

Minutes
Pacifica National Board Open Session
Teleconference Meeting
Thursday, February 17, 2022, 8:30 pm ET
All times are Eastern Time
(meeting notice appended to the end of this agenda)

Directors:

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

Stephanie Wells, Executive Director - p
Julia Kennard, Chief Financial Officer - p
Arthur Schwartz, Pacifica Counsel -p
John Tatum, Parliamentarian - p
Marianne Edain, Recording Secretary - p
Polina Vasiliev, Secretary – p

Items in *italics* are motions (and amendments) which have passed.

The original motion as proposed is inserted. The final motion as passed is at the end of the relevant item.

1. Preliminary items (15 mins)

- A. Call to Order by Chair Julie Hewitt. The meeting was called to order at 8:37 pm
- B. Roll Call

C. Report-Out from the Closed Session of Feb. 3, 2022:

“The PNB met in closed session to discuss proprietary matters of a legal and financial nature.”

D. Excused Absences – Jim Dingeman moved and Susan Young seconded that all absences be excused. There being no objection, the motion passed.

Excused were Teresa Allen and Mark Van Landuyt

- E. Identify Timekeepers
people – Heather Gray
topics – Susan Young

2. Agenda approval (5 mins) James Sagurton moved, Heather Gray seconded.
The agenda was approved as presented.

3. Approve Minutes of the Open session of Feb 3, 2022 (5 mins)

Susan Young moved, Donald Goldmacher seconded that *approval of the minutes of the 2-3-22 meeting be postponed until the next meeting.*

There being no objection, the motion passed.

4. Acknowledging the passing of Fernando Velazquez, KPFK (10 mins)

PNB members held a moment of silence, and then various members spoke in remembrance.

5. Accepting the report and ratifying the election of officers of the PNB -

Motion on accepting the report and ratifying the election of officers for 2022 PNB

WHEREAS the Pacifica National Board held elections of officers and the teller's report, dated February 10, 2021, has been shared with all directors,

THEREFORE, be it resolved that the Pacifica National Board ratifies the tellers' report and affirms the duly elected officers to be: Chair: Julie Hewitt; Vice Chair: Beth von Gunten; Secretary: Polina Vasiliev.

Moved by Susan Young, seconded by Lawrence Reyes. There being no objection, the motion passed as presented.

6. Remaining Committee reports from 2021 PNB (10 mins)

a. Governance committee (Lawrence Reyes; see email of 2/3, 6:30 pm ET for report) (5 mins)

b. Elections committee (Lawrence Reyes) (5 mins)

It was agreed to postpone the Elections Committee report.

7. Motions on non-standing committees of the 2022 PNB – (30 min)

a. Motion on Elections Committee for 2022

WHEREAS 2022 is an election year for the Pacifica Foundation, with timelines spelled out in the bylaws,

WHEREAS the 2021 National Elections Supervisor issued a final report which detailed recommendations on pp. 7-9 and cost saving measures on pp. 24-27

RESOLVED that the PNB establishes the Elections Committee for 2022, and be charged with: prioritizing those recommendations and cost-savings measures the PNB should adopt for the 2022 elections; assisting the National Election Supervisor in the conduct of the elections; assist Local Election Supervisors with members who did not receive a ballot or wish to file a grievance;

FURTHER RESOLVED that membership on the Elections Committee shall consist of one director from each of the five stations and a director representing the Affiliates.

Susan Young moved, Lawrence Reyes seconded

Donald Goldmacher moved, Susan Young seconded –*to postpone a vote on the motion to establish the elections committee until the NES report is read.*

There being objections, the motion to postpone was put to a vote.

Voting yes were Donald Goldmacher, Heather Gray, Donna Grimes, Evelia Jones, Ali Lexa, Marianne Martinez, Darlene Pagano, Sharonne Salaam, and Susan Young

Voting no were Jim Dingeman, Vanessa Dixon-Briggs, James McFadden, Lawrence Reyes, Shawn Rhodes, James Sagurton, Beth von Gunten, and Egberto Willies, and Julie Hewitt

The vote being 9 yes and 9 no, the motion failed.

A second amendment was proposed.

Lawrence Reyes moved and Vanessa Dixon-Briggs seconded a motion to *add 1 representative from each LSB.*

This would result in 1 PNB member from each station, 1 affiliate director, and 1 LSB member from each station.

There being no objection, the amendment passed.

Time for this item being up, there was a motion to extend time for 3 minutes

Donald Goldmacher objected to the extension.

The matter was put to a vote.

Voting yes were Jim Dingeman, Vanessa Dixon-Briggs, Heather Gray, Marianne Martinez, James McFadden, Darlene Pagano, Lawrence Reyes, Shawn Rhodes, James Sagurton, Sharonne Salaam, Beth von Gunten, and Egberto Willies

Voting no were Donald Goldmacher, Donna Grimes Evelia Jones, Ali Lexa, and Susan Young

The vote being 12 yes and 5 no, the motion passed and 3 more minutes were allocated.

Beth von Gunten moved and Susan Young seconded an amendment that *anyone eligible to run as an LSB delegate will not be eligible to serve on the elections committee.*

There being an objection, the amendment was put to a vote.

Voting yes were Jim Dingeman, Vanessa Dixon-Briggs, Heather Gray, Donna Grimes, Evelia Jones, Marianne Martinez, James McFadden, Darlene Pagano, Beth von Gunten, Egberto Willies, and Susan Young

Voting no were Donald Goldmacher, and Sharonne Salaam

The vote being 11 yes and 2 no, the amendment passed.

The underlying motion, moved by Susan Young and seconded by Lawrence Reyes, as amended, was put to a vote.

a. Motion on Elections Committee for 2022

WHEREAS 2022 is an election year for the Pacifica Foundation, with timelines spelled out in the bylaws,

WHEREAS the 2021 National Elections Supervisor issued a final report which detailed recommendations on pp. 7-9 and cost saving measures on pp. 24-27

RESOLVED that the PNB establishes the Elections Committee for 2022, and that it be charged with: prioritizing those recommendations and cost-savings measures the PNB should adopt for the 2022 elections;

assisting the National Election Supervisor in the conduct of the elections;

assisting Local Election Supervisors with members who did not receive a ballot or wish to file a grievance;

FURTHER RESOLVED that membership on the Elections Committee shall consist of one director from each of the five stations and a director representing the Affiliates. as well as 1 representative from each LSB. Anyone eligible to run as an LSB delegate will not be eligible to serve on the elections committee.

Voting yes were Jim Dingeman, Vanessa Dixon-Briggs, Heather Gray, Donna Grimes, Evelia Jones, James McFadden, Darlene Pagano, Lawrence Reyes, Shawn Rhodes, James Sagurton, Beth von Gunten, Egberto Willies, and Julie Hewitt

Voting no was Donald Goldmacher

The vote being 13 yes and 1 no, the motion passed.

b. Personnel committee.

b. Motion on Personnel Committee for 2022

WHEREAS there are no current open or interim positions to be filled,

MOVED that the PNB not establish a personnel committee for 2022 until such time as the need arises.

There being no objection, the motion passed as presented.

c. Programming committee

Vanessa Dixon-Briggs moved and Ali Lexa seconded:

c. Motion on Programming Committee for 2022

WHEREAS directives from the PNB to dictate programming to the five stations that do not also provide resources to stand up such programming are not well received,

RESOLVED that the PNB establishes the Programming Committee for 2022, to be charged with systematically reviewing and analyzing Nielsen ratings across the five stations, and type of programming to establish principles of attracting listeners; identify the top fundraising shows, on a per-member basis, across all five stations to share with the general managers and program directors to highlight the programs most successful at fundraising;

FURTHER RESOLVED that membership on the Programming Committee shall consist of one director from each of the five stations, one delegate from each of the five stations, and a director representing the Affiliates.

James McFadden moved and Jim Dingeman seconded an amendment to *add 1 delegate from each station.*

There being no objection, the amendment was adopted.

Jim Dingeman moves, Ali Lexa seconds an amendment:

Management at all stations be required to supply the PNB and the Programming Committee with Nielson and Arbitron data, and detailed fundraising data so they can better understand what is happening at each station.

There being no objection, the amendment was adopted.

The underlying motion, as amended, was addressed.

There being no objection, the motion, as amended, passed.

c. Motion on Programming Committee for 2022

WHEREAS directives from the PNB to dictate programming to the five stations that do not also provide resources to stand up such programming are not well received,

RESOLVED that the PNB establishes the Programming Committee for 2022, to be charged with systematically reviewing and analyzing Nielsen ratings across the five stations, and type of programming to establish principles of attracting listeners; identify the top fundraising shows, on a per-member basis, across all five stations to share with the general managers and program directors to highlight the programs most successful at fundraising;

FURTHER RESOLVED that membership on the Programming Committee shall consist of one director from each of the five stations, one delegate from each of the five stations, and a director representing the Affiliates.

Management at all stations be required to supply the PNB and the Programming Committee with Nielson and Arbitron data, and detailed fundraising data so they can better understand what is happening at each station.

d. Strategic planning committee

Vanessa Dixon-Briggs moved, Ali Lexa seconded the following:

d. Motion on Strategic Planning Committee for 2022

In order to address the short term and long term problems involved in the restructuring of the Pacifica Foundation so that it can realize its potential to become a voice for radical cultural and political alternatives while serving its local communities, the Pacifica National Board authorizes the formation of an ad hoc Strategic Planning Committee to advise the PNB on strategic decisions that must be implemented in the coming period.

The scope of responsibilities of the Strategic Planning Committee include:

1. Elaboration of a financial recovery plan with short term, medium term, and long term goals aimed at paying off all debts and establishing a sustainable model for future growth.
2. Exploration of new revenue streams.
 - a. Podcasting
 - b. Monetizing the archives
 - c. Emergency preparedness
 - d. Development of a National Pacifica Advisory Council
 - e. Exploration of private placement bond offering to transfer debts to our own supporters.
 - f. Exploration of restricted forms of underwriting.
3. Integration of programming content, adoption of new media platforms and technology to reach a broader audience.
4. Development of Pacifica National Programming and establishment of Pacifica as a major media organization.
5. Integration of reforms in governance, business functions and operations into the larger plan of the renewal of Pacifica as a major nationwide network.

Be it resolved therefore that a Strategic Planning Committee be formed for 2022 consisting of the following membership:

1. The Chair of the PNB
2. The Chair of the National Finance Committee
3. One Director from each listening area to be selected by an IRV election
4. One Affiliate Director to be selected by an IRV election
5. Members of the SPC from 2021 who are no longer Directors may participate in the work of the 2022 Strategic Planning Committee as non-voting advisors.

Jim Dingeman moved, James Sagurton seconded a proposed amendment:

6. *rejuvenate that part of the mission statement dealing with the arts.*
7. *Explore all methods to enhance our producers' training in the radio and sound arts.*

There being objection, the amendment was put to a vote.

Voting yes were Jim Dingeman, Vanessa Dixon-Briggs, Heather Gray, Donna Grimes, Evelia Jones, Ali Lexa, James McFadden, Darlene Pagano, Lawrence Reyes, Shawn Rhodes, James Sagurton,

Voting no was Susan Young

The vote being 11 yes and 1 no, the amendment passed.

Donald Goldmacher moved, Susan Young seconded to *postpone a vote on the Strategic Planning Committee until the next meeting.*

There being objections, the motion was put to a vote.

Voting yes were Donald Goldmacher, Sue Goodwin, Evelia Jones, Darlene Pagano, and Susan Young.

Voting no were Jim Dingeman, Vanessa Dixon-Briggs, Heather Gray, Shawn Rhodes, James Sagurton, Sharonne Salaam, Beth von Gunten, Egberto Willies, and Julie Hewitt.

The vote being 5 yes and 9 no, the motion failed.

The vote was called on the motion as amended

There being objections, the matter was put to a vote.

Voting yes were Jim Dingeman, Vanessa Dixon-Briggs, Sue Goodwin, Heather Gray, Donna Grimes,

Evelia Jones, Ali Lexa, Marianne Martinez, Shawn Rhodes, James Sagurton, Beth von Gunten, and Egberto Willies

Voting no were Donald Goldmacher, Darlene Pagano, Sharonne Salaam, and Susan Young.

There being 12 yes votes and 4 no votes, the motion passed as amended.

Vanessa Dixon-Briggs moved, Ali Lexa seconded the following:

d. Motion on Strategic Planning Committee for 2022

In order to address the short term and long term problems involved in the restructuring of the Pacifica Foundation so that it can realize its potential to become a voice for radical cultural and political alternatives while serving its local communities, the Pacifica National Board authorizes the formation of an ad hoc Strategic Planning Committee to advise the PNB on strategic decisions that must be implemented in the coming period.

The scope of responsibilities of the Strategic Planning Committee include:

- 1. Elaboration of a financial recovery plan with short term, medium term, and long term goals aimed at paying off all debts and establishing a sustainable model for future growth.*
- 2. Exploration of new revenue streams.*
 - a. Podcasting*
 - b. Monetizing the archives*
 - c. Emergency preparedness*
 - d. Development of a National Pacifica Advisory Council*
 - e. Exploration of private placement bond offering to transfer debts to our own supporters.*
 - f. Exploration of restricted forms of underwriting.*
- 3. Integration of programming content, adoption of new media platforms and technology to reach a broader audience.*
- 4. Development of Pacifica National Programming and establishment of Pacifica as a major media organization.*
- 5. Integration of reforms in governance, business functions and operations into the larger plan of the renewal of Pacifica as a major nationwide network.*
- 6. Rejuvenation of that part of the mission statement dealing with the arts.*
- 7. Exploration of all methods to enhance our producers' training in the radio and sound arts.*

Be it resolved therefore that a Strategic Planning Committee be formed for 2022 consisting of the following membership:

- 1. The Chair of the PNB*
- 2. The Chair of the National Finance Committee*
- 3. One Director from each listening area to be selected by an IRV election*
- 4. One Affiliate Director to be selected by an IRV election*
- 5. Members of the SPC from 2021 who are no longer Directors may participate in the work of the 2022 Strategic Planning Committee as non-voting advisors.*

e. 2022 National Emergency Management Work Group
Vanessa Dixon-Briggs moved, James Sagurton seconded

e. Motion on 2022 National Emergency Management Work Group

WHEREAS a motion passed at the January 20, 2022 PNB meeting to establish a National Emergency Management Work Group,

RESOLVED that director membership on the National Emergency Management Work Group shall consist of one director from each of the five stations and a director representing the Affiliates, to be elected, and to ensure the participation of additional members per the January 20, 2022 motion.

Below is the motion passed last year.

APPENDIX TO MOTION 7e:

January 20, 2022 motion on National Emergency Management Work Group:

Motion to the PNB to establish the Pacifica National Emergency Management Work Group

Whereas our world faces a future of unprecedented uncertainty and sudden compelling urgent need; and

Whereas Pacifica is the custodian of invaluable public resources and a legacy of public service; and

Whereas Pacifica is strategically positioned to provide critical public communications services in times of greatest need;

Whereas Pacifica recognizes and prioritizes the responsibility to be prepared provide robust resilient comprehensive emergency communications in all circumstances, including most specifically in disaster conditions;

Therefore be it resolved that the Pacifica Radio Foundation establishes the Pacifica National Emergency Management Work Group (EMWG):

- to support the entire Pacifica community in all phases of emergency management; and
- to provide for the survival and robust resilience of Pacifica Radio operations through any and all adverse conditions;
- to prepare Pacifica to be of greatest possible service to the community as a whole throughout the times of greatest need and beyond.

The EMWG shall maintain:

- an active ongoing emergency management process;
- adequate up-to-date documented Emergency Response Plans at each Pacifica facility and for the organization as a whole;
- adequate supplies and equipment to meet any identified need;
- Pacifica facilities in compliance with all pertinent laws, regulations, Pacifica bylaws and policies, and the National Incident Management System (NIMS); and shall make every effort to assure that Pacifica is in all other ways adequately prepared.

The EMWG shall consist of representatives of senior management; financial management; representation from the PNB; key technical and operational staff at each Pacifica operational unit; and volunteers and advisors with pertinent expertise as necessary.

The EMWG shall meet regularly on an ongoing basis and report regularly to the PNB.

There being no objection, the motion passed as presented.

8. Process for nominations and voting 2022 Committees of the PNB
Susan Young moved, Jim Dingeman seconded:

8. Motion on Nominating and Voting on 2022 Committees

WHEREAS the Pacifica Bylaws, Article Eight, Other Committees of the Board of Directors, Section 3: Standing Committees requires the following standing committees of the PNB: Coordinating Committee, Governance Committee, Finance Committee and Audit Committee,

WHEREAS the Pacifica Bylaws allow for special committees to be established by the PNB,

WHEREAS the Pacifica National Board voted at its February 17, 2022 meeting to establish the following other committees: Elections, Programming, Strategic Planning, and Emergency Management Work Group.

MOVED that PNB nominations for standing and other committees open on February 18, 2022 when the nominations form is sent to all directors, and that nominations close at midnight Pacific time on February 20, 2022; that the tellers will send out ballots by February 21, 2022; and that ballots will be due by midnight Pacific time on February 25, 2022.

There being no objections, the motion passed as presented.

The hour being late, James Sagurton moved, Jim Dingeman seconded that CFO Julia Kennard be excused.

There being no objection, Julia Kennard was excused.

9. Pacifica National Advisory Council and nominations – see APPENDIX (20 mins) Julie and Stephanie

In light of the late hour, this item was postponed.

10. ED Report & Q & A (20 mins) Stephanie Wells

Stephanie Wells reported that the KPFK broadcast license has been renewed for 7.5 years; the EIDL loan funds are expected shortly; proceeds of the KPFT property are in escrow awaiting purchase of a new location.

Julie Hewitt reported that all 5 stations have passed the motion to amend the Articles of Incorporation. The necessary paperwork has been forwarded to the appropriate authorities in California.

Attorney Arthur Schwartz presented a very short report.

11. CFO Report & Q & A, CFO (20 mins) Julia Kennard - postponed

12. Unfinished business (5 mins) - none

13. New Business (5 mins)

Jim Dingeman reported that he intends to work on the matter of regaining CPB grant eligibility as part of a Technical Task Force.

14. Adjourn – the meeting adjourned at 11:47 pm

APPENDIX

9. Motion on Pacifica National Advisory Council passed at January 20, 2021 PNB meeting

Whereas the Pacifica Foundation can profit from the input of former members of Pacifica governance, former members of Pacifica staff and former members of Pacifica management as well as members of the general public who can assist in advising the PNB on such issues as complying with the Pacifica Mission, meeting our goals in terms of our reach to listeners and our financial status, with fund-raising, and expanding the Pacifica network to the point where it can rival the major media providers to provide an alternative and radical point of view on politics and culture.

Be it resolved that the Strategic Planning Committee of the PNB recommends to the PNB that it authorize the creation of a National Pacifica Advisory Council. This body shall have no fiduciary powers or responsibilities but will contribute its advice and recommendations to the PNB as to the direction of Pacifica. The PNB may at its discretion ask the NPAC to make recommendations on a specific project. The members of the NPAC shall be nominated twice a year, once in February and once in September, for a term of no more than 5 years, by members of the PNB and the PNB will vote on each nominee whether to accept or remove that person as a member of the NPAC. Current members of Pacifica governance and current Pacifica management are not eligible. No more than 12 people may be elected to the NPAC at any one time. There shall be a limit of 25 people as members of the NPAC but that can be revised in a future amendment to this policy.

The NPAC shall meet at least twice a year but may meet more often. It may elect officers to conduct the meetings and should keep minutes of all its sessions.

The NPAC shall report back to the PNB on a regular basis with its recommendations.

Meeting Notice:

Pacifica National Board Special Meeting Thursday, February 17, 2022 8:30 PM ET

Some of the meeting may be in executive session.

Posted Sunday, February 6, 2022

Purpose: Regular meeting of the PNB. Some of the meeting will be in executive session.

Committee Members

Streamed [Here](#)

Streamed by Otis Maclay -
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