

Draft Agenda
Regular Pacifica National Board Open Session
Teleconference Meeting
Thursday, July 7, 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 Jim Dingeman, WBAI, Listener Vanessa Dixon-Briggs, WPFW, Listener Sue Goodwin, WPFW, Staff Heather Gray, WRFG, Affiliate Donna Grimes, WPFW, Listener Julie Hewitt, WPFW, Listener, Chair Evelia Jones, KPFK, Listener Ali Lexa, KPFK, Staff	Marianne Martinez, KPFT, Listener James McFadden, KPFA, Listener Darlene Pagano, KPFA, Staff Lawrence Reyes, KPFK, Listener Shawn Rhodes, WBAI, Staff James Sagurton, WBAI, Listener Sharonne Salaam, WBAI, Listener Mark Van Landuyt, KPFA, Listener Beth von Gunten, KPFK, Listener Egberto Willies, KPFT, Staff Susan Young, KPFT, Listener
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Others:

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

1. Preliminary items – 5 min.

A. Call to Order by Chair

B. Roll Call

C. The Chair reads the Report Out from the Closed Sessions of 6/9/22, 6/16/22, 6/23/22, 6/30/22:

6/9: “The PNB met in closed session to discuss proprietary matters concerning directors, personnel, and finances.”

6/16: “The PNB met in closed session to discuss a confidential compromise agreement, personnel issues, and other aspects of our current financial situation.”

6/23: “The PNB met in closed session to discuss confidential personnel, contract, and financial matters.”

6/30: “The Pacifica National Board met in closed session to deal with proprietary financial issues. The PNB also adopted the following motion on LSBs Soliciting Funding from Local Governments:

Whereas the Local Station Boards and Pacifica National Board are not give-or-get boards typical of many nonprofits; and

Whereas Pacifica is currently in a dire financial situation; and

Whereas Local Station Boards are in the best position to make contact with local city council members and other locally elected officials; and

Whereas some local officials may have discretionary budget authority that can be distributed to local nonprofits;

Therefore be it resolved that the chair of the Pacifica National Board shall work with Local Station Board chairs who shall in turn work with their Local Station Board members (listener-sponsor and staff) to identify existing relationships that may be leveraged and seek volunteers where there are not;

Be it further resolved that these volunteers shall seek access to discretionary funds for the Pacifica Foundation.”

D. Excused Absences

E. Identify Timekeepers

2. Agenda approval – 10 min.

3. Approve Minutes of the Open Session of 6/9/22 – 3 min.

4. ED Report and Q & A – 20 min.

5. CFO Report and Q & A – 10 min.

6. Committee Reports

a) Audit Committee – 15 min.

Guest: Eileen Rosin (Chair). See APPENDIX for motion.

b) Coordinating Committee – 3 min.

c) Finance Committee – 10 min.

d) Governance Committee – 10 min.

See APPENDIX for motions *placeholder*.

e) Elections Committee – 5 min.

f) Programming Committee – 20 min.

See APPENDIX for motions.

g) Strategic Planning Committee – 3 min.

h) Personnel Committee – 3 min.

i) Development Taskforce – 5 min.

j) Covid-19 Taskforce – 3 min.

k) Technology Taskforce – 5 min.

7. Unfinished business – N/A

8. New Business – 10 min.

a) Motions forwarded to PNB Secretary and PNB at least 48 hours prior are presumed to be included here.

b) Any motions sent after, if voted onto the agenda as an amendment.

9. Adjourn to the closed session at a time certain of 10:30 pm.

APPENDIX

6a. The Audit Committee approved the following motion:

"Whereas the PNB Audit Committee is entrusted with the duty to facilitate the audit process so that this can be carried out in a timely manner;

Therefore, be it resolved that the PNB Audit Committee strongly urges the PNB to direct the PNB Finance Committee to look into any delays by [Unit] in the documentation required for the audit for FY 2021 and recommend solutions or corrections as needed so that the Audit 2021 can be carried out to completion in a timely manner".

6d. Placeholder for motions from the Governance Committee

6f. The Pacifica National Programming Committee asks the PNB to pass the following motion:

As it is crucial that programming be improved at all 5 stations, the PNB asks the Executive Director to ensure that the following Pacifica Programming Policies be implemented at all 5 stations. Further, the PNB asks the ED to report progress about this implementation to the PNB within 2 months.

Here are the 2 Resolutions:

The Pacifica National Board adopted the following 2 resolutions regarding Program Directors and Programming Evaluation (see PNB minutes

https://kpftx.org/archives/pnb/pnb170622/pnb170622_5045_minutes.pdf)

Motion: Programming Committee B: Programming Directors: (proposed by Grace Aaron)

That the job descriptions of all Pacifica Program Directors include the following:

The Program Director is expected to improve the listenership of the station. If the station does not subscribe to Nielsen ratings, the listenership shall be estimated based on the following metrics, each one given equal weight:

1) The number of online listeners tabulated by an analysis of the information available on <http://stats.pacifica.org/> and/or individual downloads or online listeners tracked on individual station websites.

2) The gross revenue of the station, as improved listenership generally is reflected in improved revenue.

3) Increased membership, as improved programming builds larger audiences and results in more listener support and loyalty.

Motion: Programming Committee C: Program Evaluation: (Proposed by Grace Aaron, with amendments in italics by Carol Wolfley and Dave Beaton)

Listenership at all 5 stations has been declining, as far as we can tell without subscribing to Nielsen ratings. Declining listenership has resulted in declining membership and income. This has been forcing stations to lengthen fund drives and resort to other measures to make ends meet. Because of this it is imperative that programming improvement be a top priority. Therefore, it is necessary to evaluate programs on an individual basis. Thus, the Program Director is charged with evaluating every program using the following criteria:

- 1) Nielsen ratings (if available).
- 2) Amount of money generated by the program.
- 3) Amount of membership generated by the program.
- 4) Does the program content conform with the Pacifica Mission?
- 5) Willingness of the programmer to create learning opportunities for interns, including affording them some on air experience.
- 6) Sound quality of the program.
- 7) Production values of the program.
- 8) Does the program subject matter add diversity to our grid in terms of appeal to varied demographics and interests?
- 9) Does the program have a social network presence and is the programmer and/or producer promoting through social media and other outreach?
- 10) Input from stats.pacifica.org, Community Advisory Boards, PNB National Programming Committee and Audio Port program sharing history.
- 11) Amount of Volunteer participation of programmer in station operations and events. Programs should be judged based on their placement on the grid. In other words, as morning drive time has a higher potential audience it should be expected to produce more income than shows in a less advantageous time slot. The Program Director should first evaluate all programs involving paid staff. The next evaluation priority will be all programs in daytime hours during the week and on weekends.

DRAFT MOTION OFFERED BY SUSAN YOUNG REGARDING SYSTEM WIDE PROGRAMMING ENHANCEMENT:

Whereas bold radio programming in the service of the Pacifica mission is the Foundation's legacy, core business and best hope to revitalize the network;

Whereas listenership, audience share and membership and donor support have been in decline and are critically low;

Whereas many programming decisions lack rigor and accountability;

Whereas the network as a whole can learn and benefit from examples of programming successes and failures across the network and mine the data that is available for this assessment;

Therefore be it resolved that the Pacifica National Board directs the Executive Director to confer with all GMS and PDs in an urgent effort to create effective programming at all

five stations based on listenership and financial contributions, in alignment with mission and goals, drawing on successful programming from around the network and affiliates with attention to local audiences, which assessment takes into account the costs associated with the programming (compensation to programmers and costs of premiums/products);

to report back to the Pacifica National Board about management's recommended approach to holistic program enhancement;

to establish a periodic review of programming to assure that the programming grids continue to be relevant, vital and fiscally sound; and

to challenge programmers on an ongoing basis to a higher standard of excellence through training and by establishing data driven goals and accountabilities.

MEETING NOTICE:

Thursday, July 7, 2022

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 Steinberg

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Posted: 01/26/2022 - 8:58 PM