

Minutes - *Public* Version  
Pacifica National Board Regular Session  
Teleconference Meeting  
Thursday, May 2, 8:30 pm EST  
All times Eastern  
*(meeting notice appended to the end of this agenda)*

Irene Adams, WPFW, Listener - Ex	Zack Kaldveer, KPFA, Listener - P
Teresa J. Allen, KPFT, Listener - P	Darlene Pagano, KPFA, Staff - P
Kaja Brown, KRDP, Affiliate - P	Ron Pinchback, WPFW, Staff - P
Donna Carter, KPFA, Listener - P	Myla Reson, KPFA, Staff - P
Paul DeRienzo, WBAI, Listener - P	Shawn Rhodes, WBAI, Staff - P
Jim Dingeman, WBAI, Listener - P	Cerene Roberts, WBAI, Listener - P
Vanessa Dixon-Briggs, WPFW, Listener - P	Minerva Sanders, WPFW, Listener - P
Fred Dodsworth, KPFA, Listener - P	Richard Uzzell, KPFT, Listener - P
Jan Goodman, KPFA, Listener - P	Harvey Wasserman, KPFA, Listener - P
Heather Gray, WRFG, Affiliate - P	Egberto Willies, KPFT, Staff - P
Evelia Jones, KPFA, Listener - P	Susan Young, KPFT, Listener - P

Others:

Stephanie Wells, Executive Director - P  
Arthur Schwartz, Pacifica Counsel - P 11:00  
Julie Hewitt, Secretary - P  
Akio Tanaka, Recording Secretary - P

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 April 18<sup>th</sup> meeting  
*The PNB met in closed session to discuss confidential legal, contractual, financial and personnel issues. Pursuant to a previous PNB motion, WBAI station and national management will meet with the NFC as soon as feasible.*
- D. Excused Absences - Irene Adams
- E. Identify Timekeepers - Fred Dodsworth (people), Minerva Sanders (items)

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

Fred Dodsworth moves for 10 PM adjourn to closed session, 11:00 PM adjourn.

Yes: Teresa Allen, Fred Dodsworth, Jan Goodman, Evelia Jones, Zack Kaldveer, Darlene Pagano, Myla Reson, Minerva Sanders, Richard Uzzell, Harvey Wasserman, Egberto Willies

No: Donna Carter, Paul De Rienzo, Jim Dingeman, Vanessa Dixon-Brown, Heather Gray, Ron Pinchback, Shawn Rhodes, Cerene Roberts,

Yes: 11; No: 8  
Motion passes

Agenda approved as amended without objection.

3. Approve open session minutes of March 21, 2024 and April 18, 2024 – 5 min.

Minutes approval postponed.

4. Recording Secretary – 5 min.

Motion to approve Akio Tanaka as Recording Secretary. Passes w/o objection though Cerene Roberts abstains.

5. Motion to Update Pacifica’s Standing Rules on Electronic Meetings (see APPENDIX) – 15 min.

Cerene Roberts moves to table the motion.

Yes: Donna Carter, Paul De Rienzo, Jim Dingeman, Vanessa Dixon-Brown, Heather Gray, Ron Pinchback, Shawn Rhodes, Cerene Roberts,

No: Teresa Allen, Fred Dodsworth, Jan Goodman, Evelia Jones, Zack Kaldveer, Darlene Pagano, Myla Reson, Minerva Sanders, Richard Uzzell, Harvey Wasserman, Egberto Willies

Yes: 8; No: 11

Motion to table fails.

Jan Goodman moves to change 5 seconds to 12 seconds.

Amendment adopted without objection.

Motion as amended.

Yes: Teresa Allen, Donna Carter, Fred Dodsworth, Jan Goodman, Heather Gray, Evelia Jones, Zack Kaldveer, Darlene Pagano, Ron Pinchback, Myla Reson, Minerva Sanders, Richard Uzzell, Harvey Wasserman, Egberto Willies

No: Paul De Rienzo, Jim Dingeman, Vanessa Dixon-Brown, Shawn Rhodes, Cerene Roberts,

Yes: 14; No: 5

Motion passes

6. Strategic Planning Committee – 5 min.

a. Motion Ratifying Elections for Strategic Planning Committee (see APPENDIX)

Ron Pinchback and Vanessa Dixon-Briggs abstain.

Motion passes.

b. Convenor for first SPC meeting

The chair designates Minerva Sanders as the convenor.

7. Report from NFC on WPFW Budget – 5 min.

Darlene Pagano sent “Material for Open Agenda Item #7” before the meeting.

Fred Dodsworth moves for PNB to authorize ED to implement cost saving measures at WPFW.

Motion adopted without any objection.

Cerene Roberts moves to have a written report by NFC on what happens when there is negative budget.

Darlene Pagano will add the item to the current report.

8. ED report and Q & A – 30 min.

Jim Dingeman makes Point of Order that the chair violated Article 8 regarding selection process for the Strategic Planning Committee.

The chair said it will be noted in the minutes.

Adjourn at 10:02 pm ET to closed session. The following items are carried over to the next agenda.

9. Old Business (see APPENDIX) – 60 min.

- a. Motion on Programming Committee
- b. Motion on Strategic Planning Committee
- c. Motion on Technology Task Force
- d. Motion from Cerene Roberts on Executive Sessions
- e. Motion from Cerene Roberts on Accurate Records
- f. Motion from Jim Dingeman on independent investigation of state of the Archives
- g. Motion from Cerene Roberts on Audit Committee

10. New Business (see APPENDIX) – 30 min.

- a. Motion from Cerene Roberts on Directors' Access
- b. Motion from Cerene Roberts on Clarifying Board Terms
- c. Motion from Cerene Roberts on Meeting Rosters

**11. Motion to move into closed session at a time no later than 10:30 pm ET.**

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## **APPENDIX**

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

### **5. Motion to Update Pacifica's Standing Rules on Electronic Meetings**

In sessions where each speaker is limited by time, the timekeeper shall give a ten-second warning before the end of the slot;

when time expires, the end of the time slot shall be announced by the chair and/or the timekeeper;

if the speaker continues to speak, after five seconds the speaker is to be muted and the meeting shall proceed;

the speaker shall remain muted for 60 seconds. However, any member, other than the one being muted, can appeal a muting and such appeal shall go to an immediate undebatable vote of the members.

**6a. Motion Ratifying Elections for Strategic Planning Committee**

WHEREAS the Pacifica National Board held elections for directors to serve on the Strategic Planning Committee and the tellers’ report with correction dated April 28, 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 Strategic Planning Committee to be Kaja Brown, Affiliates; Zack Kaldveer, KPFA; Evelia Jones, KPFK, Teresa Allen, KPFT; Jim Dingeman, WBAI; and Irene Adams, WPFW.

**7. Material for Open Agenda Item #7**

**Motion:** *"The NFC reviewed the WPFW FY 24 budget submitted by WPFW Treasurer Kamau Harris and Pacifica Executive Director Stephanie Wells. The budget is a reasonable estimate of revenue, based on historical numbers, and expenses. It is a deficit budget. We accept the budget and forward it to the Pacifica National Board for their consideration." (Passed without objection)*

<b>TOTAL REVENUE FY24</b>	<b>\$1,525,000</b>
<b>TOTAL EXPENSES sans CS</b>	<b>\$(1,289,600)</b>
<b>NET INCOME (NET LOSS) sans CS FY24</b>	<b>\$235,400</b>

<b>TOTAL REVENUE FY24</b>	<b>\$1,525,000</b>
<b>TOTAL EXPENSES with CS</b>	<b>\$(1,567,111)</b>
<b>NET INCOME (NET LOSS) with CS FY24</b>	<b>\$(42,111)</b>

**Recommendation:** As with the deficit budget submitted by WBAI previously, the NFC repeats the same recommendation accepted by the PNB on April 4, 2024 (as amended to reference WPFW): *That the NFC recommends to the PNB that the PNB authorize the Executive Director to implement cost savings measures at WPFW*

[Original Wording for WBAI from the Confidential PNB Minutes of April 4, 2024: *Motion: The NFC recommends to the PNB that the PNB authorize the Executive Director to implement cost savings measures at WBAI*]

**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.

### **9b. Motion on Strategic Planning Committee**

WHEREAS the Pacifica National Board has maintained a Strategic Planning Committee since 2017 and it has pushed forward a variety of initiatives. One has included arguing and obtaining first an experimental program for underwriting and then last year a permanent process for the network to avail itself of badly needed revenue.

AND WHEREAS the SPC is the only committee of the National Board that has actually helped bring in extra revenue in the past two years by legitimizing underwriting as a system wide practice for the network.

BE IT RESOLVED the Strategic Planning Committee be stood up immediately to operate in the interests of the Pacifica network and help it survive.

### **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.

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.

### **9d. 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://pacifica.org/notices\\_home.php#exec](https://pacifica.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.

**9e. Motion from Cerene Roberts on Accurate Records**

Whereas, information about the foundation's offices, records, operations, and governance bodies must be accurately presented,

The Executive Director is requested to ensure regular review of the stations' Transparency Pages listed in the below email dated March 25, 2024 which is incorporated into this motion by reference, and further

To ensure that all listings of the national office address, including for infringement claims, on the websites of the foundation's 8 units, shall be brought current within a week of passage, and

A similar effort shall be undertaken for governmental records/sites and other places where broadcasters and/or non-profits would expect to be listed.

**9f. Motion from Jim Dingeman on independent investigation of state of the Archives**

TBD

**9g. Motion from Cerene Roberts on Audit Committee**

Moved that the Audit Committee shall meet within the next 15 days to deal with a document destruction and retention policy, previous management letters, pro bono auditor and policies and procedures manual.

**10a. Motion from Cerene Roberts on Directors' Access**

Whereas, Directors are responsible for the affairs of the foundation and are obliged\* to be informed, their increased familiarity with its units can improve the quality of their contributions, therefore

The Board requires that all Directors, PNB officers, LSB members, LSB officers, and network staff facilitate, and not interfere with, Directors' full access to all foundation information including meetings

The Executive Director is charged with having IT staff implement, by May 15, 2024, a system for easy delivery of tele-conference and/or video-conferencing coordinates of all meetings to all interested directors.

\* "Directors are also obliged to be informed about the nonprofit organization's program and operations."

**10b. Motion from Cerene Roberts on Clarifying Board Terms**

Whereas, the foundation has a commitment to transparency and member-governance and an obligation to maintain an accurate record its governance members,

Resolved that each Local Station Board shall create by May 31, 2024, and keep current, a public document charting the service of each delegate.

Specifically, it should include each delegate’s name, class of membership, date of joining the board, and basis for membership—outright election, term inheritance, or board appointment. If either of the latter pair, then include the history of that board seat.

For example, a record shall include that Person H was appointed on Feb. 14, 2024 to take the seat of Person F who’d inherited the seat on August 17, 2023 from Person B who was elected in Nov. 2021.

### **10c. Motion from Cerene Roberts on Meeting Rosters**

Whereas, it is not uncommon to find minutes that lack a list of a group’s members requiring listening to the audio archive to ascertain who was conducting business, be it hereby

Resolved that all governance agenda and minutes shall include a section stating the names of all group’s members.

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Meeting Notice:

**Thursday, May 2, 2024**  
**Pacifica National Board**

**Purpose:** Regular meeting of the PNB. Part of the meeting may be in executive session.

Regular meeting, per 2024 PNB decision to continue with meetings on 1st and 3rd Thursdays of the month. 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: 04/07/2024 - 9:53 PM

**8:30 PM ET**  
**Teleconference**  
**Committee**  
**Members**

[hewitt.wpfw@gmail.com](mailto:hewitt.wpfw@gmail.com)

Updated :04/07/2024 -  
9:53 PM

Minutes drafted by Aki Tanaka, Recording Secretary  
Minutes approved by PNB on 5/30/2024  
Minutes posted by Julie Hewitt, PNB Secretary