

Draft Agenda - *Public Version*
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, November 21, 2024, 8:30 pm EST
All times are Eastern Time
(meeting notice appended to the end of this agenda)

PNB Members:

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

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 (???)
 - C. Report-out from the executive session of November 7th meeting (Young)
The PNB met in closed session to discuss confidential legal and real estate matters.
 - 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. Affiliate Representative Directors election to be held at December 5th meeting – 5 min.
5. ED report and Q & A – 30 min.
6. Committee Reports continued from Oct. 17th meeting (see APPENDIX) – 40 min.
 - c. Finance Committee (see APPENDIX) – 30 min.
 - d. Governance Committee (see APPENDIX) – 10 min.
7. Old Business (see APPENDIX) – 15 min.

- j. Motion from Paul DiRienzo on Gaza
- l. Motion from Cerene Roberts regarding Subcarrier Income (but see Appendix item #5d7)

8. New Business – 5 min.

9. Motion to move into closed session at a time no later than 10:00 pm ET.

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

11. Approval of closed session minutes – 5 min.

12. Motion on Closed Session Report Out (see APPENDIX) – 15 min.

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

14. Confidential General Counsel report and Q & A – 10 min.

15. Confidential Disciplinary Matter – 5 min.

16. Confidential Disciplinary Matter – 10 min.

16. Unfinished Confidential Business – 5 min.

17. New Confidential Business – 5 min.

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

6c. Three Motions from Finance Committee

"The NFC has reviewed and approved KPFA's draft FY25 budget and recommends it to the PNB for their approval." The vote of 8 attendees was 6 yes and 2 abstain. (The two members from KPFT were not in attendance.)

"To approve the draft FY25 WBAI budget and to send it to PNB." (Passed 8 for, 1 against, 1 abstention)

"To approve the draft FY25 WPFW budget and to send it to PNB." (Passed without objection)

6d. Three Motions from Governance Committee

5d7: 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.

Motion #1 - “The Pacifica National Board instructs the Local Station Boards of all five stations to limit voting membership on committees that deal with governance, finance and/or personnel issues to Local Station Board members from that station. The Pacifica National Board further instructs Local Station Boards of all five stations to conduct personnel discussions pertaining to individuals in closed session attended only by Local Station Board members who have a signed Non-Disclosure Agreement.”

Motion #2 – “The Pacifica National Board adopt guidelines for safe and respectful behavior standards of conduct for management, employees, board members, volunteers and members others for engagement with the Pacifica Foundation as follows in conformance with the California Corporation Code, federal labor law, Pacifica Foundation bylaws, Roberts Rules of Order and best practices for non-profit corporations:

Behaviors that are not permitted and are subject to remedies including mandatory reporting to law enforcement when warranted:

1. Any forms of physical violence including unwanted touching, or threats of physical harm are strictly forbidden.
2. Any conduct that intimidates, demeans, or provokes others is prohibited.
3. Making false statements or accusations about any individual is strictly prohibited.
4. Unauthorized sharing of confidential information related to the job performance of management, paid staff, unpaid staff, volunteers and other confidential matters such as legal proceedings, real estate transactions, contractual negotiations is prohibited.
5. Personal attacks, name-calling, or insults directed at others is prohibited.
6. Any act to interrupt, disrupt, or interfere with Pacifica or Pacifica station events, meetings, production or activities is prohibited.

Consequences for acts of prohibited behaviors may include:

Pacifica national and station management may restrict access to Pacifica premises and productions for any person whose behavior poses a safety concern or disrupts the functioning of the organization for a period of time that depends on management’s sole assessment of the severity of the threat to safety or disruption of normal functioning and shall document the violation and the action taken by management.

1. The Pacifica National Board and Local Station Board may conduct confidential adjudications of Delegate or Board member infractions to consider suspension or removal.
2. The Pacifica Executive Director may revoke a membership for infractions and may set a period of time during which the individual cannot renew a membership.
3. The Pacifica National Board and Local Station Boards may consider removal of committee members or members of the public attending meetings for infractions.

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.

7I. Motion from Cerene Roberts regarding Subcarrier Income (but see item #6d)

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

Whereas in the Fiscal Year 2021 Audited Financial statements

(https://pacificanational.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.

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

Meeting Notice:

Thursday, November 21, 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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Posted: 04/07/2024 - 10:19 PM

Updated :04/07/2024 - 10:19 PM