

Approved Minutes – *Open Session*
Pacifica National Board Session
Teleconference Meeting
Thursday, June 01, 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 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 p Sue Goodwin, WPFW, Staff p Heather Gray, WRFG, Affiliate p Donna Grimes, WPFW, Listener p Julie Hewitt, WPFW, Listener p Evelia Jones, KPFK, Listener 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 p Akio Tanaka, KPFA, Listener p Beth von Gunten, KPFK, Listener p Egberto Willies, KPFT, Staff p
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Others:

Stephanie Wells, Executive Director p
Arthur Schwartz, Pacifica Counsel p
Nancy Sorden, Secretary p

1. Preliminary Items – 5 min.

- A. Call to Order by Chair at 8:41 pm
- B. Roll Call
- C. Report-out from the executive session of May 18, 2023 meeting of the PNB:
The PNB met in closed session to discuss confidential contracts and legal and personnel matters. The PNB also passed the following motion: Moved that a national election supervisor be hired as soon as possible.
- D. Excused Absences - **Absences excused without objection**
- E. Identify Timekeepers – **Dodsworth, Gray**

2. Agenda for the open portion of the agenda - **Approved without objection**

3. Minutes of open session from **April 27, 2023 – Approved without objection**

4. Committee Reports

- a) Audit Committee – report from Pagano
- b) Coordinating Committee – **report from Sorden, next meeting scheduled June 29, 2023**
- c) Finance Committee – report from Sagurton - reported on Finance Committee budget process timelines for FY 24 and FY25
- d) Governance Committee (see APPENDIX) – report from von Gunten
von Gunten presented the following motion proposed from the Governance committee:

Motion to Establish a Pacifica National Governance Committee Bylaws Subcommittee

The Pacifica National Governance Committee recommends to the PNB that a Governance Committee Bylaws Subcommittee of up to six people be established to review Pacifica Bylaws for compliance with current California law and to propose appropriate updates as necessary.

Passed without objection

- e) Elections Committee – report from Tanaka – will meet next June 7
- f) Programming Committee – report from Gray – a national program is under discussion
- g) Strategic Planning Committee – report from Dingeman – committee heard from an AI rep
- h) Personnel Committee – report from Grimes – no quorum at first meeting, another meeting scheduled for June 5

von Gunten proposed the following motion:

I move that the PNB direct the Personnel Committee to meet at the earliest opportunity, and regularly, and sufficiently to catch up with and carry out their mandate, and report back to the PNB with other committees the next time and every time Committee Reports are given.

The motion did not pass – 4 yes; 13 no; 3 abstentions

- i) Development Taskforce – report from von Gunten
- j) Technology Taskforce – report from Dingeman - have had 6-7 meetings dealing with CPB process

5. Affiliates Report – report from Foster on activities of the Affiliates’ Office and of the Affiliate Stations.

6. ED Report and Q & A – discussed written report, including update on Elections (NES and an assistant hired, status of KPFFK bldg. sale, and unit and national financials

von Gunten moved

the PNB authorizes and directs the ED to provide the NES with everything necessary to carry out all election related responsibilities.
Vanessa Dixon-Briggs seconded.

Passed 16 Yes; 1 No; 3 Abstentions

7. General Counsel Report and Q & A - discussed cases ended and ongoing

Pacifica vs. Turner case – gone; Rideaux case – Judge not inclined to reverse his tentative ruling; New Day – Judge said listener vote and staff vote were properly separate; ongoing lawsuit regarding employment discrimination at KPFA; Lawsuit from our insurance company – wants money back that they never gave Pacifica and wants to cancel directors’ insurance policy

8. Unfinished business – none

9. New Business – none

10. Motion to Move into Executive Session at 10:40 pm

Passed without objection.

APPENDIX

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

4d. Motion to Establish a Pacifica National Governance Committee Bylaws Subcommittee

The Pacifica National Governance Committee recommends to the PNB that a Governance Committee Bylaws Subcommittee of up to six people be established to review Pacifica Bylaws for compliance with current California law and to propose appropriate updates as necessary.

MEETING NOTICE:

Thursday, June 1, 2023

Pacifica National Board

Purpose: Regular meeting. Part of the meeting may be in closed session.

Agenda

[View Text](#)

Julie Hewitt

Posted: 04/27/2023 - 4:41 PM

8:30 PM ET

Teleconference

Committee Members

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Updated :04/27/2023 - 4:41 PM

Minutes approved at January 18, 2024 meeting of PNB