

Minutes - Open/Public Session
Pacifica National Board Teleconference Regular Meeting
February 7, 2019, 8:30 pm
Note: All times here are Eastern Time.

1. Preliminary Business

The meeting was called to order at 8:42 pm by the Parliamentarian, John Tatum, at the request of the Chair, Nancy Sorden.

Roll was taken by the Secretary, Bill Crosier:

Directors:

P Grace Aaron, KPFFK, Listener	P William Heerwagen, WBAI, Listener
EA Jonathan Alexander, KPFFK, Staff	P Sabrina Jacobs, KPFA, Staff
P Garry Boast, Cerebral Radio, Affiliate	PL DeWayne Lark, KPFT, Listener
P Adriana Casenave, KPFT, Listener	P Ken Laufer, WBAI, Listener
P Robin Collier, KCEI, Affiliate	EA Tony Leon, WPFW, Staff
P Chris Cory, KPFA, Listener	P Mansoor Sabbagh, KPFFK, Listener
P Bill Crosier, KPFT, Listener	P Nancy Sorden, WPFW, Listener
P Joseph Davis, KPFT, Staff	P Alex Steinberg, WBAI, Listener
P Kathryn Davis, WBAI, Staff	P Carole Travis, KPFA, Listener
P Benito Diaz, WPFW, Listener	EA Tom Voorhees, KPFA, Listener
A Jan Goodman, KPFFK, Listener	P Maskeelah Washington, WPFW, Listener

Others:

Maxie Jackson III, Executive Director	Larry Dankner, Chief Financial Officer
Otis Maclay, Webmaster, web streamer	John Tatum, Parliamentarian

Legend: P = Present at roll call, PL = Present but Late, A = Absent, EA = Excused absence

Quorum was established, with 17 Directors present at roll call.

Sorden ruled that Adriana Casenave should be allowed to participate even though she had reached her term limit of five consecutive years on the PNB.

Tatum asked if there were objections to excusing absences of Vorhees and Leon. Hearing no objections, those absences were approved. Alexander's absence was also approved later (see below).

The following people were appointed as timekeepers by the Chair:

For agenda items and individual speakers: Sabbagh

2. Agenda Approval

Tatum asked if there were objections to moving minutes approval to immediately after agenda approval. Hearing no objections, that was approved.

Sorden moved to correct the date of the minutes to be approved – that it be the minutes for Jan. 31, 2019. The motion was approved without objection.

Casenave raised a Point of Order, that the Chair must be a Director, and that she was not getting PNB e-mails. Crosier sent the draft agenda to her and to Diaz, who also requested that but said his computer was not working. Sorden sent the draft agenda again to all of the PNB.

Casenave raised a POO, that her name should be added to the agenda. Tatum asked the secretary to add her name.

Casenave moved to put the KPFT COI report immediately after the ED Report. The motion failed by a vote of 6 Yes, 10 No, 1 Abstain, as follows:

Yes: Casenave, J. Davis, Diaz, Heerwagen, Sorden, Washington

No: Aaron, Boast, Collier, Crosier, K. Davis, Jacobs, Laufer, Sabbagh, Steinberg, Travis

Abstain: Cory

Sorden resumed serving as Chair.

Travis moved to excuse the absence of Alexander. Crosier seconded. The motion was approved without objection.

Casenave raised a Point of Order: "In light of the violation of the Pacifica Foundation Bylaws Article 5 Section 2 regarding PNB Directors serving a one-year term, and the approval of a PNB motion on December 6, 2018 that extended the terms of Directors, and even in light of Pacifica's Counsel affirming the validity of that motion, my participation in this meeting is under protest." Diaz, J. Davis, and Heerwagen also requested that their names be added to the objection. The Chair ruled that their objections should be put in the minutes.

There were no objections to approving the agenda as amended.

3. Report from interim Chief Financial Officer

Sorden asked if the interim CFO was on the call. Jackson reported that he might not be on the call because NETA is still accruing financial information, and that this information may not be available until May, but that he has requested that the Secretary add the iCFO to the agenda. Sorden stated that there would therefore be no iCFO report.

4. Minutes approval for the PNB open/public meetings on

Travis moved to approve the draft minutes for the Jan. 31, 2019 meeting. Sabbagh seconded. The minutes were approved without objections, although Casenave and Diaz abstained.

5. Executive Director Report, Questions & Answers

Maxie Jackson III said he did not have an ED report, but he answered questions, primarily about the ongoing Delegate elections.

6. National Committees and Task Forces Reports & Motions

Affiliates Task Force: Collier and Boast reported that they would like to get the Affiliates TF re-started, and volunteered to convene the first meeting.

Audit Committee: (no report)

Coordinating Committee: (no report)

Finance Committee: (no report)

Governance Committee: (no report)

Personnel Committee: (no report)

Programming Committee, Motion 1: K. Davis moved the first Programming Committee motion, on Broadcast Disclaimer Cards (See Appendix). Casenave made a Point of Order, that it is up to the Chair, not the Timekeeper, to keep reminding Diaz when he goes over his time limit while speaking. The Chair ruled that the speaker should listen to the Timekeeper. Crosier moved to refer the motion back to the Programming Committee. Aaron seconded. The Parliamentarian said the proper term is to remand it back to committee. There were no objections to remanding the motion back to the Programming Committee.

Motion 2: K. Davis moved the second Programming Committee motion, on Implementation of Evaluation Policy for programs. She requested that people send comments to the committee. Travis moved that due to the need for more time, that people do that and that the remaining Programming Committee motions be remanded back to that committee and that they be brought back to the next PNB meeting. K. Davis seconded. The motion to remand and bring back at the next meeting was approved without objection.

Strategic Planning Committee: (skipped, out of time for national committees)

7. Other Committee Reports

Casenave presented the KPFT Committee of Inclusion report. Diaz asked if the report laid out proposals/recommendations to correct situations mentioned in the report. Aaron raised a POO, that personnel issues cannot be discussed in public session. The Chair ruled that Diaz's question was Out of Order. Sabbagh moved to extend time by one minute so the next person on the stack could speak. J. Davis objected and raised a POO saying that the timekeeper was interfering with people speaking. The Parliamentarian advised that when a speaker does not adhere to the time limits that control of the meeting goes to the Chair for enforcement of the time limits, and also noted that people are speaking without being recognized. Diaz moved to extend time by 5 minutes. That motion was approved without objection.

Sorden moved to postpone approval of Executive Session minutes until the next meeting. The motion was approved without objection.

9. Adjourn: The meeting was adjourned at 11:56pm.

Minutes respectfully submitted by Bill Crosier, Secretary

Appendix A – Agenda as Approved

Regular PNB Meeting, Public/Open Session

Teleconference Meeting

Thursday, February 7, 2019

Directors:

Grace Aaron, KPFFK, Listener
Jonathan Alexander, KPFFK, Staff
Garry Boast, Cerebral Radio, Affiliate
Adriana Casenave, KPFT, Listener
Robin Collier, KCEI, Affiliate
Chris Cory, KPFA, Listener
Bill Crosier, KPFT, Listener
Joseph Davis, KPFT, Staff
Kathryn Davis, WBAI, Staff
Benito Diaz, WPFW, Listener
Jan Goodman, KPFFK, Listener

William Heerwagen, WBAI, Listener
Sabrina Jacobs, KPFA, Staff
DeWayne Lark, KPFT, Listener
Ken Laufer, WBAI, Listener
Tony Leon, WPFW, Staff
Mansoor Sabbagh, KPFFK, Listener
Nancy Sorden, WPFW, Listener
Alex Steinberg, WBAI, Listener
Carole Travis, KPFA, Listener
Tom Voorhees, KPFA, Listener
Maskeelah Washington, WPFW, Listener

Others:

Maxie Jackson III, Executive Director
Otis Maclay, Webmaster, web streamer

Larry Dankner, interim Chief Financial Officer
John Tatum, Parliamentarian

Item #	Description	Time
1	Preliminary items	5 min.
	A. Call to Order	
	B. Roll Call	
	C. Excused Absences	
	D. Identify Timekeepers	
2	Agenda Approval	15 min
3	Report from interim Chief Financial Officer	time certain __ PM
4	Minutes approval for the PNB open/public meetings on the following dates: - Jan. 31, 2019	20 min
5	Executive Director Report, Questions & Answers	30 min
6	National Committees and Task Forces Reports & Motions	45 min total
	Affiliates Task Force	
	Audit Committee	
	Coordinating Committee	
	Finance Committee	
	Governance Committee	
	Personnel Committee	
	Programming Committee	
	Strategic Planning Committee	
7	Other Committee Reports	20 min
	KPFT Committee of Inclusion – report submitted by Adriana Casenave other COI's and other local committees	

8 New Business

15 min

9 Adjourn to Executive Session to approve E.S. minutes

no later than 11:00pm EST

Reports/Motions:

From Programming Committee:

Motions Passed by the Programming Committee

- 1) Broadcast Disclaimer Carts
- 2) Implementation of Evaluation Policy
- 3) Cumes (ratings) improvement
- 4) Nielson Ratings
- 5) Video and Audio Streaming
- 6) Staff Skills Survey
- 7) Annual Radio Arts Conference

Body of Programming Committee Motions:

1) Broadcast Disclaimer Carts

The Executive Director shall institute and monitor the use of disclaimers, managed by the General Managers and Program Directors of each station. It is expected that this policy will be fully implemented in the 2nd Quarter of FY2019, between January and March 2019.

The guidelines for this function are as follows:

1. Disclaimer Announcements will be broadcast a minimum of once for every public affairs program.
2. Disclaimer Announcements will be broadcast prior to and/or during, the broadcast of any public affairs program.
3. Board operators will be tasked with implementing the broadcast of Disclaimer Carts and maintaining a separate online log of all instances of Disclaimer Carts being broadcast, including date, time, and program.
4. The format and content of Disclaimer Announcements may be modified at the discretion of the Program Director and/or the General Manager, who has final authority on the nature and use of Disclaimer Carts.

The general nature of a Disclaimer Cart is as follows:

The views expressed during this program, may not reflect the positions, strategies or opinions of this station or the Pacifica Foundation.

5. The narration of the Disclaimer **Announcement** may be by any individual including the Programmer, however, the narrator will not be identified.
6. All the above applies to programs streamed or available for download on the internet.
7. Policy on Disclaimers for material produced and distributed by the Pacifica Radio Archives will be covered separately.

1/22/19, Passed as amended, without objection

2) Implementation of Evaluation Policy

Whereas the Pacifica Foundation passed resolutions seeking a evaluation process of all programs at each station be implemented many months ago. And, The lack of an ongoing evaluation process at all the Pacifica stations is one source of unwanted tension.

It is preferred that a fair process be developed and implemented for all the shows so change can be made and tweaking done if necessary.

This not to mean shows should not be removed if they no longer have any gravitas, but other forms of audio delivery need to be developed so that shows removed from analog can also be allowed to thrive as digital shows.

The lack of training and evaluation process at the stations is part of the process of bad management of the air that needs to be rectified.

Be it resolved that:

It will be the responsibility of local General Managers and Program Directors to give an update quarterly as to how this policy is being implemented.

Program Directors meet with the programmers quarterly beginning in April 2019.

This should compliment current PNB policy directives on how to evaluate programming previously passed in June 20017.

Progress reports on how the implementation of the evaluation policy are going must be done on a quarterly basis in written form and submitted to the PNB, ED and PNB Programming Committee.

*The National Programming Committee would like the ED to follow up on the resolutions below that were adopted by the PNB in June 2017 and report back to the National Programming Committee

**Reference – See Attachment:*

Programming Motions Passed by the PNB in June 2017 in two parts: B and C

1/22/19, Passed as amended, without objection

3) Cumes (ratings) improvement

Whereas the Pacifica Foundation needs to increase its audience in order for it to be fiscally healthy.

And whereas: The current cumes of the station need to be doubled and all efforts made to realize this goal since the percentage of people contributing will only go up if the cume is doubled since that would indicate that the stations air is building a resonance with its local audience in its metro market.

Be it resolved that:

All local station management teams will be required by March 2019 to submit plans on a quarterly basis as to how they are progressing to their weekly cume of listeners by 10%.

All local stations management teams will be required to submit their plans to increase by 10%, their overall cume by JULY 2019 and thereafter all quarterly reports to the ED, PNB and PNB Programming Committee will reflect their progress in that goal.

The adherence to these measures and their implementation will be part of the evaluation process to measure the effectiveness of the Gm's, PDs and Development officers at each local station.

- i) It is especially important to concentrate on increasing the cume between 6AM and 7 PM Monday through Friday. Special attention needs to be paid to Morning and Afternoon Drive Time.

- ii) Each Pacifica station's PD will be required to conduct a market analysis, define a community engagement strategy, content development strategy, and affinity/viral marketing campaign towards targeting and growing audience.

1/29/19, Passed as amended, without objection

4) Nielson Ratings

Whereas the Pacifica Foundation needs to have all sorts of metrics to determine the reception of the Programming at every station concerning the actual audience that it actually has listening to its content,

It is critical to emphasize that these are but one measurement to evaluate shows and that process must be done creatively and keeping the Pacifica Mission statement in mind but Lew Hill himself made it clear that if a show does not receive support it should not be continued.

In addition, the CPB uses the Nielsen ratings to decide whether to defund or not fund stations through CPB funding so it is important to get our audiences up if not for that fact, but also for our general well being

Be it resolved that:

Starting in January 2019 the Pacifica National Board will allocate resources for every station to have through the Radio Research Consortium current Nielsen ratings that concern the actual impact of the station in its particular metro market area.

Two stations already have access to this information, WBAI and WPFW. Measures will be implemented to have this vital information supplied to the local signal areas at KPFT, WPFW and KPFA by March 2019.

The progress in implementing these measures will part of the evaluation process of the ED and using them creatively needs to be part of the process of measuring the local management teams at the station.

Funded for the station through central services

a) Nielson Ratings

i.) Mandatory that all stations subscribe, analyze and report audience data quarterly to LSB and staff

ii.) Include fees in the central services fees to cover this per station

12/27/18, Passed as amended, without objection

5) Video and Audio Streaming

Whereas the Pacifica Foundation needs to constantly refresh and make more relevant and timely the

Content offered on the airwaves...

The emphasis will be on NEW content and shows, not on reinforcing and just simply delivering existing shows that may have little to no audience to start with.

Be it resolved:

That it will be the policy of the Foundation and all its radio stations to develop live audio and video streaming channels on its website as well as INTERNET RADIO stations that are separate from the analog configuration that at each station currently exists.

The goal will be to allow new content and forms to be broadcast through digital means of delivery. This will include live video streaming of political, educational and cultural events or events of any type that are deemed timely and necessary and may interfere with the analog programming, in other words setting up totally new channels for broadcasting.

They new streaming channels will be guided by the Pacifica Mission Statement and will be considered and reinforced by advertisement on the analog channel as well as reciprocal advertisement for the analog programming on the digital channels.

The implementation of this will begin by March 2019.

Upon that date a report from the local management teams will be made as to the progress in implementing video /audio and internet streaming channels. These reports will be made to the ED, PNB and PNB Programming Committee.

Implementation of these new measures will be part of the evaluation process for local management teams and to get this off the ground the widest coalition of players and helpers is encouraged to see it implemented.

- ii. Suggest focusing on two specific areas of content development: (1) signature station programming becoming platform agnostic, and (2) specials involving multimedia focus on a particular social justice issue. Focus on capacity is key.

12/27/18, Passed as amended, without objection

6) Staff Skills Survey

Whereas the Pacifica Foundation has in each station many dozens of paid and unpaid staff with skills on a wide variety of issues.

Be it resolved:

That all GM's and PD's at each station will complete a survey of all their paid and unpaid talent that will be initiated in January 2019 and completed by done by March 2019. Its progress will be reported quarterly in reports sent to the ED, PNB and PNB Programming Committee. The implementation of these measures will be part of the performance evaluation for all GM's and PD's at each Pacifica station.

12/27/18, Passed, without objection

7) Annual Radio Arts Conference

Whereas Pacifica needs to work with all sorts of broadcast organizations and educational institutions in their local signal areas it will be the goal of the Foundation to annually fund and sponsor a local radio/audio new media conference in their respective signal areas and other panels and symposium that will help create alliances and raise the dialogue and conversation about new media and the aesthetics of radio and new multi media.

Be it resolved that:

It will be the policy of the Pacifica Foundation to implement this annually. This can be done through the mobilization of local talent and organizations to make to happen. The foundation will, fiscally support such activities and will be required to have a report as to the status of these efforts by June 2019.

All station management will be evaluated as to their adherence to the implementation of these measures.

12/27/18, Passed, without objection

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**Reference - Attachment for:*

2) Implementation of Evaluation Policy

Programming Motions Passed by the PNB in June 2018 in two parts: B and C

B: Programming Directors:

That the job descriptions of all Pacifica Program Directors include the following:

The Program Director is expected to improve the listenership of the station. If the station does not subscribe to Nielsen ratings, the listenership shall be estimated based on the following metrics, each one given equal weight:

- 1) The number of online listeners tabulated by an analysis of the information available on <http://stats.pacifica.org/> and/or individual downloads or online listeners tracked on individual station websites.
- 2) The gross revenue of the station, as improved listenership generally is reflected in improved revenue.
- 3) Increased membership, as improved programming builds larger audiences and results in more listener support and loyalty.

C: Program Evaluation:

Listenership at all 5 stations has been declining, as far as we can tell without subscribing to Nielsen ratings. Declining listenership has resulted in declining membership and income. This has been forcing stations to lengthen fund drives and resort to other measures to make ends meet. Because of this it is imperative that programming improvement be a top priority. Therefore, it is necessary to evaluate programs on an individual basis. Thus, the Program Director is charged with evaluating every program using the following criteria:

- 1) Nielsen ratings (if available).
- 2) Amount of money generated by the program.
- 3) Amount of membership generated by the program.
- 4) Does the program content conform with the Pacifica Mission?
- 5) Willingness of the programmer to create learning opportunities for interns, including affording them some on air experience.
- 6) Sound quality of the program.
- 7) Production values of the program.
- 8) Does the program subject matter add diversity to our grid in terms of appeal to varied demographics and interests?
- 9) Does the program have a social network presence and is the programmer and/or producer promoting through social media and other outreach?
- 10) Input from stats.pacifica.org, Community Advisory Boards, PNB National Programming Committee and Audio Port program sharing history.
- 11) Amount of Volunteer participation of programmer in station operations and events. Programs should be judged based on their placement on the grid. In other words, as morning drive time has a higher potential audience it should be expected to produce more income than shows in a less advantageous time slot. The Program Director should first evaluate all programs involving paid staff. The next evaluation priority will be all programs in daytime hours during the week and on weekends.