

Approved minutes – *Open Session*
Pacifica National Board Session
Teleconference Meeting
Thursday, April 27, 2023, 8:30 pm ET
All times are Eastern Time (ET) unless noted otherwise.
Directors:

<p>Teresa J. Allen, KPFT, Listener p Adriana Casenave, KPFT, Listener p Jim Dingeman, WBAI, Listener p Vanessa Dixon-Briggs, WPFW, Listener p Fred Dodsworth, KPFA, Listener a - excused 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</p>	<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</p>
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Others:

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

1. Preliminary Items

- A. Call to Order by Chair at 8:40 PM ET
- B. Roll Call by the Chair
- C. Report-out from the executive session of April 13, 2023 meeting of the PNB:
The PNB met in closed session to discuss confidential legal matters and confidential disciplinary matters.
- D. Excused Absences - Fred Dodsworth excused absence – No objection
- E. Identify Timekeepers James McFadden – people; Julie Hewitt – items

Point of Order by Adriana Casenave –

Asks 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 , Number, Powers and Duties B. ELIGIBILITY

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: Terms of Office; Term Limits

The Chair noted that POO was not well taken, as when previously raised.

2. Agenda approved for the open portion of the agenda without objection
3. Approved corrected minutes of open session of Feb 23, 2023 without objection
Approved minutes of open session of March 30, 2023 without objection
Approved minutes of open session of April 13, 2023 without objection
4. ED Report and Q & A
Announcement from Beth von Gunten regarding a call-in Q&A on the future of Roy Tuckman time slot Monday May 1, 2023 at 7 pm PT
5. General Counsel Report and Q & A no report
6. Motion on KPFT Delegate Mike Lewis – moved by Adriana Casenave and seconded by James McFadden

Be it resolved that the PNB verify the violation of the Bylaws and order the KPFT LSB to comply with the Pacifica Foundation Bylaws Article Four, Delegates, Section 8: Terms of Office, Term Limits (*pasted below) and replace termed out Delegate Mike Lewis with the next runner-up from the previous election, Rodrigo Bravo because Delegate Mike Lewis has been sitting on the KPFT LSB for over 8 years without a 12 consecutive months break.

Chronological explanation – see Addendum

Aki Tanaka proposed a substitute motion:

Whereas the postponement of the 2022 election to 2023 and delays in prior years have disrupted the timing of terms,

Whereas exigent circumstances of different kinds not anticipated by the Bylaws have resulted in these delays for which the Bylaws offer no road map to deal with remedies or consequences,

Therefore, be it resolved that the Chair create a working group to consider a holistic approach to address inconsistencies and omissions in the Bylaws and recommend options to deal with the impact of election delays on defining terms.

Substitute motion was Seconded and Passed with 14 yes, 4 No, 2 abstentions (Roll call recorded on stream)

Main motion as amended by the Substitute motion Passed with 15 yes; 5 No; 0 abstentions (Roll call recorded on stream)

The Chair announced that she will appoint members for this working group from each station.

7. Update on KPFFK LSB meetings and KPFFK officer elections by Directors from KPFA and others Directors who also attended.

8. Unfinished business - none

9. New Business -none

**Motion to move to Executive Session at 10:36 PM ET; seconded
Passed with no objections.**

APPENDIX

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

6. Motion on KPFT Delegate Mike Lewis

Be it resolved that the PNB verify the violation of the Bylaws and order the KPFT LSB to comply with the Pacifica Foundation Bylaws Article Four, Delegates, Section 8: Terms of Office, Term Limits (*pasted below) and replace termed out Delegate Mike Lewis with the next runner-up from the previous election, Rodrigo Bravo because Delegate Mike Lewis has been sitting on the KPFT LSB for over 8 years without a 12 consecutive months break.

ADDENDUM

This issue is not covered by any decision/motion the PNB made in 2022 or 2023 because Delegate Mike Lewis was termed out in March 2021.

Chronological Explanation of Violations:

KPFT LSB Delegate Nancy Saibara-Naritomi pointed out to KPFT LSB that Delegate Mike Lewis has been sitting at KPFT LSB for over 8 years without a 12 consecutive months break. (I raised a Point of Order at the KPFT LSB meeting on February 8, 2023 and emailed the Facts to KPFT LSB).

The KPFT LSB chair, (without any input from the LSB and without including in it any of the members who discovered the violations) appointed a three (3) members Ad Hoc Committee to investigate the problem (Marianne Martinez, Sean McPherson and Lilian Care).

At the March 8, 2023 KPFT LSB meeting, the Ad Hoc Committee Chair, Marianne Martinez, gave a report (Lilian Care wasn't present at the meeting). According to the Approved Minutes of March 8, 2023 (*Minutes Approved on April 12, 2023. Attached to email*). The Ad Hoc Committee decided that Lewis was "off the LSB for the 2019 term" [without any written

report and without any proof of their findings or rebuttal of facts previously presented and pasted below (**)].

KPFT LSB's "super majority including Delegate Mike Lewis" allows no dissent and quickly mutes and drops any member who tries to speak.

()** **FACTS** from the approved KPFT LSB minutes (and audios) posted on the Pacifica Foundation's website:

1. March 11, 2015 Mike Lewis is seated as a listener runner up to replace Ms. Melinda Iley-Dohn.
2. In November 2015, Mike Lewis ran as Staff member, was elected (2nd place) and served as Staff Delegate until the meeting of January 8, 2019 (giving with his presence at that controversial meeting the magic # 12 for quorum). *The posted Minutes of January 8, 2019 KPFT LSB meeting were approved on April 10, 2019. (Attached to email).*
3. On August 14, 2019, Mike Lewis (runner up #5 in the 2018 elections) was seated again with runner up #7 Tom Harper and runner up #6 Akua Holt to replace Staff members Joseph Davis, Vinishia Patel-Adams and Wendy Schroell. *The posted Minutes of August 14, 2019 KPFT LSB meeting were approved on January 8, 2020. (Attached to email).*
4. In November 2019, Mike Lewis was re-elected and is serving continuously until now. Mike Lewis was off the KPFT LSB only from February 2019 to July 2019. Obviously failing to meet the requirements of the Pacifica Foundation Bylaws:

(*) Article Four, Delegates, Section 8: Terms of Office; Term Limits

"A Delegate's term of office shall be three (3) years, beginning in December. A Delegate may serve a maximum of two consecutive 3-year terms, and in no event more than six (6) consecutive cumulative years without a one year (12 consecutive months) break. If a Delegate serves as elected or alternate for an incomplete year, those month/s of service must be counted towards the six years cumulative limit. Only a one year (12 consecutive months) lapse as Delegate will trigger the reset of the 6 years cumulative limit."

MEETING NOTICE:

**Thursday, April 27, 2023
Pacifica National Board**

**8:30 PM ET
Teleconference**

Committee Members

Nancy Sorden

nancy.sorden@wap.org

Posted: 04/19/2023 - 10:51 AM

Updated :04/19/2023 - 10:51 AM

Minutes approved at June 1, 2023 PNB meeting