

**Pacifica National Board Minutes - Open Session**  
**Teleconference Meeting**  
**Thursday, January 9, 2025, 8:30 pm ET**

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**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, KRD, Affiliate	(L)	KB	DP	Darlene Pagano, KPFA, Staff-	(P)
Donna Carter, KPFA, Listener	(E)	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	(P)
Evelia Jones, KPFK, Listener-	(P)	EJ	Chair	Susan Young, KPFT, Listener	(P)

Others:

Stephanie Wells, Executive Director ()

Arthur Schwartz, Pacifica Counsel (not in open session)

Julie Hewitt, Secretary (P)

Aki Tanaka, Recording Secretary

Robert Henley- IGM WBAI

Keziah Glow- IPD WBAI

Dennis Williams- WPFW Director elect

1. Preliminary Items – 5 min.

A. Call to Order by Chair (Young) @ 8:39 ET \*no stream due to technical difficulties\*

B. Roll Call by Secretary

C. Report out from the executive session of December 19<sup>th</sup> meeting (Young)

*The PNB met in Executive session to discuss confidential legal and personnel matters and to hear a report from the Personnel Committee about the 2024 performance evaluation of the Executive Director and adopted two motions.*

The first motion passed was:

**Be it resolved that the PNB extends the ED employment agreement by 12 months through 2026.**

The second motion passed is:

**Be it resolved that the PNB shall include in the ED job description and employment agreement that the Executive Director has the authority to develop and implement foundation-wide policies and standard operating procedures for the organization's overall operations and administrative management.**

D. Excused Absences- As noted above

E. Identify Timekeepers:

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Irene Adams- Topics

Fred Dodsworth- People

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

*-Approved without objection-*

3. Committee Reports – 20 min.

3a. Motions from Finance Committee

**First motion:**

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

*-Motion passed without objection (Roberts abstained)-*

**Second motion:**

**Whereas the Pacifica National Board, (PNB) has passed budgets for the 2025 fiscal year for KPFA, KPFK, KPFT, WPFW, WBAI, the Pacifica Affiliates and PNO;**

**Therefore be it resolved that the PNB hereby directs the Pacifica Executive Director to communicate to all division management and members of the National Finance Committee that the Central Services Formula for the fiscal year of 2025 will be the amount designated as projected Central Service revenue from each station as specified in the PNO FY25 Proposed Budget sent November 19, 2024, and as specified in the divisions' PNB approved FY25 budgets (for KPFA, KPFK, KPFT, WPFW, WBAI and the Pacifica Affiliates).**

**And be it further resolved that the FY25 division projected budgeted funds for Central Service Fees will be divided into 12 monthly payments or 24 bi-monthly payments for the fiscal year of 2025 and that Pacifica management is hereby authorized to provide direct oversight to division management to ensure timely payment for all FY25 budgeted Central Service Fees.**

*-Motion passed without objection-*

Chair stepped down to present following Motion and Vice-Chair Sanders assumed Chair

3b. 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:**

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**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.**

*Passed 13-Yes 7-No*

Director Young returned to chair

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4. ED report and Q & A – 30 min. \*ED unavailable due to conditions in L.A.\*

IGM of WBAI reported on Pacifica wide initiatives being guided by ED with focus on emergency response preparedness and community needs.

**9. Motion to adjourn at 10:08 pm ET.**

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Items remaining on agenda at close of meeting

5. GC report and Q & A – 5 min.

6. Minutes approval – 20 min.

March 21, April 18, June 6, June 20, July 18, August 15, September 5, September 19

7. Old Business (see APPENDIX) – 5 min.

j. Motion from Paul DiRienzo on Gaza

l. Motion from Cerene Roberts regarding Subcarrier Income

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

*12. Confidential GC Report and Q & A – 10 min.*

*13. Unfinished Confidential Business – 5 min.*

*14. New Confidential Business – 5 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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**ROLL CALL VOTES TAKEN**

Y=Yes

N=No

A=Abstention

P=Present

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Approval of Personnel Committee Motion on GM and PD hiring procedure protocols

Y	Irene Adams, WPFW, Listener	Zack Kaldveer, KPFA, Listener	Y
Y	Teresa J. Allen, KPFT, Listener	Marianne Martinez, KPFT, Listener	Y
Y	Kaja Brown, KRD, Affiliate	Darlene Pagano, KPFA, Staff	Y
	Donna Carter, KPFA, Listener	Ron Pinchback, WPFW, Staff	N
N	Paul DeRienzo, WBAI, Listener	Myla Reson, KPK, Staff	Y
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 <i>Chair</i>	
Y	Jan Goodman, KPK, Listener	Harvey Wasserman, KPK, Listener	Y
N	Heather Gray, WRF, Affiliate	Egberto Willies, KPFT, Staff	Y
Y	Evelia Jones, KPK, Listener	Susan Young, KPFT, Listener	Y

*Motion Passed 13-Yes 7-No*

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## **APPENDIX**

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

#### **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.

#### **7l. 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](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.

Minutes drafted by Steve Kucala, Volunteer

Minutes approved by PNB on 1/16/2025

Minutes posted by Julie Hewitt, PNB Secretary