

Minutes for the regular National Finance Committee meeting February 20, 2024.

Meeting convened at 8:34 PM (ET) a quorum being present, the Convener and Secretary being present.

Attending: Paul DeRienzo, Lynden Foley, Kamau Harris, Christina Huggins, Kim Kaufman, R. Paul Martin (Secretary *pro tem*), Darlene Pagano (Chair *pro tem*), Myla Reson, Susan Young also attending was Pacifica Executive Director Stephanie D. Wells.

Agenda:

1. Convener Darlene Pagano convenes meeting
 2. Roll call - R Paul Martin
 3. Elect *pro tem* Chair and Secretary (10 minutes)
 4. Introductions of members from each station (90 seconds each) (20 minutes)
 5. Executive Director report - Stephanie Wells (10 minutes)
 - A. Executive Director re: NDAs
 6. Next steps , 02/27/24 Regular Meeting (10 minutes)
 7. Adjourn 9:30 PM (ET)
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The convener convened the meeting.

Point of Order: (R. Paul Martin) “This meeting is out of order because it was not voted on by the committee and in fact the committee defeated a motion to have this meeting.” 8:35 PM (ET)

The Chair ruled the point not well taken and that the meeting was legitimate.

Roll Call 8:36 PM (ET)

The roll was called and a quorum was present.

Elect *pro tem* chair and secretary 8:37 PM (ET)

Susan Young nominated Darlene Pagano as Chair *pro tem*. Darlene Pagano accepted the nomination.

There were no other nominations.

Motion: (R. Paul Martin) “To close nominations.” (Passed without objection)

Darlene Pagano was declared elected Chair *pro tem* by acclaim.

Susan Young nominated R. Paul Martin as Secretary *pro tem*. R. Paul Martin accepted the nomination.

There were no other nominations.

The Chair asked if there were any objections to her being Chair *pro tem*. There were none.

The Chair asked if there were any objections to R. Paul Martin being elected Secretary *pro tem*. There were none.

The Chair *pro tem* asked if anyone would volunteer to be time keeper for the meeting. Myla Reson agreed to be time keeper.

Motion: (Kim Kaufman) “To adopt the agenda.” (Passed without objection as amended)

The committee discussed time zones in the agenda.

Amendment: (Kim Kaufman) “To add as 5a ‘Executive Director re: NDAs.’” (Passed without objection)

Introductions of members from each station 8:49 PM (ET)

The committee members introduced themselves for up to 90 seconds each.

The Chair *pro tem* suggested that the Executive Director’s report be put off because the Executive Director was not on the call yet. There was no objection to the suggestion.

Next steps, 02/27/24 Regular Meeting 9:06 PM (ET)

The Chair *pro tem* told the committee that at the next meeting the KPFA draft FY24 budget will be taken up again. She said that the KPFA Business Manager will be here and the budget would be presented by the Executive Director. She said that the committee would take up that item immediately upon starting because the Executive Director has a family commitment. The Chair *pro tem* said she would put the KPFA draft FY24 budget as early as possible on the agenda. The Chair *pro tem* said she’d check with the KPFA Business Manager to make sure that there was not a revised draft of the FY24 budget.

The Chair *pro tem* said that the committee would have elections for Chair and Secretary at the next meeting and the committee would be taking nominations and self-nominations. She said that the tellers agreed to do this and the election would get under way right after the meeting because it can take up to nine or 10 days to vote.

The Chair *pro tem* asked if there were any questions regarding the KPFA draft FY24 budget. A member said that the committee had looked at it at the previous meeting and some columns have dates that are contradictory and they need to be cleaned up. The Chair *pro tem* said she would take that to the KPFA Business Manager.

Executive Director report - Stephanie Wells 9:14 PM (ET)

The Executive Director told the committee that she had been keeping track of the NDAs with a former Director for the PNB. She said she'd work with the KPFT Director on the NFC to get committee members' names for the NDAs.

The Executive Director said she was hoping that the NFC would look at and review each budget on a monthly basis so we can project out what expenses and revenue are and then we can make changes. She said that the goal was to work with the stations, Treasurers and the NFC to make adjustments. She said that KPFT had been running behind on its on-air fund raiser in the previous week so they had an event and were able to get tickets to see a concert and offered those tickets as premiums and filled the revenue gap in one day. She said that Pacifica had about \$1.3 Million in Total Payables. She said she was working with vendors to do payment plans and reduce costs, and we were trying to get caught up and keep the vendors informed. She said that with regard to loans the total in unpaid interest was about \$544,000 which includes an 18% late penalty for the past due principal that Pacifica owes on the FJC loan, but she said that FJC was willing to waive that fee and bring it down to the 3% that it originally had been so the late fees will reduce substantially. She said that late that afternoon she and Pacifica's General Counsel had gotten new paperwork on what that loan agreement would look like. She said that with regard to the Economic Injury Disaster Loan (EIDL) she was still working with the Small Business Administration (SBA) on it, and Pacifica has about \$104,000 in past due interest on that. She said that she was working with the SBA to readjust the loan to reduce the liens on the Los Angeles property that has been sold. She said that the total payoff for the FJC loan was about \$2.5 Million and EIDL was a little over \$2 Million so the total loan payoff was about \$4.6 Million. She said that FJC was pleased with the plans for the sale of the KPFK building and the utilizing of those funds to pay off the amount due on Pacifica's donor database so we can get a better grasp of our donors and start sorting and cultivating the donors that we have that we haven't really reached out to for a while.

The Executive Director mentioned the plans to look at Pacifica's programming and make it more consistent with what our community wants to hear rather than telling the community what they want to hear. She said there were plans regarding the training necessary to bring some of our programs up to date. She mentioned dealing with underwriting and getting together teams that will help us with that underwriting process and raise revenue that way. She said she was looking at program sharing among the stations and the affiliates. She said that there was still somewhat of a difficulty with stations paying Central Services. She said that KPFT and Pacifica Affiliates Network were paying their full Central Services and that KPFA was paying 50% of theirs too. She said that the National Office had also gotten a significant chunk of Central Services from WBAI from a bequest the station had received last year. She noted that Central Services is what Pacifica uses to pay for legal bills, the database, health insurance premiums and to cover the costs of some stations. She said that she was glad that some stations and divisions pay Central Services.

The Executive Director said that a two week extension had been added to the close of escrow for the KPFK building, She said that it had been set to close on February 29, but it was now set for March 14. She said that she was still working with the SBA on paperwork. She said she also

wanted a little more time to make a smooth transition from one location to another for KPFK. She said that Pacifica has signed a lease for the temporary location and the property owners were making adjustments to make it ready. She said that the buyers have offered that for the 1½ to two years that they'll need to do renovations on the building that we can use the current studio space if we need to do a live music performance or something similar. She said that with regard to the Pacifica Radio Archives (PRA) the same building has a large space we want to rent for PRA. The Executive Director said that she wants to remove as many tapes as we can from storage and centralize them and focus on cataloguing and digitization. She said that the proceeds from the sale of the building will go into a restricted escrow account, as was done with the KPFT building and that Pacifica would be doing the same for fund raising for the WPFW move.

In answer to a question the Executive Director said that the paperwork for setting up an account at Bank of America to receive stock option donations was starting over again because there's a new Secretary on the PNB and all of the paperwork that had been done in the past was null and void. She said that the new process had been started and she estimated that the signatures for that account would all be gotten within the next week.

There was a discussion of the ETA for the WPFW draft FY24 budget. The Executive Director and the WPFW Treasurer are getting together to work on that.

In answer to a question regarding whether KPFK would be using the new location before the March 14, closing date on the building the Executive Director said that she didn't want to have a cut off date of one closes and the other opens, she wanted an overlap. She said that there would be a crossover and people won't even know. She said that the new space should be ready by about March 1.

There was a discussion of the latest consolidated financials which end with September 30, 2023.

Motion: (Kim Kaufman) "To adjourn." (Passed without objection)

Adjourned 10:37 PM (ET)

Submitted by R. Paul Martin, Secretary