

Draft Minutes  
Pacifica National Board Regular Session  
Teleconference Meeting  
Thursday, January 16, 2025, 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

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, Listener       | (P) | PDR | MR    | Myla Reson, KPFA, 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      | (E) | FD  | MS    | Minerva Sanders, WPFW, Listener   | (P) |
| Jan Goodman, KPFA, Listener         | (P) | JG  | HW    | Harvey Wasserman, KPFA, Listener  | (P) |
| Heather Gray, WRFG, Affiliate       | (P) | HG  | EW    | Egberto Willies, KPFT, Staff      |     |
| Evelia Jones, KPFA, Listener        | (P) | EJ  | Chair | Susan Young, KPFT, Listener       | (P) |

Others:

Stephanie Wells, Executive Director (P)

Arthur Schwartz, Pacifica Counsel (P)

Julie Hewitt, Secretary (P)

1. Preliminary Items – 5 min.

A. Call to Order by Chair (Young): at 8:46 pm ET

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

C. Report out from the executive session of January 9<sup>th</sup> meeting (Young)

There was no closed session, so there is no report-out.

D. Excused Absences – Fred excused w/o objection

E. Identify Timekeepers: people: DC; items: IA

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

CR – amend agenda to make item 4 a 15 minute item instead of 10 minutes

Passes w/o objection

3. Minutes approval – 20 min.

March 21, April 18, June 6, June 20, July 18, August 15, September 5, September 19, October 17, November 7, November 21, December 5, December 19, January 9

Corrections to minutes for May 30.

Secretary proposes taking each separately, pausing to hear proposed corrections.

JG: proposes a different method, a consent agenda; approve big batch

CR: wants to abstain on all except for the ones she's suggested corrections to.

Corrections to minutes of May 30<sup>th</sup> approved w/o objection. Secretary reads the dates for minutes for approval – March 21<sup>st</sup>, April 18<sup>th</sup>, June 6<sup>th</sup>, June 20<sup>th</sup>, July 18<sup>th</sup>, August 15<sup>th</sup>, September 5<sup>th</sup>,

September 19<sup>th</sup>, October 17<sup>th</sup>, November 5<sup>th</sup>, November 19<sup>th</sup>, December 5<sup>th</sup>, December 19<sup>th</sup>, and January 9<sup>th</sup>.

JG: moves approval of minutes whose dates were just read.

All pass w/o objection, noting the abstention of CR.

Secretary then corrects herself, that the November minutes dates are the 7<sup>th</sup> and 21<sup>st</sup>.

4. Draft agenda for January 30<sup>th</sup> meeting of 2025 PNB (see APPENDIX) – 15 min.

Chair: we are not adopting this agenda; just giving them a starting draft. We will know more about the PNB after Sunday night, when voting at WBAI closes

Chair: adds reports from committees to this agenda

CR- makes the following motion:

Moved that the Chairs or if none, the convener, of each PNB committee, including every station's Committee of Inclusion, shall deliver to the PNB (PNB@pacifica.org) by January 30, 2025, a report of its 2024 work and recommendations made to the national board.

Passes w/o objection

CR: moves to add KPFK delegate minority report.

Chair rules that the motion goes into new business; and not germane to the agenda item we're on.

CR appeals the ruling of the chair.

Vote on sustaining the ruling of the chair:

Yes: TA, JG, EJ, ZK, MM, DP, MR, MS, HW

No: DC, PDR, JD, FCB, HG, RP, SR, CR

Abs: IA, KB

The ruling of the chair is sustained.

5. ED report and Q & A – 30 min.

ED sent out confidential and public versions of her report to directors.

The KPFK transmitter is down because the generator failed, but they are still streaming. There is an announcement online. However, repair people haven't arrived, so likely be off the airwaves all night.

She sent an email earlier this week with an update on emergency response to wildfires in SoCal.

Wildfires: will be a statement though KPFK Dispatch tomorrow.

Aged Payables are \$508,494 currently

We made a smaller payment to FJC for December payment and will make a bigger payment in February to cover the difference; FJC agreed.

Receiving Central Services from KPFA, KPFT, WPFW and PAN

IRS 990s to be filed by February 15th; then will officially begin the audit

We currently use Great Plains, which stations have found to be user unfriendly; we're consulting with the auditing firm for suggestions about software that would be more appropriate for our units to use.

Foster a workplace environment that supports staff and volunteers. Using a woman- and minority-owned consultant to do this. February training on antibullying; will be available to staff and governance.

Working with Otis on the staff directory; will be used to track staff training.

Q&A

POI: what agenda item are we on? Q&A for ED report

CR: Moves to extend the meeting by 20 minutes.

ZK objects.

POO: rule when we're out of time to allow the stack to run out.

Chair: only one more person on the stack but extending beyond that would take a 2/3 vote.

Vote on extending the meeting by 20 minutes:

Yes: DC, JD, VDB, MM, RP, SR, CR

No: IA, TA, KB, JG, HG, EJ, ZK, DP, MR, MS, HW

Abs: PDR

The motion fails.

The PNB moves into executive session at 10:10 pm ET. The following items on the agenda were not addressed:

6. GC report and Q & A – 5 min.

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.**

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## **APPENDIX**

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

### **4. Draft Agenda for January 30<sup>th</sup> PNB meeting (potential items)**

Preliminaries

Thank the 2024 PNB

Seat 2025 PNB directors

Elect chair pro tem and secretary pro tem

Agree on next PNB meeting, if not meeting schedule for the year

Nominate officers and pass motion to authorize voting method

Directors introduce themselves to each other

### **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

Whereas in the Fiscal Year 2021 Audited Financial statements

([https://pacificafire.org/finance/audit\\_2021.pdf](https://pacificafire.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** =====

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Meeting Notice:

**Thursday, January 16, 2025**

**Pacifica National Board**

**Purpose:** Regular meeting of the 2024 PNB. Part may be in executive session.

**8:30 PM ET**

**Teleconference**

**[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

Posted: 12/20/2024 - 4:39 PM

[hewitt.wpfw@gmail.com](mailto:hewitt.wpfw@gmail.com)

Updated :12/20/2024 -  
4:39 PM

Minutes drafted by Steve Kucala, Volunteer

Minutes approved by PNB on 1/30/2025

Minutes posted by Julie Hewitt, PNB Secretary