

Approved Minutes
Pacifica National Board Regular Monthly Meeting, Public/Open Session
Teleconference Meeting
Thursday, Nov. 14, 2019, 10:00 pm ET
(Approved on Nov. 21, 2019)
(The posting of this meeting is copied at the end of these minutes)

Directors:

Grace Aaron, KPFK, Listener
DeWayne Lark, KPFT, Listener
Martha Peterson, WPFW, Listener
Ron Pinchback, WPFW, Staff
Ralph Poynter, WBAI, Listener
Lawrence Reyes, KPFK, Listener
Shawn Rhodes, WBAI, Staff
Eileen Rosin, WPFW, Listener
James Sagurton, WBAI, Listener
Nancy Sorden, WPFW, Listener
Alex Steinberg, WBAI, Listener
Tom Voorhees, KPFA, Listener

Others:

John Tatum, Parliamentarian
Otis Maclay, Webmaster, web streamer

Item # Description

Time

1. Preliminary items

10 min.

- A. Call to Order by Chair Pro Tem, Lawrence Reyes -- 10:52 pm eastern time
(The meeting starts late due to an earlier closed session running overtime and technical delays.)
- B. Roll Call by Secretary Pro Tem
- C. Elect a Chair Pro Tem -- Lawrence Reyes re-elected by acclamation
- D. Elect a Vice Chair Pro Tem -- Dewayne Lark re-elected by acclamation
- E. Elect a Secretary Pro Tem -- Grace Aaron re-elected by acclamation
- F. Excused Absences -- absences are excused for all Directors who asked for excused absences
- G. Identify Timekeepers -- the Chair is keeping time
- H. Report Out from Nov. 14, 2019 Closed Session that was held earlier in the evening:

The Pacifica National Board passed the following motion:

The Pacifica National Board tasks the Pro Tem Officers with the responsibility to search for a Pacifica Counsel. Choices for this engagement are to be presented to the PNB at the next PNB Closed Session. Other PNB Directors should be consulted and are encouraged to offer suggestions. If an emergency legal issue arises before a new Pacifica Counsel is engaged, the PNB authorizes the Pro Tem Officers to engage a temporary Legal Counsel to handle any such emergency legal matter.

The Pacifica National Board also approved the termination of the interim Executive Director.

Further, the Board appointed its Chair Pro Tem, Lawrence Reyes, to be the interim Executive Director temporarily and has scheduled a continuation of its executive session of Thursday, Nov. 14, 2019 for Sunday, Nov. 17 at 8 pm eastern time.

- 2. Agenda Approval** **5 min.**
3. Minutes Approval – approve minutes of Nov. 7, 2019 Meeting **3 min.**

Minutes are approved – 11:06 pm

- 4. MOTION – About Pacifica Counsel Replacement - Grace Aaron** **10 min.**

(This motion was adopted in the earlier Closed Session of Nov. 14, 2019 and is reflected in the above Report Out of that meeting.)

- 5. Committee Reports** **14 min.**

- a) Audit Committee Report – Eileen Rosin** **4 min.**

Eileen gives an update on the regular Audit and Pension Plan Audit

- b) Motions from WBAI Local Station Board** **10 min.**

Two motions were sent to the PNB from the WBAI Local Station Board. The first one was taken up in closed session on November 14, 2019 and resulted in the termination of the iED. Consideration of the second motion was postponed to after Agenda Item 7 and becomes Agenda Item 8 below.

- 6. MOTION from Dewayne Lark:**

Correct KPFT LSB records to reflect that Delegate Michelle Milligan, first runner up of the previous election, replaced Delegate KC Sinclair which seat was vacated by three consecutive unexcused absences at the end of the KPFT LSB meeting of April 10, 2019.

And that Delegate Susie Moreno, next runner up, replaced Delegate Danae Moreno whose resignation was announced on the KPFT LSB meeting of May 15, 2019. (see below for full info about this motion and attachments).

Motion passes without objection 12:08 am Nov. 15, 2019

- 7. Mediation Motion by Chris Cory, Nancy Sorden and Eileen Rosin**

1) we hereby submit the attached motion for consideration by the PNB.

2) in this state of intractable deadlock, there is no purpose in any further PNB meetings, and we will not be able to participate in any more PNB meetings until the mediation or facilitation, not legally binding, has created the level of consensus needed to constructively move forward.

3) for purposes of mediation/facilitation, we propose that all members of the the board have input into coming up with lists of "problems" and "solutions" that we all agree on and use to develop a plan for implementation that is also agreed upon by all.

RSVP with your thoughts. please get back to us ASAP. the sooner we get this started, the sooner we get to TRULY saving Pacifica.

Authored/backed by:

Chris Cory, Eileen Rosin, and Nancy Sorden

Alternative (Substitute) motion from Eileen Rosin on Mediation:

Whereas the level of conflict and seemingly intractable differences among members of the 2019 Pacifica National Board (PNB) have led to paralysis in conducting the Foundation’s business, and

Whereas the urgency of the issues to be taken up by the PNB demands immediate and focused attention from that same body,

We move to seek facilitation/mediation/reconciliation (or any other effective methodology) of the current disputes to resolve these differences sufficiently to allow all PNB directors to work together for the survival and flourishing of the Pacifica Foundation as a whole and of its parts.

We further move that the type of mediation and other particulars* be proposed by any and all members of the PNB, and that the PNB call a special meeting to discuss and select from among the proposals.

Amendment by Grace Aaron to Eileen Rosin’s Substitute Motion to be added at the end of the main motion:

This motion does not in any way impede or curtail the ability of the PNB to meet or function, nor does it postpone or nullify PNB meetings, actions or decisions.

Amendment passes: Y: 11, N: 1 (Poynter)

Main Motion as amended passes: Y: 8, N: 1, A: 3

Yes: Aaron, Peterson, Reyes, Rhodes, Rosin, Sagurton, Sorden, Steinberg

No: Poynter

Abstain: Lark, Pinchback, Voorhees

Motion to Adjourn passes without objection – 12:45 am Nov. 15, 2019

The following item was not taken up:

8. Motion to create a Commission of Inquiry – Passed by the WBAI LSB on Nov. 13, 2019

Whereas the illegal and unauthorized shut down of WBAI has caused inordinate damage both to WBAI and to the entire Pacifica network; and Whereas proposals are being brought forward for mediation to the Pacifica National Board; and

Whereas any genuine mediation, and all other circumstances, require a truthful account of exactly what transpired to bring about the events at WBAI and Pacifica that occurred on and around October 7, 2019 and such information is important to obtain under any circumstances; Be it hereby Resolved that WBAI LSB urges the Pacifica National Board to immediately create a Commission of Inquiry.

The Commission of Inquiry would be tasked with investigating how the unauthorized shut down of WBAI was planned, who the actors were, and how the action was prepared.

The Commission of Inquiry, will request that all actors in the process provide testimony and all documents deemed by the Commission to be relevant to the inquiry be made available to the commission.

The hearings of the Commission shall be held in public and webstreamed live to the entire Pacifica community.

Submitted by Mitchel Cohen

The rationale for the KPFT motion – Dewayne Lark

As you can see for the approved minutes posted at KPFTx.org, KC Sinclair was not present or excused on the KPFT LSB meetings of March 20, March 27 and April 10, 2019. It means that at 10:07 PM (when the April 10, 2019 LSB meeting finished), KC Sinclair seat was vacant (***Article Four, Delegates, Section 9: Removal of Delegates**).

According to the Pacifica Foundation Bylaws (****Article Four, Delegates, Section 10: Filling of Vacancies**), the first runner up from the previous election will fill that vacancy which went to reelection in 2019. In the attached picture of the runners up of the election, the first runner up was Michelle Milligan, subsequently she must fill the KC Sinclair vacant seat.

At the KPFT LSB meeting of May 15, 2019 the chair announced that Delegate elected Danae Moreno resigned, which means that the next runner up (Susie Moreno), must fill that vacant seat which goes to reelection in 2021.

The motion tonight to be approved by the PNB should correct the names of the Delegates replaced as follows:

"Correct KPFT LSB records to reflect that Delegate Michelle Milligan, first runner up of the previous election, replaced Delegate KC Sinclair which seat was vacated by three consecutive unexcused absences at the end of the KPFT LSB meeting of April 10, 2019.

And that Delegate Susie Moreno, next runner up, replaced Delegate Danae Moreno who's resignation was announced on the KPFT LSB meeting of May 15, 2019."

(*) Article Four, Delegates, Section 9: Removal of Delegates:

"...(C) failure of a Delegate to attend three consecutive Local Station Board meetings, which absence have not been excused by a majority vote of the LSB members present at the meetings in question;..."

(**) Article Four, Delegates, Section 10: Filling of Vacancies:

"If a Delegate position becomes vacant mid-term, that Delegate shall be replaced for the remainder of his/her term by the highest ranked candidate from the last election of Delegate for that Class of Members for that station who was not elected and who is available and continues to meet the Delegate eligibility requirements as set forth in Section 2 (A) or 2 (B) of this Article of these Bylaws....."

Meeting Notice:

Thursday, November 14, 2019 10:00 PM ETPacifica National Board Teleconference

Emergency Session: Election issues, governance, finance, Affiliate Director election, Audit update, etc. This meeting is called by Dewayne Lark, James Sagurton, Shawn Rhodes, Ron Pinchback, Grace Aaron and Tom Voorhees.

Purpose: Election issues, governance, finance, Affiliate Director election, Audit update

Committee Members Grace Aaron graceaaron@gmail.com Posted: 11/07/2019 - 12:03 AM Updated: 11/07/2019 - 12:03 AM Streamed [Here](#) The direct link is <http://kpftx.org:6280> Also [Here](#)

**Respectfully Submitted,
Grace Aaron, PNB Secretary Pro tem**

