

Draft Agenda - *Public Version*
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, August 15, 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, KPFK, Listener Heather Gray, WRFG, Affiliate Evelia Jones, KPFK, Listener	Zack Kaldveer, KPFA, Listener Marianne Martinez, KPFT, Listener Darlene Pagano, KPFA, Staff Ron Pinchback, WPFW, Staff Myla Reson, KPFK, Staff Shawn Rhodes, WBAI, Staff Cerene Roberts, WBAI, Listener Minerva Sanders, WPFW, Listener Harvey Wasserman, KPFK, 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 July 18th meetings (Young)

The Pacifica National Board met in executive session to review issues of employment and the board affirmed the decision of the Executive Director.

D. Notice (Hewitt):

The Secretary of the PNB hereby gives notice to all PNB Directors that a motion from the Governance Committee has been added to the agenda for the next PNB meeting on August 15, 2024 and may be continued to the September 5, 2024 meeting. The proposed motion is to amend a motion previously passed by the PNB with a substitute motion about the length of the terms of delegates/LSB Members elected in 2023. The substitute motion is a clarification that the previous PNB motion to limit the terms to 2 years was invalid because of failure to give proper notice to the candidates and electorate and that therefore the proper terms are for 3 years.

- E. Excused Absences
- F. Identify Timekeepers

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

3. Approve open session minutes – 5 min.

4. Motion to Amend/Rescind a Motion Previously Adopted (see APPENDIX) – 15 min.
5. Committee Reports – 35 min.
 - a) Audit Committee – 5 min.
 - b) Coordinating Committee – 5 min.
 - c) Finance Committee – 5 min.
 - d) Governance Committee (see APPENDIX) – 10 min.
 - e) Personnel Committee – 5 min.
 - f) Strategic Planning Committee – 5 min.
6. Affiliates Report – 5 min.
7. ED report and Q & A – 30 min.
8. Old Business (see APPENDIX) – 45 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
 - m. Motion from Jim Dingeman on Creating a Media Oriented Project 2025 TF
9. New Business (see APPENDIX) – 15 min.
 - a. Motion from Cerene Roberts on Interim Station Management

10. Motion to move into closed session at a time no later than 10:45 pm ET.

- 11. Agenda approval for the closed portion of the agenda – 5 min.*
- 12. Approval of closed session minutes – 5 min.*
- 13. Confidential ED report and Q & A – 10 min.*
- 14. Confidential General Counsel report and Q & A – 10 min.*
- 15. Confidential Disciplinary matter – 5 min.*
- 16. Unfinished Confidential Business – 5 min.*
- 17. New Confidential Business – 5 min.*

18. Report-out for kpftx.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** =====

1D. Motion passed at August 17, 2023 PNB meeting (open session)

Whereas there were insufficient funds to hold elections in 2022, which was year 2 of Pacifica’s 3-year election cycle in which half of the delegates would be elected;

Whereas the PNB passed a motion on October 20, 2022 providing that delegates whose terms would have ended in 2022 would continue to serve in 2023 if Pacifica failed to hold elections;

Whereas delegates whose terms would have ended in 2022 were either in their first term and therefore eligible to run again, or in their second term and therefore ineligible to run again, according to the Pacifica bylaws, and the delay from 2022 to 2023 in holding elections does not change that eligibility status;

Whereas Pacifica is in the midst of the election cycle for 2023, with the record period having passed, the period for candidate nomination having closed, the ballots not yet sent to members, and ballots slated to be sent to voters in the second half of August; and

Whereas it is important for voters to understand before they cast their votes the length of terms to which successful candidates would be elected and serve;

Therefore, be it resolved that all candidates running in the 2023 delegate elections are running for two-year terms, and that the elections.pacifica.org website shall reflect this information. Pacifica elections would return to the Article Four, Section 3 schedule of holding elections in years one and two and no elections in year three (i.e., elections in 2024 and 2025 but not in 2026).

4. Motion to Amend/Rescind a Motion Previously Adopted

Whereas, the candidates who ran for positions as Local Station Board delegates in 2023 were initially notified by the NES that they were running for three year terms; and

Whereas, the delayed 2022 election resulted in a conflict in the bylaws between electing delegates to three-year terms in 2023 and getting back on the bylaws schedule of holding elections in years 1 and 2 of the 3-year election cycle; and

Whereas, in a motion passed on August 17, 2023, the 2023 PNB chose getting back on the bylaws schedule for elections, limiting the terms of the LSB delegates elected in 2023 to two years, which motion was passed two days after the Delegate elections began; and

Whereas, the motion passed by the PNB was not fully implemented.

Therefore be it resolved, that the PNB finds that honoring the three-year terms clause, although it may affect the schedule of future elections, to be the lesser injury to the bylaws and is clarifying that the terms of the LSB members who were elected in 2023 shall be three year terms, ending in 2026.

5d. Motions from Governance Committee

5d1: First Motion (passed):

Establish Personnel Committee as a standing committee to assist the network in screening qualified applicants for the position of Executive Director, for conducting annual evaluations of the Executive Director, assisting the Executive Director in personnel matters as requested and supporting Local Station Boards with evaluations of the General Managers and Program Directors.

Amendment to Personnel as a Standing Committee Motion:

The Personnel Committee will be comprised of the PNB Chair, PNB Vice Chair, PNB Secretary and the National Finance Committee Chair, one Director from each station elected by the PNB, and one Affiliate Director elected by the PNB.

5d2: Second Motion (passed):

Whereas audio recordings of meetings and minutes are essential for verification of attendance, board membership and board actions. Be It Resolved that all Local Station Board Chairs, Secretaries and Zoom Hosts are requested to ensure that audio recordings from all open meetings are sent within a period of one week to the Pacifica Calendar webmaster for posting on <https://kpftx.org> and that minutes be sent to the webmaster or posted in the designated online location.

Motion to refer 7 unfinished business agenda items to a Working Group named by the Governance Committee (working group formed by Governance already; motion has to come from PNB):

- 7.d. Motion from Cerene Roberts on Executive Session
- 7.e. Motion from Cerene Roberts on Accurate Records
- 7.g. Motion from Cerene Roberts on Audit Committee
- 7.h. Motion from Cerene Roberts on Director's Access
- 7.i. Motion from Cerene Roberts on Meeting Rosters
- 7.k. Motion from Cerene Roberts to stand up the Elections Committee and convert it to a permanent standing committee
- 7.l. Motion from Cerene Roberts regarding Subcarrier Income

5d3: Substitute Motion for 7d

Each of the 4 Directors of each station are instructed to verify that the LSB minutes are current for 2023 and 2024 on KPFTx, including report-outs from LSB executive sessions (CPB 47 U.S.C. 396(K)(5)), and request that LSBs post within 10 days moving forward. The Directors should report back to the PNB by Sept. 19, 2024

5d4: Substitute Motion for 7e

Request that the PNB Secretary make sure that the PNB complies with the Communications Act requirements and that 4 Directors of each station make sure that the website transparency pages of

their stations are current. Secretary and Directors will report on their progress to the PNB by Sept 19, 2024.

5d5: No substitute motion for 7g, which is moot.

5d6: Substitute Motion for 7h

The Chair and Secretary of each LSB and the officers of LSB committees are instructed to post tele-conferencing and/or video-conference coordinates of all meetings, not held in Executive Session, at least 10 days in advance of the meeting.

The officers of the PNB committees are instructed to make tele-conference or video-conference coordinates of committee mtgs available to interested Directors.

5d7: Recommend approving motion on 7i as is

5d8: Governance Subcommittee report on 7k:

This Subcommittee favors the idea of an Elections Committee, and is working to get it established. In the meantime, we recommend allowing the public to comment on how the elections process could be improved and we ask that the Elections Supervisor give a status report to the PNB on Sept 5. We specifically want to know what steps the NES is taking to avoid quorum problems.

5d9: Substitute Motion for 7l

Move that the ED supply the PNB with 10 yrs of subcarrier income data, itemized per station, and the PNB appoint a Taskforce to explore potential of subcarrier income & other technology that can earn Pacifica new income streams.

8a. 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.

8b. 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.

8c. 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.

8d. 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.

8e. 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.

8f. Motion from Jim Dingeman on Independent investigation of state of the Archives
TBD

8g. 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.

8h. 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."

8i. 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.

8j. 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.

8k. 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.

8l. 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://pacifica.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.

8m. 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.

9a. Motion from Cerene Roberts on Interim Station Management
TBD

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

Meeting Notice:

Thursday, August 15, 2024

Pacifica National Board

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

8:30 PM ET

Teleconference

[Committee Members](#)

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

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