

Minutes  
Pacifica National Board Open Session  
Teleconference Meeting  
Thursday, January 05, 2023, 8:30 pm ET

Directors:

Teresa J. Allen, KPFT, Listener - p Burt Cohen, Affiliate - exc Jim Dingeman, WBAI, Listener - p Vanessa Dixon-Briggs, WPFW, Listener - p Sue Goodwin, WPFW, Staff - p Heather Gray, WFRG, Affiliate - p Donna Grimes, WPFW, Listener - p Julie Hewitt, WPFW, Listener, Chair - p Evelia Jones, KPFK, Listener - exc Ali Lexa, KPFK, Staff - p Marianne Martinez, KPFT, Listener - p	James McFadden, KPFA, Listener - p Darlene Pagano, KPFA, Staff - p Lawrence Reyes, KPFK, Listener – exc Shawn Rhodes, WBAI, Staff - p James Sagurton, WBAI, Listener - p Sharonne Salaam, WBAI, Listener - p Akio Tanaka, KPFA, Listener - p Mark Van Landuyt, KPFA, Listener - p Beth von Gunten, KPFK, Listener - p Egberto Willies, KPFT, Staff - exc Susan Young, KPFT, Listener - p
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Others:

Stephanie Wells, Executive Director - p  
Arthur Schwartz, Pacifica Counsel – p  
John Tatum, Parliamentarian - np  
Polina Vasiliev, Secretary - p  
Markisha Venzant - np

1. Preliminary items

A. Call to Order by Chair

B. Roll Call

C. The chair reads the report out from the December 29, 2022 meeting:

The PNB met in closed session to discuss confidential legal matters and took no action.

At its December 15th meeting in closed session, the Pacifica National Board has suspended Bella De Soto, a listener delegate on the KPFK Local Station Board, pending a trial.

Ms. De Soto is excused from and shall not participate as a delegate at all LSB and Pacifica meetings, including any committees or events, pending further notification upon the conclusion of the trial.

D. Excused Absences – (see above)

E. Identify Timekeepers

People – Heather Gray

Topics – Susan Young

2. Agenda approval

Add update on events at KPFK as item 5.5.

[Agenda approved as amended w/o objection.]

3. Approve Minutes

Motion to correct the 12-29-22 minutes. (Julie Hewitt)

[12-29 minutes approved as amended w/o objection.]

4. Announcement on the Passing of Lawrence Reyes

5. Motion to ratify the 2023 PNB Affiliate Representative Director elections  
[Passed w/o objection]

5.5 Updates on events at KPFK.

6. ED Report and Q & A

7. General Counsel Report and Q & A

8. Committee Reports

- a) Audit Committee -
- b) Coordinating Committee
- c) Finance Committee
- d) Governance Committee
- e) Elections Committee
- f) Programming Committee
- g) Strategic Planning Committee
- h) Development Taskforce
- i) Covid-19 Taskforce
- j) Technology Taskforce

9. Unfinished business

a) Cleaned up version of Underwriting motion from 11/17/2022 (Susan Young)  
[Postponed w/o objection]

10. New Business

a) Motion on Pacifica Hybridization – 20 min. (Jim Dingeman)  
[Postponed to 1-19-23, passed w/o objection.]

11. Move into Executive Session at 11:10 PM ET

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## APPENDIX

3. Motion to correct the 2 motions from the 12-29-22 minutes. (Julie Hewitt)

Motion to affirm and assert the intent of recent PNB Resolutions regarding the 2022 Pacifica Elections

Whereas recent PNB resolutions acknowledge the inherent conflict between the bylaws requirement to hold regular elections and the financial impossibility to do so;

Therefore be it resolved that the PNB affirms and asserts the intent of recent PNB Resolutions to resolve the dilemma by postponing elections until sufficient funding can be secured, with all Delegates and runners up without exception to remain in place until the next election, with any individual delegate vacancies per Article Four, Delegates, Section 9: Removal of Delegates, paragraphs (A) to (E) to be filled according to standard Pacifica protocol.

Be it further resolved that, as a committee of the PNB without authority to act autonomously or to overrule PNB resolutions, all actions taken at the December 18, 2022, KPFK LSB meeting to alter the composition of its LSB and to hold elections for 2023 KPFK LSB Officers, are null and void. New nominations and

elections for 2023 KPFK LSB Officers shall be held following restoration of the KPFK LSB composition to the status quo ante. The recent irregular election of a 2023 KPFK LSB Treasurer is not recognized.

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Motion on Recent Actions by the KPFK LSB

Whereas,

The Pacifica National Board thoroughly explored options for addressing term limits in the context of the Delegate elections not being held in 2022, announced as such due to exigent circumstances, and voted on October 20, 2022 to postpone the operation of) term limits until the next election for delegates at the end of six-year terms, confirmed this decision in two subsequent votes and communicated the decision about these term extensions in writing to all five stations;

The KPFK LSB met on December 18, 2022 and took actions that directly contradicted the Pacifica National Board decision including removing three Delegates with six-year terms (Sandy Childs, Ali Lexa, Barbara Marbach) and replacing them with persons on the alternates list who had not been elected;

The KPFK LSB, at its meeting on December 18 without valid LSB membership by excluding three eligible members and including three persons not eligible for LSB membership, conducted improper nominations for officers and initiated the remote balloting process;

Pacifica Foundation Bylaws Article Seven, Section 4: Other Local Station Board Powers and Authority provide: By resolution, the Foundation's Board of Directors may delegate any other corporate powers it deems appropriate to an LSB with regard to that specific radio station. Any such power delegated to an LSB is subject to revocation at any time by the Board of Directors. Any and all actions, resolutions and policies taken or adopted by an LSB may be overridden by a majority vote of the Directors if said action, resolution or policy is found by the Board of Directors to be adverse to the mission and/or charitable or business purposes of the Foundation, to exceed the power or authority granted to said LSB or to be inconsistent with these Bylaws, the Articles or applicable laws and regulations.

Now therefore be it resolved that,

The meeting of the KPFK LSB held on December 18, 2022 was not a valid meeting because the LSB was not properly constituted due to the removal of three members with six-year terms and the illegal seating of three alternates who were not elected in contravention of the decision by the Pacifica National Board and that all actions taken at that meeting are declared null and void including the nomination of candidates for offices and authorization of the distribution of ballots;

The Directors validly elected by the KPFK LSB in 2022 to serve on the Pacifica National Board will continue to serve in their capacities as Directors until a valid election for 2023 Directors has been conducted by the properly constituted KPFK LSB as recognized by the Pacifica National Board and properly elected Directors are seated by the Pacifica National Board;

Those persons supporting these actions are called upon to immediately remedy their defiance of the stated Pacifica National Board decision regarding postponing the operation of term limits for six-year terms and reconduct the business on its agenda for December 18 with the LSB restored to its proper composition;

KPFK LSB members who fail to cure the actions invalidated by the Pacifica National Board will be subject to disciplinary actions as warranted;

And these procedures will pertain to any Local Station Board acting in defiance of the Pacifica National Board decision to postpone the operation of six-year term limits until the next election of Delegates.

4. Motion to ratify the 2023 PNB Affiliate Representative Director elections

WHEREAS the Pacifica National Board held elections of Affiliate Representative Directors and the teller's report has been shared with all directors on December 22, 2022,

THEREFORE, be it resolved that the Pacifica National Board ratifies the tellers' report and affirms the duly elected Affiliate Representative Directors to be William Foster, Jr. and Heather Gray.

#### 9. Motion to Amend a Previously Adopted Motion on Underwriting

Whereas,

- Pacifica stations are an integral part of the communities they serve and will strengthen those bonds by partnering with other community-based businesses and organizations;
- Pacifica considers its values, programming, history, traditions, audiences and reputation to be priceless;
- Pacifica listeners and supporters expect Pacifica and organizations with whom Pacifica associates to uphold the highest levels of ethics in internal and external policies and practices.
- Ethical underwriting can enhance and diversify Pacifica revenues while providing valuable mission-consistent information to the communities served by Pacifica stations, enhancing the listener experience. [ADDED]

Therefore, be it resolved that

- A pilot program will be established for a restricted form of underwriting to proceed at all Pacifica stations wishing to opt into the program for a 12- month trial; with ethical underwriting standards as detailed in Exhibit A.
- A review of progress in implementing the program and its effectiveness will be undertaken by the Pacifica National Board together with Pacifica management after 6 months and after 12 months; the program will expire unless renewed by the PNB after the 12-month trial period at which time the Pacifica National Board will decide to terminate the pilot program, modify it, or develop a different approach to underwriting.
- The General Manager of each participating Pacifica station will notify the Pacifica National Board whether that station will or will not opt into the pilot program and if opting in, will implement the program subject to procedures and requirements listed in Exhibit B.

Exhibit A: Ethical underwriting partners and requirements:

- Sponsor partners will be: non-profit organizations who's Missions are aligned with Pacifica's Mission, local businesses, and public interest and cultural institutions.
- As a basic matter of policy, the station will not accept financial support from any entity whose business practices conflict with our Mission Statement and programming. For example, no agreement shall be entered into with any entity that has a record of being anti-labor, anti-environment, supports for fossil fuels, supports Wall Street, supports nuclear technology, supports Big Tech's invasion of our privacy, promotes racism or sexism, militarism, nationalism and xenophobia, or supports the abridgement of the rights of women to control their own bodies or the rights of the LGBTQ community for full equality or the rights of immigrants.
- To ensure editorial objectivity, the stations in the program will exercise considerable care to maintain a barrier between all programming and fundraising efforts, a distinction that holds for both music and news/public affairs productions but is especially critical for the latter.
- An underwriter may not dictate the content of programs; consequently, funders of news and public affairs programs must refrain from any attempts to influence editorial content; all editorial decisions are based on the judgment of local management of what is good journalism, and not based on suggestions and agendas that further the interests of the funders, however legitimate those interests may be.
- The stations in the program shall discourage direct contact between funders and programming staff and volunteers, and contacts with funders must be made through the personnel delegated by local management to handle those affairs.

Exhibit B: Pacifica underwriting pilot program procedures and requirements for participating stations:

- The General Manager or someone delegated by the General Manager will approve and review all underwriting contracts and submit the underwriting agreement to the Executive Director for review.
- Stations in the program will accept underwriting based on the needs of the station, availability of airtime, Web site availability and compatibility with programming and Mission.

- For those stations opting into the program, all programs, dayparts or portions of the Web site may be considered for underwriting, and an underwriter may support an individual program or a category of programs (for instance, music and arts).
  - The General Manager will develop a plan to include realistic estimates of administrative costs for marketing, increased responsibilities for engineers, etc. as well as a realistic estimate of expected revenue; such detailed plans to be submitted to the National Finance Committee as part of the station's budget review within 30 days from the announcement of the station's intention to opt into the pilot program.
  - Stations participating are required to adhere to the national policies and procedures for this program, including using the specified template for an underwriting contract as hereby provided NOT CONSISTENT: Each underwriting contract shall be individually negotiated by the management of the local station.
  - A schedule of fees shall be written into the contract, and premium rates will apply during drive time.
  - Partner sponsors may select either a 15 second spot or a 30 second spot, and no underwriting statement will be more than 30 seconds.
  - Each grant is subject to an evaluation period at the end of which either party may decide to terminate the grant agreement.
  - The General Manager of each participating station will provide regular reports to the Local Station Board as part of his/her overall responsibility to provide reports on the financial status of the station.
  - The General Manager of each participating station will provide quarterly reports on underwriting to the Pacifica National Board.
  - Station management is responsible for maintaining records of all underwriting spots.
  - All underwriting spots must be in compliance with FCC, CPB and IRS regulations and the programming requirements of the station. (See Appendix C for FCC and IRS compliance guidelines).
- Exhibit C: FCC and IRS compliance guidelines

#### 10. Motion on Pacifica Hybridization (Jim Dingeman)

Whereas, all the Pacifica stations have varying levels of integration into existing social media platforms it will be the policy of the foundation that all analog radio shows that currently are on the air and all future ones going forward will be required by March 2023 to demonstrate their integration into their on air broadcasts of Facebook, Twitter, Instagram, Tik Tok, Google Live, Blogs or any combination of social media that allows them to enhance their relationship with the listening audience. This will also include the ability to create and broadcast new shows that are exclusively on these platforms which includes YOU TUBE.

The goal is to have each show integrate social media into its on air delivery and process of communication with its audience in order to build the shows individual footprint. This may include live-streaming and use of YouTube as local resources permit. It will be the short term goal of Pacifica to acquire and set up broadcasting studios that can livestream audio via Video as soon as resources permit.

Be it resolved that all shows will need to have dedicated producers who are assigned to the task of integrating digital and social media into the normally scheduled analog shows. This will provides a means to have an ongoing broadcast presence beyond simply the allocation of time on a weekly analog schedule.

This can be done as creatively as possible by GM's and PD's at various stations in whatever scale their resources permit but it will be a long term goal of Pacifica to aim to integrate the analog,digital and social media in our broadcast output and content creation.

All managers and programmers will be evaluated as to their implementation of these policies. The progress of this will be reported in quarterly reports, which will start in March 2023. These will be submitted to the PNB, ED PNB Programming Committee and Strategic Planning Committee.

The implementation of this will start immediately and will be updated in March 2023 as to its progress and then quarterly from that date on.

Pacifica must enter the 21st Century as a multi-platform service that delivers content nationally and globally.

MEETING NOTICE:

Thursday, January 5, 2023 8:30 PM ET Pacifica National Board Teleconference Purpose: Regular meeting of the PNB. Some of the meeting will be in executive session.

Committee Members Alex [Steinbergpnbalex@gmail.com](mailto:Steinbergpnbalex@gmail.com)

Posted: 01/26/2022 - 9:56 PM

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Streamed here The direct link is <https://kpftx.org:6280> Also Here