

Pacifica National Board Minutes - Open Session
Teleconference Meeting
Thursday, April 18, 2024, 8:30 pm ET

Directors:	ID		
Irene Adams, WPFW, Listener (L)	IA	ZK	Zack Kaldveer, KPFA, Listener (P)
Teresa J. Allen, KPFT, Listener (P)	TA	DP	Darlene Pagano, KPFA, Staff (P)
Kaja Brown, KRD, Affiliate (P)	KB	RP	Ron Pinchback, WPFW, Staff (P)
Donna Carter, KPFA, Listener (P)	DC	MR	Myla Reson, KPFK, Staff (P)
Paul DeRienzo, WBAI, (L)	PDR	SR	Shawn Rhodes, WBAI, Staff (P)
Jim Dingeman, WBAI, Listener (L)	JD	CR	Cerene Roberts, WBAI, Listener (P)
Vanessa Dixon-Briggs, WPFW, Listener (L)	VDB	MS	Minerva Sanders, WPFW, Listener (P)
Fred Dodsworth, KPFA, Listener (P)	FD	RU	Richard Uzzell, KPFT, Listener (P)
Jan Goodman, KPFK, Listener (P)	JG	HW	Harvey Wasserman, KPFK, Listener (L)
Heather Gray, WRF, Affiliate (L)	HG	EW	Egberto Willies, KPFT, Staff (Ex)
Evelia Jones, KPFK, 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 8:32 pm with 15 directors present
- B. Roll Call – as noted above
- C. The chair reads the report-out from the PNB executive sessions of March 21, and April 4 2024:

March 21 – The PNB met in closed session to address legal matters pertaining to the Pacifica Foundation response to the FCC letter of inquiry, the Pacifica Archives, and confidential personnel and legal matters.

April 4 – The PNB met in closed session to discuss confidential legal, contractual, financial, and personnel issues.

D. Excused Absences – 3 (IA and PDR were late; see above)

E. Identify Timekeepers
Speakers – Fred Dodsworth
Topics – Teresa Allen

Richard Uzzell introduced as new director from KPFT (replaced Marianne Martinez)

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2. Agenda approval: (5 min) [Passed as amended to add items 10b and 10c, w/o objection]

3. Approve Open Session March 21, 2024 (5 Min) No action taken-unavailable

4. Committee Reports (25 min)

Audit Committee – No audit scheduled due to lack of funds, Chair – PNB selected auditors in 2023, PNB selects auditors not management.

(I)

Moved that the Audit Committee shall meet within the next 15 days to address document retention and destruction policy, previous management letters, pro bono audit service, and the Pacifica financial policies and procedures manual. CR – M/S

POO – Can a nonmember make a motion for the committee? Chair – Not clear to chair and referred to body for determination.

(II)

Motion to postpone to the next meeting the Audit committee motion if it is provided to the board in writing. M/S/C 15-Yes, 5-No

Coordinating Committee – Chair: written report sent to board. Met twice and discussing Board needs with executive director

Motion from Coordinating Committee-Standing up a Strategic Planning Committee

(III)

BE IT RESOLVED that the Strategic Planning Committee is stood up to serve in 2024 to be comprised the officers including Board Chair, Board Vice Chair, Secretary, Chair of the National Finance Committee, the Executive Director plus one Affiliate Director and one Director representing each station elected by the Board; which committee will address matters that initially include use of proceeds from the sale of KPFK property; monitoring stewardship of the Pacifica Radio Archives; and the development of a strategic plan for the Pacifica Foundation to achieve solvency. M/S/C 17-Yes 3-abstentions; amendment to motion offered from a committee member but it was not seconded nor in a written form.

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POO – JD: Requirement to submit amendment in writing not a Robert's Rule.

Chair – special meeting rules are compliant with Robert's Rules and in fact are specifically provided for in them.

JD – challenge to chairs ruling

JD – continued to object to proceeding, Chair called Jim Dingeman Out of Order for arguing with Chair and disrupting meeting.

CR – POI, Are By-laws superior to Roberts rules of Order? Chair – Yes

CR – By-laws are silent about Zoom, Chair – Not relevant

Dialog continued

Chair – record that Cerene Roberts is being disruptive and interfering with having a vote

Vote to support ruling of the chair that JD's motion is out of order: 10-Yes, 7-No

Ruling of chair is sustained

Finance Committee: Change in KPFK committee membership adding Steven Meeks.

Committee elected Darlene Pagano Chair, R. Paul Martin – Secretary. Consolidated Financials being examined and will be finished/forwarded soon

Governance Committee: Michael Cheng elected Secretary. Chair election in progress, Fred Dodsworth is acting Chair Pro-Tem.

Personnel Committee: Teresa Allen – convener/Chair, Susan Young – Secretary; both Pro Tem. Exploring annual ED/GM evaluation process

5. Affiliates and AOA (Association of Affiliates): Kaja Brown – 1:21 on audio, a very detailed report given. At halfway point in FY, PAN has collected 53% of fees. Low power FM filing window last year led to new affiliate members this year. Training for news coverage for this election year. Grass Roots Radio Conference in New Orleans, LA from September 26-29.

6. Motion Ratifying Election for KPFT seat on Governance Committee:

(IV)

WHEREAS the Pacifica National Board held an election for the KPFT director to serve on the Governance Committee and the tellers' report dated March 27, 2024, has been shared with all directors;

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BE IT RESOLVED that the Pacifica National Board ratifies the tellers' report and affirms the duly elected KPFT director on the Governance Committee to be **Teresa Allen**. M/S/C without objection.

7. Motion on Elections for the Strategic Planning Committee:

(V)

WHEREAS in a vote on April 18, 2024, the PNB stood up a Strategic Planning Committee for 2024;

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." [RONR (12th ed.) 45:26];

AND WHEREAS, since the suspension of annual in-person meetings, the PNB has been conducting its elections via electronic mail;

BE IT RESOLVED, that the election of directors to the Strategic Planning Committee shall be conducted via 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 via email by one of the tellers on or after Friday, April 19, 2024, and that the polls shall close on Saturday, April 27, 2024 at 11:59 pm 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 re-open the polls and declare a new deadline.

Election ties are to be resolved and the 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 should be ratified by Board vote.

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To facilitate these elections, after the adoption of this motion, the Secretary shall send to both tellers the roster of current Pacifica Directors with email addresses, the names of the nominated candidates and the seats to which they have been nominated, the exact text of this motion as finally adopted, the date of this motion's approval, and the name of the approving body. M/S; amendment proposed by CR, seconded by MR (see italics/strikethrough). Amendment approved w/o objection.
Motion as amended approved w/o objection.

Nominations for Strategic Planning Committee:

Nominated and accepted:

KPFA – Zack Kaldveer

KPFK – Harvey Wasserman

KPFT – Teresa Allen

WBAI – Cerene Roberts, Jim Dingeman

WPFW – Ron Pinchback

Affiliates – Kaja Brown, Heather Gray

Write-ins will be accepted

Motion to move to ED report: M/S/C without objection

8. ED Report and Q & A – (30 min) 1:36

Significant progress on KPFK past due payables

WBAI past due rent resolved

SBA EIDL & FJC loan changes ongoing, past due interest both loans= \$ 630,000+.

Total loan payoffs FJC= \$ 2.5 million, EIDL= \$ 2.7 million

KPFK/PRA move logistics being worked

Job descriptions requested by director attached to written ED report

Underwriting process is being rolled out

CPB working group evolving and starting

Program review team proceeding and developing (many Director comments)

M/S/C without objection to extend for 5 minutes

9. Old Business – (15 min)

FD – Motion to move into Executive (closed) Session: M/S/C approved without objection at 11:02 pm

Meeting adjourned in the early hours of April 19, 2024 around 00:15 am ET

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Items remaining on agenda to be carried over to next meeting:

Motion on Programming Committee

Motion on Technology Task Force

10. New Business: see appendix (15 min)

Motion from CR on Executive Sessions

Motion from CR to update station websites (not present)

Motion from JD to audit PRA physical condition of archival collection (not present) {may be moot as both ED and Audit committee chair reported they plan an on-site inspection in the near future.}

APPENDIX

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

9a. Motion on Programming Committee

WHEREAS the Pacifica Foundation is a radio network which owns five radio stations in five major media markets in the United States and has around 200 affiliates that receive our content for broadcasting,

AND WHEREAS a large amount of our present revenue is derived from audiences responding to our programming,

BE IT RESOLVED that the National Programming Committee which has existed in varying forms under the pre 2000 PNB governance structure and has been operational since the new bylaws were adopted be started up again immediately.

9c. Motion on Technology Task Force

WHEREAS the Technology Task Force has held over its time detailed looks at all aspects of the new technologies that Pacifica needs to adopt. It has also sponsored seminars on radio history and policy as well as holding and organizing training and workshops on CPB regulations and underwriting regulations. In addition, it has organized and sponsored critical looks at podcasting and other new forms of communication as well as looking at the impact of social media on our operations.

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BE IT RESOLVED that the Technology Task Force be stood up immediately to serve the interests of the Foundation and its tens of thousands of listeners.

10a. Motion from Cerene Roberts on Executive Sessions

Whereas, Pacifica is committed to transparency and member-governance, reports-out of executive session shall be as forthcoming as possible using Corporation for Public Broadcasting guidelines*. Said reports may describe what was done as well as what was intended and can include closed session motions and vote details, and further

Whereas, Pacifica desires to restore eligibility for funding from the Corporation for Public Broadcasting which requires that Reports-Out of executive session be published on the station's website within a "reasonable" time, and

Whereas, the CPB currently defines "reasonable" as within 10 days* of said meeting, and

Whereas, in addition to pacifica.org where the last posted report-out is dated December 2023 (https://pacific.org/notices_home.php#exec), the foundation uses kpftx.org for its governance calendar, as a source of governance meeting livestreams, and as a repository of open meeting recordings and minutes, be it hereby resolved,

That reports-out of executive session of all governance bodies shall be published within 10 days of their meeting (with this period changing as the law does) on pacifica.org and shall be added to the individual meeting listings on kpftx.org,

That reports-out of executive sessions of the 2024 LSBs and the 2023 and 2024 PNB shall be posted on both websites by May 15, 2024, and

That the PNB secretary shall communicate this motion to each LSB's officers within 3 business days of passage.

Minutes drafted by Steve Kucala, Volunteer

Minutes approved by PNB on 1/16/2025

Minutes posted by Julie Hewitt, PNB Secretary