

Approved Minutes
Regular Pacifica National Board Open Session
 Teleconference Meeting
Saturday, December 19, 2020, 6:00 pm ET
All times are Eastern Time
(meeting notice appended to the end of this agenda)

Directors:

- | | |
|--|--------------------------------|
| Robin Collier, KCEI, Affiliate absent | Ralph Poynter, WBAI, Listener |
| Chris Cory, KPFA, Listener | Sandra Rawline, KPFT, Listener |
| Vanessa Dixon-Briggs, WPFW, Listener
absent | Lawrence Reyes, KPFK, Listener |
| Lynden Foley, KPFT, Listener absent | Shawn Rhodes, WBAI, Staff |
| Jan Goodman, KPFK, Listener absent,
excused | Eileen Rosin, WPFW, Listener |
| Heather Gray, WRFG, Affiliate | James Sagurton, WBAI, Listener |
| Sabrina Jacobs, KPFA, Staff | Nancy Sorden, WPFW, Listener |
| Wally James, KPFT, Staff | Alex Steinberg, WBAI, Listener |
| DeWayne Lark, KPFT, Listener | Andrea Turner, KPFA, Listener |
| Ron Pinchback, WPFW, Staff. | Polina Vasiliev, KPFK, Staff |
| | Tom Voorhees, KPFA, Listener |

Others:

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

6:12 it was determined that a quorum was present, and the meeting began

Item # Description

1. Preliminary items

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| A. Call to Order by Alex Steinberg, Chair | 6:13 |
| B. Roll Call | 6:18 |
| C. Excused Absences - Jan Goodman's absence was excused | |
| D. Identify Timekeepers | |
| James Sagurton – speakers | |
| Lawrence Reyes - topics | |

2. Agenda approval – the agenda was approved as presented 6:24

3. Approve Minutes of the Open Session of Dec. 3, 2020

There being no corrections, the minutes of the 12-3-20 meeting were approved as presented.

4. Announcement from the Pension Plan Administrative Committee – Dewayne Lark, 4 mins.
 Eileen Rosin, Lawrence Reyes

For a number of years, the Pacifica Foundation has maintained two pension plans:

- a) a 401a plan, known as “The Pacifica Foundation Retirement Plan” —this is the earlier of the two plans, having been adopted on October 1, 1995— and
- b) the more recent 403b plan.

The Pension Plan Administration Committee (Grace Aaron and Dewayne Lark) and the Pension Plan Trustees (Eileen Rosin and Lawrence Reyes), in consultation with staff from Pacifica’s third party (pension plan) administrator, Primark Benefits, staff at NETA, and other advisors, have determined that the 401a Plan should be terminated, effective December 31, 2020.

For some years now, new staff have been enrolled in the 403b plan only and not into the 401a Plan. What remains is to make final distributions from the 401a Plan to its approximately 100 remaining participants; this will be completed over the next 12 months (with funds that have already been set aside for that purpose, per legal requirements.)

The primary advantage of this action is to save time and money by having only one plan to administer rather than two, allowing for greater clarity and fewer complications in our financial management and audits.

6:27

5. Motion condemning attempt to bankrupt Pacifica

The following motion was presented for consideration:

The Pacifica National Board condemns the actions of Director Andrea Turner, Delegates Donald Goldmacher and Christina Huggins in filing a lawsuit to place Pacifica into receivership. These actions are detrimental to the fiscal integrity of Pacifica as they force us to incur legal fees opposing this frivolous suit. There is no merit whatsoever in the claims of the litigants that receivership under their control is the only way to save Pacifica. Furthermore there are numerous misstatements in their legal filing. They conspired behind the backs of the governing bodies of Pacifica to create a non-profit organization meant to take over Pacifica’s assets in the event of a successful outcome of their suit. This can only be construed as an attempt at a hostile takeover of Pacifica and flies in the face of the Pacifica Mission which is grounded in democratic governance and transparency.

There was much vigorous discussion of the motion and its implications.

An amendment to the motion was proposed, to add the names of two other parties to the litigation, Craig Alderson and Sherry Gendelman.

The Parliamentarian ruled that the one subject of the motion on this call should recuse herself.

The amendment passed by a vote of 12 yeas, 0 nays, 4 abstentions, and 1 recusal. The two names are added to the 3 in the original. The parties are Andrea Turner, Christina Huggins, Donald Goldmacher, Craig Alderson, and Sherry Gendelman.

It was made clear that this is not a motion to remove, but rather an expression of outrage on the part of the PNB at this action.

The underlying motion to condemn the attempt to bankrupt Pacifica, as amended, was then brought to a vote.

The votes on both the amendment and the motion were as follows:

Chris Cory – abstain

Heather Gray – yes

Sabrina Jacobs – abstain

Wally James - abstain

DeWayne Lark -yes

Ron Pinchback – yes

Ralph Poynter – yes

Sandra Rawline – abstain

Lawrence Reyes – yes

Shawn Rhodes – yes

Eileen Rosin – yes

James Sagurton – yes

Nancy Sorden – yes

Alex Steinberg – yes

Andrea Turner – recused

Polina Vasiliev – yes

Tom Voorhees - yes

The motion passed - 12 yes, 0 no, 4 abstentions, and 1 recusal.

7:03

The meeting adjourned at 7:06.