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:

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

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

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 effective 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

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.

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APPENDIX
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FOR OPEN SESSION

4. Nominations Thus Far
A. Coordinating Committee (One Director from each station)
KPFA: __ Write in: ____________; __ James McFadden; __ Akio Tanaka
KPFK: __ 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
KPFK: __ 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
KPF: __ 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
KPF: __ 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
KPF: __ 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
KPF: __ 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; __
KPF: __ 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 __
KPF: __ 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