

Draft Agenda - *Public Version*
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, December 5, 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 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 November 21st meeting (Young)
The PNB met in closed session to discuss confidential legal and personnel matters.
- D. Excused Absences
- E. Identify Timekeepers

2. Affiliate Representative Directors election – 20 min.

- A. Candidate introductions: Kaja Brown (KRDP), Jerome Edge (KSVR) (6 min.)
- B. Q & A (9 min.)
- C. Motion on Electing Affiliate Representative Directors (see APPENDIX; 5 min.)

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

4. ED report and Q & A – 10 min.

5. Committee Reports continued from Oct. 17th meeting (see APPENDIX) – 20 min.

- a. Audit Committee – 2 min.
- b. Finance Committee (see APPENDIX) – 8 min.
- c. Personnel Committee (see APPENDIX) – 10 min.

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

7. New Business – 5 min.

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

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

10. Confidential disciplinary matter – 25 min.

11. Report from Personnel Committee on ED Evaluation – 25 min.

12. Confidential Disciplinary Matter – 5 min.

13. Unfinished Confidential Business – 5 min.

14. New Confidential Business – 10 min.

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

16. Adjourn at a time certain of 10:30 pm ET.

APPENDIX

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

2. Motion on Electing Affiliate Representative Directors

WHEREAS, Article Five, Section 4 of The Pacifica Bylaws specifies that "... at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate or At-Large Directors from the vote) shall establish a protocol for balloting and shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method."

RESOLVED, that these affiliate representative director elections shall be conducted via electronic ballot, with the Secretary sending ballots via OpaVote software.

FURTHER RESOLVED, that all currently serving Directors excluding any Affiliate Directors are authorized to vote and will be sent voting instructions and ballots via email on Friday, December 6, 2024, and that the polls shall close on Sunday, December 15, 2024 at 11:59 pm Pacific Standard Time. The outcome of the election will be announced by December 18, 2024 and the successful candidates will be seated with the other elected directors at a meeting in late January.

5b. Motion from Finance Committee

Resolved that the PNB approves the Pacifica National Office (PNO) draft budget for FY25.

5c. Motion from Personnel Committee

The Personnel Committee moves that Pacifica National Board specify the appropriate procedure for Local Station Boards to conduct their role in developing pools of candidates for the General Manager position and the Program Director:

Whereas Article Seven, Local Station Boards, Section 3: Specific Powers and Duties provides:

“Each LSB, acting as a standing committee of the Foundation’s Board of Directors, shall have the following powers, duties and responsibilities related to its specific radio station, under the direction and supervision of the Foundation’s Board of Directors:” . . .

“B. To screen and select a pool of candidates for the position of General Manager of the respective radio station, from which pool of approved candidates the Executive Director shall hire the station’s General Manager. The LSB may appoint a special sub-committee for this purpose.”
. . .

“E. To screen and select a pool of candidates for the position of station Program Director, from which pool of approved candidates the station’s General Manager shall hire the station’s Program Director. The LSB may appoint a special sub-committee for this purpose.”

Therefore, the Pacifica National Board (PNB) specifies the following procedure for Local Station Boards (LSBs) to develop pools of candidates for the position of General Manager (GM) and for the position of Program Director (PD):

- 1.) The job descriptions for the position of GM and the position of PD will be those determined by the Executive Director (ED).
- 2.) Job postings for the position of GM and the position of PD will be made by the ED on the Pacifica.org website, on websites for the five stations and all Affiliates and other publications as deemed appropriate by the ED with advice of the LSB.
- 3.) The resumes and expressions of interest for the position of GM and the position of PD will be returned to an email address designated by the ED.
- 4.) The ED will provide the responses to the Secretary of the LSB at the station for which a search is being conducted with the names and personal information obscured to assure confidentiality and gender, age and other demographic neutral consideration.
- 5.) The LSB or a committee created by the LSB to perform the search function will review the submissions and recommend a pool of candidates for the position under consideration but will not contact or interview candidates. It is recommended that five or more candidates be included for consideration by the ED who makes the final decision of whom to hire for GM and five or more candidates for consideration by the GM who makes the final decision of whom to hire for PD.

6j. 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.

6l. Motion from Cerene Roberts regarding Subcarrier Income (but see item #5)

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.

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

Meeting Notice:

Thursday, December 5, 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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