

Approved minutes – *Open Session*
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, January 4, 2024, 8:30 pm ET
All times are Eastern Time
(meeting notice appended to the end of this agenda)
Directors:

<p>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 Jan Goodman, KFPK, Listener P Sue Goodwin, WPFW, Staff P Heather Gray, WRFG, Affiliate P Donna Grimes, WPFW, Listener A, excused Julie Hewitt, WPFW, Listener P</p>	<p>Evelia Jones, KPFK, Listener P Marianne Martinez, KPFT, Listener P James McFadden, KPFA, Listener P Darlene Pagano, KPFA, Staff P Myla Reson, KPFK, Staff P Shawn Rhodes, WBAI, Staff P James Sagurton, WBAI, Listener P Sharonne Salaam, WBAI, Listener P Akio Tanaka, KPFA, Listener P Beth von Gunten, KPFK, Listener P Egberto Willies, KPFT, Staff A, excused</p>
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Others:

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

1. Preliminary Items – 5 min.

- A. Call to Order by Chair at 8:37 PM ET
- B. Roll Call – quorum met
- C. Report-out from the executive session of December 7, 2023 meeting of the PNB:
The PNB met in closed session to discuss confidential personnel matters including evaluations.
- Report-out from the executive session of December 21, 2023 meeting of the PNB
The PNB met in closed session to discuss several confidential contractual matters and their financial and legal implications for Pacifica.
- D. Excused Absences - Reson moved to excuse all absences; Goodman seconded. **All absences were excused without objection**
- E. Identify Timekeepers. Dodsworth (people); Allen (items)

2. Chair moved for agenda approval for the open portion of the agenda; Dodsworth seconded.
Agenda approved without objection

McFadden joined the meeting

3. Approve minutes of open sessions – from Dec 7, 2023 open session. Chair moved accepting the minutes; Dodsworth seconded. **Dec 7, 2023 minutes of open session were approved without objection**

4. Committee Reports

a) Audit Committee - met once and authorized engagement of the auditor who did past audits. No further meetings were held as the auditor did not yet start audit – awaiting funding of the audits. Members of committee were mentioned

b) Coordinating Committee (Sorden) no quorum. Meeting canceled

c) Finance Committee (Sagurton) – met Dec 2; dates of next meetings Jan 9, Jan 23, and maybe Jan 17; working on getting

What was cost of 2023 election? About \$58,000 (\$14,000 less than budgeted)

Goodwin joined the meeting

d) Governance Committee (von Gunten) –monthly report Wed Dec 17 did not make quorum date set for Jan 3 – also did not meet quorum. Next meeting set for Jan 11 final will be Jan 24 Annual report met 4th wed of each month starting July 2023

e) Elections Committee (Tanaka) – [written report submitted]

Last meeting's report (Jan 3) contained recommendations of the committee for improving next election

Tanaka personally recommended that the Motion PNB passed regarding 2 year terms for 2023 be changed to 3 year term to save money – it was not part of the Election committee recommendations.

Salaam joined the meeting

Tanaka moved the Elections Committee's motion that the PNB recommend that the Ed post and seek proposals for the job of NES using the schedule of activities* and the budget from 2023 for the posting.

Question called 10 y; 9 no; 1 abstention

*Schedule of activities as in the bylaws

Motion PASSED without objection

Second motion the elections committee passed:

The Elections Committee recommends that comments that any members of the Elections Committee members wish to provide the ED regarding the performance of the NES in 2023 be sent directly to the ED on a confidential basis.

No action taken by the PNB on the second Elections Committee motion.

Allen moved to extend for 5 mins to discuss an item regarding an issue at KPFT. Agreed to amend to postpone it to new business. PASSED without objection

f) Programming Committee (Gray) – have a program in Jan about a national program on the wars – Ukraine/ Russian and Gaza/Israel

g) Strategic Planning Committee (Dingeman) – [written report submitted] Dingeman gave Annual Report for the last 2 years which included the two Strategic Plan first drafts the committee has been working on; Alex Steinberg, Chris Cory and Lyndon Foley were thanked for their work on the Strategic plan from prior years. Underwriting motion work. Plans covers lack of culture of cooperation across the network, analysis of audience size problem and discusses what needs to be done. Work with Programming committee. Strategic Plan not yet voted by the committee. Review of plans and comments and suggestions are encouraged Draft plans are a basis for discussing what to do. CPB requirements in the 2013 letter to get funded.

h) Personnel Committee (Pagano) – report from the committee; recap of what was done in 2023- systemwide evaluation of ED. Outcome was generally good led to ED contract renewal for 24 months. Recommendations for future Personnel Committees, scope to include being resource for LSBs in place of not having an HR department. Gathering HR documentation to have on hand for all.

i) Development Taskforce (von Gunten) – Meeting for Christmas day canceled. Will meet next on Jan 22.

j) Technology Taskforce (Dingeman) – 5 min. [written report submitted]

Reported on the years activities for the committee. Hosted online talks on various topics – Spanish language media, podcasting, CPB issues, HD radio, Youtube, and other technology.

5. Affiliates Report (Gray & Foster) – no report. Questions about sharing of great affiliate programs to air on network stations.

6. Meeting Schedule and Seating 2024 PNB –

There will be one more 2023 PNB meeting on Jan 18, 2024. To allow for more time for 2023 PNB to wrap up PNB and committee business - to pull together all committee reports, report-outs, minutes approval and election of new directors.

Goodman moved that

we have the final meeting of the 2023 PNB on Jan 25 at 8:30 pm ET and newly elected members join at 9 pm so that we only have 2 meetings in Jan.;

Dodsworth seconded

von Gunten moved to Extend discussion 10 mins; Goodman seconded. **PASSED with 10 yes; 7**

No; 2 Abstentions

Casenave moved to amend to

make Jan 18 last 2023 Board meeting and 25th be the seating of the new (2024) Board;

Rhodes seconded.

Amendment **Passed with 10 Yes; 9 no**

Main motion as amended **PASSED with 12 Yes; 6 No**

7. **Executive Director Q & A** – making progress on finding temp location for KPFK for buyers renovations of building. Fundraising data being pulled from Allegiance by several stations.

8. **Unfinished business** –

a) Motion from Teresa Allen (see 8a in Appendix) **Allen moved to** Table the motion. Chair seconded. **No objections to Table the motion.**

b) Motion from Aki Tanaka to amend/rescind a previously adopted motion (see Appendix 8b) – item carried forward

9. **New Business**

Allen described problem at KPFT regarding Director nominations not following Article 5, Section 3A. Has no objection to write-in candidates as a solution to not being able to self-nominate.

Council opined that where this bylaw states “Any current Delegate of any class of Members may nominate any other current Delegate of any class of Members serving the same radio station for the office of Director”, does not include self-nomination.

Allen moved that

The PNB interprets Article 5, Section 3A. of Pacifica bylaws to mean there is no self-nomination for Director position but there is no prohibition for being considered as a write-in candidate.

Dixon-Briggs seconded

McFadden moved to amend to say

“The PNB interprets Article 5, Section 3A. of Pacifica bylaws to allow self-nomination for Director position”.

Von Gunten seconded

Amendment FAILED 4 Yes; 12 No; 2 Abstention

Main motion as not amended PASSED without objection

10. Dodsworth moved to Move into Executive Session 12:11 am ET Jan 5– Sagurton seconded. Passed with objection.

APPENDIX

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

4e. Motions Passed by the Elections Committee

The Elections Committee recommends that the Ed post and seek proposals for the job of NES using the schedule of activities and the budget from 2023 for the posting.

The Elections Committee recommends that comments that any members of the Elections Committee members wish to provide the ED regarding the performance of the NES in 2023 be sent directly to the ED on a confidential basis.

8a. Motion from Teresa Allen

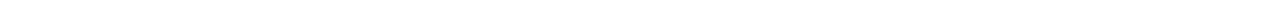
Whereas confusion about the correct roster for the KPFK LSB for the 2023 term began at its first meeting on December 18, 2022,

Therefore, in order to avoid such confusion for the 2024 term, the Pacifica National Board hereby ratifies the 2024 KPFK 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 Cromshow (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)

8b. Motion from Aki Tanaka to Amend/Rescind a Previously Adopted Motion

[TBD]



Meeting Notice:

Thursday, January 4, 2024

Pacifica National Board

Purpose: First regular meeting of the month.

8:30 PM ET
Teleconference
Committee
Members

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: 09/28/2023 - 5:31 PM

nancy.sorden@wap.org

Updated :09/28/2023 -
5:31 PM

Minutes approved at Jan 18, 2024 meeting of PNB