

Pacifica National Board Minutes - Open Session
Teleconference Meeting
Thursday, December 5, 2024, 8:30 pm ET

DIRECTORS:

P=Present	L=Late	E=Excused	A=Absent	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,			(P)	PDR	MR	Myla Reson, KPFK, Staff	(P)
Jim Dingeman, WBAI, Listener			(P)	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, KPFK, Listener		(P)		JG	HW	Harvey Wasserman, KPFK, Listener	(P)
Heather Gray, WRFG, Affiliate-		(P)		HG	EW	Egberto Willies, KPFT, Staff	(A)
Evelia Jones, KPFK, 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 (P)
Aki Tanaka, Recording Secretary (A)
Jerome Edge (KSVR) Affiliate Director Candidate

1. Preliminary Items:

- A. Call to Order by Chair (Young) at 8:37 pm East Coast time
- B. Roll Call by Secretary (Hewitt)
- C. Report-out from the executive session of November 21, 2024 meeting (Young)
The PNB met in closed session to hear confidential legal and personnel matters.
A second matter involving the NES will be read out at the December 19, meeting
- D. Excused Absences: None {As noted in Roll call above}
- E. Identify Timekeepers
 - Topics- Marianne Martinez
 - People- Fred Dodsworth

2. Affiliate Representative Directors election – 20 min.

- A. Candidate introductions: Kaja Brown (KRDp), Jerome Edge (KSVR) - (6 min.)
Jerome Edge- 20 year community radio participant based in Mount Vernon (91.7 fm)
Kaja Brown- Current Director and GM of KRDp out of Phoenix
- B. Q & A (9 min.) Questions from Directors to Candidates

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C. Motion on Electing Affiliate Representative Directors (see APPENDIX; 5 min.)

Motion on Electing Affiliate Representative Directors:

WHEREAS, Article Five, Section 4 of The Pacifica Bylaws specifies that "... at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate or At-Large Directors from the vote) shall establish a protocol for balloting and shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method."

RESOLVED, that these affiliate representative director elections shall be conducted via electronic ballot, with the Secretary sending ballots via OpaVote software.

FURTHER RESOLVED, that all currently serving Directors excluding any Affiliate Directors are authorized to vote and will be sent voting instructions and ballots via email on Friday, December 6, 2024, and that the polls shall close on Sunday, December 15, 2024 at 11:59 pm Pacific Standard Time. The outcome of the election will be announced by December 18, 2024 and the successful candidates will be seated with the other elected directors at a meeting in late January.

M/S/C (C=Carried) approved without objection

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

M/S Approval of Agenda

Ron Pinchback- Objects to Agenda, wants to table an item listed under Personnel Committee report until December 19, 2024

Darlene Pagano-Should be discussed at time of committee, no vote is scheduled on item.

Ron Pinchback- Prefer language be changed that motion not be voted on until LSB's review it.

Chair- Agenda is to discuss proposal tonight, no vote is scheduled.

Shawn Rhodes- seconds motion to table

Jim Dingeman- Requests motion be read out for public stream

Chair- We are off topic, we are at Agenda approval and should not be discussing any matter other than the agenda. Motion will be read out at committee report. Right now, we are making motions out of order and should only be discussing agenda approval.

{Roberts 43:20} **Confining Remarks to the Merits of the Pending Question.**

In debate, a member's remarks must be germane to the question before the assembly—that is, his statements must have bearing on whether the immediately pending motion should be adopted

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Jim Dingeman continues to argue the personal committee motion
Chair- Rules he is **out of order**.

{Roberts 43:20} **Confining Remarks to the Merits of the Pending Question.**

In debate, a member's remarks must be germane to the question before the assembly—that is, his statements must have bearing on whether the immediately pending motion should be adopted

Jim Dingeman- Wants to add discussion on Project 2025
Chair-That would be an item for New Business

Chair- Any objections to **Agenda** as discussed. **No Objections**

4. ED report and Q & A Stephanie Wells, Executive Director:
Written Report to PNB summary-
Aged Payables = \$ 542k
General council reduced outstanding balance to his firm 50% (\$117,914)

FJC loan information:
Principle outstanding- \$1,945,201 first payment due Dec.31, 2024 of \$29,991

Central Service payments:
Affiliates- \$3,200 + KPFA \$51,999 + KPFT \$11,884 + WPFW \$25,282

KPK Capital Campaign started for tower repairs. Tower requires \$250,000 in total repairs due to deferred maintenance. The Campaign was started to first address urgent/emergency work, and has been well supported with the first \$25k of work funded and started.
KPK needed a new board and WPFW donated \$10,000 for the replacement.

SBA loan is being reexamined after return of prior loan to see if another loan is viable.

5. Committee Reports continued from Oct. 17th meeting (see APPENDIX) – 20 min.
a. Audit Committee: No meeting report, ED reports that list of documents/items required by auditors has been circulated and is being prepared.

Chair-We have reached time certain and are moving into closed session per orders of the day.

M/S/C to move into closed session at 9:30 pm ET with 2 objections (Dingeman, Roberts)

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Items remaining on agenda at close of open meeting

Committee Reports

- b. Finance Committee
- c. Personnel Committee

d. Governance Committee

e. Personnel Committee

f. Strategic Planning Committee

6. 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 #5)~~

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

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 #5)~~

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

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

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 #5)~~

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

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

n. ~~Motion from Cerene Roberts on Interim Station Management [TBD]~~

7. New Business – 5 min.

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

9. *Agenda approval for the closed portion of the agenda – 5 min.*

10. *Confidential disciplinary matter- 25 min.*

11. *Report from Personnel Committee on ED Evaluation – 25 min.*

12. *Confidential Disciplinary Matter – 5 min.*

13. *Unfinished Confidential Business – 5 min.*

14. *New Confidential Business – 10 min.*

15. *Report-out for pacifica.org and for reading at the next open session – 3 min.*

16. Adjourn at a time certain of 10:30 pm ET.

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APPENDIX

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

5b. Motion from Finance Committee

Resolved that the PNB approves the Pacifica National Office (PNO) draft budget for FY25.

5c. Motion from Personnel Committee

The Personnel Committee moves that Pacifica National Board specify the appropriate procedure for Local Station Boards to conduct their role in developing pools of candidates for the General Manager position and the Program Director:

Whereas Article Seven, Local Station Boards, Section 3: Specific Powers and Duties provides:

“Each LSB, acting as a standing committee of the Foundation’s Board of Directors, shall have the following powers, duties and responsibilities related to its specific radio station, under the direction and supervision of the Foundation’s Board of Directors:” . . .

“B. To screen and select a pool of candidates for the position of General Manager of the respective radio station, from which pool of approved candidates the Executive Director shall hire the station’s General Manager. The LSB may appoint a special sub-committee for this purpose.” . . .

“E. To screen and select a pool of candidates for the position of station Program Director, from which pool of approved candidates the station’s General Manager shall hire the station’s Program Director. The LSB may appoint a special sub-committee for this purpose.”

Therefore, the Pacifica National Board (PNB) specifies the following procedure for Local Station Boards (LSBs) to develop pools of candidates for the position of General Manager (GM) and for the position of Program Director (PD):

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- 1.) The job descriptions for the position of GM and the position of PD will be those determined by the Executive Director (ED).
- 2.) Job postings for the position of GM and the position of PD will be made by the ED on the Pacifica.org website, on websites for the five stations and all Affiliates and other publications as deemed appropriate by the ED with advice of the LSB.
- 3.) The resumes and expressions of interest for the position of GM and the position of PD will be returned to an email address designated by the ED.
- 4.) The ED will provide the responses to the Secretary of the LSB at the station for which a search is being conducted with the names and personal information obscured to assure confidentiality and gender, age and other demographic neutral consideration.
- 5.) The LSB or a committee created by the LSB to perform the search function will review the submissions and recommend a pool of candidates for the position under consideration but will not contact or interview candidates. It is recommended that five or more candidates be included for consideration by the ED who makes the final decision of whom to hire for GM and five or more candidates for consideration by the GM who makes the final decision of whom to hire for PD.

6j. 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.

6l. Motion from Cerene Roberts regarding Subcarrier Income (but see item #5)

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

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Whereas in the Fiscal Year 2021 Audited Financial statements (https://pacific.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.

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

Meeting Notice:

Thursday, December 5, 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

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Julie Hewitt

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