

Approved Minutes - Open Session
Pacifica National Board Session
Teleconference Meeting
Thursday, June 15, 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 p
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

Others:

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

1. Preliminary Items – 5 min.

A. **Called to Order** by Chair at 8:40 pm

B. **Roll Call** - met quorum

C. **Report-out from the executive session of June 8, 2023** meeting of the PNB:

The PNB met in closed session and took the following two actions which may be reported publicly:

Motion #1 on Negotiating Lease for 1990 K St. NW:

Whereas it is critical to have one person, having the authority to conduct negotiations and acting throughout the process, to negotiate to extend the lease for WPFW to stay at its current location;

Whereas the appointed individual may choose to be supported by others as necessary, such as the General Counsel;

Therefore be it resolved that the Executive Director is the sole person designated to represent the Pacifica Foundation in conducting negotiations with the 1990 K St. NW landlord or their designated representatives;

Be it further resolved that no other individual may contact the 1990 K St. NW landlord or their designated representatives and represent themselves as speaking for the Pacifica Foundation regarding lease negotiations except at the invitation of the Executive Director. This provision applies to the WPFW General Manager, the Real Estate Broker, any delegate on the WPFW LSB, any member of any WPFW relocation committee, or any other member of the Pacifica Foundation.

Motion #2 on Constitution of WPFW Relocation Committee:

Whereas the PNB passed a motion in 2022 limiting the membership of LSB committees dealing with confidential financial matters to elected delegates and/or officers;

Whereas the term confidential financial matters includes identifying a new location to be leased by Pacifica for WPFW; and

Whereas the Pacifica bylaws, in Article Seven, Section 4 reserves for the PNB any corporate powers not expressly delegated to an LSB and no such delegation has occurred for purpose of the WPFW lease;

Therefore be it resolved that the WPFW Relocation Committee should be reconstituted following these requirements:

- There shall be three ex officio members, who shall be the General Manager, Chief Engineer and the LSB Treasurer; and
- There shall be a maximum of ten members of the committee, including the ex officio members, with the remaining members to be elected by the WPFW delegates from the current WPFW delegates and officers using the Single Transferable Voting method.

Be it further resolved that the WPFW Relocation Committee is charged with working with the Real Estate Broker to review locations identified by the Real Estate Broker, to refine those locations to a small set of acceptable locations, and to determine by consensus a preferred location, as soon as possible but within the time frame as determined by the renegotiated lease with the landlord at 1990 K St. NW. Only the Executive Director and the Real Estate Broker are authorized to discuss terms or negotiate with any prospective landlord.

D. Excused Absences - No absences to excuse

von Gunten moved to refer issue about changing current practice on excusing absences, without notice being given, to Governance committee
Motion Passed without objection.

E. Identify Timekeepers - Dodsworth (people), Pagano (items)

2. **Agenda approval** for the open portion of the agenda
von Gunten moved to add petition to address grievance from Eric Jacobson 2nd added by Casenave

Amendment **passed without objection**

Amendment to Move into Executive Session at time certain of 9:45 pm extended to 10:44 by 2/3 with objections from Goodwin, Dodsworth and Lexa

3. **Approve minutes** of open sessions – none presented.

4. **Motion on Chair Pro Tem of WPFW Relocation Committee** (see APPENDIX)
Motion on Chair Pro Tem of WPFW Relocation Committee proposed by Chair and seconded

The Pacifica National Board thanks the former members of the WPFW Relocation Committee for their service and resolves that Kamau Harris shall be the Chair Pro Tem of the WPFW Relocation Committee, until the reconstituted committee elects a chair.

Passed without objection

5. **Motion in Support of Elections Timeline** (see APPENDIX)

Motion in Support of Elections Timeline proposed by Chair 2nd by Dingeman

The Pacifica National Board supports a decision by the National Elections Supervisor to extend both the period for membership and the candidate sign-up period into July.

Dingeman proposed amending to specify “to July 31” instead of what was there - “into July”

Passed 14 Yes (Allen, Dingeman, Dixon-Briggs, Foster, Goodwin, Grimes, Jones, Lexa, Martinez, Pagano, Rhodes, Sagurton, Tanaka, Willies); **3 No** (Dodsworth, Hewitt, von Gunten); **3 Abstentions** (Casenave, Gray, McFadden)

von Gunten proposed to amend to
replace CANDIDATE SIGN UP
with "**declaration and qualification**"

Casanova proposed to amend

The amendment to replace with “candidate declaration and qualification”
with “**and the candidate nomination period which includes declaration and qualification**”

Passed without objection

Main motion as amended

The Pacifica National Board supports a decision by the National Elections Supervisor to extend both the period for membership and the candidate nomination period which includes declaration and qualification to July 31.

Passed without objection

6. ED Report and Q & A

7. **General Counsel Report and Q & A** - no report.

8. **Unfinished business** - none

9. New Business

Petition to the PNB for Redress of Grievances from Director Elizabeth von Gunten on behalf of Pacifica Elections Committee Member Eric C. Jacobson and KPFK membership

1) At the June 7, 2023 PNB Elections Committee meeting, Eric C. Jacobson, duly elected Elections Committee Member representing KPFK, was improperly removed as a Member and actively and deliberately excluded from the meeting, depriving Mr. Jacobson of his rights as a Member, and KPFK of its chosen representation on the Committee, without notice, due process, or valid grounds.

2) As a consequence, Director Elizabeth von Gunten was also improperly excluded from the same meeting, despite extensive and persistent efforts to attend, thus depriving both of any chance to address this injustice then and there, to prevent the need for PNB intervention.

3) Mr. Jacobson was duly elected a KPFK Delegate in December, 2019, and elected to represent KPFK on the Elections Committee at the LSB meeting of October 23, 2022, replacing Michael Novick when Mr. Novick was appointed KPFK iGM.

4) Mr. Jacobson has neither resigned nor is he deceased, nor has he engaged in any disqualifying act, nor exhibited conduct adverse to the best interests of the Foundation, nor has there been an election to replace him. Therefore, in accord with Pacifica bylaws, ROHN 13:23, and PNB resolution Mr. Jacobson **remains a Member** of the Elections Committee **until replaced by a duly elected replacement**.

5) No committee has the authority to take such unilateral action without referring the matter to the PNB for approval.

6) With Pacifica Elections actively underway, this unjustified and wholly inappropriate preemptive attempt to alter the roster of the Elections Committee, without notice, due process, or justification, by Committee Members openly aligned with one faction, to exclude a Member not similarly aligned, puts Pacifica at risk of violating the April 10, 2023 Injunctive Ruling in Rideaux v. Pacifica, in which Pacifica as a whole, Akio Tanaka, Julie Hewitt, James Sagurton, Ali Lexa Al-Hilali, and Sharonne Salaam are enjoined from "violating the terms of the bylaws regarding the Elections process of Delegates."

7) Therefore, to prevent further legal jeopardy, Pacifica must act immediately to correct these egregious violations, restore KPFK's rightful representation, and return Mr. Jacobson to his rightful place as an Elections Committee Member, pending investigation.

8) In light of the recent Court ruling in Rideaux v. Pacifica, and with Pacifica Elections underway, Pacifica must undertake an immediate investigation to determine and document what transpired in the Elections Committee to create this situation, and report back to the PNB at its next meeting.

9) If the Committee's or individual Members' actions are proven to have been deliberate and coordinated, as we can document that they were, then corrective disciplinary action must also be undertaken.

10) On behalf of Pacifica Elections Committee Member Jacobson and KPFK membership, Director von Gunten hereby petitions the PNB for immediate redress of these grievances.

von Gunten moved that the PNB restore Eric C. Jacobson to his rightful place as duly elected KPFK Elections Committee Representative until his replacement is properly elected, and that the PNB assign a Work Group to conduct an investigation into the recent attempt to remove him from that committee, to report back to the PNB at the next regular PNB.

Sagurton seconded.

Dodsworth moved to postpone until the next meeting.

Failed 8 Yes (Allen, Dodsworth, Grey, Jones, Lexa, Martinez, Pagano, Willies); **9 No** (Casenave, Dingeman, Dixon-Briggs, Foster, Hewitt, McFadden, Rhodes, Sagurton, von Gunten); **1 Abstention** (Tanaka)

Casanave moved to extend time certain until 11:06 pm

von Gunten seconded

Failed to get 2/3 of those voting. 10 Yes (Allen, Casenave, Dingeman, Dixon-Briggs,

Foster, Hewitt, McFadden, Rhodes, Sagurton, von Gunten); **6 No** (Jones, Lexa, Martinez, Pagano, Tanaka) **1 Abstention** (Gray)

Vote on von Gunten motion not taken

Motion to go into closed session at 11:03 pm seconded and **passed without objection.**

APPENDIX

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

4. Motion on Chair Pro Tem of WPFW Relocation Committee

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5. Motion in Support of Elections Timeline

The Pacifica National Board supports a decision by the National Elections Supervisor to extend both the period for membership and the candidate sign-up period into July.

MEETING NOTICE:

Thursday, June 15, 2023

8:30 PM ET

Pacifica National Board

Teleconference

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

Committee Members

Regular meeting, per PNB motion of 3/2/2023. Part of the meeting may be in closed session. If the PNB starts in closed session, we'll try to say so here. Refresh the page to make sure you have the latest info.

Julie Hewitt

hewitt.wpfw@gmail.com

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

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

Minutes approved at January 18, 2024 meeting of PNB

