

Pacifica National Board Minutes - Open Session

Teleconference Meeting

Thursday, June 20, 2024, 8:30 pm ET

Directors:

P=Present L=Late E=Excused

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	(P)	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	(P)
Vanessa Dixon-Briggs, WPFW, Listener	(P)	VDB	MS	Minerva Sanders, WPFW, Listener	(P)
Fred Dodsworth, KPFA, Listener	(P)	FD	RU	Richard Uzzell, KPFT, Listener	(P)
Jan Goodman, KPFA, Listener	(P)	JG	HW	Harvey Wasserman, KPFA, Listener	(P)
Heather Gray, WRFG, Affiliate-		HG	EW	Egberto Willies, KPFT, Staff	
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
 Aki Tanaka Recording Secretary – (P)

1. Preliminary Items – 5 min.

- A. Call to Order by Chair at 8:37 pm (Young)
- B. Roll Call by Secretary (Hewitt)
- C. Report-out from the executive session of May 30th and June 6th meetings (Young)
 - May 30th: The PNB met in closed session to hear about the conclusion of a confidential legal matter, to discuss a confidential settlement agreement, and to hear that the Rideaux et al. v. Pacifica Foundation case has been dismissed without prejudice.*
 - June 6th: The PNB met in closed session to hear a report from the ED about confidential personnel matters. The General Counsel also gave a confidential legal report.*
- D. Excused Absences
- E. Identify Timekeepers, People-Fred Dodsworth, Topics-Irene Items
- F. Next Meeting scheduled for July 11, 2024

2. Agenda approval for the open portion of the agenda – Motion by Richard Uzzell

CR – **Motion to Amend** to go into Executive Session at 10:15 Vote: **Yes-7; No-11; motion fails**

CR – **Motion to Add** following motion to agenda:

“ The PNB thanks the National Election Supervisor for completing her corrections to the membership eligibility portion of the elections website per the screenshots below (Note-not provided) namely correcting the listener cash qualifying date on June 8th from the original that she had there July 1st 2022 to June 2023 corrected to read July 1, 2023 to June 30th, 2024 and correcting the paid staff criteria by June 17th from being on payroll on June 30th, 2023 to being on payroll to by June 30th, 2024 and the board urges the NES to push out

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and promote on the air and by e-mail the date for qualifying to vote and for filing to run in the delegates election until July 15, 2024 and to adjust the timeline as necessary; and further the board requests the inclusion as full members all listeners who contributed \$25 or 3 hours work or who received waivers since July 1st, 2023 because they meet the original by-laws standard. And then there's screenshots from June 8th and then June 10th I think and June 17th."

Chair – If there's no objection, we can add it to New Business

CR – No, this vote will be to place the motion immediately after procedural things. M/S

JG – POO This is two motions: add and placement

Chair – It will be treated as an amendment to the motion to amend agenda (to place it after procedural items); first we will vote on **amendment**, then vote on motion to amend the agenda.

Motion to amend agenda order: Yes-8; No-10; **Motion failed**

MR – **Call the question** Yes-12; No-7; **Motion failed** not having 2/3rd support

JD – speaks and is asked to stop as not being recognized, continues to argue with chair. Joined by Paul DeRienzo – you're a fascist

Chair – Paul DeRienzo is called out of order

Vote on CR Motion to add **Verbal Motion to agenda under New Business:** Yes- 7; No- 10; **Motion failed**

JD – Place motion on agenda to add discussion on Chair authority to call LSB meetings

CR – Spoke in support of JD Motion

Chair – I am discussing matter with General Counsel and am advised this is a matter for executive session. LSBs are committees of the Board and as such, the Board has authority to instruct them to meet on important matters not previously addressed.

POO – Members are speaking out without recognition

MR – Motion to adjourn to Executive session, objection noted and vote taken

Yes-12; No-7; **Passed**

Moved into Executive session at 9:37 pm

Vote Tallies

June 20, 2024

Y=Yes N=No A=Abstention P=Present

CR- Motion to **amend** moving into **Executive Session to 10:15 pm** Yes-7; No-11; **Failed**

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

CR- Motion to amend verbal motion placement on agenda Yes-8; No-10; **Failed**

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

MR- Call the question (verbal motion) Yes-12 7-N **Failed**

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

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CR- Motion to add verbal motion to agenda Yes- 7 No- 10 **Failed**

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

MR- Motion To Move into Executive Session Yes- 12 No- 7 **Passed**

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

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Unfinished Agenda

3. Approve open session minutes of May 30, 2024 and June 6, 2024 – 5 min.
4. Motion from Zack Kaldveer on Meeting Disruptions (see APPENDIX) – 15 min.
5. Committee Reports – 15 min.
 - a) Audit Committee – 3 min.
 - b) Coordinating Committee – 3 min.
 - c) Finance Committee – 3 min.
 - d) Governance Committee – 3 min.
 - e) Personnel Committee – 3 min.
 - f) Strategic Planning Committee – 3 min.
6. Affiliates and AOA Report – 5 min.
7. ED report and Q & A – 15 min.
8. Old Business (see APPENDIX) – 30 min.
 - 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
 - j. Motion from Paul DiRienzo on Gaza
 - k. Motion from Cerene Roberts to “stand-up” the Elections Committee and convert it to a standing committee
 - l. Motion from Cerene Roberts regarding Subcarrier Income
9. New Business (see APPENDIX) – 5 min.
- 10. Motion to move into closed session at a time no later than 9:30 pm ET.**
- 11. Agenda approval for the closed portion of the agenda – 5 min.*
- 12. Approval of closed session minutes from May 30th and June 6th meeting – 5 min.*
- 13. Confidential ED report and Q & A – 30 min.*

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14. Confidential General Counsel report and Q & A – 30 min.

15. Unfinished Confidential Business – 5 min.

16. New Confidential Business – 5 min.

17. Report-out for kpftx.org and for reading at the next open session – 3 min.

18. Adjourn at a time certain of 11:00 pm ET.

APPENDIX

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

4. Motion from Zack Kaldveer on Meeting Disruptions

WHEREAS disruptions are happening in Pacifica National Board meetings and Pacifica Committee meetings to the degree that the Chair is unable to restore or maintain order and the business being of the meeting cannot be conducted;

AND WHEREAS Robert's Rules of Order 12th Edition provides Sample Rules for Electronic Meetings in an Appendix that a board may find helpful to adopt including on Page 640 6. Enforced disconnections providing that the Chair may cause or direct the disconnection or muting of a member's connection if it is causing undue interference with the meeting. The Chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.

THEREFORE BE IT RESOLVED: after repeated unsuccessful attempts by a board or committee Chair to call a member to order, that member may be electronically moved to a "waiting room" or removed from the meeting and may be suspended from the board for a designated period of time with a motion, at that meeting, passed by a majority vote by the Pacifica National Board or Pacifica Committees and recorded in the meeting minutes with documentation of the behavior in question.

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,

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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

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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

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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.

8j. 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.

8k. 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.

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8I. Motion from Cerene Roberts regarding Subcarrier Income

Whereas the use of WBAI sidebands / subcarrier frequencies generates income, and

Whereas in the Fiscal Year 2021 Audited Financial statements

(https://pacifica.org/finance/audit_2021.pdf, Report page 4 / PDF page 6) total subcarrier income is shown as \$124,300

Whereas the rent goes into the Pacifica National Office (PNO) and is treated as PNO income (Report page 36 / PDF page 33) and the station(s) is/are not credited for those monies, be it hereby resolved,

That retroactive to June 1, 2024, five percent of rents shall be retained for repair, maintenance, and upgrades, and the balance shall be credited to the station(s) Central Services account(s), and

By July 17, 2024, the Executive Director shall provide the PNB and general managers with a written report on the status of all stations' subcarriers and HD channels including existing and pending contracts and income statements. No related contract is to be executed before this report has been discussed by the board.

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Minutes drafted by Steve Kucala, Volunteer

Minutes approved by PNB on 1/16/2025

Minutes posted by Julie Hewitt, PNB Secretary