

Minutes
Special Pacifica National Board Open Session
Teleconference Meeting
Thursday, July 21, 2022, 8:30 pm ET
All times are Eastern Time
(meeting notice appended to the end of this agenda)
Directors:

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| Teresa J. Allen, KPFT, Listener - p | James McFadden, KPFA, Listener - p |
| Burt Cohen, Affiliate - exc | Darlene Pagano, KPFA, Staff - p |
| Jim Dingeman, WBAI, Listener - p | Lawrence Reyes, KPFK, Listener - p |
| Vanessa Dixon-Briggs, WPFW, Listener - p | Shawn Rhodes, WBAI, Staff - p |
| Sue Goodwin, WPFW, Staff - p | James Sagurton, WBAI, Listener - p |
| Heather Gray, WRFG, Affiliate - p | Sharonne Salaam, WBAI, Listener - p |
| Donna Grimes, WPFW, Listener - p | Akio Tanaka, KPFA Listener. - p |
| Julie Hewitt, WPFW, Listener, Chair - p | Mark Van Landuyt, KPFA, Listener - exc |
| Evelia Jones, KPFK, Listener - p | Beth von Gunten, KPFK, Listener - p |
| Ali Lexa, KPFK, Staff - p | Egberto Willies, KPFT, Staff - exc |
| Marianne Martinez, KPFT, Listener - p | Susan Young, KPFT, Listener - p |

Others:

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

1. Preliminary items – 5 min.

The question was raised as to whether Mr Aki Tanaka needed to undergo any formality to be seated, as he is replacing Donald Goldmacher, who has resigned.

Chair Julie concluded that there was no process necessary.

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

B. Roll Call – Parliamentarian John Tatum was not present

C. The Chair reads the Report Out from the Closed Session of 7/7/2022:

“The PNB met in closed session to discuss proprietary financial matters and confidential personnel matters.”

D. Excused Absences - Bert Cohen, Mark van Landuyt, Ebgerto Willies

E. Identify Timekeepers

people – Heather Gray

topics – Lawrence Reyes

2. Agenda approval – 5 min.

Susan Young moved, Sue Goodwin seconded to postpone the meeting until 8-4-22.

Jim Dingemen objected, as there are important matters to be decided.

Lawrence Reyes moved and Sue Goodwin seconded to amend the motion to postpone to a different, earlier date, at which time today’s agenda would be exhausted.

James Sagurton moved and James McFadden seconded a substitution for the amended motion. The substitute motion would read *to amend the motion to postpone this meeting to 7-28-22 and to move this agenda forward.*

There being no objection, the substitute amendment was adopted.

The main motion, to *postpone today's meeting until 7-28-22, and to move this agenda forward*, was called. There being no objection, the motion passed.

Without addressing any agenda items, the meeting was adjourned at 8:54 pm

The following agenda will be carried over to the 7-28-22 special meeting:

3. Approve Minutes of the Open Session of July 7, 2022 – 3 min.
4. Chair announcements – 10 min.
 - a. Announcement regarding circumstances of FCC petition on WBAI license
 - b. New director from KPFA
 - c. Status of 2022 elections
5. ED Report and Q & A – 20 min.
6. CFO Report and Q & A – 10 min.
7. Legal Counsel Report and Q & A – 10 min.
8. Unfinished business –
 - a. Governance Committee Report (carried over from July 7 meeting; see APPENDIX for motion) – 10 min.
9. New Business – 6 motions at 10 min. each – 60 min.
 - a-b) Motions forwarded to PNB Secretary and PNB at least 48 hours prior are presumed to be included here.
 - c-f) Any motions sent after, if voted onto the agenda as an amendment.
10. Adjourn to the closed session at a time certain of 10:30 pm.

APPENDIX

8a. Motion from Governance Committee to make all LSB meetings open to Directors

Whereas LSBs are committees of the PNB;

Whereas PNB directors are responsible for the financial health and governance of Pacifica Foundation;

Whereas directors are entitled to all information regarding the Foundation except for medical records of staff.

Therefore, be it resolved that all PNB directors shall be allowed to attend all LSB meetings, including executive sessions.

9. New Business Motions

a. From Aki Tanaka:

At the 7-16-22 KPFA LSB meeting, I was elected as a Director to replace Donald Goldmacher, who was on the audit and election committees.

I would like to add an agenda item for the 7-21-22 PNB meeting, so that I can be elected to be on the audit and election committees representing KPFA.

Motion from Lawrence Reyes with Susan Young addition:

Moved that, as a vacancy has opened on the PNB Election and PNB Audit Committees for a director from KPFA, that the PNB conduct an election by email ballot using the usual procedures and tellers to fill the vacancy.

b. From Lawrence Reyes (see email to PNB on July 15, 2022) Motion to resolve the KPFT LSB composition dispute

Whereas, it has come to the attention of the PNB that given some changes at KPFT there is a dispute within the KPFT Local Station Board (LSB) as to its composition, and

Whereas, based on the May 29, 2020 Disposition of Appeal of Campisi v. Pacifica Foundation, Inc. (A153873), in which the Appeals Court stated, "We agree that the Bylaws confer broad general authority on the Board to oversee the activities of the local boards and radio stations.", the PNB has the authority to settle this type of a dispute, and

Whereas, Sandy Weinman was elected as a KPFT Staff Delegate and seated on the KPFT LSB on [fill in the blank], and

Whereas, Sandy Weinman was appointed KPFT's interim General Manager on [fill in the blank] while occupying a Staff Delegate seat on the KPFT LSB, and

Whereas, Article Seven, Local Station Boards, Section 2: Composition of Local Station Boards of the bylaws says, "Each LSB shall consist of the 24 Delegates elected by the Members for that radio station - 18 Listener-Sponsor Delegates and 6 Staff Delegates," and

Whereas, Article Seven, Section 2 of the bylaws also says, "The station's General Manager shall serve as a non-voting member of the station's LSB," and

Whereas, once Sandy Weinman accepted the KPFT iGM position he became part of KPFT management and ceased to be a KPFT Staff member since an individual cannot be designated as both a staff member and a manager concurrently, and

Whereas, one individual cannot occupy two of the 25 LSB seats concurrently,

Therefore the PNB has determined a resolution to the dispute and resolves that by virtue of Sandy Weinman becoming the KPFT iGM, he resigns his Staff Delegate seat and occupies the non-voting General Manager seat on the KPFT LSB, and

The PNB also resolves that per Article Four, Section 10 of the bylaws, the Staff Delegate seat Sandy Weinman has vacated shall be filled by the highest ranked candidate on the KPFT Staff runner up list from the last Delegate election.

c. Motion from Jim Dingeman:

"Whereas the current source of our revenue is 95% dependent on listener members

And that the Pacifica Foundation has suffered since 2000 a severe decline in our membership impacting on our fiscal stability and ability to exist

And that at the present time three of our five stations have varying levels of fiscal problems that have drastic effects on the existence of the Foundation as a viable entity be it moved that

The Pacifica National Board authorizes that the General Managers, Program Directors and the Executive Director take measures immediately to begin correcting these issues at the various stations.

This includes implementing changes that address problems that the current programming grids manifest in their problems to raise audience and revenue”

d. Motion #1 from Elections Committee:

The Pacifica National Elections Committee moves that the Pacifica National Board work with Pacifica management to:

- Notify the Pacifica membership that Pacifica Management has stated that there are no funds available for the bylaws mandated 2022 Local Station Board Elections.
- In the event that bylaws mandated 2022 Delegate Elections do not occur, ensure that as Local Station Board Delegates end their terms in December of 2022, vacant Delegate seats will not be extended for those terming out or be filled by those defeated in a past election and that the Local Stations Boards will be smaller for part or all of 2023 until elections are held. And further ensure that the smaller 2023 Local Station Boards will elect PNB Directors in January of 2023 and these new Directors will be on the boards for part or all of the year 2023 depending on when new elections are held.
- Implement plans to reduce the costs of elections, raise funds for an election including creating a mechanism for Pacifica members to donate specifically for elections, develop a workable timeline for an election based on the availability of funding and contract only with neutral persons to be involved in making election rulings.

Vanessa Dixon-Briggs will be presenting a minority report on this motion, focusing on the second clause, providing that members whose term ends in Dec. 2022 who are not term-limited will continue to serve until replaced when the elections are held, and that members whose term is ending and are term-limited will be replaced by the next available runners-up in the last election.

e. Motion #2 from the Elections Committee:

The EC recommends to the PNB to launch an immediate and on-going off-air membership drive, with high-quality design and implementation, focusing on identifying supporters and allies with influence in mass-membership organizations and communities in general alignment with Pacifica’s mission, to seek and encourage large-scale enrollment of their members as listener-sponsors members of Pacifica’s stations.

Further moved that the EC recommends to the PNB that it mandate a series of twice-monthly national days of special programming, beginning in August and continuing to and through the November elections, focusing on overcoming voter suppression and other threats to democracy, and on suppression and censorship of critical social, economic and political issues not being sufficiently addressed in corporate media coverage of the elections, to raise funds nationally to help balance Pacifica’s books and fund the already delayed delegate elections.

f. Motion #3 from the Elections Committee

Moved that EC recommends to the PNB that it direct the ED to swiftly, and before the end of the current fiscal year, require station management to complete the process of developing and maintaining accurate, current and de-duped membership lists of all listener-sponsor members of each station and of staff members (paid and unpaid) at each station, including the vetting of staff lists with the existing staff to ensure this an accurate and complete roster of all staff members with accurate current contact information.

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 21, 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

Meeting PNB agreed to hold at its July 7th meeting; to discuss financial, legal and business issues.

Julie Hewitt

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Posted: 07/14/2022 - 9:55 PM