

Approved minutes – Open Session  
Pacifica National Board Session  
Teleconference Meeting  
Thursday, July 20, 2023, 8:30 pm ET  
All times are Eastern Time  
*(meeting notice appended to the end of this agenda)*  
Directors:

<p>Teresa J. Allen, KPFT, Listener p  Adriana Casenave, KPFT, Listener a, excused  Jim Dingeman, WBAI, Listener p  Vanessa Dixon-Briggs, WPFW, Listener p  Fred Dodsworth, KPFA, Listener p  William Foster Jr., Affiliate a, excused  Sue Goodwin, WPFW, Staff p  Heather Gray, WRFG, Affiliate p  Donna Grimes, WPFW, Listener a, excused  Julie Hewitt, WPFW, Listener p  Evelia Jones, KPFK, Listener p</p>	<p>Ali Lexa, KPFK, Staff p  Marianne Martinez, KPFT, Listener a, excused  James McFadden, KPFA, Listener p  Darlene Pagano, KPFA, Staff p  Shawn Rhodes, WBAI, Staff p  James Sagurton, WBAI, Listener p  Sharonne Salaam, WBAI, Listener p  Akio Tanaka, KPFA, Listener p  Beth von Gunten, KPFK, Listener p  Egberto Willies, KPFT, Staff a, excused</p>
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Others:

Stephanie Wells, Executive Director a  
Arthur Schwartz, Pacifica Counsel p  
Nancy Sorden, Secretary p

1. Preliminary Items

- A. Call to Order by Chair at 8:40 pm
- B. Roll Call
- C. Report-out from the executive session of July 6, 2023 meeting of the PNB:  
The PNB met in closed session to discuss confidential contractual, legal and financial matters. The PNB passed a motion affirming signatory authority on certain bank accounts.
- D. Excused Absences - all absences excused
- E. Identify Timekeepers Gray – persons; Pagano - items

2. Agenda approval for the open portion of the agenda seconded. Approved without objection

3. Approve minutes of open session from July 6, 2023 - Approved without objection

4. Finance Committee Motions

Motion from the National Finance Committee read by NFC Chair James Sagurton.

The Pacifica National Board agrees that Pacifica monthly financials shall be released to the NFC, the unit Managers, Business Managers, officers of the PNB and the Executive Director upon availability, and released to the public after approval by the NFC.

PASSED without objection

## 5. Motion on On-Air Fundraising Information

Whereas the Pacifica Network is once again in a desperate financial crisis that threatens its continued existence,

Be it resolved that the PNB orders the general managers at all five stations to submit as soon as possible but no later than August 15th, data as to the most recent subscriber responses to programming, specifically every program in every time slot shall provide garnered or committed sum-total subscriber contributions toward the operating expenses of the network promised or delivered to the station for that program and time slot.

Additionally, for each program and time slot that offers premiums, the cost of acquiring all such premiums including the cost of delivering such premiums shall also be provided.

Tanaka seconded

Rhodes moved to amend by adding

“starting from May 21” following “programming,” and preceding “specifically every program”

PASSED without objection

McFadden moved to amend by adding:

Each GM will include a 1 page summary that includes how the data was acquired and compiled, and what assumptions were made.

Dingeman seconded

Amendment PASSED with 2 objections

Main motion as amended:

Whereas the Pacifica Network is once again in a desperate financial crisis that threatens its continued existence,

Be it resolved that the PNB orders the general managers at all five stations to submit as soon as possible but no later than August 15th, data as to the most recent subscriber responses to programming, starting from May 21, specifically every program in every time slot shall provide garnered or committed sum-total subscriber contributions toward the operating expenses of the network promised or delivered to the station for that program and time slot.

Additionally, for each program and time slot that offers premiums, the cost of acquiring all such premiums including the cost of delivering such premiums shall also be provided.

Each GM will include a 1-page summary that includes how the data was acquired and compiled, and what assumptions were made.

Main motion as amended PASSED with 2 objections (Pagano, Salaam)

## 6. Motions on Elections

Motion from Elections Committee presented by Tanaka

The PNB recommends amending paragraph #6 on Fair Campaign provision of Pacifica’s elections rules to add the words “and individually named Pacifica employees, staff, and board members” so that it reads:

No person in management or staff (paid or unpaid), nor any candidate or candidate supporter may

use foundation or station resources to make libelous or slanderous statements about candidates, and individually named Pacifica employees, staff, and board members through any of its resources, whether on-air, via the web, hard copy mailings or otherwise.

Motion PASSED with 10 Yes (Allen, Dodsworth, Goodwin, Gray, Jones, Lexa, Pagano, Rhodes, Sagurton, Tanaka); 4 No (Casenave, Dingeman, McFadden, Salaam); 3 Abstentions (Dixon-Briggs, Hewitt, von Gunten)

Motion on the Elections' membership database from Dixon-Briggs

Whereas, the nominations process has revealed widespread network -wide problems verifying the membership of candidates and nominators.

Whereas, the membership of contributors varying from modest contributors to major donors is unable to be confirmed by local stations.

Whereas, candidates and nominators were made aware that their monetary contributions were not reflected in the membership databases of local stations only as a result of the nominations process.

Whereas, it is unknown how many members have been "deleted" from the membership database.

Whereas, the widespread inability of local stations to verify membership during the nominations process portends enormous problems during the election in that an unknown number of members will not receive ballots due to their "deletion" from the membership database.

Therefore be it resolved, Pacifica will enact measures to ensure accuracy of the membership database that members "deleted" from the database are restored thereto.

Therefore be it further resolved, accuracy of the membership database will be verified before ballots are sent to members to participate in the election.

Casenave seconded

Sagurton moves to amend to insert

“and,” at the end of each whereas

After accuracy to read: “accuracy as nearly as possible” in 1st resolving clause  
and

After verified to read “verified as nearly as possible” in 2<sup>nd</sup> resolving clause

Amendment PASSED without objection

Main motion as amended:

Whereas, the nominations process has revealed widespread network -wide problems verifying the membership of candidates and nominators, and,

Whereas, the membership of contributors varying from modest contributors to major donors is unable to be confirmed by local stations, and,

Whereas, candidates and nominators were made aware that their monetary contributions were not reflected in the membership databases of local stations only as a result of the nominations process, and,

Whereas, it is unknown how many members have been "deleted" from the membership database, and,

Whereas, the widespread inability of local stations to verify membership during the nominations process portends enormous problems during the election in that an unknown number of members will not receive ballots due to their "deletion" from the membership database.

Therefore be it resolved, Pacifica will enact measures to ensure accuracy, as nearly as possible, of the membership database that members "deleted" from the database are restored thereto.

Therefore be it further resolved, accuracy of the membership database will be verified, as nearly as possible, before ballots are sent to members to participate in the election.

Main Motion as amended PASSED without objection

7. ED Report and Q & A - ED was not able to attend at the last minute

8. General Counsel Report and Q & A none for open session

9. Discussion on Protocol for Members to Voice Concerns about Staff

Chair described suggested wording for discussion at next meeting.

Sample website content that could be required on every unit's webpage:

Members who wish to voice concerns about staff or programs can send an email to "example email address such as concerns\_at\_Pacifica.org" Station staff report to the General Manager, who reports to the Executive Director, who reports to the Pacifica National Board. Concerns about staff are generally personnel issues which should be handled by management rather than elected delegates or directors. Management will routinely monitor emails sent to "example email address such as concerns\_at\_Pacifica.org" and ensure that the appropriate actions are taken. Concerns about Pacifica policy can be sent to the LSB (insert station's LSB email) or to the PNB ([pnb@pacifica.org](mailto:pnb@pacifica.org)) as appropriate. Delegates serve as volunteers and will take up your concerns as time and priorities permit.

10. Unfinished business

Investigating term in question of one of the KPFT LSB members is one of two issues by handled by the Working Group on Delegate Terms. Appointed member are Ali Lexa, Aki Tanaka, Marianne Martinez, Donna Grimes, James Sagurton

11. New Business

Announcement from James Dingemen

Dr. James Paterson from Harvard University will give a talk Sat. JULY 22, 2023, 2pm ET

“Can Local Public Radio Help Fill the News Gap Created by the Decline of Local Newspapers?”  
Posted on Kpftx.org under the Technology Task Force meeting. All listener members are invited to participate at the link posted there.

**12. Motion to Move into Executive Session at time certain of 10:56 pm**

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**APPENDIX**

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

**4. Finance Committee Motions**

4a. That the NFC send the two timelines to the PNB.

4b. Pacifica monthly financials shall be released to the NFC, the unit Managers, Business Managers, officers of the PNB and the Executive Director upon availability, and released to the public after approval by the NFC.

**5. Motion on On-Air Fundraising Information**

Whereas the Pacifica Network is once again in a desperate financial crisis that threatens its continued existence,

Be it resolved that the PNB orders the general managers at all five stations to submit as soon as possible but no later than August 15th, data as to the most recent subscriber responses to programing, specifically every program in every time slot shall provide garnered or committed sum-total subscriber contributions toward the operating expenses of the network promised or delivered to the station for that program and time slot.

Additionally, for each program and time slot that offers premiums, the cost of acquiring all such premiums including the cost of delivering such premiums shall also be provided.

**6. Motions on Elections**

**9. Discussion on Protocol for Members to Voice Concerns about Staff**

Sample website content that would be required on every unit’s webpage:

Members who wish to voice concerns about staff or programs can send an email to [concerns@pacifica.org](mailto:concerns@pacifica.org). Station staff report to the General Manager, who reports to the Executive Director, who reports to the Pacifica National Board. Concerns about staff are generally personnel issues which should be handled by management rather than elected delegates or directors. Management will routinely monitor emails sent to [concerns@pacifica.org](mailto:concerns@pacifica.org) and ensure that the appropriate actions are taken. Concerns about Pacifica policy can be sent to the LSB (insert station’s LSB email) or to the PNB ([pnb@pacifica.org](mailto:pnb@pacifica.org)) as appropriate. Delegates serve as volunteers and will take up your concerns as time and priorities permit.

**MEETING NOTICE:**

**Thursday, July 20, 2023**  
**Pacifica National Board**

**Purpose:** Regular meeting. Part of the meeting may be in closed session.

**8:30 PM ET**  
**Teleconference**  
**Committee**  
**Members**

Regular meeting, per PNB motion of 3/2/2023. Part of the meeting may be in closed session. If the PNB starts in closed session, we'll try to say so here. Refresh the page to make sure you have the latest info.

Nancy Sorden

Posted: 06/26/2023 - 10:55 PM

[nancy.sorden@wap.org](mailto:nancy.sorden@wap.org)

Updated :06/26/2023 -  
10:55 PM

Minutes approved at August 3, 2023 Open Session of PNB meeting.