

Draft Agenda - *Public Version*
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, July 18, 2024, 8:30 pm EST
All times are Eastern Time
(meeting notice appended to the end of this agenda)

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 vacant, 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
Aki Tanaka, Recording 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 June 20th meetings (Young)

The PNB met in closed session to hear reports from the ED and GC on confidential legal, personnel and financial matters. The open session portion of the ED's report, delivered in closed session which the ED was unable to deliver in open session, will be shared with directors to share with their fellow delegates. The PNB also discussed matters related to corrected information related to the upcoming Pacifica delegate elections, which the ED will communicate to the NES.

- D. Excused Absences
- E. Identify Timekeepers

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

3. Approve open session minutes – 5 min.

4. Motion from Zack Kaldveer on Meeting Disruptions (see APPENDIX) – 15 min.

5. ED report and Q & A – 30 min.

6. Bylaws Amendment (see APPENDIX) – 20 min.

- a. Motion from Teresa Allen
- b. Motion on Bylaws Amendment

7. Old Business (see APPENDIX) – 30 min.

- a. Motion from Jim Dingeman on Programming Committee
- b. Motion from Jim Dingeman on Strategic Planning Committee
- c. Motion from Jim Dingeman on Technology Task Force
- d. Motion from Cerene Roberts on Executive Sessions
- e. Motion from Cerene Roberts on Accurate Records
- f. Motion from Jim Dingeman on Independent investigation of state of the Archives
- g. Motion from Cerene Roberts on Audit Committee
- h. Motion from Cerene Roberts on Directors’ Access
- i. Motion from Cerene Roberts on Meeting Rosters
- j. Motion from Paul DiRienzo on Gaza
- k. Motion from Cerene Roberts to “stand-up” the Elections Committee and convert it to a standing committee
- l. Motion from Cerene Roberts regarding Subcarrier Income

8. New Business (see APPENDIX) – 5 min.

9. Motion to move into closed session at a time no later than 9:30 pm ET.

10. Agenda approval for the closed portion of the agenda – 5 min.

11. Approval of closed session minutes – 5 min.

12. Confidential Personnel Matter – 15 min.

13. Confidential ED report and Q & A – 30 min.

14. Confidential General Counsel report and Q & A – 30 min.

15. Confidential Disciplinary Matter – 5 min.

16. Unfinished Confidential Business – 5 min.

- a. Confidential Disciplinary Matter (see APPENDIX)*

17. New Confidential Business – 5 min.

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

19. Adjourn at a time certain of 11:00 pm ET.

APPENDIX

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

4. Motion from Zack Kaldveer on Meeting Disruptions

WHEREAS disruptions are happening in Pacifica National Board meetings and Pacifica Committee meetings to the degree that the Chair is unable to restore or maintain order and the business being of the meeting cannot be conducted;

AND WHEREAS Robert's Rules of Order 12th Edition provides Sample Rules for Electronic Meetings in an Appendix that a board may find helpful to adopt including on Page 640 6. Enforced disconnections providing that the Chair may cause or direct the disconnection or muting of a member's connection if it is causing undue interference with the meeting. The Chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.

THEREFORE BE IT RESOLVED: after repeated unsuccessful attempts by a board or committee Chair to call a member to order, that member may be electronically moved to a "waiting room" or removed from the meeting and may be suspended from the board for a designated period of time with a motion, at that meeting, passed by a majority vote by the Pacifica National Board or Pacifica Committees and recorded in the meeting minutes with documentation of the behavior in question.

6a. Motion on Bylaws Amendment from Teresa Allen

As one of the eight directors who supported initiating the pending bylaw amendment to change the way that midterm delegate vacancies are filled, I move to postpone consideration of this bylaw amendment to be included in a newly scheduled Bylaw Amendment Notice Period with a call for bylaw amendment initiatives to be considered.

6b. Motion on Bylaws Amendment

The Pacifica National Board approves a bylaws amendment to change the Pacifica Foundation, Inc. Bylaws, Article Four, Delegates, Section 10: Filling of Vacancies

FROM:

If a Delegate position becomes vacant mid-term, that Delegate shall be replaced for the remainder of his/her term by the highest ranked candidate from the last election of Delegates for that Class of Members for that station who was not elected and who is available and continues to meet the Delegate eligibility requirements as set forth in Section 2(A) or 2(B) of this Article of these Bylaws. In the event that no eligible and available candidate from the last election is found, then the Delegates for that radio station shall appoint a Member of the appropriate class to serve as Delegate and fill the seat for the remainder of the term.

TO:

If a Delegate position becomes vacant mid-term, that Delegate shall be replaced for the remainder of his/her term by a candidate elected by secret ballot of a majority of the remaining Delegates. The Delegates may, but are not obligated to, consider candidates from the last election of Delegates for that Class of Members for that station who were not elected and who are available and continue to meet the Delegate eligibility requirements as set forth in Section 2(A) or 2(B) of this Article of these Bylaws. The election should be held at the next LSB meeting, provided that Delegates are given at least 5 days' written notice of the names of candidates standing for election. If a third or more of the Delegates seats are vacated, the LSB shall post a call for nominees both on-air and on the station

website, for a period of at least 14 days before closing nominations 5 days in advance of the next LSB meeting.

7a. 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.

7b. 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.

7c. 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.

7d. 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.

7e. Motion from Cerene Roberts on Accurate Records

Whereas, information about the foundation's offices, records, operations, and governance bodies must be accurately presented,

The Executive Director is requested to ensure regular review of the stations' Transparency Pages listed in the below email dated March 25, 2024 which is incorporated into this motion by reference, and further

To ensure that all listings of the national office address, including for infringement claims, on the websites of the foundation's 8 units, shall be brought current within a week of passage, and

A similar effort shall be undertaken for governmental records/sites and other places where broadcasters and/or non-profits would expect to be listed.

7f. Motion from Jim Dingeman on Independent investigation of state of the Archives

TBD

7g. Motion from Cerene Roberts on Audit Committee

Moved that the Audit Committee shall meet within the next 15 days to deal with a document destruction and retention policy, previous management letters, pro bono auditor and policies and procedures manual.

7h. Motion from Cerene Roberts on Directors' Access

Whereas, Directors are responsible for the affairs of the foundation and are obliged* to be informed, their increased familiarity with its units can improve the quality of their contributions, therefore

The Board requires that all Directors, PNB officers, LSB members, LSB officers, and network staff facilitate, and not interfere with, Directors' full access to all foundation information including meetings

The Executive Director is charged with having IT staff implement, by May 15, 2024, a system for easy delivery of tele-conference and/or video-conferencing coordinates of all meetings to all interested directors.

* "Directors are also obliged to be informed about the nonprofit organization's program and operations."

7i. Motion from Cerene Roberts on Meeting Rosters

Whereas, it is not uncommon to find minutes that lack a list of a group's members requiring listening to the audio archive to ascertain who was conducting business, be it hereby

Resolved that all governance agenda and minutes shall include a section stating the names of all group's members.

7j. Motion from Paul DiRienzo on Gaza

The Pacifica National Board demands an immediate cessation to Israel's genocidal attacks on the people of Palestine. We support the students in the U.S. and around the world who are protesting this genocide, and we condemn the violent attacks by Zionist mobs on the peaceful student encampment at UCLA.

7k. Motion from Cerene Roberts to "stand-up" the Elections Committee and convert it to a standing committee

Whereas, elections are a regular and ongoing part of Pacifica governance, and

Whereas, the 2024 delegate election process began in early May with the announcement of the hire of a National Election Supervisor (NES), and

Whereas, knowledge, experience, and local observations can strengthen the fairness and transparency of the election process, be it hereby resolved

That for the 2024 PNB term, an Elections Committee, populated by 1 director per station (elected by the PNB using Instant Runoff Voting) and 2 station delegates (elected by each Local Station Board / Delegate Assembly using Standard Transferable Voting) is hereby stood up, and further

The committee shall make itself available to assist the NES and shall keep current on all phases of delegate elections. It shall be convened by June 19, 2024 through a director appointed by the PNB Chair or Acting Chair following rapid consultation with those elected.

7l. Motion from Cerene Roberts regarding Subcarrier Income

Whereas the use of WBAI sidebands / subcarrier frequencies generates income, and

Whereas in the Fiscal Year 2021 Audited Financial statements (https://pacificafinance.org/finance/audit_2021.pdf, Report page 4 / PDF page 6) total subcarrier income is shown as \$124,300

Whereas the rent goes into the Pacifica National Office (PNO) and is treated as PNO income (Report page 36 / PDF page 33) and the station(s) is/are not credited for those monies, be it hereby resolved,

That retroactive to June 1, 2024, five percent of rents shall be retained for repair, maintenance, and upgrades, and the balance shall be credited to the station(s) Central Services account(s), and

By July 17, 2024, the Executive Director shall provide the PNB and general managers with a written report on the status of all stations' subcarriers and HD channels including existing and pending contracts and income statements. No related contract is to be executed before this report has been discussed by the board.

8. Motion from Jim Dingeman on Creating a Media Oriented Project 2025 TF

Whereas, the possibility of a Trump re-election creates the grim fact that Project 2025, the voluminous reactionary bible for the Trump agenda, may be implemented. In that document on page 245 there is an explicit reference to the Pacifica Foundation.

Whereas, this is the segment of PROJECT 2025 that mentions Pacifica. The portion dealing with the Corporation for Public Broadcasting (CPB) and the network starts on page 245.

https://static.project2025.org/2025_MandateForLeadership_FULL.pdf and

Whereas, this passage from PROJECT 2025 explicitly states it aims at crippling Pacifica and all broadcast entities that receive public aid.

Whereas, the passage in its entirety with the elements referring to Pacifica are highlighted in red:

CORPORATION FOR PUBLIC BROADCASTING

Mike Gonzalez

Every Republican President since Richard Nixon has tried to strip the Corporation for Public Broadcasting (CPB) of taxpayer funding. That is significant not just because it means that for half a century, Republican Presidents have failed to accomplish what they set out to do, but also because Nixon was the first President in office when National Public Radio (NPR) and the Public Broadcasting Service (PBS), which the CPB funds, went on air.

In other words, all Republican Presidents have recognized that public funding of domestic broadcasts is a mistake. As a 35-year-old lawyer in the Nixon White House, one Antonin Scalia warned that conservatives were being “confronted with a long-range problem of significant social consequences—that is, the development of a government-funded broadcast system similar to the BBC.”⁴⁷

All of which means that the next conservative President must finally get this done and do it despite opposition from congressional members of his own party if necessary. To stop public funding is good policy and good politics. The reason is simple: President Lyndon Johnson may have pledged in 1967 that public broadcasting would become “a vital public resource to enrich our homes, educate our families and to provide assistance to our classrooms,”⁴⁸ but public broadcasting immediately became a liberal forum for public affairs and journalism.

Not only is the federal government trillions of dollars in debt and unable to afford the more than half a billion dollars squandered on leftist opinion each year, but the government should not be

compelling the conservative half of the country to pay for the suppression of its own views. As Thomas Jefferson put it, “To compel a man to furnish contributions of money for the propagations of opinions which he disbelieves and abhors, is sinful and tyrannical.”⁴⁹

A DEMONSTRATED PATTERN OF BIAS

Conservatives will thus reward a President who eliminates this tyrannical situation. PBS and NPR do not even bother to run programming that would attract conservatives. As Pew Research demonstrated in 2014, 25 percent of PBS’s audience is “mostly liberal,” and 35 percent is “consistently liberal.” That is 60 percent liberal compared to 15 percent conservative (11 percent “mostly conservative” and 4 percent “consistently conservative”).⁵⁰

NPR’s audience is even to the Left of that, with 67 percent liberal (41 percent “consistently liberal” and 26 percent “mostly liberal”), compared with 12 percent conservative (3 percent and 9 percent “consistently conservative” and “mostly conservative,” respectively).⁵¹ That may be an acceptable business model for MSNBC or CNN, but not for a taxpayer-subsidized broadcaster.

Media Agencies: Corporation for Public Broadcasting

DEFUNDING THROUGH THE BUDGETARY PROCESS

Cutting off the CPB is logistically easy. The solution lies in the budgetary process. In 2022, the CPB submitted to the Labor, Health and Human Services, Education, and Related Agencies Subcommittees of the House and Senate Appropriations Committees its budget justification for fiscal year (FY) 2023. In it, the CPB requested that Congress give it a \$565 million advance appropriation—a \$40 million increase compared to its FY 2022 funding.⁵² Unlike most other agencies, the CPB receives advance appropriations that provide them with funding two years ahead of time, which insulates the agency from Congress’s power of the purse and oversight. This special budgetary treatment is unjustified and should be ended.

The 47th President can just tell the Congress—through the budget he proposes and through personal contact—that he will not sign an appropriations spending bill that contains a penny for the CPB. The President may have to use the bully pulpit, as NPR and PBS have teams of lobbyists who have convinced enough Members of Congress to save their bacon every time their taxpayer subsidies have been at risk since the Nixon era.

Defunding CPB would by no means cause NPR or PBS—or other public broadcasters that benefit from CPB funding, including the even-further-to-the Left Pacifica Radio and American Public Media—to file for bankruptcy. The membership model that the CPB uses, along with the funding from corporations and foundations that it also receives, would allow these broadcasters to continue to thrive. As George Will wrote, “If ‘Sesame Street’ programming were put up for auction, the danger would be of getting trampled by the stampede of potential bidders.”⁵³

Indeed, “Sesame Street” is on HBO now, which shows its potential as a money earner.

PUBLIC INTEREST VS. PRIVILEGE

Stripping public funding would, of course, mean that NPR, PBS, Pacifica Radio, and the other leftist broadcasters would be shorn of the presumption that they act in the public interest and receive the privileges that often accompany so acting. They should no longer, for example, be qualified as noncommercial education stations (NCE stations), which they clearly no longer are. NPR, Pacifica, and the other radio ventures have zero claim on an educational function (the original purpose for which they were created by President Johnson), and the percentage of on-air programming that PBS devotes to educational endeavors such as “Sesame Street” (programs that are themselves biased to the Left) is small.

Being an NCE comes with benefits. The Federal Communications Commission, for example, reserves the 20 stations at the lower end of the radio frequency (between 88 and 108 MHz on the FM band) for NCEs. The FCC says that “only noncommercial educational radio stations are licensed in the 88–92 MHz ‘reserved’ band,” while both commercial and noncommercial educational stations may operate in the “non-reserved” band.⁵⁴ This confers advantages, as lower-frequency stations can be heard farther away and are easier to find as they lie on the left end of the radio dial (figuratively as well as ideologically).

The FCC also exempts NCE stations from licensing fees. It says that “Noncommercial educational (NCE) FM station licensees and full service NCE television broadcast station licensees are exempt from paying regulatory fees, provided that these stations operate solely on an NCE basis.”⁵⁵

NPR and PBS stations are in reality no longer noncommercial, as they run ads in everything but name for their sponsors. They are also noneducational. The next President should instruct the FCC to exclude the stations affiliated with PBS and NPR from the NCE denomination and the privileges that come with it."

Be it resolved that the Pacifica Foundation will establish a task force (TF) to specifically deal with this issue and come up with policy recommendations and implement action items in every signal area with our potential allies who currently are affiliates of Pacifica, NPR or PBS stations.

Be it resolved, this PROJECT 2025 TF will be composed of members of the PNB, members of our five station LSBs, staff, affiliates and local listener members.

Be it resolved, this PROJECT 2025 TF will be action oriented and not an endless Pacifica-style verbal coffee clatch.

Be it resolved, the PROJECT 2025 TF will create and implement political action/lobbying efforts that will aim at creating a broad united front to oppose these reactionary media policies with other media organizations and the people of the United States and

Be it resolved, the PROJECT 2025 TF will be established immediately and will be flexible and agile in its operations as it evolves. All the metro-market areas each station and our affiliates operate in are different and will require flexibility and dexterity to create a massive impact politically to defend public and community media in America.

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

Meeting Notice:

Thursday, July 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 - 10:02 PM

**8:30 PM ET
Teleconference**

**Committee
Members**

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10:02 PM