

**Approved Minutes
Pacifica National Board Open Session
Teleconference (continuation) Meeting
Thursday, April 13, 2023, 8:30 pm ET**

Directors

Teresa Allen, KPFT, Listener – P

Ali Lexa, KPFK, Staff - P

Adriana Casenave, KPFT, Listener – P

Marianne Martinez, KPFT, Listener - P

Jim Dingeman, WBAI, Listener – P

James McFadden, KPFA, Listener - P

Vanessa Dixon-Briggs, WPFW, Listener –P

Darlene Pagano, KPFA, Staff - P

Fred Dodsworth, KPFA, Listener – P

Shawn Rhodes, WBAI, Staff - P

William Foster Jr, Affiliate – P

James Sagerton, WBAI, Listener - P

Sue Goodwin, WPFW, Staff – P

Sharonne Salaam, WBAI, Listener - P

Heather Gray, WRFG, Affiliate – P

Akio Tanaka, KPFA, Listener - P

Donna Grimes, WPFW, Listener – P

Beth Von Gunten, KPFK, Listener - P

Julie Hewitt, WPFW, Listener – P

Egberto Willies, KPFT, Staff – Ex Ab

Evelia Jones, KPFK, Listener -P

Others:

Stephanie Wells, Executive Director

Arthur Schwartz, Pacifica Counsel

Marianne Martinez, Recording Secretary

1.) Meeting called to order at 8:36 EST.

Attendance taken all board members present except for Egberto Willies. Excused absence, no objections.

2.) Adriana Casenave, Point of Order.

Point Of Order:

I ask to immediately stop the seating of the Directors that are not eligible to serve as 2023 PNB Directors because:

To be eligible to serve as Director you must be a Delegate as stated on "Article Five, Board of

Directors of the Foundation, Section 1 : Board of Directors-Eligibility....." pasted below (*).
Some of the people called on this Roll Call are ineligible to serve because they are not

Delegates according to the Pacific Foundation Bylaws "Article Four, Delegates, Section 8:

Etc....

This issue was ruled on previously, therefore was ruled out of order by the Chair.

3.) Julie Hewitt, report out from Executive Session

4.) Designate timekeepers: Heather Gray, people. Darlene Pagano, items.

5.) There were no minutes to approve. Current agenda approved, no objections.

6.) Committee Reports

A.) Audit. Darlene Pagano gave the report. The committee met April 3rd. Susan Young pro tem chair pending election. Next meeting to be on Monday, April 17, 2023. The committee adopted the following motion by unanimous vote to be forwarded to PNB for a vote.

Whereas the conducting of timely audits is a cornerstone of fiduciary responsibility and best practices for non-profit organizations;

Whereas the California Non-Profit Integrity Act of 2004 calls for the creation of an Audit Committee for all non-profit organizations with \$2 million or more in annual budget and that the Audit Committee recommends to the governance body of the non-profit corporation the selection of the auditor;

Now therefore be it resolved that the Pacifica National Audit Committee recommends the engagement of Rogers and Company to perform the 2022 audit and provide for a rotation of audit partners for the engagement.

Motion was approved as amended by chair to include PNB.

B.) Coordinating. Julie Hewitt reported. This committee has not yet met.

C.) Finance. James Sagerton reported. The committee met on April 4th. Discussed 8% fee from stations in distress for central services. Budget timelines available for next PNB meeting.

D.) Governance: Aki Tanaka. Committee scheduled to meet on April 26th

E.) Elections: Vanessa Dixon-Briggs. Meeting scheduled for April 18th @ 8:30 pm

F.) Programming: Heather Gray. 1st meeting will be April 17 @ 8:30 pm

G.) Strategic Planning. Jim Dingeman. Committee met on Monday, Next meeting May 8th. Will meet 1st Monday of the month. Discussed evaluating programs, short- & long-term planning.

H.) Development: Beth von Gunten, Chair. Provided the following report:

Pacifica National Development Task Force

Report to the PNB

Thursday, April 13, 2023

The Pacifica National Development Task Force held its regular monthly meeting on Monday, March 27, 2023 with eight participants. Pacifica Executive Director Stephanie Wells provided an update and took questions. Discussion revolved around sale of the KPFK building, updating Pacifica's Allegiance member database in preparation for Pacifica Delegates elections later this year, Pacifica's current GuideStar and Charity Navigator ratings, and other related matters. The next regular meeting of the Pacifica National Development Task Force is scheduled for Monday, April 24, 2023 at 8:30pm ET, 5:30pm PT, as posted to kpftx.

I.) Covid-19 task force – no report

J.) Technology. Jim Dingeman. Preparing for CPB grant

K.) Personnel. Donna Grimes, convener. No report currently.

7.) Motion to seat KPFK LSB Delegates from 2021 Election. Teresa Allen.

Chair Hewitt called the motion out of order as the PNB has no authority to make this decision. Ruled Motion out of order. Allen challenged the decision of the Chair. Debate ensued then votes were taken on the following: Motion to uphold the Chair's decision, ruling that Teresa Allen's Motion to seat KPFK delegates is out of order. Uphold the decision of the Chair.

Teresa Allen – No

Evelia Jones -No

Adriana Casenave – Yes

Ali Lexa -No

Jim Dingeman – Yes

Marianne Martinez - No

Vanessa Dixon Briggs – Yes

James McFadden - Yes

Fred Dodsworth – No

Darlene Pagano - No

William Foster Jr – Yes

Shawn Rhodes - Yes

Sue Goodwin – Abstain

James Sagerton - Yes

Heather Gray – Yes

Sharonne Salaam -No

Donna Grimes –Yes

Akio Tanaka - No

Julie Hewitt – Yes

Beth von Gunten – Yes

Votes were : 8 – No, 11 – Yes and 1 abstention. Motion to uphold the Chair's decision passed.

8.) Report on April 2nd KPFK LSB meeting.

Beth von Gunten and Ali Lexa reported that the board failed to make quorum and they are currently without officers.

9.) Update on WPFW lease. There is an option to move to cheaper space however it is smaller. Committee looking into another location. Renewal of the current lease is no longer an option.

10.) Executive Director Report

See attachment.

11.) General Counsel Report

General Council reported about the Court decision in Rideaux v Pacifica, and advised the Board that the Court had ruled that Pacifica had to hold whatever elections it was supposed to have in 2022, and whatever election it is required by its bylaws to have in 2023 by December 31, 2023. All other requests, including the assertion that certain Delegates and Directors had to be removed and replaced, that the Los Angeles building sale should be enjoined, and that resolutions adopted by the PNB since January 2023 should be voided, were denied. The lawsuit, absent an appeal, will not be back in court until 2024.

12.) no unfinished business

13.) Fred Dodsworth motion moved to closed session

Open session concluded at approximately 10 pm

Minutes approved at April 27, 2023 meeting of PNB