

Pacifica National Board Minutes - Open Session

Teleconference Meeting

Thursday, March 21, 2024, 8:30 pm ET

| Directors: | ID | |
|--|----------|--------------------------------------|
| Irene Adams, WPFW, Listener (P) | IA ZK | Zack Kaldveer, KPFA, Listener (P) |
| Teresa J. Allen, KPFT, Listener (P) | TA DP | Darlene Pagano, KPFA, Staff (P) |
| Kaja Brown, KRDP, Affiliate (P) | KB RP | Ron Pinchback, WPFW, Staff (P) |
| Donna Carter, KPFA, Listener (Ex) | DC MR | Myla Reson, KPFA, Staff (P) |
| Paul DeRienzo, WBAI, (P) | PDR SR | Shawn Rhodes, WBAI, Staff (P) |
| Jim Dingeman, WBAI, Listener (P) | JD CR | Cerene Roberts, WBAI, Listener (L) |
| Vanessa Dixon-Briggs, WPFW, Listener (P) | VDB MS | Minerva Sanders, WPFW, Listener (P) |
| Fred Dodsworth, KPFA, Listener (Ex) | FD RU | |
| Jan Goodman, KPFA, Listener (L) | JG HW | Harvey Wasserman, KPFA, Listener (L) |
| Heather Gray, WRFG, Affiliate (P) | HG EW | Egberto Willies, KPFT, Staff (P) |
| Evelia Jones, KPFA, Listener (P) | EJ Chair | Susan Young, KPFT, Listener (P) |

Others:

Stephanie Wells Executive Director – P
 Arthur Schwartz Pacifica Counsel – not in open session
 Julie Hewitt Secretary – P

1. Preliminary items

- A. Call to Order by Chair at 8:37 pm
- B. Roll Call – M/S/C to extend 3 minutes
- C. The chair reads the report out from the PNB executive session of March 7, 2024:
 The PNB met in closed session to address legal matters pertaining to the Pacifica Foundation response to the FCC letter of inquiry and the future of the Pacifica Archives and the PNB made no decisions.

D. Excused Absences – (see above)

E. Identify Timekeepers

People – Zack Kaldveer

Items – Darlene Pagano

2. Agenda approval [Passed w/o objection]

3. Approve Minutes: (5min)

March 7, 2024 Corrected to show meeting was extended 30 minutes and not 20 minutes

M/S/C = moved/seconded/carried.

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4. Motion to ratify election of Personnel Committee. [Add 10 minutes w/o objection]

(I)

Whereas the Pacifica National Board held elections for directors to serve on the Personnel Committee and the tellers' report dated March 17, 2024 has been shared with all directors; Be it resolved that the Pacifica National Board ratifies the tellers' report and affirms the duly elected directors on the Personnel Committee,

Affiliates – Heather Gray
KPFA – Darlene Pagano
KPFK – Jan Goodman
KPFT – Teresa Allen
WBAI – Jim Dingeman
WPFW – Irene Adams

[Passed w/o objection]

Teresa Allen was named as convener by the chair with request to convene ASAP

(II)

Whereas to extend the mandate of the Personnel Committee, to increase its service to the needs of the foundation, therefore we extend to a personal committee which shall conduct an annual performance review of the ED and report back to the full PNB with recommendations. Conduct an ED (Executive Director) search as needed, coordinate and support the LSB's in the annual Performance Reviews of their GM's (General Managers) and Program Directors, coordinate and support the management in the annual performance evaluations of their direct support and staff, and provide an annual update to the PNB of changes to California Labor and Employment law in the area of performance evaluations and reviews, and which committees shall include as members all Foundation officers and one director from each station area *and the affiliates* but shall not include any non-director LSB delegate. [Passed w/o objection]

5. Vacant KPFT seat on governance committee and motions

(III)

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Whereas the KPFT seat on the Governance Committee has become vacant with Marianne Martinez's resignation as a director, and whereas for in-person meetings, Pacifica's parliamentary authority specifies that "... the chair appoints tellers to distribute, collect, and count the ballots and to report the vote (Roberts Rules of Order 12th ed. 45:26), and whereas since the suspension of annual in-person meetings, the PNB has been conducting its elections by electronic mail, be it resolved that the election of a director from KPFT for the Governance Committee shall be conducted by electronic mail using instant runoff voting with write-in votes allowed, with Terry L. Goodman serving as Chair of Tellers and Sara Roos serving as Secondary Ballot Recipient and Teller; further resolved that all currently serving directors are authorized to vote and will be sent voting instructions and ballots by e-mail by one of the tellers on or after March 22, 2024 and that the polls shall close on March 26, 2024 at 11:59 Pacific Daylight Time. The chair of tellers will distribute preliminary tally results to all voters soon after the tellers agree on those results. If for some reason Terry Goodman or Sara Roos are unwilling or unable to conduct these elections, the chair *will ask Terry Goodman to identify someone who is knowledgeable and neutral* ~~is authorized to designate other neutral persons~~ to do so. If quorum is not met by the close of polls the chair of tellers is authorized to reopen the polls and declare a new deadline. Election ties are to be resolved and final results declared by the person presiding at the next meeting of the board after the preliminary tally distribution. A director with good bandwidth can share a screen and flip coins via <https://www.random.org/coins/>. The final results shall be ratified by the board vote. To facilitate these elections after the adoption of this motion the secretary shall send to both tellers the roster of current Pacifica directors with e-mail addresses, the names of the candidates, and the seats to which they have been nominated, and the exact text of this motion as finally adopted.

CR – Amendment as shown in italics and strikethrough. [Passed w/o objection]

Final amended motion [Passed w/o objection]

NOMINATIONS FROM FLOOR for KPFT Director on Governance Committee:

Teresa Allen – Accepted

6. Motion from NFC

(IV)

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To approve the KPFA draft fiscal year 24 budget as approved by the NFC
[Passed w/o objection]

(V)

To review the WBAI draft fiscal year 24 deficit budget as forwarded by the NFC

Motion for 3-minute extension/amended to 5 minutes [Passed w/o objection]

Motion to extend an additional 5 minutes [Passed w/o objection]

TA – Motion to amend/S: The PNB instructs the NFC to work with the National Office and station management to develop a plan for prompt implementation to remedy this deficit situation at WBAI and report back to the PNB by the second meeting in April
[Passed w/o objection]

Motion to exhaust stack (1) [Passed w/o objection]

6. ED Report and Q & A – (Audio available on KPFTX at the 59:00 minute mark)

Aged Payables – Approximately \$ 1,381,000

Loans – Still working with loan holders

Interest past due – FJC loan: \$516,000 SBA/EIDL: \$113,000

Total payoff FJC: \$2,500,000 SBA/EIDL: \$ 2,700,000

Liability has been restored

Escrow on L.A. building sale extended

KPFC started broadcasting yesterday from their new location

Larger space leased for Archives and KPFC membership dept. use

Underwriting, CPB, Grid revue, & Programing sharing working groups formed

Motion – To extend time until current stack exhausted [Passed w/o objection]

CPB does not need Nielson rating, RRC ratings are acceptable

10. Move into Executive Session at 10:11 PM ET

Minutes drafted by Steve Kucala, Volunteer

Minutes approved by PNB on 1/16/2025

Minutes posted by Julie Hewitt, PNB Secretary

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