

Draft Minutes
 Regular Pacifica National Board OPEN Session
 Teleconference Meeting
 Thursday, February 25, 2021, 8:30 pm ET
 All times are Eastern Time
 (meeting notice appended to the end of this agenda)

Directors:

Wayne Bruce, WPFW, Listener	Jim Osborne, KPFK, Listener - p
Chris Cory, KPFA, Listener - p	Ron Pinchback, WPFW, Staff - p
Vanessa Dixon-Briggs, WPFW, Listener - p	Ralph Poynter, WBAI, Listener - p
Lynden Foley, KPFT, Listener - p	Sandra Rawline, KPFT, Listener
Jose S. Gutierrez, Jr., KAOS, Affiliate	Lawrence Reyes, KPFK, Listener - p
Heather Gray, WRFG, Affiliate - p	Shawn Rhodes, WBAI, Staff - p
Julie Hewitt, WPFW, Listener - p	James Sagurton, WBAI, Listener = p
Sabrina Jacobs, KPFA, Staff - p	Alex Steinberg, WBAI, Listener, Chair - p
Wally James, KPFT, Staff - p	Andrea Turner, KPFA, Listener - p
DeWayne Lark, KPFT, Listener, Vice-Chair - p	Elizabeth von Gunten, KPFK, Listener - p
Ali Lexa, KPFK, Staff - p	Tom Voorhees, KPFA, Listener - p

Others:

Lydia Brazon, Interim Executive Director - p
 Anita Sims, Interim Chief Financial Officer - p
 Polina Vasiliev, PNB Secretary – p
 Arthur Schwartz, Pacifica Counsel - p
 John Tatum, Parliamentarian - p
 Marianne Edain, 2021 Recording Secretary - p

The meeting is called to order at 8:40

1. Preliminary items 5 min.

- A. Roll Call
- B. Excused Absences -Wayne Bruce, Sandra Rawline
- C. Identify Timekeepers
 - topics – Lawrence Reyes
 - people – Heather Gray
- D. Announcements – this is a special meeting to discuss the loan

2. Agenda approval 5 min.

The agenda was approved as presented

8:51

3. Approve Minutes of the Open Session of Feb 18, 2021 3 min.

The Feb 18 minutes were not yet available, but the January minutes were.
 The minutes of January 21, 2021 and January 28, 2021 were approved as presented.

4. Discussion of loan after entering Quasi Committee of the Whole. 60 mins

The board adjourned into a quasi committee of the whole.

Grace Aaron provided a summary history of the loan. This was summarized.

Board members were asked to give their opinions. This led to discussion of possible action concerning the loan and how the PNB could address it.

9:56

The board exited the quasi committee of the whole and reconvened as the PNB.

5. Committee Reports – 40 mins only those related to the loan

a) Strategic Planning Committee – Alex Steinberg 30 min.

Strategic Planning Recovery Plan Proposal. See appendix A

Alex presented the report.

In the following discussion it was proposed that there be more communication between PNB and LSBs.

It was proposed that LSBs be encouraged to reconvene Community Advisory Boards, and to distribute CPB guidelines for Community Advisory Boards to LSBs.

It was proposed to return to the practice of distributing orientation books.

There was discussion of financial reporting from LSBs to PNB.

It was moved to amend the report by removing the 3-4-21 due date and replacing it with “as soon as possible.”
There being no objection, the amendment was adopted.

It was moved to amend the Emergency Plan by deleting the words “on a weekly basis.”
There being no objection, the amendment was adopted.

It was moved to adopt the Emergency Plan as amended.
There being no objection, the motion was adopted as amended.

10:40

b) Ad Hoc Loan Committee – Dewayne Lark 5 min.
DeWayne reported on ideas that were brought forward on ways to raise funds to repay the loan.

The meeting adjourned to closed session at 10:50

Addendum A.

Strategic Recovery Plan Proposal

Preamble:

Any Strategic Plan should reiterate the Purposes, Principles and Commitment to Diversity that are stated in the very beginning of the Pacifica Bylaws. Further, a Strategic Plan should aim to fulfill these principles and purposes.

Article One, Identity and Purpose, Section 2: Purposes

The purposes of the Foundation, as stated in Article II of the Articles of Incorporation, are as follows:

To establish a Foundation organized and operated exclusively for educational purposes no part of the net earnings of which inures to the benefit of any member of the Foundation.

To establish and operate for educational purposes, in such manner that the facilities involved shall be as nearly self-sustaining as possible, one or more radio broadcasting stations licensed by the Federal Communications Commission ("Commission") and subject in their operation to the regulatory actions of the Commission under the Federal Communications Act of 1934, as amended.

In radio broadcasting operations to encourage and provide outlets for the creative skills and energies of the community; to conduct classes and workshops in the writing and producing of drama; to establish awards and scholarships for creative writing; to offer performance facilities to amateur instrumentalists, choral groups, orchestral groups and music students; and to promote and aid other creative activities which will serve the cultural welfare of the community.

In radio broadcasting operations to engage in any activity that shall contribute to a lasting understanding between nations and between the individuals of all nations, races, creeds and colors; to gather and disseminate information on the causes of conflict between any and all of such groups; and through any and all means compatible with the purposes of this Foundation to promote the study of political and economic problems and of the causes of religious, philosophical and racial antagonisms.

In radio broadcasting operations to promote the full distribution of public information; to obtain access to sources of news not commonly brought together in the same medium; and to employ such varied sources in the public presentation of accurate, objective, comprehensive news on all matters vitally affecting the community.

Article One, Identity and Purpose, Section 3: Principles

The Foundation is committed to peace and social justice, and seeks to involve in its governance and operations individuals committed to these principles.

Article One, Identity and Purpose, Section 4: Commitment to Diversity

The Foundation is committed to diversity and inclusion of all nations, races, ethnicities, creeds, colors, classes, genders, sexual orientations, ages and people with disabilities in its programming, staff, management, committees and governance.

Three parts of Strategic Plan:

- (1) An EMERGENCY Strategic Plan that addresses financial matters only,
- (2) a SHORT TERM Strategic Plan,
- (3) a MEDIUM RANGE Strategic Plan and
- (4) a LONG RANGE Strategic Plan.

Emergency (immediate) Strategic Plan: Goal, to immediately address deficits at the stations

Because of Covid-19 and unaddressed declines in listener support at all 5 stations, here is a suggested very short emergency plan to keep Pacifica afloat:

1) Start immediately to make expense cuts at all stations where expenses exceed revenue. The iED should oversee this and place this as a top priority.

Immediate emergency action needed:

The IED and the GM's and PD's and the governing bodies must prioritize the crisis of listenership and submit a unified plan to rebuild our listener base.

KPFK's expenses are exceeding its income by approximately \$70,000 to \$90,000 PER MONTH. The National Board directed that expense cuts be made of at least 30% at KPFK. The iED and the KPFK GM should place this as the first priority immediately.

The iED should address shortfalls at all the other stations. This is urgent as there are no reserves to cover any shortfalls.

2) The iED and iCFO should ensure that any further PPP funding or other similar loans or grants are tracked and applied for as soon as possible.

3) All other fund-raising efforts emanating from the National Office should be continued if they are cost effective but 1) and 2) above should take priority over any other efforts.

Follow up: Pacifica management (iED and iCFO) together with the PNB should monitor progress on reducing shortfalls. A report from iED and iCFO should address this on at least a monthly basis.

Short Term Strategic Plan goals: Addressing the Loan

Expense cuts should be continued so that income meets or exceeds expenses at every Pacifica Unit.

(1) Careful attention should be paid to any financial shortfalls at any station or unit. If any shortfalls occur, action should be taken rapidly to mitigate them.

(2) The iED and Pacifica Counsel should finalize negotiations to extend the \$3.2 million loan as soon as possible and get that extension approved by the PNB.

Follow up: Report back from Loan Committee on progress in renegotiating/extending the loan. This is due as soon as possible. If an extension/refinance of the loan is not completed by as soon as possible then the PNB will meet in emergency session to decide upon options

Medium Term Strategic Plan goals: Restore CPB funding

1) Ensure the budgeting process is moving forward and that all requests for financial information from NETA and our Auditor are responded to rapidly so that the 2019 Audit is completed as quickly as possible. This is important as it will make it easier to refinance the \$3.2 million loan and to eventually get CPB funding restored. (It should be noted that as our east coast stations have gotten in the past significant CPB funding as

they have qualified for special minority grant funding, any deficits that those stations carry would be ameliorated if CPB funding is restored.)

a) The iED and iCFO should work with NETA staff to determine source bottlenecks ~~debug slows~~ and inaccuracies in financial reporting that jeopardize timely financial reporting and rapid compliance to NETA and Auditor requests for information. If station or unit staff are slowing the process down, this should be documented and filed in the Personnel File of any staff member who is not complying.

b) Ensure that every station has a functioning Community Advisory Board.

c) Ensure that all meetings (Community Advisory Board, LSB, PNB, PNB Committees, etc.) are properly noticed.

Follow up: The medium term goal is to restore CPB funding. We can apply for CPB funding if our audits are up to date by June 2021. That means the 2019 ad 2020 audits must be completed by then as well as compliance with other CPB requirements. Get monthly reports from NETA and Auditor and weekly reports as deadline draws closer.

Approved without objection by the Strategic Planning Committee meeting on Jan 5,2021