

Pacifica National Board Regular Session
 Teleconference Meeting
 Thursday, December 19, 2024, 8:30 pm EST
 All times are Eastern Time
(meeting notice appended to the end of this agenda)

PNB Members:

P=Present L=Late E=Excused

DIRECTORS:

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, KRD, Affiliate	(E)	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	(L)	JG	HW	Harvey Wasserman, KPFK, Listener	(P)
Heather Gray, WRF, Affiliate-	(P)	HG	EW	Egberto Willies, KPFT, Staff	(E)
Evelia Jones, KPFK, Listener-	(P)	EJ	Chair	Susan Young, KPFT, Listener	(P)

Stephanie Wells, Executive Director (P)

Arthur Schwartz, Pacifica Counsel (P)

Julie Hewitt, Secretary (P)

Aki Tanaka, Recording Secretary

Meeting started in closed session at approximately 8:30 p.m.

1. Preliminary Items – 5 min.

- A. Call to Order by Chair (Young)
- B. Roll Call by Secretary (Hewitt)
- C. Excused Absences
- D. Identify Timekeepers

Items-

Topics-

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

3. Personnel Committee report on ED Evaluation (see APPENDIX) – 30 min.

4. Confidential ED Report and Q & A – 10 min.

5. Confidential GC Report and Q & A – 10 min.

6. Unfinished Confidential Business – 5 min.

7. New Confidential Business – 5 min.

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

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

10. Preliminary Items – 5 min.

- A. Call to Order by Chair (Young) at 10:31 pm ET

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

C. Report out of the executive sessions of September 5th, December 5th and 19th meetings (Young)

September 5th

The PNB met in closed session to hear confidential personnel and contractual matters. The PNB also passed the following motion:

Whereas there have been questions raised concerning neutrality and fairness in the Pacifica Foundation Inc. 2024 Delegate Elections:

- 1. About possible misinterpretations or violations of the Pacifica Bylaws,***
- 2. About possible bias in the processing of Fair Campaign Complaints and Remedies,***
- 3. About the use of Pacifica Mailing lists which the PNB is responsible for overseeing.***

Therefore: Be it Resolved that the Pacifica National Board directs the Pacifica Executive Director to review NES performance and ensure that Election Complaints are investigated and handled in a neutral, fair and unbiased manner.

December 5th:

The PNB passed a motion to uphold the penalties imposed by the KPFA LSB which upholds the suspension of two KPFA delegates, Steve Seltzer and Elizabeth Milos until May 10, 2026

{Approved without objection as amended (date added)}

December 19th:

The PNB met in executive session to hear confidential personnel and contractual matters. The PNB met with the personal committee and reviewed the ED

Motion 1

Be it Resolved that the PNB extends the Executive Director employment agreement by 12 months (through 2026)

Motion 2

Be it Resolved that the PNB shall include in the Executive Director job description and employment agreement that the Executive Director has the authority to develop and implement foundation wide policies and standard operation procedures for the organizations overall operations and administrative management

D. Announce Excused Absences- All Not Present

E. Announce Timekeepers

Items- Fred Dodsworth

Topics- Irene Adams

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

Chair- FD is out of Order and will be removed to waiting room if he fails to come to order

Chair- Members will come to order
(Approved without objection as amended {end time 11 pm})

12. Affiliate Representative Directors election – 5 min.
 - A. Announcement of winners: **Kaja Brown (KRDp), Jerome Edge (KSVR)**
 - B. Motion to ratify the election of Affiliate Representative Directors

WHEREAS the Pacifica National Board held elections for Affiliate Representative Directors for the 2025 PNB and the results of the election have been shared with all directors;

BE IT RESOLVED that the Pacifica National Board ratifies the OpaVote election report and affirms the duly elected Affiliate Representative Directors for 2025 to be: Kaja Brown (KRDp) and Jerome Edge (KSVR).

(Approved without objection)

13. Scheduling January meetings – 5 min.
Next meetings will be January 9, 16th, and 30th (for the convening meeting of new board)
(Approved without objection)

14. ED report and Q & A – 10 min.
Read Pacifica statement on Truth, Free Speech, change and Pacifica's role in the future
Written report provided that included PRA status update
Grant received to provide employee and staff wellness services

15. GC report and Q & A – 10 min.
Covered in closed session.

18. New Business – 5 min.

It is with great sadness that we announce the passing of WPFW member and dear friend of Pacifica, Donna Grimes. Donna was a Director, Delegate, and committed friend of WPFW and Pacifica. Her contributions were substantial and important to all at WPFW and the greater community. She will be missed.

- 19. Adjourn at a time certain of 11 pm ET.** (Meeting actually adjourned at 11:14 pm ET.)

Items not covered before time adjourning:

16. Committee Reports – 30 min.
 - a. Finance Committee (see APPENDIX)
 - b. Personnel Committee (see APPENDIX)
17. Old Business (see APPENDIX) – 5 min.
 - j. Motion from Paul DiRienzo on Gaza
 - l. Motion from Cerene Roberts regarding Subcarrier Income (but see Appendix item #5d7)

APPENDIX

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

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

16a. Motion from Finance Committee

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

16b. 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):

- 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.

17j. 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.

17l. 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://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.

Meeting Notice:

Thursday, December 19, 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.

This will be an UPSIDE DOWN meeting, starting in closed session and moving into open session at approximately 9:30 pm ET.

Julie Hewitt

hewitt.wpfw@gmail.com

Posted: 04/07/2024 - 10:20 PM

Updated: 12/18/2024 - 8:45 PM

Minutes drafted by Steve Kucala, Volunteer

Minutes approved by PNB on 1/16/2025

Minutes posted by Julie Hewitt, PNB Secretary