

Draft Minutes
Pacifica National Board Open Session
Teleconference Meeting
Thursday, September 15, 2022, 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	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 - exc
Sue Goodwin, WPFW, Staff - p	James Sagurton, WBAI, Listener - p
Heather Gray, WRFG, Affiliate - p	Sharonne Salaam, WBAI, Listener - exc
Donna Grimes, WPFW, Listener - exc	Akio Tanaka, KPFA, Listener - p
Julie Hewitt, WPFW, Listener, Chair - p	Mark Van Landuyt, KPFA, Listener - p
Evelia Jones, KPFK, Listener - p	Beth von Gunten, KPFK, Listener - p
Ali Lexa, KPFK, Staff - exc	Egberto Willies, KPFT, Staff - p
Marianne Martinez, KPFT, Listener - p	Susan Young, KPFT, Listener - exc

Others:

Stephanie Wells, Executive Director - p
Julia Kennard, Chief Financial Officer
Arthur Schwartz, Pacifica Counsel
John Tatum, Parliamentarian - p
Marianne Edain, Recording Secretary - p
Polina Vasiliev, Secretary – exc
Markesha Venzant-Sampson, National Business Manager

1. Preliminary items – 5 min.

- A. Call to Order by Chair - The meeting was called to order at 8:40 pm
- B. Roll Call – a quorum was present
- C. The Chair reads the Report Out from the Closed Session of 9/8/22:
The PNB met in closed session to conduct a trial.
- D. Excused Absences – Burt Cohen, Donna Grimes, Evelia Jones, Ali Lexa, Shawn Rhodes, Sharonne Salaam, Susan Young
- E. Identify Timekeepers
people – Heather Gray
topics – Darlene Pagano

2. Agenda approval – 5 min.

The agenda was approved as presented

3. Approve Minutes – 5 min. The minutes of the 9-1-22 meeting were approved as presented. The minutes of the 9-8-22 meeting were not available.

4. ED Report and Q & A – 15 min. (5:49)

ED Stephanie reported on managing the daily cash situation, including unexpected expenses. She also reported on various fundraising strategies.

5. Motion on Conducting Performance Reviews for GMs and PDs – 15 min. [See APPENDIX]
Julie Hewitt moved and Vanessa Dixon-Briggs seconded the motion.

Lawrence Reyes moved and Vanessa Dixon-Briggs seconded to amend the motion to *create a three part evaluation process. Part 1- initial evaluation. Part 2 – action if improvement is requested. Part 3 – the work duty statement to be restated if the individual is taking on additional responsibilities.*

Julie Hewitt moved and James Sagurton seconded an amendment to Lawrence Reyes’ motion, to add that *the ED and the LSB consult with an HR professional to ensure a fair process.*

There being no objection, the motion to amend the amendment was approved.

There being no objection, the newly consolidated amendment was approved.

There being no objection, the underlying motion was approved as amended.

6. Unfinished business – 30 min. [carryover item: See APPENDIX]

James Sagurton moved and Lawrence Reyes seconded to postpone this agenda item.

There being no objection, this item was postponed.

7. New Business – 1 min.

a) Motions forwarded to PNB Secretary and PNB at least 48 hours prior are presumed to be included here.

b) Any motions sent after, if voted onto the agenda as an amendment.

8. Adjourn to the closed session at a time certain of 9:45 pm. The meeting adjourned at 10:24 pm

APPENDIX

5. Motion on Conducting Performance Reviews of GMs

Whereas Article Seven, Section 3, Paragraph C of the Pacifica bylaws lists among the duties of the Local Station Boards, “to prepare an annual written evaluation of the station’s General Manager”;

Whereas Article Seven, Section 3, Paragraph B authorizes the Executive Director to hire General Managers;

Whereas three stations (KPFA, KPFK and KPFT) have interim General Managers for whom an evaluation is both not required by the bylaws and inappropriate for the short durations these individuals have served in their roles; and

Whereas WPFW’s LSB has already submitted to the ED a written evaluation of the station’s General Manager;

Therefore be it resolved that the Pacifica National Board instructs the WBAI LSB to produce a written evaluation of their GM in a timely manner and present this evaluation to the ED, so that the ED may conduct a performance review of the WBAI GM by the end of 2022; and

Be it further resolved that the PNB instructs the ED to proceed with an annual performance review with the WPFW GM, and to create a three part evaluation process as follows:

Part 1- initial evaluation. Part 2 – action if improvement is requested. Part 3 – the work duty statement to be restated if the individual is taking on additional responsibilities.

The ED and the LSB will consult with an HR professional to ensure a fair process.

6. Motion from Jim Dingeman that GMs & PDs are empowered to correct issues:

“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”

MEETING NOTICE:

Thursday, September 15, 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**

Agenda

[View Text](#)

Julie Hewitt

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Posted: 08/31/2022 - 8:15 PM

Updated :08/31/2022 - 8:15 PM

Resolved that before going forward with any underwriting effort at Pacifica, management shall do the following:

1. Consult a tax attorney regarding whether underwriting income might be taxable, what reporting requirements there may be, and what would be needed to safeguard the organization's exempt status with respect to such a plan;
2. Consult with legal counsel regarding underwriting and any potential listener member or staff conflicts of interest or self-dealing with respect to some underwriters;

3. Ensure that the underwriting program would be in compliance with the California AG guidelines
(see <https://oag.ca.gov/system/files/media/Guide%20for%20Charities.pdf>);
and

4. Prepare a plan that lays out:

- a. the job description and selection process of an underwriting manager;
- b. the cost of the ongoing overhead to manage an underwriting program that includes staffing, an underwriter database, an underwriter payment process and fee schedules, and coordination with management at all stations;
- c. the implementation of controls that include parameters for selecting underwriters, requirements for underwriting PSA content, determination of the limits on frequency of underwriting PSA content, monitoring the content and frequency of underwriting PSA messages;
- d. regular reporting to management and the PNB on the underwriting program; and
- e. accounting of underwriting revenue