

Draft Agenda - *Public Version*
Regular Pacifica National Board Session
Teleconference Meeting
Thursday, January 5, 2023, 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 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 12/29/2022 executive session:
The PNB met in closed session to discuss confidential legal matters and took no action. At its December 15th meeting in closed session, the Pacifica National Board has suspended Bella De Soto, a listener delegate on the KPFK Local Station Board, pending a trial. Ms. De Soto is excused from and shall not participate as a delegate at all LSB and Pacifica meetings, including any committees or events, pending further notification upon the conclusion of the trial.
 - D. Excused Absences
 - E. Identify Timekeepers & Recording Secretary
2. Agenda approval for the open portion of the agenda – 5 min.
3. Approve Minutes of 12/29/2022 – 5 min.
4. Announcement on the Passing of Lawrence Reyes – 10 min.

5. Motion to Ratify the 2023 PNB Affiliate Representative Director elections – 5 min.
6. ED Report and Q & A – 20 min.
7. General Counsel Report and Q & A – 10 min.
8. Committee Reports
 - a) Audit Committee – 1 min.
 - b) Coordinating Committee – 1 min.
 - c) Finance Committee – 10 min.
 - d) Governance Committee – 1 min.

 - e) Elections Committee – 1 min.
 - f) Programming Committee – 10 min.
 - g) Strategic Planning Committee – 20 min.

 - h) Development Taskforce – 3 min.
 - i) Covid-19 Taskforce – 3 min.
 - j) Technology Taskforce – 3 min.
9. Unfinished business – 5 min.
 - a) Cleaned up version of Underwriting motion from 11/17/2022
10. New Business – 20 min.
 - Motions forwarded to PNB Secretary and PNB at least 48 hours prior are presumed to be included here.
 - Any motions sent after, if voted onto the agenda as an amendment.
 - a) Motion on Pacifica Hybridization – 20 min. (Jim Dingeman)
11. Motion to Move into Executive Session at a time certain of 10:30 pm ET – 1 min.
12. *Agenda approval for the executive portion of the agenda – 5 min.*
13. *Executive ED Report and Q & A – 15 min.*
14. *Executive General Counsel Report and Q & A – 15 min.*
15. *Unfinished Business – 30 min.*
 - a) *Disciplinary matter – 20 min.*
 - b) *Disciplinary matter – 10 min.*
16. *New Business – 1 min.*
17. *Discuss what from this session may be shared with LSBs in closed session – 5 min.*
18. *Report-out for kpftx.org and for reading at the next open session – 3 min.*

19. Rise and report (includes reading the report-out) – 1 min.

20. Adjourn at a time certain of 12am midnight ET.

APPENDIX

4. Motion to Ratify the 2023 PNB Affiliate Representative Director elections

WHEREAS the Pacifica National Board held elections of Affiliate Representative Directors and the teller's report has been shared with all directors on December 22, 2022,

THEREFORE, be it resolved that the Pacifica National Board ratifies the tellers' report and affirms the duly elected Affiliate Representative Directors to be William Foster, Jr. and Heather Gray.

9. Motion to Amend a Previously Adopted Motion on Underwriting

Whereas,

- Pacifica stations are an integral part of the communities they serve and will strengthen those bonds by partnering with other community-based businesses and organizations;
- Pacifica considers its values, programming, history, traditions, audiences and reputation to be priceless;
- Pacifica listeners and supporters expect Pacifica and organizations with whom Pacifica associates to uphold the highest levels of ethics in internal and external policies and practices.
- Ethical underwriting can enhance and diversify Pacifica revenues while providing valuable mission-consistent information to the communities served by Pacifica stations, enhancing the listener experience. [ADDED]

Therefore, be it resolved that

- A pilot program will 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; with ethical underwriting standards as detailed in Exhibit A.
- A review of progress in implementing the program and its effectiveness will be undertaken by the Pacifica National Board together with Pacifica management after 6 months and after 12 months; the program will expire unless renewed by the PNB after the 12-month trial period at which time the Pacifica National Board will decide to terminate the pilot program, modify it, or develop a different approach to underwriting.
- The General Manager of each participating Pacifica station will notify the Pacifica National Board whether that station will or will not opt into the pilot program and if

opting in, will implement the program subject to procedures and requirements listed in Exhibit B.

Exhibit A: Ethical underwriting partners and requirements:

- Sponsor partners will be: non-profit organizations whose Missions are aligned with Pacifica's Mission, local businesses, and public interest and cultural institutions.
- As a basic matter of policy, the station will not accept financial support from any entity whose business practices conflict with our Mission Statement and programming. For example, no agreement shall be entered into with any entity that has a record of being anti-labor, anti-environment, supports for fossil fuels, supports Wall Street, supports nuclear technology, supports Big Tech's invasion of our privacy, promotes racism or sexism, militarism, nationalism and xenophobia, or supports the abridgement of the rights of women to control their own bodies or the rights of the LGBTQ community for full equality or the rights of immigrants.
- To ensure editorial objectivity, the stations in the program will exercise considerable care to maintain a barrier between all programming and fundraising efforts, a distinction that holds for both music and news/public affairs productions but is especially critical for the latter.
- An underwriter may not dictate the content of programs; consequently, funders of news and public affairs programs must refrain from any attempts to influence editorial content; all editorial decisions are based on the judgment of local management of what is good journalism, and not based on suggestions and agendas that further the interests of the funders, however legitimate those interests may be.
- The stations in the program shall discourage direct contact between funders and programming staff and volunteers, and contacts with funders must be made through the personnel delegated by local management to handle those affairs.

Exhibit B: Pacifica underwriting pilot program procedures and requirements for participating stations:

- The General Manager or someone delegated by the General Manager will approve and review all underwriting contracts and submit the underwriting agreement to the Executive Director for review.
- Stations in the program will accept underwriting based on the needs of the station, availability of airtime, Web site availability and compatibility with programming and Mission.
- For those stations opting into the program, all programs, dayparts or portions of the Web site may be considered for underwriting, and an underwriter may support an individual program or a category of programs (for instance, music and arts).
- The General Manager will develop a plan to include realistic estimates of administrative costs for marketing, increased responsibilities for engineers, etc. as well as a realistic estimate of expected revenue; such detailed plans to be submitted to the National Finance Committee as part of the station's budget review within 30 days from the announcement of the station's intention to opt into the pilot program.
- Stations participating are required to adhere to the national policies and procedures for this program, including using the specified template for an underwriting contract as

hereby provided **NOT CONSISTENT: Each underwriting contract shall be individually negotiated by the management of the local station.**

- A schedule of fees shall be written into the contract, and premium rates will apply during drive time.
- Partner sponsors may select either a 15 second spot or a 30 second spot, and no underwriting statement will be more than 30 seconds.
- Each grant is subject to an evaluation period at the end of which either party may decide to terminate the grant agreement.
- The General Manager of each participating station will provide regular reports to the Local Station Board as part of his/her overall responsibility to provide reports on the financial status of the station.
- The General Manager of each participating station will provide quarterly reports **on underwriting** to the Pacifica National Board.
- Station management is responsible for maintaining records of all underwriting spots.
- All underwriting spots must be in compliance with FCC, CPB and IRS regulations and the programming requirements of the station. (See Appendix C for FCC and IRS compliance guidelines).

Exhibit C: FCC and IRS compliance guidelines

10. Motion on Pacifica Hybridization

Whereas, all the Pacifica stations have varying levels of integration into existing social media platforms it will be the policy of the foundation that all analog radio shows that currently are on the air and all future ones going forward will be required by March 2023 to demonstrate their integration into their on air broadcasts of Facebook, Twitter, Instagram, Tik Tok, Google Live, Blogs or any combination of social media that allows them to enhance their relationship with the listening audience. This will also include the ability to create and broadcast new shows that are exclusively on these platforms which includes YOU TUBE.

The goal is to have each show integrate social media into its on air delivery and process of communication with its audience in order to build the shows individual footprint. This may include live-streaming and use of YouTube as local resources permit. It will be the short term goal of Pacifica to acquire and set up broadcasting studios that can livestream audio via Video as soon as resources permit.

Be it resolved that all shows will need to have dedicated producers who are assigned to the task of integrating digital and social media into the normally scheduled analog shows. This will provides a means to have an ongoing broadcast presence beyond simply the allocation of time on a weekly analog schedule.

This can be done as creatively as possible by GM's and PD's at various stations in whatever scale their resources permit but it will be a long term goal of Pacifica to aim to integrate the analog,digital and social media in our broadcast output and content creation.

All managers and programmers will be evaluated as to their implementation of these policies. The progress of this will be reported in quarterly reports, which will start in March 2023. These

will be submitted to the PNB, ED PNB Programming Committee and Strategic Planning Committee.

The implementation of this will start immediately and will be updated in March 2023 as to its progress and then quarterly from that date on.

Pacifica must enter the 21st Century as a multi-platform service that delivers content nationally and globally.

MEETING NOTICE:

Thursday, January 5, 2023 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 pnbalex@gmail.com Posted: 01/26/2022 - 9:56 PM Updated: 01/26/2022 - 9:56 PM Streamed [Here](#) The direct link is <https://kpftx.org:6280> Also [Here](#)