

Pacifica National Board Minutes - Open Session

Teleconference Meeting

Thursday, November 7, 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	MM	Marianne Martinez, KPFT, Listener	(L)
Kaja Brown, KRDP, Affiliate	(P)	KB	DP	Darlene Pagano, KPFA, Staff-	(P)
Donna Carter, KPFA, Listener	(P)	DC	RP	Ron Pinchback, WPFW, Staff	(P)
Paul DeRienzo, WBAI,		PDR	MR	Myla Reson, KPFA, Staff	(P)
Jim Dingeman, WBAI, Listener	(E)	JD	SR	Shawn Rhodes, WBAI, Staff	(P)
Vanessa Dixon-Briggs, WPFW, Listener	(P)	VDB	CR	Cerene Roberts, WBAI, Listener	(L)
Fred Dodsworth, KPFA, Listener	(P)	FD	MS	Minerva Sanders, WPFW, Listener	(P)
Jan Goodman, KPFA, Listener		JG	HW	Harvey Wasserman, KPFA, Listener	(P)
Heather Gray, WRFG, Affiliate-	(P)	HG	EW	Egberto Willies, KPFT, Staff	(L)
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

1. Preliminary Items – 5 min.

A. Call to Order by Chair (Young) at 8:35 ET

B. Roll Call by Secretary (Hewitt): quorum achieved

C. Report-out from the executive session of September 19th and October 7th meetings (Young)

September 19: the PNB adjourned without agreeing to a report-out and remedied this during the executive session on October 17th with the following:

The PNB met in closed session on September 19th, has not yet concluded on the matter discussed, and will report on it with clarity in November.

October 17: The PNB met in closed session on October 17th to discuss the sale of the KPFA building, aged payables and other confidential contractual matters.

D. Excused Absences- as noted in roll call

E. Identify Timekeepers

Fred Dodsworth- People

Irene Adams- Topics

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

HW- M/S To approve agenda (6:58)

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FD-M/S To remove agenda items from members who are absent and unavailable to speak to their motions

VDB- amend to remove only excused members motions, objection noted

Chair- Without objection excused members items will be removed

FD- **M/S/F To remove Paul DeRienzo motions from agenda** [F = failed]

TA- M/S To remove 7 d,e,g,h,i from agenda and refer them to governance Committee

Time on item expired, Chair- Item extended for 5 minutes without objection

Consensus appeared to be that the items proposed for removal will be moot following governance committee action/report, at which time they will be removed.

Agenda approved without objection (20:40)

3. Approve open session minutes- No minutes reported

4. ED report and Q & A – 30 min. Report on building sale revenue and its disposition

Piano moved out from KPFK and building is in possession of new owners

Auditor's engagement letter presented (2 years)

5. Committee Reports continued from Oct. 17th meeting (see APPENDIX) – 15 min.

a. Audit Committee – 3 min. see item 6

c. Finance Committee (see APPENDIX) – 5 min.

Motion from Finance Committee

"That the PNB adopt the PAN budget as recommended by the NFC." (Passed without objection)

d. Governance Committee (see APPENDIX) – 10 min No meeting since last report

5d6: Governance Subcommittee report on 6k:

This Subcommittee favors the idea of an Elections Committee, and is working to get it established. In the meantime, we recommend allowing the public to comment on how the elections process could be improved and we ask that the Elections Supervisor give a status report to the PNB on Sept 5. We specifically want to know what steps the NES is taking to avoid quorum problems.

Chair- *Motion is moot and discharged without action* by unanimous consent

5d7: Substitute Motion for 6l

Move that the ED supply the PNB with 10 yrs of subcarrier income data, itemized per station, and the PNB appoint a Taskforce to explore potential of subcarrier income & other technology that can earn Pacifica new income streams.

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Postponed until next meeting by unanimous consent

TA – POO call the member (CR) out of order for speaking over the chair.

CR – makes a motion that directors follow California law; Chair – motion is out of order.

6. Motion from Irene Adams on Audit:

Moved that the PNB resolve to engage Rogers & Company to perform the audits for the fiscal years 2022 and 2023 and complete the federal 990 tax forms for submission.

It is further moved that the PNB designate the chair and the executive director as having the authority to sign the Engagement Agreement with Rogers & Company on behalf of the Pacifica Foundation.

FD- **M/S/C** [C=Carried] with one objection (CR)

DC- Request PNB review status of KPFA budget

RP- Request chair remind members of meeting decorum expectations; members need to be recognized before they speak

Move to Executive Session- IA- **M/S/C** without objection at 9:56 pm ET

Vote Tallies

Y=Yes

N=No

A=Abstention

P=Present

FD: To remove items from agenda of absent member Paul DeRiennzo Y-6 N-11 **FAILED**

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

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7. Old Business (see APPENDIX) – 15 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 (but see item #5d1 of Oct 17 agenda)
 - e. Motion from Cerene Roberts on Accurate Records (but see item #5d2 of Oct 17 agenda)
 - ~~f. Motion from Jim Dingeman on Independent investigation of state of the Archives [TBD]~~
 - g. Motion from Cerene Roberts on Audit Committee (but see item #5d3 of Oct 17 agenda)
 - h. Motion from Cerene Roberts on Directors' Access (but see item #5d4 of Oct 17 agenda)
 - i. Motion from Cerene Roberts on Meeting Rosters (but see item #5d5 of Oct 17 agenda)
 - 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 (but see item #5d6 below)
 - l. Motion from Cerene Roberts regarding Subcarrier Income (but see item #5d7 below)
 - ~~m. Motion from Jim Dingeman on Creating a Media Oriented Project 2025 TE~~
 - n. Motion from Cerene Roberts on Interim Station Management [TBD]
8. New Business – 5 min.
9. Motion to move into closed session at a time no later than 10:00 pm ET.
10. Agenda approval for the closed portion of the agenda – 5 min.
11. Approval of closed session minutes – 5 min.
12. Motion on Confidential Matter (see APPENDIX) – 15 min.
13. Confidential ED report and Q & A – 30 min.
14. Confidential General Counsel report and Q & A – 10 min.
15. Confidential Disciplinary Matter – 5 min.
16. Unfinished Confidential Business – 5 min.
17. New Confidential Business – 5 min.
18. Report-out for pacifica.org and for reading at the next open session – 3 min.
19. Adjourn at a time certain of 11:00 pm ET.

APPENDIX

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

- 7a. Motion from Jim Dingeman 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.
- 7b. Motion from Jim Dingeman on Strategic Planning Committee

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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.

7c. Motion from Jim Dingeman 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.

7d. Motion from Cerene Roberts on Executive Sessions (but see item #5)

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.

7e. Motion from Cerene Roberts on Accurate Records (but see item #5)

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

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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.

7f. Motion from Jim Dingeman on Independent investigation of state of the Archives
TBD

7g. Motion from Cerene Roberts on Audit Committee (but see item #5)

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.

7h. Motion from Cerene Roberts on Directors' Access (but see item #5)

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."

7i. Motion from Cerene Roberts on Meeting Rosters (but see item #5)

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.

7j. 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.

7k. Motion from Cerene Roberts to "stand-up" the Elections Committee and convert it to a standing committee (but see item #5)

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

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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.

7l. Motion from Cerene Roberts regarding Subcarrier Income (but see item #5)

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.

7m. Motion from Jim Dingeman on Creating a Media Oriented Project 2025 TF

Whereas, the possibility of a Trump re-election creates the grim fact that Project 2025, the voluminous reactionary bible for the Trump agenda, may be implemented. In that document on page 245 there is an explicit reference to the Pacifica Foundation.

Whereas, this is the segment of PROJECT 2025 that mentions Pacifica. The portion dealing with the Corporation for Public Broadcasting (CPB) and the network starts on page 245.

https://static.project2025.org/2025_MandateForLeadership_FULL.pdf and

Whereas, this passage from PROJECT 2025 explicitly states it aims at crippling Pacifica and all broadcast entities that receive public aid.

Whereas, the passage in its entirety with the elements referring to Pacifica are highlighted in red: CORPORATION FOR PUBLIC BROADCASTING

Mike Gonzalez

Every Republican President since Richard Nixon has tried to strip the Corporation for Public Broadcasting (CPB) of taxpayer funding. That is significant not just because it means that for half a century, Republican Presidents have failed to accomplish what they set out to do, but also because Nixon was the first President in office when National Public Radio (NPR) and the Public Broadcasting Service (PBS), which the CPB funds, went on air.

In other words, all Republican Presidents have recognized that public funding of domestic broadcasts is a mistake. As a 35-year-old lawyer in the Nixon White House, one Antonin Scalia warned that conservatives were being “confronted with a long-range problem of significant social consequences—that is, the development of a government-funded broadcast system similar to the BBC.”⁴⁷

All of which means that the next conservative President must finally get this done and do it despite opposition from congressional members of his own party if necessary. To stop public funding is good policy and good politics. The reason is simple: President Lyndon Johnson may have pledged in 1967 that public broadcasting would become “a vital public resource to enrich our homes, educate our families and to provide assistance to our classrooms,”⁴⁸ but public

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broadcasting immediately became a liberal forum for public affairs and journalism.

Not only is the federal government trillions of dollars in debt and unable to afford the more than half a billion dollars squandered on leftist opinion each year, but the government should not be compelling the conservative half of the country to pay for the suppression of its own views. As Thomas Jefferson put it, “To compel a man to furnish contributions of money for the propagations of opinions which he disbelieves and abhors, is sinful and tyrannical.”⁴⁹

A DEMONSTRATED PATTERN OF BIAS

Conservatives will thus reward a President who eliminates this tyrannical situation. PBS and NPR do not even bother to run programming that would attract conservatives. As Pew Research demonstrated in 2014, 25 percent of PBS’s audience is “mostly liberal,” and 35 percent is “consistently liberal.” That is 60 percent liberal compared to 15 percent conservative (11 percent “mostly conservative” and 4 percent “consistently conservative”).⁵⁰

NPR’s audience is even to the Left of that, with 67 percent liberal (41 percent “consistently liberal” and 26 percent “mostly liberal”), compared with 12 percent conservative (3 percent and 9 percent “consistently conservative” and “mostly conservative,” respectively).⁵¹ That may be an acceptable business model for MSNBC or CNN, but not for a taxpayer-subsidized broadcaster.

Media Agencies: Corporation for Public Broadcasting

DEFUNDING THROUGH THE BUDGETARY PROCESS

Cutting off the CPB is logistically easy. The solution lies in the budgetary process. In 2022, the CPB submitted to the Labor, Health and Human Services, Education, and Related Agencies Subcommittees of the House and Senate Appropriations Committees its budget justification for fiscal year (FY) 2023. In it, the CPB requested that Congress give it a \$565 million advance appropriation—a \$40 million increase compared to its FY 2022 funding.⁵² Unlike most other agencies, the CPB receives advance appropriations that provide them with funding two years ahead of time, which insulates the agency from Congress’s power of the purse and oversight. This special budgetary treatment is unjustified and should be ended.

The 47th President can just tell the Congress—through the budget he proposes and through personal contact—that he will not sign an appropriations spending bill that contains a penny for the CPB. The President may have to use the bully pulpit, as NPR and PBS have teams of lobbyists who have convinced enough Members of Congress to save their bacon every time their taxpayer subsidies have been at risk since the Nixon era.

Defunding CPB would by no means cause NPR or PBS—or other public broadcasters that benefit from CPB funding, including the even-further-to-the Left Pacifica Radio and American Public Media—to file for bankruptcy. The membership model that the CPB uses, along with the funding from corporations and foundations that it also receives, would allow these broadcasters to continue to thrive. As George Will wrote, “If ‘Sesame Street’ programming were put up for auction, the danger would be of getting trampled by the stampede of potential bidders.”⁵³ Indeed, “Sesame Street” is on HBO now, which shows its potential as a money earner.

PUBLIC INTEREST VS. PRIVILEGE

Stripping public funding would, of course, mean that NPR, PBS, Pacifica Radio, and the other leftist broadcasters would be shorn of the presumption that they act in the public interest and receive the privileges that often accompany so acting. They should no longer, for example, be qualified as noncommercial education stations (NCE stations), which they clearly no longer are.

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NPR, Pacifica, and the other radio ventures have zero claim on an educational function (the original purpose for which they were created by President Johnson), and the percentage of on-air programming that PBS devotes to educational endeavors such as “Sesame Street” (programs that are themselves biased to the Left) is small.

Being an NCE comes with benefits. The Federal Communications Commission, for example, reserves the 20 stations at the lower end of the radio frequency (between 88 and 108 MHz on the FM band) for NCEs. The FCC says that “only noncommercial educational radio stations are licensed in the 88–92 MHz ‘reserved’ band,” while both commercial and noncommercial educational stations may operate in the “non-reserved” band.⁵⁴ This confers advantages, as lower-frequency stations can be heard farther away and are easier to find as they lie on the left end of the radio dial (figuratively as well as ideologically).

The FCC also exempts NCE stations from licensing fees. It says that “Noncommercial educational (NCE) FM station licensees and full service NCE television broadcast station licensees are exempt from paying regulatory fees, provided that these stations operate solely on an NCE basis.”⁵⁵

NPR and PBS stations are in reality no longer noncommercial, as they run ads in everything but name for their sponsors. They are also noneducational. The next President should instruct the FCC to exclude the stations affiliated with PBS and NPR from the NCE denomination and the privileges that come with it.”

Be it resolved that the Pacifica Foundation will establish a task force (TF) to specifically deal with this issue and come up with policy recommendations and implement action items in every signal area with our potential allies who currently are affiliates of Pacifica, NPR or PBS stations. Be it resolved, this PROJECT 2025 TF will be composed of members of the PNB, members of our five station LSBs, staff, affiliates and local listener members.

Be it resolved, this PROJECT 2025 TF will be action oriented and not an endless Pacifica-style verbal coffee clatch.

Be it resolved, the PROJECT 2025 TF will create and implement political action/lobbying efforts that will aim at creating a broad united front to oppose these reactionary media policies with other media organizations and the people of the United States and

Be it resolved, the PROJECT 2025 TF will be established immediately and will be flexible and agile in its operations as it evolves. All the metro-market areas each station and our affiliates operate in are different and will require flexibility and dexterity to create a massive impact politically to defend public and community media in America.

7n. Motion from Cerene Roberts on Interim Station Management

TBD

===== FOR EXECUTIVE SESSION =====

Meeting Notice:

Thursday, November 7, 2024 8:30 PM ET

Pacifica National Board Teleconference

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

Committee Members

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Regular meeting, per 2024 PNB decision to continue with meetings on

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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 hewitt.wpfw@gmail.com

Posted: 04/07/2024 - 10:13 PM Updated :04/07/2024 - 10:13 PM

Minutes drafted by Steve Kucala, Volunteer

Minutes approved by PNB on 1/16/2025

Minutes posted by Julie Hewitt, PNB Secretary