

Approved Minutes – *Open Session*
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, January 18, 2024, 8:30 pm ET
All times are Eastern Time
(meeting notice appended to the end of this agenda)
Directors:

<p>Teresa J. Allen, KPFT, Listener P Adriana Casenave, KPFT, Listener P Jim Dingeman, WBAI, Listener P Vanessa Dixon-Briggs, WPFW, Listener P Fred Dodsworth, KPFA, Listener P William Foster Jr., Affiliate P Jan Goodman, KFPK, Listener P Sue Goodwin, WPFW, Staff P Heather Gray, WRFG, Affiliate P Donna Grimes, WPFW, Listener A, excused Julie Hewitt, WPFW, Listener P</p>	<p>Evelia Jones, KPFK, Listener A, excused Marianne Martinez, KPFT, Listener P James McFadden, KPFA, Listener P Darlene Pagano, KPFA, Staff P Myla Reson, KPFK, Staff P Shawn Rhodes, WBAI, Staff P James Sagurton, WBAI, Listener P Sharonne Salaam, WBAI, Listener P Akio Tanaka, KPFA, Listener P Beth von Gunten, KPFK, Listener P Egberto Willies, KPFT, Staff P</p>
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Others:

Stephanie Wells, Executive Director P
Arthur Schwartz, Pacifica Counsel
Nancy Sorden, Secretary P

1. Preliminary Items – 5 min.

- A. Call to Order by Chair
- B. Roll Call 19 Directors present for quorum
- C. Report-out from the executive session of January 4, 2024 meeting of the PNB:
The PNB met in closed session very briefly to discuss more details about the disposition of the proceeds of the sale of the KPFK building. No decisions were made.
- D. Absences of Dixon-Briggs, Grimes, Jones Dodsworth moved to be excused absences; Dingeman seconded. All excused without objection
- E. Identify Timekeepers McFadden (people); Pagano (items)

2. Agenda approval for the open portion of the agenda moved by the chair; seconded by Allen Casenave move to amend the agenda to add motion regarding excused absences after approving minutes; Salaam seconded.

Dixon-Briggs joined the meeting
Dodsworth moves to amend to add it to the agenda under new business; Reson seconded
PASSED with 11 Yes; 6 No; 3 Abst
Amended amendment Passed with 10 Yes; 8 No; 2
Amended Agenda – Approved without objection

3. Approve minutes of open sessions

March 2, 2023, May 4, 2023, May 18, 2023, June 1, 2023, June 15, 2023, and January 4, 2024,

Dingeman moved for approval of open session minutes from March 2, 2023, May 4, 2023, May 18, 2023, June 1, 2023, June 15, 2023, and January 4, 2024, January 4, 2024 open session minutes; Allen seconded
Dodsworth moved to correct minutes for spelling of his name as timekeeper for Jan 4, 2024 meeting. Sorden agreed to correct minutes.

Casenave moved to amend motion

“I move that we urge the current Secretary and the previous one to complete, submit for approval/correction and post the missing 2022 and 2023 PNB meetings minutes. Also, these minutes will be sent to the previous and current Directors for input/corrections.”

Chair ruled Casenave’s motion is a separate motion and not an amendment. Needs to be moved separately after vote on the current motion to approve the minutes is complete.

Ruling of Chair upheld with 12 Yes; 5 No; 3 Abstention

Dodsworth moves to divide motion to approve minutes to first vote on minutes of all but Jan 4, 2024

Chair seconded, No objections to divide

No objections on vote to approve all but Jan 4, 2024 open session minutes

with Reson, von Gunten , and Casenave abstaining

Approval of open session minutes of Jan 4, 2024 No objections with

von Gunten, Casenave, Dodsworth and Dixon-Briggs abstaining

ED joined the meeting

4. Committee reports

- a. Strategic Planning Committee (Dingeman; see APPENDIX for motion)

Dingeman moved to amend a previous motion with a replacement motion from the Strategic Planning Committee

Motion from Strategic Planning Committee to Amend/Rescind a Previously Adopted Motion

Replacement Motion

Whereas the Pacifica Foundation needs to reverse its loss of members and listeners and needs to begin to realize its potential as a major media organization providing a radical alternative both to the mainstream media and to the rightwing media,

And whereas, in order to meet that goal, the Pacifica Foundation can profit from the input of an advisory council whose members may have expertise in and can advise the Pacifica Foundation on all matters relating to the conduct of the Pacifica network, including financial matters, the exploitation of the latest broadcasting and media technology, the creation and maintenance of quality programming, the expansion of our membership base and compliance with the Pacifica Mission,

Be it resolved that a National Pacifica Advisory Council be established composed of individuals who may assist the Pacifica Foundation in one or more of these areas and who can help provide a public face to the Pacifica Foundation.

The National Pacifica Advisory Council shall have no fiduciary powers or responsibilities but will contribute its advice and recommendations to the Pacifica National Board.

Nominations to the NPAC may be provided by any PNB Director and any manager or program director. Membership on the NPAC shall be determined by the Executive Director of the Pacifica Foundation.

Dodsworth moved to postpone for a month; Reson seconded

Fails with 6 Yes; 10 No; 3 Abstentions

Main motion to replace previous motion with SPC replacement PASSED with 11 Yes; 4 No; 3 Abstentions

b. Personnel Report – 10 mins (Pagano: see APPENDIX for motions)

Motions in 4b Appendix are for the agenda for the Jan 25 meeting. – **forwarded to Jan 25** meeting

Dodsworth moved to move into closed session at 10:31 pm ET; Willies seconded. PASSED without objection

5. Executive Director Q & A –

6. Unfinished business – 5 min.

a) Motion from Aki Tanaka to amend/rescind a previously adopted motion – item carried forward

7. New Business

Casave motion on excuse absences.

I move that the PNB adopt a resolution to grant an Excuse Absence only to Directors who requested it in writing before the meeting.

– item carried forward

8. Motion to Moved into Executive Session at. 10: 31

APPENDIX

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

4c. Motion from Strategic Planning Committee to Amend/Rescind a Previously Adopted Motion

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And whereas, in order to meet that goal, the Pacifica Foundation can profit from the input of an advisory council whose members may have expertise in and can advise the Pacifica Foundation on all matters relating to the conduct of the Pacifica network, including financial matters, the exploitation of the latest broadcasting and media technology, the creation and maintenance of

quality programming, the expansion of our membership base and compliance with the Pacifica Mission,

Be it resolved that a National Pacifica Advisory Council be established composed of individuals who may assist the Pacifica Foundation in one or more of these areas and who can help provide a public face to the Pacifica Foundation.

The National Pacifica Advisory Council shall have no fiduciary powers or responsibilities but will contribute its advice and recommendations to the Pacifica National Board.

Nominations to the NPAC may be provided by any PNB Director and any manager or program director. Membership on the NPAC shall be determined by the Executive Director of the Pacifica Foundation.

[The motion above would replace the following motion passed by the PNB in January, 2022.]

Whereas the Pacifica Foundation can profit from the input of former members of Pacifica governance, former members of Pacifica staff and former members of Pacifica management as well as members of the general public who can assist in advising the PNB on such issues as complying with the Pacifica Mission, meeting our goals in terms of our reach to listeners and our financial status, with fund-raising, and expanding the Pacifica network to the point where it can rival the major media providers to provide an alternative and radical point of view on politics and culture.

Be it resolved that the SPC of the PNB recommends to the PNB that it authorize the creation of a National Pacifica Advisory Council. This body shall have no fiduciary powers or responsibilities but will contribute its advice and recommendations to the PNB as to the direction of Pacifica. The PNB may at its discretion ask the NPAC to make recommendations on a specific project. The members of the NPAC shall be nominated twice a year, once in February and once in September, by members of the PNB and the PNB will vote on each nominee whether to accept that person as a member of the NPAC. No more than 12 people may be added to the NPAC at any one time. There shall be a limit of 25 people as members of the PNB but that can be revised in a future amendment to this policy. The NPAC shall meet at least twice a year but may meet more often. It may elect officers to conduct the meetings and should keep minutes of all its sessions. The NPAC shall report back to the PNB on a regular basis with its recommendations.

4b. Motions from Personnel Committee

First: T Allen moved:

“Whereas: the annual evaluation of the ED should be timely and consistent,

Therefore: the PComm recommends that the Personnel Cmte be stood up for 2024 right away.”

(Passed without objection by PComm)

Second: T Allen Moved:

Whereas: to extend the mandate of the Personnel Committee to increase its service to the needs of the Foundation;

Therefore: the PNB initiate the Bylaws Amendment process to make the Personnel Cmte a PNB Standing Cmte.”

And

Therefore: extend the mandate of the Personnel Committee to:

‘A Personnel Committee, which shall conduct an annual Performance Evaluation of the ED & report back to the full PNB with recommendations;

conduct any ED Search as needed;

coordinate and support the LSBs in the annual performance reviews of their GMs and PDs;

coordinate and support the Management in the annual Performance Evaluation of their direct reports and staff;

provide annual update to the PNB of changes to CA Labor and Employment law in the area of performance reviews;

and which Committee shall include as members, all Foundation officers and one Director from each radio station area, but shall not include any non-Director LSB Delegates.’

(Passed without objection by PComm)

6a. Motion from Aki Tanaka to Amend/Rescind a Previously Adopted Motion [TBD]

Meeting Notice:

Thursday, January 18, 2024

Pacifica National Board

Purpose: The second regular meeting of the month. Part of the meeting may be closed.

Nancy Sorden

Posted: 09/28/2023 - 5:33 PM

8:30 PM ET

Teleconference

Committee Members

nancy.sorden@wap.org

Updated :09/28/2023 - 5:33
PM

Minutes approved at the January 25, 2024 meeting of PNB