

Draft Agenda - *Public Version*
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, April 18, 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 Darlene Pagano, KPFA, Staff Ron Pinchback, WPFW, Staff Myla Reson, KPFA, Staff Shawn Rhodes, WBAI, Staff Cerene Roberts, WBAI, Listener Minerva Sanders, WPFW, Listener Richard Uzzell, KPFT, 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 21st and April 4th meetings

For March 21st:

The PNB met in closed session to address legal matters pertaining to the Pacifica response to the FCC letter of inquiry, the Pacifica Archives and confidential personnel and legal matters.

For April 4th:

The PNB met in closed session to discuss confidential legal, contractual, financial and personnel issues.

- D. Excused Absences
- E. Identify Timekeepers

2. Agenda approval for the open portion of the agenda – 5 min.

3. Approve open session minutes of March 21, 2024 – 5 min.

4. Committee Reports – 25 min.

- a) Audit Committee – 5 min.
- b) Coordinating Committee (see APPENDIX) – 5 min.
- c) Finance Committee – 5 min.
- d) Governance Committee – 5 min.

- h) Personnel Committee – 5 min.
- 5. Affiliates and AOA Report – 5 min.
- 6. Motion Ratifying Election for KPFT seat on Governance Committee (see APPENDIX) – 5 min.
- 7. *Pending outcome of 4b vote*: Motion on Elections for the Strategic Planning Committee – 10 min.
 - a. Nominations from the floor
- 8. ED report and Q & A – 30 min.
- 9. Old Business – 15 min.
 - a. Motion on Programming Committee
 - b. Motion on Strategic Planning Committee
 - c. Motion on Technology Task Force
- 10. New Business (see APPENDIX) – 15 min.
 - a. Motion from Cerene Roberts on Executive Sessions
- 11. Motion to move into closed session at a time no later than 10:30 pm ET.**
- 12. Agenda approval for the closed portion of the agenda – 5 min.*
- 13. Approval of closed session minutes from March 21st and April 4th meetings – 5 min.*
- 14. Confidential Legal Matter – 10 min.*
- 15. Confidential General Counsel report and Q & A – 15 min.*
- 16. Confidential Financial Matter – 15 min.*
- 17. Confidential Contractual Matter Update – 15 min.*
- 18. Confidential ED report and Q & A – 15 min.*
- 19. Unfinished Confidential Business – 5 min.*
- 20. New Confidential Business – 5 min.*
- 21. Discuss what from this session may be shared with LSBs in closed session – 5 min.*
- 22. Report-out for kpftx.org and for reading at the next open session – 3 min.*
- 23. Rise and report (includes reading the report-out) – 1 min.
- 24. Adjourn at a time certain of 11:30 am ET.**

APPENDIX

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

4b. Motion from Coordinating Committee on Standing up a Strategic Planning Committee

BE IT RESOLVED that the Strategic Planning Committee is stood up to serve in 2024 to be comprised the officers including Board Chair, Board Vice Chair, Secretary, Chair of the National Finance Committee, the Executive Director plus one Affiliate Director and one Director representing each station elected by the Board; which committee will address matters that initially include use of proceeds from the sale of KPFK property; monitoring stewardship of the Pacifica Radio Archives; and the development of a strategic plan for the Pacifica Foundation to achieve solvency.

6. Motion Ratifying Election for KPFT seat on Governance Committee

WHEREAS the Pacifica National Board held an election for the KPFT director to serve on the Governance Committee and the tellers' report dated March 27, 2024, has been shared with all directors;

BE IT RESOLVED that the Pacifica National Board ratifies the tellers' report and affirms the duly elected KPFT director on the Governance Committee to be Teresa Allen.

7. Motion on Elections for the Strategic Planning Committee

WHEREAS in a vote on April 18, 2024, the PNB stood up a Strategic Planning Committee for 2024;

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 directors to the Strategic Planning 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, April 19, 2024, and that the polls shall close on Saturday, April 27, 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 not involved in governance 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, the exact text of this motion as finally adopted, the date of this motion's approval, and the name of the approving body.

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.

10a. Motion from Cerene Roberts on Executive Sessions

Whereas, Pacifica is committed to transparency and member-governance, reports-out of executive session shall be as forthcoming as possible using Corporation for Public Broadcasting guidelines*.

Said reports may describe what was done as well as what was intended and can include closed session motions and vote details, and further

Whereas, Pacifica desires to restore eligibility for funding from the Corporation for Public Broadcasting which requires that Reports-Out of executive session be published on the station's website within a "reasonable" time, and

Whereas, the CPB currently defines "reasonable" as within 10 days* of said meeting, and

Whereas, in addition to pacifica.org where the last posted report-out is dated December 2023 (https://pacifica.org/notices_home.php#exec), the foundation uses kpftx.org for its governance calendar, as a source of governance meeting livestreams, and as a repository of open meeting recordings and minutes, be it hereby resolved,

That reports-out of executive session of all governance bodies shall be published within 10 days of their meeting (with this period changing as the law does) on pacifica.org and shall be added to the individual meeting listings on kpftx.org,

That reports-out of executive sessions of the 2024 LSBs and the 2023 and 2024 PNB shall be posted on both websites by May 15, 2024, and

That the PNB secretary shall communicate this motion to each LSB's officers within 3 business days of passage.

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

Meeting Notice:

Thursday, April 18, 2024

Pacifica National Board

Purpose: Regular meeting of the PNB. Part of the meeting may be in executive session.

Regular meeting, per 2024 PNB decision to continue with meetings on 1st and 3rd Thursdays of the month. Part of the meeting may be in executive session. Should the PNB start the meeting in closed session, we'll try to say so here. Refresh the page to make sure you have the latest info.

Julie Hewitt

Posted: 04/07/2024 - 9:49 PM

**8:30 PM ET
Teleconference**

**Committee
Members**

hewitt.wpfw@gmail.com

Updated :04/07/2024 -
9:49 PM