

Minutes  
 Regular Pacifica National Board Open Session  
 Teleconference Meeting  
 Thursday, March 10, 2022, 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          Burt Cohen, Affiliate - exc          Jim Dingeman, WBAI, Listener - p          Vanessa Dixon-Briggs, WPFW, Listener - p          Donald Goldmacher, KPFA, Listener - p          Sue Goodwin, WPFW, Staff - exc          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</p>	<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 - exc          Mark Van Landuyt, KPFA, Listener - p          Beth von Gunten, KPFK, Listener - p          Egberto Willies, KPFT, Staff - p          Susan Young, KPFT, Listener - p</p>
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Others:

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

Item # Description Time

1. Preliminary items – 5 mins.

A. Call to Order by Chair – The meeting was called to order at 8:36 pm

B. Roll Call – a quorum was present

C. Excused Absences – Burt Cohen, Sue Goodwin, Sharonne Salaam

D. Identify Timekeepers

people – Heather Gray

topics – Lawrence Reyes

E. Report out from Closed Session of March 3, 2022

“The PNB met in closed session to discuss disbursement of EIDL funds and confidential legal matters.”

2. Agenda approval – 10 mins. Julie moves, Lawrence 2<sup>nd</sup>

Susan Young moved and Lawrence Reyes seconded an amendment to the agenda, *to postpone consideration of the Pacifica Advisory Council until the April regular meeting.*

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

Voting yes were Teresa Allen, Jim Dingeman, Donald Goldmacher, Heather Gray, Evelia Jones, Ali Lexa, Marianne Martinez, James McFadden, Darlene Pagano, Lawrence Reyes, Shawn Rhodes, James Sagurton, Beth von Gunten, Egberto Willies, and Susan Young.

There were 0 no votes.

There being 15 yes votes and 0 no votes, the motion passed.

The agenda was passed as amended.

3. Approve Minutes of the Open Session of March 3, 2022 – 2 mins.

There being no objection, the minutes were approved as presented

Unfinished business:

4. Standing up Pacifica National Advisory Council (see APPENDIX for motion passed by PNB on January 20, 2022) – 15 mins.- this item was postponed to April.

5. Motion on Pacifica National Emergency Management Work Group – 5 mins.

Beth von Gunten moved and Jim Dingeman seconded the following motion:

*Moved, that the PNB revert to the original language of the January 20, 2022, resolution authorizing establishment of the Pacifica National Emergency Management Work Group. Anyone elected in the recent Committee Elections will still be free to take part.*

The motion was put to a vote.

Voting yes were Teresa Allen, Jim Dingeman, Vanessa Dixon-Briggs, Heather Gray, Ali Lexa, Marianne Martinez, James McFadden, Darlene Pagano, Shawn Rhodes, James Sagurton, Beth von Gunten, Egbert Willies, and Susan Young.

No one voted no

There being 13 yes votes and 0 no votes, the motion carried.

6. Motion on CPB Application (see APPENDIX) – 20 mins.

Jim Dingeman moved and Vanessa Dixon-Briggs seconded a motion on CPB application.

Donald Goldmacher moved substitute language. There is no record of a second.

*Whereas our Executive Director has already contacted CPB, to ascertain how to resort CPB funding, and has been informed by CPB that we must meet the requirements of the March 2013 letter from CPB, therefore be it resolved that the PNB supports the ED's efforts to obtain funding from CPB, and that the PNB provide all necessary support to achieve this goal.*

James McFadden proposed and James Sagurton seconded an amendment to the substitute motion, adding:

*Furthermore, the ED shall direct all station General Managers (GMs) to assist their Local Station Boards (LSBs) in standing up CPB qualifying Community Advisory Boards (CAB) and report back to the ED and the PNB in one week on the status of their station's CAB or lack thereof and submit a report to the ED and the PNB on said status and remedial plans where necessary.*

There being no objection, the amendment to the substitute motion was adopted.

The substitute motion, as amended, was then put to a vote.

Voting yes were Teresa Allen, Donald Goldmacher, Evelia Jones, James McFadden, Darlene Pagano, Lawrence Reyes, Shawn Rhodes, Mark Van Landuyt, and Susan Young.

Voting no were Jim Dingeman, Vanessa Dixon-Briggs, Heather Gray, Donna Grimes, James Sagurton, Beth von Gunten, and EgbertWillies.

There being 9 yes votes and 7 no votes, the motion carried.

The underlying motion, as amended by the substitute motion, was then raised. There being no objection, the main motion passed as amended.

7. Motion on Setting New PNB Meeting Date and Time (see APPENDIX) – 15 mins.

Time being short, this item was postponed until the next meeting, April 7, 2022.

New Business:

8. Directors declining election to committees (see APPENDIX) – 5 mins.

**Motion on Revising Tellers Report for Committee Elections**

Julie Hewitt moved and Susan Young seconded the following: *Moved that the Tellers Report, dated February 27, 2022, be modified to acknowledge Darlene Pagano's resignation from the KPFA seat on the Audit Committee, resulting in Donald Goldmacher being elected to that seat.*

James McFadden moved to amend the motion to add: *James McFadden will resign from the Programming Committee, and Mark Van Landuyt will step in.*

The amendment was approved and incorporated into the underlying motion.

The underlying motion, as amended, was approved.

9. Identifying Conveners for certain Committees – 5 mins.

Chair Julie requested that one PNB member volunteer to convene each committee, invite people, and get the work started. She asked that PNB members email her and Secretary Polina.

10. Questions on Nondisclosure Agreement and Consent for Electronic Communications – 5 mins.

Chair Julie explained the specifics of the signature page of the non-disclosure agreement. She requested that all PNB members sign and return the agreement to Secretary Polina.

Adjourn – the meeting adjourned at 10:41 pm.

Adjourn to Closed Session at 10:00 pm Time Certain

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**APPENDIX**

**4. Motion on Pacifica National Advisory Council passed at January 20, 2022 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.*

## **5. Motion on Pacifica National Emergency Management Work Group**

Moved, that the PNB revert to the original language of the January 20, 2022, resolution authorizing establishment of the Pacifica National Emergency Management Work Group. Anyone elected in the recent Committee Elections will still be free to take part.

## **6. Motion on CPB Application**

Whereas, the deadline is fast approaching [insert actual dates of application period for new applicants] for Pacifica Foundation, Inc. (PFI) to apply for admission to the Community Service Grant, Minority Audience Service Station Grant, music licensing and other financial support programs and other programs of the Corporation for Public Broadcasting (CPB) and,

Whereas, the PFI has lost millions of dollars of potential grant funding due to disqualification for and expulsion from CPB programs and will benefit greatly by participating in those programs,

Whereas, PFI is now current with its Audits and,

Whereas, other CPB program standards and requirements must be met to reenter CPB programs that involve audience numbers, meeting notices, call sign announcements, compliance with PFI Bylaws, etc.,

Therefore, be it resolved that the Pacifica National Board (PNB) directs that the following steps be taken to insure that PFI makes a timely and successful application for admittance to applicable CPB programs this year:

1. The Executive Director (ED) is directed to immediately contact the CPB and request the appropriate application(s) and open continuing consultation with them on the application process and to build a positive continuing relationship for PFI specifically.
2. The ED is directed to ensure that the necessary application forms, documentation requirements and all other information and materials necessary to a successful application are made known to and available to all employees engaged in the application process.
3. The ED is directed to consult with the National Educational Telecommunications Association (NETA) on the application process and employ any useful services they may provide in that regard, if needed or desired.
4. The ED is directed to obtain appropriate legal advice, as needed, to effect a successful application and a successful continuing relationship with CPB.
5. The ED shall direct all station General Managers (GMs) to assist their Local Station Boards (LSBs) in standing up CPB qualifying Community Advisory Boards (CAB) and report back to the ED and the PNB in one week on the status of their station's CAB or lack thereof and submit a report to the ED and the PNB on said status and remedial plans where necessary.
6. All GMs and CPB Compliance staff will report in two weeks on their plans to insure compliance with the CPB requirements for funding and their progress toward that goal with a description of any problems.
7. The ED is directed to report to the PNB on the status of the CPB application process on a weekly basis and more often, if needed.

8. In order to comply with CPB regulations the PNB directs the LSBs of the stations that have functioning CABs to officially authorize those existing CABs by LSB Authorizing Resolution. Said LSB Authorizing Resolutions should recognize the manner in which CABs now operate, define CAB membership, determine length of CAB member terms etc. to the extent that those operations comply with CPB requirements and remedy any that do not.

### **7. Motion on Setting New PNB Meeting Date and Time**

Whereas, the Pacifica National Board (PNB) is a tri-coastal body with members who experience a time zone differential of up to 3 hours and includes persons whose employment and/or other obligations require early morning activity, and

Whereas, the meeting starting time of 5:30 PM Pacific Time chosen to accommodate west coast workers has a punishing effect on east coast workers because meetings regularly go beyond 10pm making for a very long day, and

Whereas, the PNB has a greater opportunity for efficiency and success when its members are clear-thinking and energized, and

Whereas, the LSBs at KPFT, WBAI, and WPFW meet on a weekday, the KPFA LSB meets 3rd Saturdays of alternate months, and the KPFK LSB meets 3rd Sundays of each month, be it

Resolved that regular meetings of the PNB shall be held on the fourth Saturday of each month from 10AM Pacific (12 Noon Central, 1PM ET), any necessary continuation meeting shall be held on the following Saturday, and special or emergency meetings may be scheduled for weekday evenings for up to 60 minutes.

Moved By Directors, Lawrence Reyes, KPFK Listener Director and Sharonne Salaam, WBAI Listener Director

### **8. Motion on Revising Tellers Report for Committee Elections**

Moved that the Tellers Report, dated February 27, 2022, be modified to acknowledge Darlene Pagano's resignation from the KPFA seat on the Audit Committee, resulting in Donald Goldmacher being elected to that seat.

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MEETING NOTICE:

**Thursday, March 10, 2022**

**8:30 PM ET**

**Pacifica National Board**

**Teleconference**

**Purpose:** To discuss applying for CPB funds and take care of unfinished business

**Committee Members**

Some of the meeting may be in executive session

Polina Vasilieva

polintus@gmail.com

Posted: 03/03/2022 - 9:43 PM

