

Draft Agenda - Public Version  
*Special* Pacifica National Board Session  
Teleconference Meeting  
Thursday, November 10, 2022, 8:30 pm ET  
All times are Eastern Time  
(*meeting notice appended to the end of this agenda*)  
Directors:

Teresa J. Allen, KPFT, Listener Burt Cohen, Affiliate Jim Dingeman, WBAI, Listener Vanessa Dixon-Briggs, WPFW, Listener Sue Goodwin, WPFW, Staff Heather Gray, WRFG, Affiliate Donna Grimes, WPFW, Listener Julie Hewitt, WPFW, Listener, Chair Evelia Jones, KPFK, Listener Ali Lexa, KPFK, Staff Marianne Martinez, KPFT, Listener	James McFadden, KPFA, Listener Darlene Pagano, KPFA, Staff Lawrence Reyes, KPFK, Listener Shawn Rhodes, WBAI, Staff James Sagurton, WBAI, Listener Sharonne Salaam, WBAI, Listener Akio Tanaka, KPFA, Listener Mark Van Landuyt, KPFA, Listener Beth von Gunten, KPFK, Listener Egberto Willies, KPFT, Staff Susan Young, KPFT, Listener
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Others:

Stephanie Wells, Executive Director  
Arthur Schwartz, Pacifica Counsel  
Markisha Venzant-Sampson, National Business Manager  
John Tatum, Parliamentarian  
Polina Vasiliev, Secretary

1. Preliminary Items – 5 min.
  - A. Call to Order by Chair
  - B. Roll Call
  - C. The chair reads the report out from the November 3, 2022 meeting:  
The PNB met in executive session to discuss confidential information concerning a contractual matter, proprietary financial matters, and a disciplinary matter. The PNB also passed a motion to amend a previously adopted motion with an address correction for the KPFK building.
  - D. Excused Absences
  - E. Identify Timekeepers & Recording Secretary
2. Agenda approval – 5 min.
3. Approve Minutes – 3 min.
4. ED Report and Q & A – 15 min.
5. General Counsel Report and Q & A – 10 min.
6. Unfinished (Open) Business (see APPENDIX for motions) –

- a) Motion to Amend a Previously Adopted Motion on Delegate Terming Out – 15 min.
- d) Motion on Programming – 15 min.

7. New (Open) Business – 15 min.

- a) Motion from the Programming Committee on Podcasting

8. Motion to Move into Executive Session at a time certain of 10:00 pm ET – 1 min.

9. *Executive ED report and Q & A – 10 min.*

10. *Executive Legal report and Q & A – 10 min.*

11. *Confidential Disciplinary Matter*

12. *Confidential Financial Matter*

13. *Discuss what from this session may be shared with LSBs in closed session – 5 min.*

14. *Report-out for kpftx.org and for reading at the next open session – 3 min.*

15. Rise and report (includes reading the report-out) – 1 min.

16. Adjourn at a time certain of 12am midnight ET.

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## **APPENDIX**

### **6a. Motion to Amend a Previously Adopted Motion on Delegate Terming Out (from Lawrence Reyes or Lawrence Reyes, Sharonne Salaam and James McFadden)**

KPFK Director Lawrence Reyes, KPFA Director James Mcfadden and WBAI Director Sharrone Salam reminds the Pacifica National Board that the Pacifica Bylaws specifically mandates that no person shall serve for more than 6 continuous years without a 12-month break, and

Motion to Amend the Resolution presented at the October 20, 2022 PNB Open session concerning extending the terms of those who have termed out by Substituting it with the following Motion codified in our By-Laws as cited in our Substitute Amended Motion.

Lawrence Reyes  
KPFK Listener Director  
PNB Governance Comm. Chairperson

Moves this Motion

Whereas, the Bylaws created an elected governance body of 24 with 18 listeners and 6 staff and provides a process for filling vacancies between elections,

Whereas, first-time electeds of 2021 remain seated until December 2024,

Resolved that seats filled as a result of the 2020 election shall extend to December 2023, and further

That all who began service as a direct result of the 2016 Delegate elections and have served continuously with less than a 12 month break will end service in December 2022, and

That all vacancies shall be filled utilizing the runner-up list in the October 2021 Delegate elections found here:

[https://secure-web.cisco.com/1alcGGoPBYEqquAgkXxo8AVhBAALd0mc\\_pnLEcYEtM3IWgJvCMzfz3u7ucHCc59mJMKTvoleFOMcWgrWpLYncbtvd1Wky2JEIkcXQWhNuNjaTRw4Q6TSazT4V9c1ZPqQC5uMDBdGDPjiCJCh8khdv8hwSxc809wL\\_FXWRurFYdrKvsNjr-HxcabXpliCsCG4rw5704mLZXbysoV8aan-RRBMi9XX3ueQ6q\\_0uTWhjhBR7mGHsgFipvMTe7Q7hEbxyv-Ys6Wjw19IYCjOP0B17mVx6vurulpf4wRmWEsQwrKpuGPR0c20DuMZldU-rC1mpyEQgGrhYChlv7fsRJEZkzYjQ\\_F0hWWd0Z9itYDyg4k/https%3A%2F%2Felections.pacifica.org%2Fwordpress%2F2021-delegate-election-results%2F](https://secure-web.cisco.com/1alcGGoPBYEqquAgkXxo8AVhBAALd0mc_pnLEcYEtM3IWgJvCMzfz3u7ucHCc59mJMKTvoleFOMcWgrWpLYncbtvd1Wky2JEIkcXQWhNuNjaTRw4Q6TSazT4V9c1ZPqQC5uMDBdGDPjiCJCh8khdv8hwSxc809wL_FXWRurFYdrKvsNjr-HxcabXpliCsCG4rw5704mLZXbysoV8aan-RRBMi9XX3ueQ6q_0uTWhjhBR7mGHsgFipvMTe7Q7hEbxyv-Ys6Wjw19IYCjOP0B17mVx6vurulpf4wRmWEsQwrKpuGPR0c20DuMZldU-rC1mpyEQgGrhYChlv7fsRJEZkzYjQ_F0hWWd0Z9itYDyg4k/https%3A%2F%2Felections.pacifica.org%2Fwordpress%2F2021-delegate-election-results%2F)

[see APPENDIX TO APPENDIX for Bylaws sections]

#### **6d. Motion on Programming from Jim Dingeman**

Whereas the current source of our revenue is 95% dependent on listener members

And that the Pacifica Foundation has suffered since 2000 a severe decline in our membership impacting on our fiscal stability and ability to exist

And that at the present time all of our five stations have varying levels of fiscal and audience problems that have drastic effects on the existence of the Foundation as a viable entity. This is especially true for three of the stations. One of the issues that must be addressed is the necessity to refresh the programming and open up new possibilities for growth. At the same time it is necessary for the staff, management and listener members at each station to pull together as a team to push the Foundation past its fiscal doldrums.

Hence, be it resolved that starting from the passing of this resolution all shows are considered as temporary and must re-apply to the PD/GM of their respective stations to be continued on the air.

The evaluation process must include the variety of motions passed as policy by the PNB over the years that include evaluation of the shows. This must be implemented as per each local situation as seen as what is viable but measures implemented must be reported to the PNB by the beginning of December 2022. The air is controlled by the Foundation in the interests of the public our signals serve and that is uppermost in what we need to do moving forward.

Whereas, all mandates for must carry programming are considered suspended while we reorganize ourselves out of near fiscal collapse. There will be no exceptions to this.

In addition, each station must set as a goal to begin implementing measures in ANY way they see fit to minimally increase their audience and gross revenue by 25% by April 2023. The way to

implement this growth and the measures to accomplish this are left up the team work of each station to achieve this.

But the goal is to have measurable and concrete growth within the next six months.

The Pacifica National Board authorizes that the General Managers, Program Directors and the rector take measures immediately to begin reforming and changing the grids at the various stations to begin growth in audience and revenue. It is necessary for the GM/PD's to be monthly reporting to the PNB the progress of these measures.

This includes implementing changes that address problems that the current programming grids manifest in their problems to raise audience and revenue.

The objective of these reforms is to help increase the revenue streams of all the stations and slowly turn the Foundation around out of difficult financial times.

#### **6d'. Substitute Motion on Programming (from Susan Young)**

Whereas 95% of current revenues for the Pacifica Foundation are dependent on listener members;

Whereas, the Pacifica Foundation has suffered a severe decline in audience, membership and listener support since 2000 resulting in financial instability and a threat to the ability of the Pacifica network to survive;

And whereas all five Pacifica stations to varying degrees have experienced declines in audience and listener support;

Now, therefore, be it resolved, that:

All programs at all five stations are considered temporary and must re-apply to the General Manager and Program Director of their station for reevaluation as frequently as required by the General Manager and Program Director but at least annually;

Specific quantifiable goals for audience and on-air generated revenues will be addressed by station management at each station as support for the proposed 2023 station budget;

Reevaluation by the General Manager and Program Director shall include audience, listener support, adherence to the Pacifica mission and contribution to programming diversity that serves the signal area;

Design of each station's program grid will include quantifiable measures for building audience and listener support that are monitored on an ongoing basis and are designed to significantly contribute to the financial sustainability of the station;

Plans for the program grids of each station and goals for audience and listener support will be reported to the Executive Director who will give the Pacifica National Board monthly updates about progress reported by the General Managers and Program Directors;

All mandates for must carry programming are hereby suspended indefinitely.

## 7. Motion on Podcasting from Programming Committee

Move that Pacifica programs that have self-produced podcasts begin the process of submitting them to all public aggregators, such as:

iTunes, Spotify, iHeart, Stitcher, TuneIn, Google etc.

Note - This does not apply to music programs; due to licensing restrictions, Pacifica cannot podcast music programs.

Motivation: This will help get their podcasts/programs out to a much broader and larger audience at no extra cost to Pacifica or any of the stations.

## APPENDIX TO THE APPENDIX:

### RELEVANT BYLAWS

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

[https://secure-web.cisco.com/1DtqDMxx3FttMeA248d8Xxo87--GGyhCRJh\\_1E5YxLzUJnRcPsHbVbCJxmRs8HbovbkwVwDYPQlXn\\_Bru19uLbXZqnxTjHxGz0bgAVTrNDOdL4apxQj1RhfQLV7il5\\_ai20gYLHpBEdxAt4NKYJ770rN1cUhIH9u4wyEpCFMJ9fCvSipLp2p65IEUq210b82AUyqqaWmb1lh5XDIJRf7BPGAT1LmYA2rPt4B6KCJRhWxPieDpJVov6TuPEWQI4pdf1akGEb9rG5SytXWEecuqKF-kbaK7Z1lusr-LnqEq-glDAQHmJ5tXijEI3sEiYCbTWYnMvwa5Aub\\_rkJo\\_dkVVnMwVuw7ggr22OaH\\_2xg/https%3A%2F%2Fpacifica.org%2Findexed\\_bylaws%2Fart4sec8.html](https://secure-web.cisco.com/1DtqDMxx3FttMeA248d8Xxo87--GGyhCRJh_1E5YxLzUJnRcPsHbVbCJxmRs8HbovbkwVwDYPQlXn_Bru19uLbXZqnxTjHxGz0bgAVTrNDOdL4apxQj1RhfQLV7il5_ai20gYLHpBEdxAt4NKYJ770rN1cUhIH9u4wyEpCFMJ9fCvSipLp2p65IEUq210b82AUyqqaWmb1lh5XDIJRf7BPGAT1LmYA2rPt4B6KCJRhWxPieDpJVov6TuPEWQI4pdf1akGEb9rG5SytXWEecuqKF-kbaK7Z1lusr-LnqEq-glDAQHmJ5tXijEI3sEiYCbTWYnMvwa5Aub_rkJo_dkVVnMwVuw7ggr22OaH_2xg/https%3A%2F%2Fpacifica.org%2Findexed_bylaws%2Fart4sec8.html)

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. A Delegate shall not be eligible for further service as a Delegate until one year has elapsed after the termination of the Delegate's second consecutive three-year term. The term six years cumulative limit is also applicable regardless of which station or stations a Delegate has served as its Delegate. For example, if a Delegate serves six years on the Local Station Board at any station, that Delegate may not serve at another station where the Delegate may be a member, until one year has elapsed after the six years cumulative limit. Also, if any Delegate serves any portion of a term or the cumulative six years limit at one station that time of service carries over as cumulative toward service as a Delegate at another station.

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Article Four, Delegates, Section 10: Filling of Vacancies

[https://secure-web.cisco.com/1P5gog01WCYzggTgkqTDihVLZKEqM-FoyR690All6r3ojQeOcu-kUK\\_I0giEgMS-YwuohNak4XH15x7HDIohDSDO3MCTecw5E8V20AY\\_0\\_2ir\\_crSMEnfyj6DvbK7u7hsHL9NnQndUdJ2K7ZPO-6Z2N2L0lyZwnf5nx8R4Q3rconsj2v3XZZ\\_pfm05ERgJVqlje1O81z\\_uNS75zioMhKuaNEEy6K6-d6Eon0KZJkGHDLUK0QUJtYfp5vmV224QmikA3dfy4H5x1k2rJpl6tCHk9DHnAf0HPbxt94CMmyfRqFCiNmHh\\_rnzO-thtp50t-Vv9bv\\_zo3ffWfUlrV2dNntu-Fuf8O1ID5VE0tLHk-fqo/https%3A%2F%2Fpacifica.org%2Findexed\\_bylaws%2Fart4sec10.html](https://secure-web.cisco.com/1P5gog01WCYzggTgkqTDihVLZKEqM-FoyR690All6r3ojQeOcu-kUK_I0giEgMS-YwuohNak4XH15x7HDIohDSDO3MCTecw5E8V20AY_0_2ir_crSMEnfyj6DvbK7u7hsHL9NnQndUdJ2K7ZPO-6Z2N2L0lyZwnf5nx8R4Q3rconsj2v3XZZ_pfm05ERgJVqlje1O81z_uNS75zioMhKuaNEEy6K6-d6Eon0KZJkGHDLUK0QUJtYfp5vmV224QmikA3dfy4H5x1k2rJpl6tCHk9DHnAf0HPbxt94CMmyfRqFCiNmHh_rnzO-thtp50t-Vv9bv_zo3ffWfUlrV2dNntu-Fuf8O1ID5VE0tLHk-fqo/https%3A%2F%2Fpacifica.org%2Findexed_bylaws%2Fart4sec10.html)

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 Delegates 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. In the event that no eligible and available candidate from the last election is found, then the Delegates for that radio station shall appoint a Member of the appropriate class to serve as Delegate and fill the seat for the remainder of the term.

## MEETING NOTICE:

**Thursday, November 10, 2022**

**8:30 PM ET**

**Pacifica National Board**

**Teleconference**

**Purpose:** Special meeting of the PNB. Some of the meeting will be in executive session.

**Committee Members**

The PNB passed a motion to meet weekly for the near term at its October 27th meeting.

Julie Hewitt

hewitt.wpfw@gmail.com

Posted: 11/02/2022 - 9:17 PM

Updated :11/02/2022 - 9:17 PM