

Draft Agenda – *Public Version*
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, March 21, 8:30 pm EST
All times are Eastern Time
(meeting notice appended to the end of this agenda)

2024 Directors:

Irene Adams, WPFW, Listener Teresa J. Allen, KPFT, Listener Kaja Brown, KRDP, Affiliate Donna Carter, KPFA, Listener Paul DeRienzo, WBAI, Listener Jim Dingeman, WBAI, Listener Vanessa Dixon-Briggs, WPFW, Listener Fred Dodsworth, KPFA, Listener Jan Goodman, KPFA, Listener Heather Gray, WRFG, Affiliate Evelia Jones, KPFA, Listener	Zack Kaldveer, KPFA, Listener -vacant-, KPFT, Listener Darlene Pagano, KPFA, Staff Ron Pinchback, WPFW, Staff Myla Reson, KPFA, Staff Shawn Rhodes, WBAI, Staff Cerene Roberts, WBAI, Listener Minerva Sanders, WPFW, Listener Harvey Wasserman, KPFA, Listener Egberto Willies, KPFT, Staff Susan Young, KPFT, Listener
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Others:

Stephanie Wells, Executive Director
Arthur Schwartz, Pacifica Counsel
Julie Hewitt, Secretary

1. Preliminary Items – 5 min.
 - A. Call to Order by Chair (Young)
 - B. Roll Call by Secretary (Hewitt)
 - C. Report-out from the executive session of March 7, 2024 meeting
The PNB met in closed session to address legal matters pertaining to the Pacifica Foundation response to the FCC Letter of Inquiry, and the future of the Pacifica Archives. The PNB made no decisions.
 - D. Excused Absences
 - E. Identify Timekeepers
2. Agenda approval for the open portion of the agenda – 5 min.
3. Approve Minutes of March 7, 2024 – 5 min.
4. Motion Ratifying Election of Personnel Committee (see APPENDIX) – 5 min.
5. Vacant KPFT seat on Governance Committee (see APPENDIX) – 10 min.
 - a. Motion on Election for KPFT seat on Governance Committee
 - b. Nominations from the floor
6. NFC motions – 10 min.

7. ED report and Q & A – 30 min.

8. Old Business – 1 min.

9. New Business (see APPENDIX) – 20 min.

- a. Motion on Programming Committee
- b. Motion on Strategic Planning Committee
- c. Motion on Technology Task Force

10. Motion to move into executive session at a time certain of 10:00 pm ET.

11. Agenda approval for the executive portion of the agenda – 5 min.

12. Approval of closed session minutes from March 7, 2024 – 5 min.

13. Confidential General Counsel report and Q & A – 15 min.

14. Confidential Legal Matter – 10 min.

15. Confidential ED report and Q & A – 15 min.

16. Unfinished Confidential Business – 5 min.

17. New Confidential Business – 5 min.

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

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

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

21. Adjourn at a time certain of 11:00 am ET.

APPENDIX

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

4. Motion Ratifying the Election of Personnel Committee

WHEREAS the Pacifica National Board held elections for directors to serve on the Personnel Committee and the tellers' report dated March 17, 2024, has been shared with all directors;

BE IT RESOLVED that the Pacifica National Board ratifies the tellers' report and affirms the duly elected directors on the Personnel Committee to be: Affiliates: Heather Gray; KPFA: Darlene Pagano; KPFA: Jan Goodman; KPFT: Teresa Allen; WBAI: Jim Dingeman; and WPFW: Irene Adams.

5. Motion on Election for KPFT seat on Governance Committee

WHEREAS the KPFT seat on the Governance Committee has become vacant with Marianne Martinez's resignation as a director;

AND WHEREAS, for in-person meetings, Pacifica's parliamentary authority specifies that "... the chair appoints tellers to distribute, collect, and count the ballots, and to report the vote." [RONR (12th ed.) 45:26];

AND WHEREAS, since the suspension of annual in-person meetings, the PNB has been conducting its elections via electronic mail;

BE IT RESOLVED, that the election of a director from KPFT for the Governance Committee shall be conducted via electronic mail using instant runoff voting with write-in votes allowed, with Terry L. Goodman serving as Chair of Tellers and Sara Roos serving as Secondary Ballot Recipient and Teller.

FURTHER RESOLVED that all currently serving Directors are authorized to vote and will be sent voting instructions and ballots via email by one of the tellers on or after Friday, March 22, 2024, and that the polls shall close on Tuesday, March 26, 2024 at 11:59 pm Pacific Daylight Time.

The Chair of Tellers will distribute preliminary tally results to all voters soon after the tellers agree on those results.

If for some reason Terry Goodman or Sara Roos are unwilling or unable to conduct these elections, the Chair is authorized to designate other neutral persons to do so. If quorum is not met by the close of polls, the Chair of Tellers is authorized to re-open the polls and declare a new deadline.

Election ties are to be resolved and the final results declared by the person presiding at the next meeting of the Board after the preliminary tally distribution. A director with good bandwidth can share a screen and flip coins via <https://www.random.org/coins/>. The final results should be ratified by Board vote.

To facilitate these elections, after the adoption of this motion, the Secretary shall send to both tellers the roster of current Pacifica Directors with email addresses, the names of the nominated candidates and the seats to which they have been nominated, and the exact text of this motion as finally adopted.

6. Motion Ratifying the Election of Personnel Committee

WHEREAS THE Pacifica National Board held elections for directors to serve on the Personnel Committee and the tellers' report dated March 17, 2024, has been shared with all directors,

9a. Motion on Programming Committee

WHEREAS the Pacifica Foundation is a radio network which owns five radio stations in five major media markets in the United States and has around 200 affiliates that receive our content for broadcasting,

AND WHEREAS a large amount of our present revenue is derived from audiences responding to our programming,

BE IT RESOLVED that the National Programming Committee which has existed in varying forms under the pre 2000 PNB governance structure and has been operational since the new bylaws were adopted be started up again immediately.

9b. Motion on Strategic Planning Committee

WHEREAS the Pacifica National Board has maintained a Strategic Planning Committee since 2017 and it has pushed forward a variety of initiatives. One has included arguing and obtaining first an experimental program for underwriting and then last year a permanent process for the network to avail itself of badly needed revenue.

AND WHEREAS the SPC is the only committee of the National Board that has actually helped bring in extra revenue in the past two years by legitimizing underwriting as a system wide practice for the network.

BE IT RESOLVED the Strategic Planning Committee be stood up immediately to operate in the interests of the Pacifica network and help it survive.

9c. Motion on Technology Task Force

WHEREAS the Technology Task Force has held over its time detailed looks at all aspects of the new technologies that Pacifica needs to adopt. It has also sponsored seminars on radio history and policy as well as holding and organizing training and workshops on CPB regulations and underwriting regulations. In addition, it has organized and sponsored critical looks at podcasting and other new forms of communication as well as looking at the impact of social media on our operations.

BE IT RESOLVED that the Technology Task Force be stood up immediately to serve the interests of the Foundation and its tens of thousands of listeners.

===== **FOR EXECUTIVE SESSION** =====

Meeting Notice:

Thursday, March 21, 2024
Pacifica National Board

8:30 PM ET
Teleconference

Committee Members

The second regularly scheduled meeting of the month. Part of the meeting may be in closed session.

Kim Kaufman

Posted: 02/22/2024 - 12:59 PM

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