

Pacifica National Board Minutes - Open Session

Teleconference Meeting

Thursday, November 21, 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	(P)
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,	(L)	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	(P)
Fred Dodsworth, KPFA, Listener	(P)	FD	MS	Minerva Sanders, WPFW, Listener	(P)
Jan Goodman, KPFA, Listener	(P)	JG	HW	Harvey Wasserman, KPFA, Listener	(L)
Heather Gray, WRFG, Affiliate-	(P)	HG	EW	Egberto Willies, KPFT, Staff	(E)
Evelia Jones, KPFA, Listener-	(L)	EJ	Chair	Susan Young, KPFT, Listener	(P)

Others:

Stephanie Wells, Executive Director (P)

Arthur Schwartz, Pacifica Counsel (not in open session)

Julie Hewitt, Secretary

Aki Tanaka, Recording Secretary

1. Preliminary Items – 5 min.

A. Call to Order by Chair (Young) at 8:34 ET

B. Roll Call by Stand in Secretary (Young): quorum achieved

C. Report-out from the executive session of November 7th meeting (Young)

The PNB met in closed session to discuss confidential legal and real estate matters.

D. Excused Absences- as noted in roll call

E. Identify Timekeepers

Fred Dodsworth- People

Teresa Allen- Topics

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

CR- amend to remove governance committee motions being reported out to members who haven't listened to the committee discussions

Chair- Motion is out of order because you can vote against it during committee reports

CR- Appeal ruling of the chair (no second) appeal failed and ruling of **chair upheld**

Agenda presented without amendments **Agenda approved without objection**

3. Approve open session minutes- No minutes reported

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4. Affiliate Representative Directors election to be held at December 5th meeting – 5 min.
Chair presented report on process for Affiliate Director election at next meeting
Nominees: Kaja Brown and Jerome Edge

5. ED report and Q & A – 30 min.
Report on building sale revenue and its disposition
Update on current Pacifica initiatives and projects
TA- Time for item expired

6. Committee Reports continued from Oct. 17th meeting (see APPENDIX) – 40 min.

- c. Finance Committee (see APPENDIX) – 5 min.
Motion from Finance Committee

(1)

"To Approve KPFA's draft FY25 budget."
(Passed without objection)

(2)

"To approve the draft FY25 WBAI budget"
(Passed Y-14, N-3 with 1 abstention)

TA-Members are out of order talking over and back to the Chair
Chair- Finds the point of order well taken and calls the members to order

"To approve the draft FY25 WPFW budget "
(Passed without objection)

- d. Governance Committee (see APPENDIX) – 10 min

Motion #1 -

"The Pacifica National Board instructs the Local Station Boards of all five stations to limit voting membership on committees that deal with governance, finance and/or personnel issues to Local Station Board members from that station. The Pacifica National Board further instructs Local Station Boards of all five stations to conduct personnel discussions pertaining to individuals in closed session attended only by Local Station Board members who have a signed Non-Disclosure Agreement."
(Passed Y-10, N-5)

CR- Point of Order – motion is violation of by-laws by limiting member rights
TA- Point of Order member is making same argument they made while speaking against

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the motion and previously while speaking on the agenda and continues to argue with chair

Chair- I find the point of order well taken and rule the member out of order

§39. DILATORY AND IMPROPER MOTIONS

Dilatory Motions

39:1 A motion is dilatory if it seeks to obstruct or thwart the will of the assembly as clearly indicated by the existing parliamentary situation

CR- Challenges ruling of the chair

PD- Comments and interrupts without recognition

Chair- finds the members Cerene Roberts and Paul Derenzo out of order and submits question to body “shall they be removed from pending debate for being disruptive”

Motion passed Y-10 N-5

Governance **motion on LSB committee rules passed**

CR- returns to meeting and starts to argue with chair (1:40:05)

PD- returns to meeting and starts to argue with chair (1:40:45)

Chair- rules members are disrupting meeting and arguing with chair, placed in waiting room at 1:41:20 when they failed to cease. Chair submits question to board- “Shall member Paul DeRienzo and Cerene Roberts be returned to waiting room for remainder of meeting? Motion **PASSED Y-12, N-4**

Motion #2 –

“The Pacifica National Board adopt guidelines for safe and respectful behavior, standards of conduct for management, employees, board members, volunteers and members others for engagement with the Pacifica Foundation as follows in conformance with the California Corporation Code, federal labor law, Pacifica Foundation bylaws, Roberts Rules of Order and best practices for non-profit corporations:

Behaviors that are not permitted and are subject to remedies including mandatory reporting to law enforcement when warranted:

- 1. Any forms of physical violence including unwanted touching, or threats of physical harm are strictly forbidden.**
- 2. Any conduct that intimidates, demeans, or provokes others is prohibited.**
- 3. Making false statements or accusations about any individual is strictly prohibited.**
- 4. Unauthorized sharing of confidential information related to the job performance of management, paid staff, unpaid staff, volunteers and other confidential matters such as legal proceedings, real estate transactions, contractual negotiations is prohibited.**
- 5. Personal attacks, name-calling, or insults directed at others is prohibited.**

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6. Any act to interrupt, disrupt, or interfere with Pacifica or Pacifica station events, meetings, production or activities is prohibited.

Consequences for acts of prohibited behaviors may include:

Pacifica national and station management may restrict access to Pacifica premises and productions for any person whose behavior poses a safety concern or disrupts the functioning of the organization for a period of time that depends on management's sole assessment of the severity of the threat to safety or disruption of normal functioning and shall document the violation and the action taken by management.

1. The Pacifica National Board and Local Station Board may conduct confidential adjudications of Delegate or Board member infractions to consider suspension or removal.

2. The Pacifica Executive Director may revoke a membership for infractions and may set a period of time during which the individual cannot renew a membership.

3. The Pacifica National Board and Local Station Boards may consider removal of committee members or members of the public attending meetings for infractions.

(PASSED Y-11, N-3)

Motion to move into Executive Session at 10:35 pm ET- passed without objection

Vote Tallies

Y=Yes

N=No

A=Abstention

P=Present

To support chair ruling that CR agenda motion on governance was Out of Order Y-13 N-6

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

To approve the WBAI 2025 budget as presented Y- 14 N-3 PASSED

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

To Support Chair ruling that Cerene Roberts Point of Order was improperly made and dilatory

That both Cerene Roberts and Paul Derenzo are continuing to be disruptive after warning and “shall they be removed from pending debate for being disruptive” PASSED Y-10 N-5

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Y	Irene Adams, WPFW, Listener	Zack Kaldveer, KPFA, Listener	Y
Y	Teresa J. Allen, KPFT, Listener	Marianne Martinez, KPFT, Listener	Y
A	Kaja Brown, KRDP, Affiliate	Darlene Pagano, KPFA, Staff	Y
N	Donna Carter, KPFA, Listener	Ron Pinchback, WPFW, Staff	N
	Paul DeRienzo, WBAI, Listener	Myla Reson, KPFK, Staff	Y
	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, KPFK, Listener	Harvey Wasserman, KPFK, Listener	
A	Heather Gray, WRFG, Affiliate	Egberto Willies, KPFT, Staff	
Y	Evelia Jones, KPFK, Listener	Susan Young, KPFT, Listener Chair	

To approve the governance committee motion #1 on LSB committee membership rules
Passed Y-10 N-5 PASSED

Y	Irene Adams, WPFW, Listener	Zack Kaldveer, KPFA, Listener	Y
Y	Teresa J. Allen, KPFT, Listener	Marianne Martinez, KPFT, Listener	Y
A	Kaja Brown, KRDP, Affiliate	Darlene Pagano, KPFA, Staff	Y
A	Donna Carter, KPFA, Listener	Ron Pinchback, WPFW, Staff	N
	Paul DeRienzo, WBAI, Listener	Myla Reson, KPFK, Staff	Y
	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, KPFK, Listener	Harvey Wasserman, KPFK, Listener	
N	Heather Gray, WRFG, Affiliate	Egberto Willies, KPFT, Staff	
Y	Evelia Jones, KPFK, Listener	Susan Young, KPFT, Listener Chair	

Motion to remove members Cerene Roberts and Paul Derenzo from remainder of meeting for continuous disruption and failure to recognize the Chair

PASSED Y-12 N-4 Recounted adding both removed members Y-12 N-6 PASSED

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

Motion to approve Governance Committee motion #2 on safe workplace and standards of conduct **PASSED Y-11 N-3**

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

Items Remaining on Agenda at close of meeting

7. Old Business (see APPENDIX) – 15 min.

j. Motion from Paul DiRienzo on Gaza

l. Motion from Cerene Roberts regarding Subcarrier Income (but see Appendix item #5d7)

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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 Closed Session Report Out (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. Confidential Disciplinary Matter – 10 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 =====

6d. Three Motions from Governance Committee

5d7: Substitute Motion for 7l

3

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.

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.

4

7l. Motion from Cerene Roberts regarding Subcarrier Income (but see item #6d)

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

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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.

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

Meeting Notice:

Thursday, November 21, 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

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 hewitt.wpfw@gmail.com

Posted: 04/07/2024 - 10:19 PM Updated :04/07/2024 - 10:19 PM

Move to Executive Session- IA- M/S/C without objection at 10:56 pm

Minutes drafted by Steve Kucala, Volunteer

Minutes approved by PNB on 1/16/2025

Minutes posted by Julie Hewitt, PNB Secretary