

Draft Agenda - *Public Version*
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, January 9, 2025, 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, KPFA, Listener Heather Gray, WRFG, Affiliate Evelia Jones, KPFA, Listener	Zack Kaldveer, KPFA, Listener Marianne Martinez, KPFT, 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 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 December 19th meeting (Young)

The PNB met in Executive session to discuss confidential legal and personnel matters and to hear a report from the Personnel Committee about the 2024 performance evaluation of the Executive Director and adopted two motions.

The first motion passed is:

Be it resolved that the PNB extends the ED employment agreement by 12 months through 2026.

The second motion passed is:

Be it resolved that the PNB shall include in the ED job description and employment agreement that the Executive Director has the authority to develop and implement foundation-wide policies and standard operating procedures for the organization’s overall operations and administrative management.

- D. Excused Absences
- E. Identify Timekeepers

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

3. Committee Reports – 20 min.
 - a. Finance Committee (see APPENDIX)
 - b. Personnel Committee (see APPENDIX)
4. ED report and Q & A – 30 min.
5. GC report and Q & A – 5 min.
6. Minutes approval – 20 min.
 March 21, April 18, *June 6*, June 20, July 18, August 15, September 5, September 19
7. Old Business (see APPENDIX) – 5 min.
 - j. Motion from Paul DiRienzo on Gaza
 - l. Motion from Cerene Roberts regarding Subcarrier Income
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. Confidential ED Report and Q & A – 10 min.*
- 12. Confidential GC Report and Q & A – 10 min.*
- 13. Unfinished Confidential Business – 5 min.*
- 14. New Confidential Business – 5 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** =====

3a. Motions from Finance Committee

First motion:

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

Second motion:

Whereas the Pacifica National Board, (PNB) has passed budgets for the 2025 fiscal year for KPFA, KPFK, KPFT, WPFW, WBAI and the Pacifica Affiliates;

Therefore be it resolved that the PNB hereby directs the Pacifica Executive Director to communicate to all division management and members of the National Finance Committee that the Central Services Formula for the fiscal year of 2025 will be the amount designated as projected Central Service revenue from each station as specified in the PNO FY25 Proposed Budget sent November 19, 2024, and as specified in the divisions' PNB approved FY25 budgets (for KPFA, KPFK, KPFT, WPFW, WBAI and the Pacifica Affiliates).

And be it further resolved that the FY25 division projected budgeted funds for Central Service Fees will be divided into 12 monthly payments or 24 bi-monthly payments for the fiscal year of 2025 and that Pacifica management is hereby authorized to provide direct oversight to division management to ensure timely payment for all FY25 budgeted Central Service Fees.

3b. 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.

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.

7l. 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, January 9, 2025

Pacifica National Board

Purpose: Regular meeting of the 2024 PNB. Part 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 (rescheduled from the 1st to 2nd Thurs, at 12/19/2024 meeting). 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: 12/20/2024 - 4:37 PM

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**Updated :12/20/2024 -
4:41 PM**