

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

Directors:

Irene Adams, WPFW, Listener - p	Zack Kaldveer, KPFA, Listener - p
Teresa J. Allen, KPFT, Listener - p	Darlene Pagano, KPFA, Staff - p
Kaja Brown, KRDP, Affiliate	Ron Pinchback, WPFW, Staff - p
Donna Carter, KPFA, Listener - p	Myla Reson, KPFA, Staff - p
Paul DeRienzo, WBAI, Listener - p late	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	Richard Uzzell, KPFT, Listener - p
Jan Goodman, KPFA, Listener - p	Harvey Wasserman, KPFA, Listener - p late
Heather Gray, WRFG, Affiliate	Egberto Willies, KPFT, Staff
Evelia Jones, KPFA, Listener	Susan Young, KPFT, Listener - p

Others:

Stephanie Wells, Executive Director - p
Arthur Schwartz, Pacifica Counsel
Julie Hewitt, Secretary
Aki Tanaka, Recording Secretary - p

1. Preliminary Items

- A. Call to Order by Chair (Young)
- B. Roll Call by Recording Secretary (Tanaka)
- C. Report-out from the executive session of May 2nd meeting (Young)
The PNB met in closed session to discuss confidential legal, contractual, financial and personnel issues, and progress in hiring a National Election Supervisor.
- D. Excused Absences: Excused w/o objection
- E. Identify Timekeepers – topic-Darlene Pagano, people-Irene Adams

2. Agenda approval for the open portion of the agenda

Motion to remove item 9c. – Teresa Allen

Yes: Irene Adams, Teresa Allen, Jan Goodman, Zack Kaldveer, Darlene Pagano, Myla Reson, Minerva Sanders, Richard Uzzell

No: Donna Carter, Jim Dingeman, Vanessa Dixon-Brown, Ron Pinchback, Shawn Rhodes, Cerene Roberts,

Yes: 8; No: 6

Motion to remove 9c passes.

Motion to extend old business to 25 minutes. - Cerene Roberts

Yes: Donna Carter, Jim Dingeman, Vanessa Dixon-Brown, Ron Pinchback, Shawn Rhodes, Cerene Roberts,

No: Irene Adams, Teresa Allen, Jan Goodman, Zack Kaldveer, Darlene Pagano, Myla Reson,

Minerva Sanders, Richard Uzzell,
Yes: 6; No: 8
Motion to extend fails.

Agenda as amended approved w/o objection

3. Approve open session minutes of May 2, 2024 – Approved w/o objection.

4. Committee Reports –

a) Audit Committee –

Irene Adams: Committee in holding pattern.

b) Coordinating Committee –

Task overlaps SPC

c) Finance Committee –

Darlene Pagano: Working on central service formula for deficit stations.

d) Governance Committee (see APPENDIX)

Minerva Sanders: Setup WG for CPB compliance.

e) Personnel Committee –

Teresa Allen: Working on LSB GM evaluation.

f) Strategic Planning Committee –

Minerva Sanders: Closed session.

5. Affiliates and AOA Report – No report.

6. Motion from Cerene Roberts on Clarifying Board Terms (see APPENDIX) –

Amendment: Change ‘require’ to ‘request’. - Jan Goodman

Yes: Irene Adams, Teresa Allen, Jan Goodman, Zack Kaldveer, Minerva Sanders, Richard Uzzell,
Harvey Wasserman,

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

Abstain: Myra Reson

Yes: 7; No: 8; Abstain: 1

Amendment fails

Main Motion:

Yes: Teresa Allen, Donna Carter, Paul DeRienzo, Jim Dingeman, Vanessa Dixon-Briggs, Darlene
Pagano, Ron Pinchback, Shawn Rhodes, Cerene Roberts, Minerva Sanders

No: Jan Goodman, Zack Kaldveer, Myla Reson, Harvey Wasserman,

Abstain: Irene Adams, Richard Uzzell

Yes: 10; No: 4; Abstain: 2

Motion passes

7. ED report and Q & A – Not addressed

8. Old Business (see APPENDIX) – Not addressed

a. Motion from Jim Dingeman on Programming Committee

b. Motion from Jim Dingeman on Strategic Planning Committee

- c. Motion from Jim Dingeman 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
- h. Motion from Cerene Roberts on Directors’ Access
- i. Motion from Cerene Roberts on Meeting Rosters

- 9. New Business (see APPENDIX) – Not addressed
 - a. Motion from Paul DiRienzo on Gaza
 - b. Motion from Cerene Roberts to “stand-up” the Elections Committee and convert it to a standing committee
 - c. Motion from Cerene Roberts regarding abusive conduct of the PNB Chair

10. Motion to move into closed session at a time no later than 9:30 pm ET.

Go into executive session at 10:06 pm ET

APPENDIX

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

4d. Motion from Governance Committee

To deal with administrative gaps or errors in the processes of the Pacifica Foundation's interface with listeners, members, and governance representatives, the Governance Committee will convene and oversee the work of a temporary working team with the charge of addressing possible gaps in the processes of connection, notification and communication between the Foundation and its members.

6. 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.

8a. 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.

8b. 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.

8c. 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.

8d. 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), 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.

8e. 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.

8f. Motion from Jim Dingeman on independent investigation of state of the Archives

TBD

8g. 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.

8h. 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."

8i. 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.

9a. Motion from Paul DiRienzo on Gaza

The Pacifica National Board demands an immediate cessation to Israel's genocidal attacks on the people of Palestine. We support the students in the U.S. and around the world who are protesting this genocide, and we condemn the violent attacks by Zionist mobs on the peaceful student encampment at UCLA.

9b. Motion from Cerene Roberts to "stand-up" the Elections Committee and convert it to a standing committee

Whereas, elections are a regular and ongoing part of Pacifica governance, and

Whereas, the 2024 delegate election process began in early May with the announcement of the hire of a National Election Supervisor (NES), and

Whereas, knowledge, experience, and local observations can strengthen the fairness and transparency of the election process, be it hereby resolved

That for the 2024 PNB term, an Elections Committee, populated by 1 director per station (elected by the PNB using Instant Runoff Voting) and 2 station delegates (elected by each Local Station Board / Delegate Assembly using Standard Transferable Voting) is hereby stood up, and further

The committee shall make itself available to assist the NES and shall keep current on all phases of delegate elections. It shall be convened by June 19, 2024 through a director appointed by the PNB Chair or Acting Chair following rapid consultation with those elected.

9c. Motion from Cerene Roberts regarding abusive conduct of the PNB Chair

Whereas, the Pacifica mission includes radio activity to build understanding and decrease conflict and antagonisms, and

Whereas our practice must align with our message as we cannot expect of nations that which we cannot approach on our boards, and

Whereas, a chair is largely responsible for setting the tone by evenhandedly encouraging and exhibiting respectful conduct, and

Whereas, on May 2, 2024, as a result of a delegate describing a member's response to a director as "hilarious", current PNB Chair Susan Young jumped into the email discussion and referred to that delegate as a "nincompoop" and mocked her board service*, be it hereby resolved

That the PNB expresses its dissatisfaction with this conduct and urges the Chair to exercise maturity, restraint, and graciousness, or to resign.

Meeting Notice:

Thursday, May 30, 2024

Pacifica National Board

Purpose: Regular meeting of the PNB. Part of 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. This meeting is a reschedule of the May 16th meeting, cancelled due to very severe storms in Houston.

Julie Hewitt

Posted: 05/22/2024 - 8:16 PM

8:30 PM ET
Teleconference
Committee
Members

hewitt.wpfw@gmail.com

Updated :05/22/2024 -
8:16 PM

Minutes drafted by Aki Tanaka, Recording Secretary

Minutes approved by PNB on 6/6/2024

Minutes posted by Julie Hewitt, PNB Secretary