

Draft Agenda - *Public Version*  
Pacifica National Board Session  
Teleconference Meeting  
Thursday, January 26, 2023, 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 Evelia Jones, KPFK, Listener Ali Lexa, KPFK, Staff Marianne Martinez, KPFT, Listener	James McFadden, KPFA, Listener Darlene Pagano, KPFA, Staff 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
---	--

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 executive session of January 19, 2023:

The PNB met in closed session to hear reports about confidential legal and personnel matters. The PNB also passed the following motion:

Whereas on January 5, 2023 the PNB rescinded the KPFA LSB removal of Delegate Elizabeth Milos,

Whereas an officer of the KPFA LSB threatened to exclude Ms. Milos, should the PNB rescind her removal,

Whereas all LSBs are committees of the PNB and required to comply with motions by the PNB,

Be it resolved that any failure by the KPFA officers to reseal Delegate Milos shall void any motions passed by the KPFA LSB, and void any delegate assembly election of KPFA Directors.

Be it resolved that, when representing Pacifica and the PNB, Pacifica General Counsel is authorized to address any Pacifica meeting if requested by any director and shall be admitted and granted the floor as necessary in all good order.

D. Excused Absences

E. Identify Timekeepers & Recording Secretary

2. Agenda approval for the open portion of the agenda – 5 min.
3. Approve Minutes of 1/19/2023 – 5 min.
4. Motion on Financial Austerity at the PNB – 20 min.
5. Motion on KPFK “Representation” on the PNB – 20 min.
6. Motion to Facilitate a Meeting of the KPFK LSB – 20 min.
7. ED Report and Q & A – 20 min.
8. General Counsel Report and Q & A – 10 min.
9. Unfinished business – 5 min.
  - a) Cleaned up version of Underwriting motion from 11/17/2022
10. New Business – 5 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.
11. Motion to Move into Executive Session at a time certain of 10:30 pm ET – 1 min.
12. *Agenda approval for the executive portion of the agenda – 5 min.*
13. *Motion to Amend a Previously Adopted Motion – 5 min.*
14. *Confidential Personnel Matter – 15 min.*
15. *Executive ED Report and Q & A – 15 min.*
16. *Executive General Counsel Report and Q & A – 15 min.*
17. *Unfinished Business – 5 min.*
18. *New Business – 1 min.*
19. *Discuss what from this session may be shared with LSBs in closed session – 5 min.*
20. *Report-out for kpftx.org and for reading at the next open session – 3 min.*
21. Rise and report (includes reading the report-out) – 1 min.

22. Adjourn at a time certain of 12am midnight ET.

\*\*\*\*\*

## **APPENDIX**

### **4. Motion on Financial Austerity at the PNB**

Whereas the Pacifica Foundation is in the midst of a financial crisis, and the PNB should endeavor to minimize its own expenses,

Therefore be it resolved that the PNB will return to the convention of having the foundation secretary be responsible for meeting minutes, obviating the need for a paid recording secretary position, and

Be it further resolved that the PNB will forgo the services of a paid parliamentarian for its meetings and any PNB committee meetings.

### **5. Motion on KPFK “Representation” on the PNB**

Whereas the PNB passed a motion on December 29, 2022 in open session on “Recent Actions by the KPFK LSB” (item #6 on the agenda) stating that “The Directors validly elected by the KPFK LSB in 2022 to serve on the Pacifica National Board will continue to serve in their capacities as Directors until a valid election for 2023 Directors has been conducted by the properly constituted KPFK LSB as recognized by the Pacifica National Board and properly elected Directors are seated by the Pacifica National Board”, and

Whereas the California Corporate Code, § 5220 states in effect that the PNB “may not extend the term of a director beyond that for which the director was elected,”

Therefore be it resolved that until such time as the KPFK LSB meets to elect directors consistent with prior PNB motions on delegates, KPFK will not have voting directors on the PNB, and

Be it further resolved that the PNB invites Evelia Jones, Ali Lexa, and Beth von Gunten, as 2022 directors representing KPFK, to its meetings at which they may be recognized to speak and offer a KPFK perspective on matters before the PNB.

### **6. Motion to Facilitate a Meeting of the KPFK LSB**

Whereas recent PNB resolutions acknowledge the inherent conflict between the bylaws requirement to hold regular 2022 elections and the financial impossibility to do so;

Therefore be it resolved that the PNB authorizes the Chair and the General Counsel to take all appropriate actions to assist in convening the legitimate KPFK Local Station Board restoring the delegates removed illegally and removing the delegates added illegally in order to conduct the legitimate business of the station in conformance with resolutions adopted by the PNB regarding the legitimate composition of the KPFK Local Station Board.

## MEETING NOTICE:

**Thursday, January 26, 2023**

**8:30 PM ET**

Pacifica National Board

Teleconference

**Purpose:** Special meeting to seat the 2023 PNB. Some of the meeting may be closed

**Committee Members**

Alex Steinberg

pnbalex@gmail.com

Posted: 01/26/2022 - 9:57 PM

Updated: 01/26/2022 - 9:57 PM

Streamed [Here](#)

Streamed by Otis Maclay - 713-855-0605 -  
omaclay@gmail.com