair and has agreed to give a short report. She reports on great programming and asks why this is not being aired on KPFA & KPFK. She wants more shows like this with all 5 stations.

f) COVID task force Polina reported that the task force has been dedicated to reducing COVID. They have presented a series of programs, with great turnout. They're working on a special for Women's day 3-8-21, which will be multi-media – radio & video.

5. iED Report & Q & A – Lydia Brazon 10 min.

Lydia reported on preparations for the upcoming election, which is expensive and requires much coordination as well as funds. The process is on schedule but she asks that all involved remain alert. 11:00

6. iCFO Audit Update – Anita Sims, iCFO 10 min.

Anita reported that the audit is on target, she's trying to schedule a meeting with the auditors. They're still working on 2019 books, to be finished by the April deadline and then starting on the 2020 books.

The meeting adjourned at 11:07

Meeting Notice

Thursday, March 4

8:30 PM ET

Pacifica National Board

Teleconference

Regular Monthly Meeting of the PNB

Committee Members

Alex Steinberg

pnbalex@gmail.com

Posted: 03/04/2021 - 6:13 AM