

Draft Agenda - Public Version  
*Special* Pacifica National Board Session  
Teleconference Meeting  
Thursday, November 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 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 Akio Tanaka, KPFA, 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  
Arthur Schwartz, Pacifica Counsel  
Markisha Venzant-Sampson, National Business Manager  
John Tatum, Parliamentarian  
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 November 10, 2022 meeting:  
The PNB met in closed session to conclude a disciplinary matter and hear confidential legal and financial reports.
  - D. Excused Absences
  - E. Identify Timekeepers & Recording Secretary
2. Agenda approval – 5 min.
3. Approve Minutes of 11/03/22 and 11/10/22– 3 min.
4. ED Report and Q & A – 15 min.
5. General Counsel Report and Q & A – 10 min.
6. Motion on Affiliates Director Elections – 5 min.

7. Unfinished (Open) Business (see APPENDIX for motions) – 40 min.
  - a. Programming – 20 min.
  - b. Underwriting – 20 min. (motion and substitute motion)
8. New (Open) Business – 5 min.
9. Motion to Move into Executive Session at a time certain of 10:00 pm ET – 1 min.
10. *Executive ED report and Q & A – 10 min.*
11. *Executive Legal report and Q & A – 10 min.*
12. *Confidential Financial Motion – 30 min.*
13. *Discuss what from this session may be shared with LSBs in closed session – 5 min.*
14. *Report-out for kpftx.org and for reading at the next open session – 3 min.*
15. Rise and report (includes reading the report-out) – 1 min.
16. Adjourn at a time certain of 12am midnight ET.

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**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

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

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

Streamed [Here](#)

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