

Approved Minutes – *Open Session*  
Pacifica National Board Session  
Teleconference Meeting  
Thursday, November 16, 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 P Adriana Casenave, KPFT, Listener P Jim Dingeman, WBAI, Listener P Vanessa Dixon-Briggs, WPFW, Listener P Fred Dodsworth, KPFA, Listener P William Foster Jr., Affiliate P Sue Goodwin, WPFW, Staff Heather Gray, WRFG, Affiliate P Donna Grimes, WPFW, Listener Julie Hewitt, WPFW, Listener P Evelia Jones, KPFK, Listener	Ali Lexa, KPFK, Staff P Marianne Martinez, KPFT, Listener P James McFadden, KPFA, Listener P Darlene Pagano, KPFA, Staff P Shawn Rhodes, WBAI, Staff P James Sagurton, WBAI, Listener P Sharonne Salaam, WBAI, Listener Akio Tanaka, KPFA, Listener P Beth von Gunten, KPFK, Listener P Egberto Willies, KPFT, Staff
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Others:

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

1. Preliminary Items

- A. Call to Order by Chair at 8:38 pm ET
- B. Roll Called
- C. Report-out from the executive session of November 2, 2023 meeting of the PNB:  
*The PNB met in closed session to hear a confidential real estate report from the Executive Director.*
- D. Excused Absences (Goodwin, Grimes, Salaam, Willies) Dodsworth moved to excuse all; Tanaka seconded; excused all without objections
- E. Identified Timekeepers: McFadden (persons), Casenave (items)

2. Chair moved for the agenda to be approved for the open portion of the agenda; >>>Who seconded;

Rhodes moves to amend the agenda to strike 9c; von Gunten seconded;

**Agenda amendment PASSED** without objection

Rhodes moved amend agenda to add Update from Elections Committee under 8a for 5 mins; Dingeman seconded. **Agenda amendment PASSED** without objection

von Gunten moved to amend agenda by moving item 8 up the agenda to be item 6; Dixon-Briggs seconded;

Tanaka gave notice on a different issue – see below\*

**von Gunten's Agenda amendment PASSED** with 9 Yes (Casenave, Dingeman, Dixon-Briggs, Foster, Gray, McFadden, Rhodes, Salaam, von Gunten); 7 No (Allen, Dodsworth, Jones, Lexa, Martinez, Pagano, Tanaka); 1 Abstention (Hewitt)

**Agenda as amended PASSED** without objection

\*Tanaka gave notice that he will have a motion at a subsequent PNB meeting to rescind the motion adopted by the PNB on May 18, 2023 regarding Central Service Fee formula passed by National Finance Committee voted April 2022

3. Approval of minutes of open sessions for Oct 19, 2023 and Nov. 2, 2023

Dingeman moved all the minutes be approved; Gray seconded;  
No corrections were offered.

Open session minutes for Oct. 19, 2023 approved without objection

Open session minutes for Nov. 2, 2023 approved without objection

4. Motion from KPFT LSB Condemning Violence in Gaza and Israel (see Appendix)  
Presented and moved by Casenave

Whereas, we Pacificans condemn any type of violence and cannot remain silent in the face of the horrifying events in Israel and Gaza; and

Whereas, as Mahatma Gandhi said, "An eye for an eye makes the whole world blind;"

Therefore be it resolved that the Pacifica National Board of Directors vehemently condemns the tragic loss of hundreds of innocent lives in Israel and the equally tragic loss of thousands of innocent lives in Gaza, and makes an urgent call to all the political actors demanding to immediately stop this senseless carnage.

Dingeman moved to amend to add a resolving clause that says:

The Pacifica National Board seeks to craft and air several days of must carry national programming to explore, educate and facilitate critical thinking about the nature and causes of conflict in the Middle East. This will be organized and led by the PNB Programming Committee in collaboration with the network and the affiliates. This will be implemented immediately.

Gray seconded

Dixon-Briggs moves to separate the 2 resolving clauses; Salaam seconded

Separated without objection

Dingeman moved to amend the motion from KPFT to add "with an immediate ceasefire" to the end of the resolution. McFadden seconded

**Amendment Passed** with 9 Yes; 5 No; 5 Abstentions

**Main motion as amended**

Whereas, we Pacificans condemn any type of violence and cannot remain silent in the face of the horrifying events in Israel and Gaza; and

Whereas, as Mahatma Gandhi said, "An eye for an eye makes the whole world blind;"

Therefore be it resolved that the Pacifica National Board of Directors vehemently condemns the tragic loss of hundreds of innocent lives in Israel and the equally tragic loss of thousands of innocent lives in Gaza, and makes an urgent call to all the political actors demanding to immediately stop this senseless carnage with an immediate ceasefire.

**PASSED** with 10 Yes; 2 No; 5 Abstentions

Dingemans (second resolution) motion

Extend for 20 minutes for further discussion **FAILED** 3 Yes; 10 No; 5 Abstentions

**Dingeman's motion**

The Pacifica National Board seeks to craft and air several days of must carry national programming to explore, educate and facilitate critical thinking about the nature and causes of conflict in the Middle East. This will be organized and led by the PNB Programming Committee in collaboration with the network and the affiliates. This will be implemented immediately.

**PASSED** without objection

**5. Motion from Personnel Committee** moved by Pagano

Whereas Article Nine, Officers of the Foundation, Section 7: Executive Director, Paragraph A: reads:

“... the Executive Director ... shall be selected, supervised and discharged by the Board. In addition, his/her performance will also be subject to annual evaluation by each LSB, which may make recommendations to the Board.”

Whereas Bylaws Article Seven, Local Station Boards, Section 3: Specific Powers & Duties does not give the responsibility for the LSBs to evaluate the ED,

Therefore: be it resolved that the PNB discharges its duty to evaluate the ED through the PNB Personnel Committee. The ED is subject to an evaluation by each LSB which may make recommendations to the PNB. Such evaluation is the prerogative of each LSB. Each LSB is free to give the PNB an evaluation of the Executive Director, separate from the work of the PNB Personnel Committee.

**PASSED** without objection

**6. Report from Ad Hoc Investigative Committee** (see Appendix)

von Gunten read report from committee:

**Report to the PNB  
from the Ad Hoc Investigative Committee  
regarding the KPFK 2023 LSB Roster,  
November 16, 2023  
Beth von Gunten, Chair**

**INTRODUCTION**

**The KPFK 2023 LSB roster was first called into question at the December 18, 2022, regular LSB meeting, at which the new 2023 LSB was to be seated for the first time.**

The roster cited that day by then-Chair Ziri Rideaux differed by three members from that which was recognized by the PNB, in contradiction to three recent PNB resolutions.

The LSB then split over the dispute and remained in disarray until on March 23, 2023, the PNB agreed upon a recognized roster, namely:

Grace Aaron
Christina Avalos
Jose Benavides
Fred Blair
Sandy Childs
Marisol Cruz
George Funmaker
Ralph Hawkins
Michael Heiss
Eric Jacobson
Evelia Jones
Ali Lexa
Rob Macon
Barbara Marbach
Oye Oyeyipo
Myla Reson
Paul Roberson
Jeanine Rohn ( <i>suspended</i> )
Ruth H. Strauss
Oscar Ulloa
Polina Vasiliev
Beth von Gunten
Harvey Wasserman
Carlos Zavala

On March 26, 2023, the first meeting of that newly recognized KPFK LSB was convened.

That roster remained unchanged through the first few meetings until on June 4, one of a rapid series of irregular KPFK LSB meetings was convened, at which the KPFK Officers dropped nine Delegates from the roster - namely *Grace Aaron, Jose Benavides, Fred Blair, Marisol Cruz, George Funmaker, Ralph Hawkins, Eric C. Jacobson, Oscar Ulloa, and Polina Vasiliev* - ostensibly for three consecutive unexcused absences, though two of the meetings cited were convened despite failing to make quorum, with just ten (of the requisite thirteen) Members present at the April 2 meeting, and twelve at the April 16 meeting, as per the approved KPFK LSB Minutes for those dates. (See the kptfx Archive.)

**None of those removed had been afforded due process as provided by existing Pacifica policy for removing Pacifica Committee Members[1].**

**They were immediately, seemingly indiscriminately, but only partially, replaced with four Runners Up, namely:**

***Mike Bressier (Listener/runner up #11-2021)***

***Sue Cohen-Johnson (Listener/runner up #12-2021)***

***Doug Barnett (Listener/runner up #15-2021)***

***John Cromshow (Staff/runner up #1-2021)***

**Though Runners Up are to be seated in their ordered ranking in the most recent Pacifica election, Listener Runners Up #7, #8, #9, #10, and #13 were passed over. KPFK Officers have provided no documentation or explanation then or since as to why some were seated, others were not, or how those decisions were made.**

**Five seats were left empty, also without explanation.**

**Other Runners Up were added at later dates, also without explanation, even in response to direct requests. Of the nine seats vacated by the Officers on June 4, three remain empty to this day, though KPFK LSB Officers have yet to provide any explanation.**

**It is this ongoing disorder and dispute that this Investigation, Report, and Motion address.**

#### **POINTS OF CONTENTION**

**None of the nine Members removed were given advanced notice or warning of pending removal after two absences, notice of their actual removal, or any process by which to appeal their removal, as required by Pacifica policy[1].**

**All were simply summarily dropped from the roster and the LSB email and meeting notice lists by the Officers.**

**Those removed were deliberately excluded and prevented from attending from the June 4 and all subsequent meetings in their capacity as Members, thereby effectively denying them due process and the opportunity to address their LSB peers to challenge their removal.**

**The Officer's altered roster was challenged immediately by others present at the June 4 meeting and remains in contention. The Chair refused to hear the matter at the time or since, and advised only to "Take it to the PNB."**

**Hence this process.**

#### **UNRESOLVED ISSUES**

**When the nine Members were removed, four were replaced the same day by Runners Up, with no explanation of the process by which each had been seated, nor any indication as to which Runner Up was to replace which of those removed.**

**The provenance of each seat and Member - necessary to determine the correct order of succession the next time any seat changes hands, whether individually or at the seating of the next LSB - was thus lost.**

**Several direct open public requests were made to KPFK Officers in recent months for documentation of the roster of members and attendance for the year to date, listing all changes to the roster and explaining each.**

**Such requests were repeated publicly in Director's Reports to the LSB, via email, and ultimately reiterated as Director's Inspections.**

**The requested information has yet to be provided. KPFK Officers consistently disavow any responsibility to provide anything more than the posted minutes.**

**Moreover, KPFK Officers have yet to provide documentation or other indication that those they removed were afforded the requisite notice, communication, or due process as required by Pacifica policy.[1]**

**The PNB has since restored one Delegate, Eric C. Jacobson, to his seat on the basis that he was wrongly removed as a consequence of several irregularities. It is now apparent that the most egregious violation - that he was denied due process as provided by existing Pacifica policy[1] - applies to all those removed without exception.**

**In sum, KPFK LSB Officers summarily removed nine Members improperly - more than a third of the LSB - disregarding Pacifica policy[1] in the process, only one of whom has been restored to his seat. They have replaced some of those removed, though not all, with Runners Up, seemingly indiscriminately, with no regard for or any way to determine the correct order of succession of LSB seats. Even with the restoration of Mr. Jacobson to the roster, the seats of three of the nine removed in June remain empty to this day.**

## **SUMMARY**

**The next KPFK LSB is to be seated in December. Twelve of those seats will be filled by newly elected Delegates, but twelve carry over from this year's LSB. KPFK Officers failure to document the necessary lines of succession when seating Runners Up provides no legitimate way to determine which twelve would carry over to the next LSB.**

**Course correction at this point is imperative before the new incoming LSB is seated in December. We dare not pass this disorder on to our successors.**

**Eric C. Jacobson and Polina Vasiliev complete their terms at the end of this year; but the other seven - *Grace Aaron, Jose Benavides, Fred Blair, Marisol Cruz, George Funmaker, Ralph Hawkins, and Oscar Ulloa* - all have a year left in their elected terms and are rightly due to continue to serve on the 2024 LSB.**

**To proceed on the basis of the current clearly faulty roster would leave not only the KPFK LSB roster, but all national committee rosters, and next year's PNB roster in question and the target of further dispute - a distinct liability for Pacifica in these litigious times.**

**The PNB has the authority and the duty[2] to act now to remedy the situation and restore order and stability to KPFK LSB and to Pacifica. Fortunately it is still within our capacity to do so.**

**[1] PNB Resolution, October 20,2023, requiring prior notice before removal for unexcused absences (passed without objection)**

**...that the provision on notification of the Chair's of the PNB and relevant LSB regarding, "...any pending suspension..." be invoked after two consecutive absences of the Committee member in question and also that the member him or herself be notified at the same time by phone and email. (passed without objection)**

**[2] Article Seven, Local Station Boards, Section 4: Other Local Station Board Powers and Authority:**

**Any and all actions, resolutions and policies taken or adopted by an LSB may be overridden by a majority vote of the Directors if said action, resolution or policy is found by the Board of Directors to be adverse to the mission and/or charitable or business purposes of the Foundation, to exceed the power or authority granted to said LSB or to be inconsistent with these Bylaws, the Articles or applicable laws and regulations.**

Motion from Ad hoc Investigative committee presented by von Gunten

**Motion to Restore Order to the KPFK LSB  
from the Investigative Committee  
November 16, 2023**

**Whereas participatory democratic process is integral to Pacifica's structure, function, and identity, as articulated in Pacifica bylaws and Mission Statement; and**

**Whereas open transparent determination of the proper roster of any Pacifica body is fundamental to all subsequent democratic processes; and**

**Whereas, on March 23, 2023, the PNB acted to restore order and reestablish the roster of the KPFK LSB; and**

**Whereas, on June 4, 2023 the KPFK LSB acted to remove and replace more than a third of the LSB, Pacifica policy requiring prior notice; and**

**Whereas the ongoing unstable disorder of the current KPFK LSB roster must be resolved before moving forward; and**

**Whereas the PNB has the duty and authority to revoke any LSB action adverse to the mission, purpose, or best interest of Pacifica;**

**Therefore be it resolved that, to restore order and stability to the KPFK LSB and Pacifica, and to reduce liability, the PNB revoke the actions of the KPFK Officers to remove and replace Grace Aaron, Jose Benavides, Fred Blair, Marisol Cruz, George**

**Funmaker, Ralph Hawkins, Oscar Ulloa, and Polina Vasiliev, and hereby restores them to their seats as Members of the KPFK LSB; and**

**That the KPFK roster shall revert back to that last agreed upon by the PNB on March 23, 2023. All subsequent actions taken by the KPFK LSB or its Officers based on their altered roster are also hereby revoked.**

Chair called upon Allen and Jones to give Minority Report  
von Gunten made point of order to objected to Jones speaking because she was not on the committee. Chair ruled against as OK for Jones to be part of minority report.  
Jones withdrew from speaking for Minority report.

Motion to extend for 15 minutes Failed 8 Yes; 8 No; 1 Abstention

Vote on motion from Adhoc Investigative Committee Failed 9 Yes; 9 No; 1 Abstention

Allen moved to adjourn to closed session at 11:22 pm ET; Dodsworth seconded  
Passed without objections

7. ED Report and Q & A- no report

8 General Counsel Report and Q & A – no report

8a Update from Elections Committee

9. Unfinished business -items carried forward

- a) Motion from Teresa Allen –
- b) Motion from Jim Dingeman amending a motion previously adopted
- c) Motion from Beth von Gunten – removed from agenda
- d) Cleaned up version of Underwriting motion from 11/17/2022

10. New Business - none

**11. Motion to Move into Executive Session was made before ED and General Counsel reports (items 7 and 8) at 11:22 pm ET**

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**APPENDIX**

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

**4. Motion from KPFT LSB Condemning Violence in Gaza and Israel**

Whereas, we Pacificans condemn any type of violence and cannot remain silent in the face of the horrifying events in Israel and Gaza; and

Whereas, as Mahatma Gandhi said, “An eye for an eye makes the whole world blind;”



Therefore be it resolved that the Pacifica National Board of Directors vehemently condemns the tragic loss of hundreds of innocent lives in Israel and the equally tragic loss of thousands of innocent lives in Gaza, and makes an urgent call to all the political actors demanding to immediately stop this senseless carnage.

#### **5. Motion from Personnel Committee**

Whereas Article Nine, Officers of the Foundation, Section 7: Executive Director, Paragraph A: reads:

“... the Executive Director ... shall be selected, supervised and discharged by the Board. In addition, his/her performance will also be subject to annual evaluation by each LSB, which may make recommendations to the Board.”

Whereas Bylaws Article Seven, Local Station Boards, Section 3: Specific Powers & Duties does not give the responsibility for the LSBs to evaluate the ED,

Therefore: be it resolved that the PNB discharges its duty to evaluate the ED through the PNB Personnel Committee. The ED is subject to an evaluation by each LSB which may make recommendations to the PNB. Such evaluation is the prerogative of each LSB. Each LSB is free to give the PNB an evaluation of the Executive Director, separate from the work of the PNB Personnel Committee.

#### **8. Motion from Ad Hoc Investigative Committee**

[TBD]

#### **9a. Motion from Teresa Allen**

Whereas confusion about the correct roster for the KPFFK LSB for the 2023 term began at its first meeting on December 18, 2022,

Therefore, in order to avoid such confusion for the 2024 term, the Pacifica National Board hereby ratifies the 2024 KPFFK LSB roster for seating at the first meeting in December to be as follows:

Rodrigo Argueta Vargas (staff; elected), Christina Avalos (continuing), Doug Barnett (continuing), Veronica Becerra (continuing), Mike Bressler (continuing), Tatanka Bricca (elected), Rachel Bruhnke (elected), John Cromshaw (continuing), Ace Eastwick (elected), Vic Gerami (staff; continuing), Aryana Gladney (elected), Jan Goodman (elected), Wendell Handy (staff; elected), Nikki Haun (continuing), Ralph Hawkins (elected), Michael Heiss (continuing), Sue Cohen Johnson (continuing), Evelia Jones (re-elected), Oye Oyeyipo (continuing), Robert Payne (elected), Myla Reson (staff; continuing), Oscar Ulloa (staff; elected), Harvey Wasserman (re-elected), Carlos Zavala (continuing)

#### **9b. Motion from Jim Dingeman 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.

Therefore, be it resolved that,

- Any Pacifica station may elect to institute a restricted form of underwriting that adheres to the guidelines specified below:
- Entering into a restricted underwriting program is voluntary for each station. Any station that opts into the program may terminate its participation at any time.
- The General Manager of each participating Pacifica station will notify the Executive Director whether that station will or will not opt in or opt out of the restricted underwriting program.
- Sponsor partners will be: non-profit organizations whose Missions are aligned with Pacifica's Mission, local businesses, and public interest and cultural institutions.
- Stations shall not accept financial support from any entity whose business practices conflict with our Mission Statement and programming. No agreement shall be entered into with any entity that has a record of being anti-labor, support for any technology that contributes to climate change, supports the production of chemicals or agricultural practices that are harmful to life and the environment, supports censorship or the invasion of our privacy, promotes racism or sexism, or any form of hate speech, supports 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.
- In order 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.
- Stations in the program will accept an underwriting partnership 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. The impact of underwriting agreements on the financial

health of the station shall be subject to regular review by management and the appropriate governance body along with that of other fund raising efforts.

- 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.
- Each grant is subject to an evaluation period at the end of which either party may decide to terminate the grant agreement.
- 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.

### **9c. Motion from Beth von Gunten**

Whereas participatory democratic process is integral to Pacifica's structure, function, and identity, as articulated in Pacifica bylaws; and

Whereas open transparent determination of the proper roster of any Pacifica body is fundamental to all subsequent democratic processes; and

Whereas, on March 23, 2023, the PNB acted to restore order and reestablish the roster of the KPFK LSB; and

Whereas, on June 4, 2023 the KPFK LSB acted to remove and replace more than a third of the LSB, in violation of Pacifica policy requiring prior notice[1]; and

Whereas the extraordinary legal and financial stresses to which Pacifica has been subject in recent years is now reflected in the ongoing unstable disorder of the current KPFK LSB roster and must be resolved before moving forward; and

Whereas the PNB has the authority and duty to override any LSB action adverse to the mission, charitable or business purpose, or the best interest of Pacifica.[2];

Therefore be it resolved that to restore order and stability to the KPFK LSB and Pacifica, and to reduce liability for Pacifica, the PNB rescinds the actions of the KPFK Officers to remove and replace Grace Aaron, Jose Benavides, Fred Blair, Marisol Cruz, George Funmaker, Ralph Hawkins, Eric C. Jacobson, Oscar Ulloa, and Polina Vasiliev, and hereby restores them to their seats as Members of the KPFK LSB; and

That to restore order, the KPFK roster shall revert back to that last agreed upon by the PNB on March 23, 2023. All subsequent actions taken by the KPFK LSB based on their altered roster are also hereby rescinded.

### **9d. Rewritten Underwriting Motion**

[TBD]

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Meeting Notice:

**Thursday, November 16, 2023**

**Pacifica National Board**

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

Nancy Sorden

Posted: 09/28/2023 - 5:23 PM

Streamed [Here](#) The direct link is <https://kpftx.org:6280> Also [Here](#)

**8:30 PM ET**

**Teleconference**

**Committee Members**

[nancy.sorden@wap.org](mailto:nancy.sorden@wap.org)

Updated :09/28/2023 - 5:23  
PM

**Minutes approved at Jan. 25, 2024 meeting of PNB**