

Draft Agenda - *Public Version*  
Pacifica National Board Session  
Teleconference Meeting  
Thursday, August 17, 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 Adriana Casenave, KPFT, Listener Jim Dingeman, WBAI, Listener Vanessa Dixon-Briggs, WPFW, Listener Fred Dodsworth, KPFA, Listener William Foster Jr., Affiliate Sue Goodwin, WPFW, Staff Heather Gray, WRFG, Affiliate Donna Grimes, WPFW, Listener Julie Hewitt, WPFW, Listener 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 Beth von Gunten, KPFK, Listener Egberto Willies, KPFT, Staff
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Others:

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

*1. Preliminary Items – 5 min.*

- A. Call to Order by Chair*
- B. Roll Call*
- C. Excused Absences*
- D. Identify Timekeepers*

*2. Agenda approval for the 1<sup>st</sup> closed portion of the agenda – 5 min.*

*3. Approve minutes of closed sessions – 5 min.*

*4. Confidential legal discussion – 20 min.*

*5. General Counsel Report and Q & A (see APPENDIX for motion) – 15 min.*

**6. Motion to Move into Open Session at time certain of 9:30 pm – 1 min.**

*7. Preliminary Items – 5 min.*

- A. Call to Order by Chair*
- B. Roll Call*
- C. Report-out from the executive session of August 3, 2023 meeting of the PNB:*

The PNB met in closed session to discuss confidential financial, legal and contractual matters, and took no actions.

D. Report-out from the executive session of August 17, 2023 meeting of the PNB:

The PNB met in closed session to . . .

E. Excused Absences

F. Identify Timekeepers

8. Agenda approval for the open portion of the agenda – 5 min.
9. Approve minutes of open sessions – 5 min.
10. Open discussion of Motions on Terms for Those Elected in 2023 Elections (see APPENDIX) – 20 min.
11. Motion on Community Advisory Boards from Strategic Planning Committee (see APPENDIX) – 10 min.
12. Motion on Consultants during the Current Financial Crisis (see APPENDIX) – 30 min.
13. General Counsel Report and Q & A – 10 min.
14. ED Report and Q & A – 10 min.
15. Unfinished business – 5 min.
  - a) Protocol for Members to Voice Concerns about Staff, from 7/20/2023
  - b) Cleaned up version of Underwriting motion from 11/17/2022
16. New Business – 5 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.
- 17. Motion to Move into Executive Session at time certain of 10:50 pm – 1 min.**
18. *Agenda approval for the 2<sup>nd</sup> executive portion of the agenda – 5 min.*
19. *Approve minutes of closed sessions – 5 min.*
20. *Confidential Contractual Matter – 5 min.*
21. *ED Report and Q & A (see APPENDIX for motion) – 15 min.*
22. *Confidential Contractual Matter – 20 min.*
23. *Confidential Disciplinary Matter – 10 min.*

24. Confidential Disciplinary Matter – 20 min.

25. Unfinished Business – 5 min.

26. New Business – 1 min.

27. Discuss what from this session may be shared with LSBs in closed session – 5 min.

28. Report-out for kpftx.org and for reading at the next open session – 3 min.

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

**30. Adjourn at a time certain of 12:00 am ET.**

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**APPENDIX**

===== *FOR EXECUTIVE SESSION* =====

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

**10. Motions on Terms for Those Elected in 2023 Elections** (red font shows text that differs)  
Whereas there were insufficient funds to hold elections in 2022, which was year 2 of Pacifica’s 3-year election cycle in which half of the delegates would be elected;

Whereas the PNB passed a motion on October 20, 2022 providing that delegates whose terms would have ended in 2022 would continue to serve in 2023 if Pacifica failed to hold elections;

Whereas delegates whose terms would have ended in 2022 were either in their first term and therefore eligible to run again, or in their second term and therefore ineligible to run again, according to the Pacifica bylaws, and the delay from 2022 to 2023 in holding elections does not change that eligibility status;

Whereas Pacifica is in the midst of the election cycle for 2023, with the record period having passed, the period for candidate nomination having closed, the ballots not yet sent to members, and ballots slated to be sent to voters in the second half of August; and

Whereas it is important for voters to understand before they cast their votes the length of terms to which successful candidates would be elected and serve;

**Option 1:**

Therefore be it resolved that **all** candidates running in the 2023 delegate elections are running for **two-year terms**, and that the elections.pacifica.org website and the ballot shall reflect this information. **Pacifica elections would return to the Article Four, Section 3 schedule of holding**

elections in years one and two and no elections in year three (i.e., elections in 2024 and 2025 but not in 2026).

**Option 2:**

Therefore be it resolved that **all** candidates running in the 2023 delegate elections are running for **three-year terms**, and that the elections.pacifica.org website and the ballot shall reflect this information. **This would also require a Pacifica bylaws change to the Article Four, Section 3 schedule of holding elections from years one and two and no elections in year three to years one and three with no elections in year two (i.e., elections in 2024 and 2026 but not in 2025).**

**Option 3:**

Therefore be it resolved that candidates running in the 2023 delegate elections are running for **a mix of two-year and three-year terms, with some candidates eligible to run only for a two year term, and but for that exception, the top vote getters shall get three-year terms and the remaining elected delegates getting two-year terms**, and that the elections.pacifica.org website and the ballot shall reflect this information. **Pacifica elections would return to the Article Four, Section 3 schedule of holding elections in years one and two and no elections in year three (i.e., elections in 2024 and 2025 but not in 2026).**

**11. Motion on Community Advisory Boards from SPC**

WHEREAS, the Pacifica National Board (PNB) has resolved to pursue actively Community Service Grants (CSG's) and other programs offered by the Corporation of Public Broadcasting to support public and community broadcasting throughout the United States. One of the requirements for successfully completing the application process is to prove that Community Advisory Boards are set up and functioning with PROOF of their existence,

The CPB requires that the recipient annually certify "their compliance with the CAB requirements. This certification is a part of CPB's required CSG Agreement and Certification of Eligibility."

BE IT RESOLVED that all Local Station Boards are required to give an update in writing as to the status of the Community Advisory Boards at each station, KPFA, KPFT, WBAI ,WPFW and KPFK by the next regularly scheduled meeting of the PNB. This report should include written confirmation of the following facts:

A-Does a community advisory board exist?

B-What is its composition?

C-How was it formed?

D-How many times has it met during the past year?

E-Does it meet at "regular intervals annually"?

F-Do its members regularly attend its meetings?

G-Is its composition "reasonably representative of the diverse needs and interests of the communities served by such station." ?

H-Has it reviewed "the programming goals established by the station, the service provided by the station, and the significant policy decisions rendered by the station." ?

Do such reports exist in writing?

I-Is there proof of the announcement of CAB meetings to the public via save Mp3's,engineer logs, website postings and other forms of verification?

J-Has the CAB advised the “the governing body of the station with respect to whether the programming and other policies of the station are meeting the specialized educational and cultural needs of the communities served by the station”?

K-Has the CAB made in written and oral form any “ recommendations as it considers appropriate to meet such needs.”?

L-What rules do the CABs practice regarding absences,latenesses and removing members who do not participate?

## **12. Motion on Consultants during the Current Financial Crisis**

Motion passed by KPFT LSB on August 9<sup>th</sup>:

Whereas: the Pacifica Foundation Inc. is in an extreme ongoing crisis, and KPFT contributed \$52,000 in August to cover shortfall in health insurance payments,

Therefore, be it resolved that the KPFT Local Station Board calls upon the Directors who represent KPFT on the Pacifica National Board to support:

- PNB mandates for those Pacifica stations that are not currently self-sustaining to take those cost savings measures stipulated by the PNB, and
- That the PNB grant authority to the Executive Director to take all steps necessary to implement PNB directives.

Motion considered by NFC on August 8<sup>th</sup>:

Whereas: the Pacifica Foundation Inc. is in an extreme financial crisis,

Therefore: The Pacifica National Board mandates that those Pacifica stations that are not currently self-sustaining eliminate all consultant positions immediately and implement emergency staff reductions within ten days. The Pacifica National Board authorizes the Pacifica Executive Director to take all steps necessary to implement these directives.

## **14a. 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@pacificafoundation.org](mailto:concerns@pacificafoundation.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@pacificafoundation.org](mailto:concerns@pacificafoundation.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@pacificafoundation.org](mailto:pnb@pacificafoundation.org)) as appropriate. Delegates serve as volunteers and will take up your concerns as time and priorities permit.

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

## **10. Motion on Community Advisory Boards from SPC**

- **Governing Legislation:** The Community Advisory Board (CAB) requirements in the Communications Act are as follows: (A) *Funds may not be distributed pursuant to this subpart to any public broadcasting station (other than any station which is owned and operated by a State, a political or special purpose subdivision of a State, or a public agency) unless such station establishes a community advisory board. Any such station shall undertake good faith efforts to assure that:*

  - i) its advisory board meets at regular intervals;*
  - (ii) the members of its advisory board regularly attend the meetings of the advisory board;*
  - and*
  - (iii) the composition of its advisory board are reasonably representative of the diverse needs and interests of the communities served by such station.*

*(B)The board shall be permitted to review the programming goals established by the station, the service provided by the station, and the significant policy decisions rendered by the station. The board may also be delegated any other responsibilities, as determined by the governing body of the station. The board shall advise the governing body of the station with respect to whether the programming and other policies of the station are meeting the specialized educational and cultural needs of the communities served by the station, and may make such recommendations as it considers appropriate to meet such needs.*

*(C) The role of the board shall be solely advisory in nature, except to the extent other responsibilities are delegated to the board by the governing body of the station. In no case shall the board have any authority to exercise any control over the daily management or operation of the station.*

*(D) In the case of any public broadcast station (other than any station which is owned and operated by a State, a political or special purpose subdivision of a State, or a public agency) in existence on November 2, 1978, such station shall comply with the requirements of this paragraph with respect to the establishment of a community advisory board not later than 180 days after November 2, 1978.*

*(E) The provision of subparagraph (A) prohibiting the distribution of funds to any public broadcast station (other than any station which is owned and operated by a State, a political or special purpose subdivision of a State, or a public agency) unless such station establishes a community advisory board shall be the exclusive remedy for the enforcement of the provisions of this paragraph. §396(k)(8)*
- **CAB Required for Most Stations:** All stations other than those owned by a State, a political or special purpose subdivision of a State, or a public agency must have a CAB<sup>[1]</sup>.
- **CAB's Advisory Role:** The CAB's role is advisory in nature but may have other responsibilities delegated to it by the station or its governing body. However, the CAB must not exercise any control over the daily management or operation of the station.
- **Station's Oversight of CAB:** The Act requires that stations make good faith efforts to ensure that:

  1. the CAB meets at regular intervals;
  2. the CAB members regularly attend its meetings; and
  3. the CAB reasonably represents the diverse needs and interests of the communities served by the station.
- **CAB's Responsibilities:** : A CAB may establish and follow its own schedule and agenda. The CAB's structure and composition, including the number of members, their terms, and method of appointment and removal, should be established by the station's governing body. The CAB's responsibilities include:

  1. the right to review the station's programming goals;
  2. the right to review the service provided by the station;
  3. the right to review significant policy decisions rendered by the station; and
  4. the obligation to advise the station's governing body on whether the station's programming and other significant policies are meeting the specialized educational

and cultural needs of the communities served by the station, and to make recommendations the CAB deems appropriate to meet such needs.

- **CAB Annual Certification:** The Act requires stations to certify annually their compliance with the CAB requirements. This certification is a part of CPB's required CSG Agreement and Certification of Eligibility.

[1] This requirement includes private college or university licensees that are not "owned and operated by a State, a political or special purpose subdivision of a State, or a public agency." §396(k)(8)

===== *FOR EXECUTIVE SESSION* =====

**MEETING NOTICE:**

Thursday, August 17, 2023

Pacifica National Board

Purpose: The second regular meeting of the month. Part of the meeting may be closed.

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: 07/27/2023 - 6:55 PM

8:30 PM ET

Teleconference

[Committee Members](#)

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6:55 PM