

Minutes  
Pacifica National Board Open Session  
Teleconference Meeting  
Thursday, November 17, 2022, 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 - exc 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 – p 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 - p Susan Young, KPFT, Listener - p
--	--

Others:

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

1. Preliminary items

A. Call to Order by Chair

B. Roll Call – a quorum was present (19)

C. The chair reads the report out from the November 10, 2022 meeting:

The PNB met and closed session to conclude a disciplinary matter, and hear confidential legal and financial report.

D. Excused Absences – (see above)

Motion to not excuse Burt Cohen – Lawrence Reyes

[Yes:

No: Allen, Dingeman, Dixon-Briggs, Gray, Hewitt, Ali Lexa, Martinez, Pagano, Reyes, Rhodes, Sagurton, Salaam, Tanaka, Van Landuyt, Von Guten, Willies, Young]

Abstain: Grimes, McFaden]

[0Y – 15N - 2A: Motion failed]

E. Identify Timekeepers

People – Heather Gray

Topics – Darlene Pagano

2. Agenda approval – the agenda was approved as presented.

3. Approve Minutes – 11-3-22, 11-10-22 minutes were approved.

4. ED Report and Q & A – Financial Report

5. General Counsel Report and Q & A – (in closed session)

6. Motion on Affiliates Director Elections – (Appendix 6)  
[Passed w/o objection]

7. Unfinished (Open) Business

7a. Motion on Programming (combined Dingeman and Young)

Amendment to add “re-apply each year”. - Jim Dingeman  
[Passed w/o objection]

Amendment to change April to July – Lawrence Reyes  
[Yes: Grimes, Reyes, Salaam, Von Guten;  
No: Allen, Dingeman, Gray, Ali Lexa, Sagurton, Tanaka, Willies, Young;  
Abstain: Dixon-Briggs, Hewitt, McFadden, Pagano, Rhodes, Van Landuyt]  
[4Y – 8N – 6A: Amendment failed]

Main motion  
[Yes: Allen, Dingeman, Gray, Ali Lexa, McFadden, Rhodes, Sagurton, Willies, Young;  
No: Dixon-Briggs, Reyes, Salaam, Van Landuyt;  
Abstain: Grimes, Hewitt, Pagano, Tanaka, Von Guten]  
[9Y – 4N – 5A: Motion passed]

7b. Motion on Underwriting (from Strategic Planning Committee)

7b'. Motion to postpone – Lawrence Reyes  
Allen, Cohen, Dingeman, Dixon-Briggs, Goodwin, Gray, Hewitt, Jones, Ali Lexa, Martinez, McFadden,  
Pagano, Sagurton, Tanaka, Van Landuyt, Willies, Young.  
[Yes: Grimes, Reyes, Salaam, Von Guten;  
No: Allen, Dingeman, Dixon-Briggs, Gray, Ali Lexa, Martinez, McFadden, Pagano, Sagurton, Tanaka,  
Willies, Young.  
Abstain: Hewitt, Rhodes]  
[4Y – 12N- 2A: Motion failed]

Main Motion  
[Yes: Allen, Dingeman, Dixon-Briggs, Gray, Grimes, Hewitt, Ali Lexa, Martinez, Pagano, Reyes, Rhodes,  
Sagurton, Salaam, Tanaka, Van Landuyt, Willies, Young.  
No: -;  
Abstain: McFadden, Von Guten]  
[17Y- 2A: Motion passed]

8. New (Open) Business –

9. Motion to Move into Executive Session 10:45 pm ET  
[Passed w/o objection]

\*\*\*\*\*

## APPENDIX

6. Motion on Affiliate Directors Election

Whereas Article Five, Section 4 of the bylaws discuss the annual process for nominating and electing Affiliate Representative Directors;

Therefore be it resolved that the PNB Secretary send out a call for nominations for candidates for affiliate representative directors to be submitted no later than November 30th, for distribution to the PNB directors by December 1st. The election of affiliate representative directors will occur as the first agenda item at the PNB meeting on December 15th.

#### 7a. Motion on Programming (combined Dingeman and Young)

Motivation: The Pacifica Foundation is facing financial collapse. Perhaps the core issue in averting financial collapse and rebuilding financial stability, audience and relevance is the necessity to refresh the programming and open up new possibilities for growth. At the same time it is necessary for the staff, management and listener members at each station to engage in team work to pull together to achieve these changes. The air is controlled by the Foundation in the interests of the public our signals serve, and our programming must serve it better if we are to survive and thrive.

The objective of these reforms is to help increase the revenue streams of all the stations with measurable goals to achieve within six months as the core strategy to increase audience and reverse financial decline.

Whereas:

- the current source of our revenue is 95% dependent on listener members and the Pacifica Foundation has suffered severe decline in our membership since 2000 resulting in financial instability that threatens the ability of the Foundation to survive;
- all five stations at this time have varying levels of financial instability and declining audience and three are in severe distress (WBAI, KPFK and KPFT);
- a team effort for staff, management and listener members is needed to refresh programming and open new possibilities for growth;

Now therefore be it resolved that, from the passage of this motion:

- All programs are considered as temporary and must re-apply to the PD/GM of their respective stations for evaluation to be continued on the air;
- The General Managers, Program Directors and the Executive Director are authorized to take measures immediately to begin reforming and changing the grids at the various stations with goal of increasing audience and achieving at least a 25% increase in gross revenues by April 2023 and will report their progress monthly starting in December 2022;
- ADD: Each station will develop its own approach to increasing audience and revenues with quantifiable goals that support their budgeted revenues and programming that serves the Pacifica mission and serves the signal area;
- All mandates for must carry programming, without exception, are considered suspended during this period of reorganization to avert financial collapse.

#### 7b. Motion on Underwriting (from Strategic Planning Committee)

Be it resolved that a pilot program 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. Stations participating are required to adhere to the national policies and procedures for this program. The General Manager of each Pacifica station will notify the Pacifica

National Board whether that station will or will not opt into the pilot program. A review of progress in implementing the program and its effectiveness shall be undertaken by the Pacifica National Board together with Pacifica management after 6 months and after 12 months. This resolution will expire unless renewed by the PNB after the trial period has ended. At the end of the 12 month review, the Pacifica National Board shall decide to either terminate the pilot program, modify it, or develop a different approach to underwriting.

7b'. Motion on Underwriting (from Lawrence Reyes)

Resolved that before going forward with any underwriting effort at Pacifica, management shall do the following:

1. Consult a tax attorney regarding whether underwriting income might be taxable, what reporting requirements there may be, and what would be needed to safeguard the organization's exempt status with respect to such a plan;
2. Consult with legal counsel regarding underwriting and any potential listener member or staff conflicts of interest or self-dealing with respect to some underwriters;
3. Ensure that the underwriting program would be in compliance with the California AG guidelines (see <https://oag.ca.gov/system/files/media/Guide%20for%20Charities.pdf>); and
4. Prepare a plan that lays out:
  - a. the job description and selection process of an underwriting manager;
  - b. the cost of the ongoing overhead to manage an underwriting program that includes staffing, an underwriter database, an underwriter payment process and fee schedules, and coordination with management at all stations;
  - c. the implementation of controls that include parameters for selecting underwriters, requirements for underwriting PSA content, determination of the limits on frequency of underwriting PSA content, monitoring the content and frequency of underwriting PSA messages;
  - d. regular reporting to management and the PNB on the underwriting program; and
  - e. accounting of underwriting revenue

#### MEETING NOTICE:

Thursday, November 17, 2022 8:30 PM ET

Pacifica National Board Teleconference

Purpose: Special meeting of the PNB. Some of the meeting will be in executive session. Committee Members

The PNB passed a motion to meet weekly for the near term at its October 27th meeting.

Julie Hewitt hewitt.wpfb@gmail.com

Posted: 11/02/2022 - 9:18 PM Updated: 11/02/2022 - 9:18 PM

Streamed Here

Streamed by Otis Maclay - 713-855-0605 - omaclay@gmail.com