

Draft Minutes - Open/Public Session
Pacifica National Board Teleconference Regular Meeting
January 31, 2019, 8:30 pm
Note: All times here are Eastern Time.

1. Preliminary Business

The meeting was called to order at 8:45 pm by the Chair, Nancy Sorden.

1.B. Roll was taken by the pro-tem Secretary, Bill Crosier:

Directors:

P Grace Aaron, KPFFK, Listener	P William Heerwagen, WBAI, Listener
PL Jonathan Alexander, KPFFK, Staff	P Sabrina Jacobs, KPFA, Staff
PL Garry Boast, Cerebral Radio, Affiliate	PL DeWayne Lark, KPFT, Listener
P Adriana Casenave, KPFT, Listener	P Ken Laufer, WBAI, Listener
P Robin Collier, KCEI, Affiliate	P Tony Leon, WPFW, Staff
P Chris Cory, KPFA, Listener	P Mansoor Sabbagh, KPFFK, Listener
P Bill Crosier, KPFT, Listener	P Nancy Sorden, WPFW, Listener
P Joseph Davis, KPFT, Staff	P Alex Steinberg, WBAI, Listener
P Kathryn Davis, WBAI, Staff	P Carole Travis, KPFA, Listener
P Benito Diaz, WPFW, Listener	P Tom Voorhees, KPFA, Listener
P Jan Goodman, KPFFK, Listener	P Maskeelah Washington, WPFW, Listener

Others:

P Maxie Jackson III, Executive Director	Larry Dankner, Chief Financial Officer
P Otis Maclay, Webmaster, web streamer	P John Tatum, Parliamentarian

Legend: P = Present at roll call, PL = Present but Late, A = Absent, EA = Excused absence

Quorum was established, with 19 Directors present at roll call.

1.D. The following people were appointed as timekeepers by the Chair:

For agenda items and individual speakers: Sabbagh

Casenave puts forward a Point of Order:

Violation of Bylaws Article 5, Section 2, regarding PNB Directors serving a 1-year term and the approval of the PNB motion on Dec. 6, 2018 that extended the term of directors and even in light of the Pacifica Counsel validation of that motion my participation in this meeting is under protest.

Heerwagen: there are also several people here who are also attending under protest. I would like that entered in the minutes. Joseph Davis and Benito Diaz also wanted it to be known that they are attending under protest. Lark, who arrived late, also said that he was attending under protest. The Chair ruled that these objections should be entered into the minutes.

1.E. Welcome to new Affiliate Representative Directors:

The Chair welcomed new Affiliate Director Robin Collier. Collier introduced himself, saying he is with KCEI in Taos, New Mexico.

The Chair welcomed new Affiliate Director Garry Boast. Boast introduced himself, saying he represents Cerebral Radio from Atlanta Georgia., an Internet station.

1.F. Other Announcements

The Chair announced that because at KPFT there are two groups claiming to be the real LSB, that she recommends that both groups stand down until we can get a neutral opinion. She said she is asking Ford Greene, Pacifica's general legal counsel, to look into everything and give a decision. She further

asks that there be no more LSB or committee meetings at KPFT until she hears back from Mr. Greene. J. Davis raised a POO, saying "In accord with Article 7 section 4, the power of the PNB to overturn any action of an LSB is limited to three cases, when FOUND, not in the unsupported opinion of, by the PNB 1: adverse to Pacifica mission, but specifically against the mission. 2: to exceed the power of the LSB in the bylaws; 3: being inconsistent with bylaws, the articles or applicable laws and regulations. Since the PNB to date has proven no findings with any evidence, merely voted by majority without findings, all such actions are automatically null and void in accordance with Roberts rules page 251." The Chair ruled that she will pass along the information to and get an opinion about this from Mr. Greene.

2. Agenda Approval

The chair stated she had just e-mailed a modified version of the agenda. Travis moved to approve it, and Aaron seconded the motion. Casenave moved to put the KPFT Committee of Inclusion (COI) report to the third report under 5 – National Committees and Task Forces. Diaz seconded. Crosier moved a substitute, to instead put the KPFT COI report to where it was on the earlier version of the agenda, under 6 – Other Committee Reports. Aaron seconded. Crosier's substitute was approved by a vote of 12 Yes, 5 No, 3 Abstain, as follows:

Yes: Aaron, Boast, Collier, Cory, Crosier, K. Davis, Goodman, Jacobs, Sabbagh, Steinberg, Travis, Voorhees

No: Casenave, J. Davis, Diaz, Heerwagen, Lark

Abstain: Leon, Sorden, Washington

The substituted motion (to put the KPFT COI report under agenda item 6) was approved by a vote of 13 Yes, 5 No, 3 Abstain, as follows:

Yes: Aaron, Boast, Collier, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

No: Casenave, J. Davis, Diaz, Heerwagen, Lark

Abstain: Leon, Sorden, Washington

Diaz raised a Point of Personal Privilege, saying that the people attending the meeting in protest should have that noted in the vote count. Steinberg raised a POO, saying that comments are not supposed to be added during votes. The Parliamentarian said he agreed with Steinberg, and the Chair ruled that Steinberg's POO was well taken and that it was unnecessary to note protests about attending the meeting with every vote.

The amended agenda was approved by a vote of 14 Yes, 4 No, 3 Abstain, as follows:

Yes: Aaron, Boast, Collier, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Leon, Sabbagh, Steinberg, Travis, Voorhees

No: Casenave, J. Davis, Diaz, Lark

Abstain: Heerwagen, Sorden, Washington

3. Minutes Approval

Travis moved that the PNB open session draft minutes for the following dates be approved: Sep. 20, Sep. 21, Oct. 4 & 11 & 18, Nov. 1 & 8, Nov. 20, Nov. 29, Dec. 6, Dec. 12, Dec. 13, Dec. 20, Dec. 27 (all 2018); and Jan. 3 and 10, 2019. Aaron seconded. Crosier made a correction, that there were no minutes for Dec. 12, 2018 because there was no PNB meeting that day. Travis moved to correct the minutes for Oct. 4-11-18 to indicate that only Oct. 4 was a "regular" meeting, that the continuation meetings on Oct. 11 and 18 were "special" meetings, and further that the meeting on Jan. 10 was called as an "emergency" meeting. There were no objections to those corrections. The minutes for those meetings were approved as corrected by a vote of 12 Yes, 3 No, 4 Abstain, as follows:

Yes: Aaron, Boast, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

No: Casenave, J. Davis, Diaz

Abstain: Collier, Heerwagen, Sorden, Washington

4. Executive Director Report, Q & A

Maxie Jackson III gave an ED report, covering such topics as the Delegate elections, finances, concerns and recommendations about governance from NETA, Pacifica's new membership in Greater Public, operations, planned webinars for managers to help institute best practices, and Affiliate program plans. He then answered questions.

Alexander moved to extend time for this item by 10 minutes. The motion was approved by a vote of 11 Yes, 4 No, 5 Abstain, as follows:

Yes: Alexander, Casenave, Collier, Cory, J. Davis, K. Davis, Diaz, Heerwagen, Jacobs, Sabbagh, Washington

No: Lark, Laufer, Steinberg, Travis

Abstain: Aaron, Crosier, Goodman, Sorden, Voorhees

5. National Committee Reports

Audit Committee: Aaron reported that the Auditor had recommended that we take less time on the FY2017 audit so that we can get to the FY2018 audit sooner, even though that may result in a slightly more negative rating for Pacifica in the 2017 Audit. She said no action was needed from the PNB now.

Crosier moved to extend time for committee reports by 15 minutes. Sabbagh seconded. Diaz made a POO that the motion was Out of Order because it was made after 12 midnight. The Chair ruled that not well taken, that the motion to extend was made at 11:58 pm. The motion was approved by a vote of 13 Yes, 5 No, 1 Abstain, as follows:

Yes: Aaron, Collier, Cory, Crosier, Goodman, K. Davis, Jacobs, Laufer, Steinberg, Travis, Sabbagh, Sorden, Voorhees

No: Casenave, J. Davis, Diaz, Heerwagen, Lark

Abstain: Washington

Personnel Committee: Goodman made the following motion:

"Whereas, there were some typos and grammatical errors in the version of the Pacifica Personnel Handbook sent to the PNB on Tuesday, Jan. 29, 2019 at 9:24 pm ET, and

Whereas, there was one other change needed for consistency of meaning in the Handbook, and

Whereas, a Pacifica Pension Plan attorney suggested a change in wording about our pension plans, and

Whereas, the Pension Plans should have its own sub heading under the Benefits section,

Therefore, it is moved that the attached amended version of the Pacifica Personnel Handbook be adopted by the Pacifica National Board and, further,

that the Executive Director be given the authority to approve the correction of any other typos or grammatical errors as long as such changes do not affect the meaning of the document, and that the ED be asked to place the Table of Contents at the beginning of the Handbook and, if possible, provide it in interactive form on the Pacifica.org website within 4 months."

Note: the version of the Personnel Handbook referenced in this motion is at:
<https://app.box.com/s/3tny81km9o6aazjn2gzureuanoy1iqbs>

Crosier seconded Aaron's motion.

The motion to approve the Handbook was approved by a vote of 12 Yes, 4 No, 2 Abstain, as follows:

Yes: Aaron, Collier, Cory, Crosier, K. Davis, Goodman, Jacobs, Laufer, Sabbagh, Steinberg, Travis, Voorhees

No: Casenave, J. Davis, Diaz, Lark

Abstain: Sorden, Washington

Note for minutes: The Chair requested that the following be noted in the minutes: that all Directors who protested the meeting had voted "under protest".

8. Adjourn: The meeting was adjourned at 1:03am, Feb. 1, 2019

Minutes respectfully submitted by Bill Crosier, Secretary

Appendix A – Agenda - as amended

Regular PNB Meeting, Public/Open Session

Teleconference Meeting

Thursday, January 31, 2019

Directors:

Grace Aaron, KPFFK, Listener	William Heerwagen, WBAI, Listener
Jonathan Alexander, KPFFK, Staff	Sabrina Jacobs, KPFA, Staff
Garry Boast, Cerebral Radio, Affiliate	DeWayne Lark, KPFT, Listener
Adriana Casenave, KPFT, Listener	Ken Laufer, WBAI, Listener
Robin Collier, KCEI, Affiliate	Tony Leon, WPFW, Staff
Chris Cory, KPFA, Listener	Mansoor Sabbagh, KPFFK, Listener
Bill Crosier, KPFT, Listener	Nancy Sorden, WPFW, Listener
Joseph Davis, KPFT, Staff	Alex Steinberg, WBAI, Listener
Kathryn Davis, WBAI, Staff	Carole Travis, KPFA, Listener
Benito Diaz, WPFW, Listener	Tom Voorhees, KPFA, Listener
Jan Goodman, KPFFK, Listener	Maskeelah Washington, WPFW, Listener

Others:

Maxie Jackson III, Executive Director	Larry Dankner, Chief Financial Officer
Otis Maclay, Webmaster, web streamer	John Tatum, Parliamentarian

Item #	Description	Time
1	Preliminary items	10 min.
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	
	E. Welcome to new Affiliate Representative Directors	
	F. Other Announcements	
2	Agenda Approval	15 min
3	Minutes approval for the PNB open/public meetings on the following dates:	20 min
	- Sep. 20, 2018	
	- Sep. 21, 2018	
	- Oct. 4, 2018, with continuation sessions on Oct. 11 and 18, 2018	
	- Nov. 1, 2018, with continuation on Nov. 8	
	- Nov. 20, 2018	
	- Nov. 29, 2018	
	- Dec. 6, 2018	
	- Dec. 13, 2018	
	- Dec. 20, 2018	
	- Dec. 27, 2018	
	- Jan. 3, 2019	
	- Jan. 10, 2019	
4	Executive Director Report, Questions & Answers	45 min
5	National Committees and Task Forces Reports & Motions	60 min total

Affiliates Task Force	
Audit Committee	
Coordinating Committee	
Finance Committee	
Governance Committee	
Personnel Committee	20 min
Programming Committee	30 min
Strategic Planning Committee	
6 Other Committee Reports (if any)	10 min
KPFT Committee of Inclusion	
other COI's and other local committees	
7 New Business	20 min
8 Adjourn	time certain 12 Midnight EST

Reports/Motions:

From Personnel Committee:

The Personnel Committee of the Pacifica National Board submits the attached Draft of the Pacifica Foundation Personnel Handbook and requests that the PNB approve said Handbook for use by the Pacifica Foundation, until such time as it is amended by the Pacifica National Board.

Note: the draft Handbook is at:

<https://app.box.com/s/k6b621nd1uc5nrewyjik8j4j0jgvjpt2>

From Programming Committee:

Motions Passed by the Programming Committee

- 1) **Broadcast Disclaimer Carts**
- 2) **Implementation of Evaluation Policy**
- 3) **Cumes (ratings) improvement**
- 4) **Nielson Ratings**
- 5) **Video and Audio Streaming**
- 6) **Staff Skills Survey**
- 7) **Annual Radio Arts Conference**

Body of Motions:

- 1) **Broadcast Declaimer Carts**

The Executive Director shall institute and monitor the use of disclaimers, managed by the General Managers and Program Directors of each station. It is expected that this policy will be fully implemented in the 2nd Quarter of FY2019, between January and March 2019.

The guidelines for this function are as follows:

1. Disclaimer Announcements will be broadcast a minimum of once for every public affairs program.
2. Disclaimer Announcements will be broadcast prior to and/or during, the broadcast of any public affairs program.
3. Board operators will be tasked with implementing the broadcast of Disclaimer Carts and maintaining a separate online log of all instances of Disclaimer Carts being broadcast, including date, time, and program.
4. The format and content of Disclaimer Announcements may be modified at the discretion of the Program Director and/or the General Manager, who has final authority on the nature and use of Disclaimer Carts.

The general nature of a Disclaimer Cart is as follows:

The views expressed during this program, may not reflect the positions, strategies or opinions of this station or the Pacifica Foundation.

5. The narration of the Disclaimer **Announcement** may be by any individual including the Programmer, however, the narrator will not be identified.
6. All the above applies to programs streamed or available for download on the internet.
7. Policy on Disclaimers for material produced and distributed by the Pacifica Radio Archives will be covered separately.

1/22/19, Passed as amended, without objection

2) Implementation of Evaluation Policy

Whereas the Pacifica Foundation passed resolutions seeking a evaluation process of all programs at each station be implemented many months ago. And, The lack of an ongoing evaluation process at all the Pacifica stations is one source of unwanted tension.

It is preferred that a fair process be developed and implemented for all the shows so change can be made and tweaking done if necessary.

This not to mean shows should not be removed if they no longer have any gravitas, but other forms of audio delivery need to be developed so that shows removed from analog can also be allowed to thrive as digital shows.

The lack of training and evaluation process at the stations is part of the process of bad management of the air that needs to be rectified.

Be it resolved that:

It will be the responsibility of local General Managers and Program Directors to give an update quarterly as to how this policy is being implemented.

Program Directors meet with the programmers quarterly beginning in April 2019.

This should compliment current PNB policy directives on how to evaluate programming previously passed in June 20017.

Progress reports on how the implementation of the evaluation policy are going must be done on a quarterly basis in written form and submitted to the PNB, ED and PNB Programming Committee.

*The National Programming Committee would like the ED to follow up on the resolutions below that were adopted by the PNB in June 2017 and report back to the National Programming Committee

**Reference – See Attachment:*

Programming Motions Passed by the PNB in June 2017 in two parts: B and C

1/22/19, Passed as amended, without objection

3) Cumes (ratings) improvement

Whereas the Pacifica Foundation needs to increase its audience in order for it to be fiscally healthy.

And whereas: The current cumes of the station need to be doubled and all efforts made to realize this goal since the percentage of people contributing will only go up if the cume is doubled since that would indicate that the stations air is building a resonance with its local audience in its metro market.

Be it resolved that:

All local station management teams will be required by March 2019 to submit plans on a quarterly basis as to how they are progressing to their weekly cume of listeners by 10%.

All local stations management teams will be required to submit their plans to increase by 10%, their overall cume by JULY 2019 and thereafter all quarterly reports to the ED, PNB and PNB Programming Committee will reflect their progress in that goal.

The adherence to these measures and their implementation will be part of the evaluation process to measure the effectiveness of the Gm's, PDs and Development officers at each local station.

i) It is especially important to concentrate on increasing the cume between 6AM and 7 PM Monday through Friday. Special attention needs to be paid to Morning and Afternoon Drive Time.

ii) Each Pacifica station's PD will be required to conduct a market analysis, define a community engagement strategy, content development strategy, and affinity/viral marketing campaign towards targeting and growing audience.

1/29/19, Passed as amended, without objection

4) Nielson Ratings

Whereas the Pacifica Foundation needs to have all sorts of metrics to determine the reception of the Programming at every station concerning the actual audience that it actually has listening to its content,

It is critical to emphasize that these are but one measurement to evaluate shows and that process must be done creatively and keeping the Pacifica Mission statement in mind but Lew Hill himself made it clear that if a show does not receive support it should not be continued.

In addition, the CPB uses the Nielsen ratings to decide whether to defund or not fund stations through CPB funding so it is important to get our audiences up if not for that fact, but also for our general well being

Be it resolved that:

Starting in January 2019 the Pacifica National Board will allocate resources for every station to have through the Radio Research Consortium current Nielsen ratings that concern the actual impact of the station in its particular metro market area.

Two stations already have access to this information, WBAI and WPFW. Measures will be implemented to have this vital information supplied to the local signal areas at KPFT, WPFW and KPFA by March 2019.

The progress in implementing these measures will part of the evaluation process of the ED and using them creatively needs to be part of the process of measuring the local management teams at the station.

Funded for the station through central services

a) Nielson Ratings

i.) Mandatory that all stations subscribe, analyze and report audience data quarterly to LSB and staff

ii.) Include fees in the central services fees to cover this per station

12/27/18, Passed as amended, without objection

5) Video and Audio Streaming

Whereas the Pacifica Foundation needs to constantly refresh and make more relevant and timely the Content offered on the airwaves...

The emphasis will be on NEW content and shows, not on reinforcing and just simply delivering existing shows that may have little to no audience to start with.

Be it resolved:

That it will be the policy of the Foundation and all its radio stations to develop live audio and video streaming channels on its website as well as INTERNET RADIO stations that are separate from the analog configuration that at each station currently exists.

The goal will be to allow new content and forms to be broadcast through digital means of delivery. This will include live video streaming of political, educational and cultural events or events of any type that are deemed timely and necessary and may interfere with the analog programming, in other words setting up totally new channels for broadcasting.

They new streaming channels will be guided by the Pacifica Mission Statement and will be considered and reinforced by advertisement on the analog channel as well as reciprocal advertisement for the analog programming on the digital channels.

The implementation of this will begin by March 2019.

Upon that date a report from the local management teams will be made as to the progress in implementing video /audio and internet streaming channels. These reports will be made to the ED, PNB and PNB Programming Committee.

Implementation of these new measures will be part of the evaluation process for local management teams and to get this off the ground the widest coalition of players and helpers is encouraged to see it implemented.

- ii. Suggest focusing on two specific areas of content development: (1) signature station programming becoming platform agnostic, and (2) specials involving multimedia focus on a particular social justice issue. Focus on capacity is key.

12/27/18, Passed as amended, without objection

6) Staff Skills Survey

Whereas the Pacifica Foundation has in each station many dozens of paid and unpaid staff with skills on a wide variety of issues.

Be it resolved:

That all GM's and PD's at each station will complete a survey of all their paid and unpaid talent that will be initiated in January 2019 and completed by done by March 2019. Its progress will be reported quarterly in reports sent to the ED, PNB and PNB Programming Committee. The implementation of these measures will be part of the performance evaluation for all GM's and PD's at each Pacifica station.

12/27/18, Passed, without objection

7) Annual Radio Arts Conference

Whereas Pacifica needs to work with all sorts of broadcast organizations and educational institutions in their local signal areas it will be the goal of the Foundation to annually fund and sponsor a local radio/audio new media conference in their respective signal areas and other panels and symposium that will help create alliances and raise the dialogue and conversation about new media and the aesthetics of radio and new multi media.

Be it resolved that:

It will be the policy of the Pacifica Foundation to implement this annually. This can be done through the mobilization of local talent and organizations to make to happen. The foundation will, fiscally support such activities and will be required to have a report as to the status of these efforts by June 2019.

All station management will be evaluated as to their adherence to the implementation of these measures.

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*Reference

Attachment for:

2) Implementation of Evaluation Policy

Programming Motions Passed by the PNB in June 2018 in two parts: B and C

B: Programming Directors:

That the job descriptions of all Pacifica Program Directors include the following:

The Program Director is expected to improve the listenership of the station. If the station does not subscribe to Nielsen ratings, the listenership shall be estimated based on the following metrics, each one given equal weight:

- 1) The number of online listeners tabulated by an analysis of the information available on <http://stats.pacifica.org/> and/or individual downloads or online listeners tracked on individual station websites.
- 2) The gross revenue of the station, as improved listenership generally is reflected in improved revenue.
- 3) Increased membership, as improved programming builds larger audiences and results in more listener support and loyalty.

C: Program Evaluation:

Listenership at all 5 stations has been declining, as far as we can tell without subscribing to Nielsen ratings. Declining listenership has resulted in declining membership and income. This has been forcing stations to lengthen fund drives and resort to other measures to make ends meet. Because of this it is imperative that programming improvement be a top priority. Therefore, it is necessary to evaluate programs on an individual basis. Thus, the Program Director is charged with evaluating every program using the following criteria:

- 1) Nielsen ratings (if available).
- 2) Amount of money generated by the program.
- 3) Amount of membership generated by the program.
- 4) Does the program content conform with the Pacifica Mission?
- 5) Willingness of the programmer to create learning opportunities for interns, including affording them some on air experience.
- 6) Sound quality of the program.
- 7) Production values of the program.
- 8) Does the program subject matter add diversity to our grid in terms of appeal to varied demographics and interests?
- 9) Does the program have a social network presence and is the programmer and/or producer promoting through social media and other outreach?
- 10) Input from stats.pacifica.org, Community Advisory Boards, PNB National Programming Committee and Audio Port program sharing history.
- 11) Amount of Volunteer participation of programmer in station operations and events. Programs should be judged based on their placement on the grid. In other words, as morning drive time has a higher potential audience it should be expected to produce more income than shows in a less advantageous time slot. The Program Director should first evaluate all programs involving paid staff. The next evaluation priority will be all programs in daytime hours during the week and on weekends.