

Draft Agenda - *Public* Version
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, January 18, 2024, 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 Jan Goodman, KPFA, Listener Sue Goodwin, WPFW, Staff Heather Gray, WRFG, Affiliate Donna Grimes, WPFW, Listener Julie Hewitt, WPFW, Listener	Evelia Jones, KPFA, Listener Marianne Martinez, KPFT, Listener James McFadden, KPFA, Listener Darlene Pagano, KPFA, Staff Myla Reson, KPFA, Staff Shawn Rhodes, WBAI, Staff James Sagurton, WBAI, Listener Sharonne Salaam, WBAI, Listener Akio Tanaka, KPFA, Listener Beth von Gunten, KPFA, 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. Report-out from the executive session of January 4, 2024 meeting of the PNB:
The PNB met in closed session very briefly to discuss more details about the disposition of the proceeds of the sale of the KPFA building. No decisions were made.
- D. Excused Absences
- E. Identify Timekeepers

2. Agenda approval for the open portion of the agenda – 5 min.

3. Approve minutes of open sessions – 10 min.

March 2, 2023
May 4, 2023
June 1, 2023
June 15, 2023
January 4, 2024

4. Committee reports – 20 min.

- a. Strategic Planning Committee (Dingeman; see APPENDIX for motion)
- b. Personnel Report – 10 mins (Pagano: see APPENDIX for motions)

- 5. Executive Director Q & A – 20 min.
- 6. Unfinished business – 5 min.
 - a) Motion from Aki Tanaka to amend/rescind a previously adopted motion
- 7. 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.
- 8. Motion to Move into Executive Session at time certain of 9:45 pm – 1 min.**
- 11. *Agenda approval for the executive portion of the agenda – 5 min.*
- 14. *General Counsel Report and Q & A – 10 min.*
- 12. *Approve minutes of closed sessions – 5 min.*
 - March 2, 2023*
 - May 4, 2023*
 - June 1, 2023*
 - June 15, 2023*
 - January 4, 2024*
- 13. *Confidential Contractual Matter – 30 min.*
- 15. *Executive Director Q & A – 10 min.*
- 16. *Unfinished Business – 1 min.*
- 17. *New Business – 1 min.*
- 18. *Discuss what from this session may be shared with LSBs in closed session – 5 min.*
- 19. *Report-out for kpftx.org and for reading at the next open session – 3 min.*
- 20. Rise and report (includes reading the report-out) – 1 min.
- 21. Adjourn at a time certain of 11:00 pm ET.**

APPENDIX

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

4c. Motion from Strategic Planning Committee to Amend/Rescind a Previously Adopted Motion

Whereas the Pacifica Foundation needs to reverse its loss of members and listeners and needs to begin to realize its potential as a major media organization providing a radical alternative both to the mainstream media and to the rightwing media,

And whereas, in order to meet that goal, the Pacifica Foundation can profit from the input of an advisory council whose members may have expertise in and can advise the Pacifica Foundation on all matters relating to the conduct of the Pacifica network, including financial matters, the exploitation of the latest broadcasting and media technology, the creation and maintenance of quality programming, the expansion of our membership base and compliance with the Pacifica Mission,

Be it resolved that a National Pacifica Advisory Council be established composed of individuals who may assist the Pacifica Foundation in one or more of these areas and who can help provide a public face to the Pacifica Foundation.

The National Pacifica Advisory Council shall have no fiduciary powers or responsibilities but will contribute its advice and recommendations to the Pacifica National Board.

Nominations to the NPAC may be provided by any PNB Director and any manager or program director. Membership on the NPAC shall be determined by the Executive Director of the Pacifica Foundation.

[The motion above would replace the following motion passed by the PNB in January, 2022.]

Whereas the Pacifica Foundation can profit from the input of former members of Pacifica governance, former members of Pacifica staff and former members of Pacifica management as well as members of the general public who can assist in advising the PNB on such issues as complying with the Pacifica Mission, meeting our goals in terms of our reach to listeners and our financial status, with fund-raising, and expanding the Pacifica network to the point where it can rival the major media providers to provide an alternative and radical point of view on politics and culture.

Be it resolved that the SPC of the PNB recommends to the PNB that it authorize the creation of a National Pacifica Advisory Council. This body shall have no fiduciary powers or responsibilities but will contribute its advice and recommendations to the PNB as to the direction of Pacifica. The PNB may at its discretion ask the NPAC to make recommendations on a specific project. The members of the NPAC shall be nominated twice a year, once in February and once in September, by members of the PNB and the PNB will vote on each nominee whether to accept that person as a member of the NPAC. No more than 12 people may be added to the NPAC at any one time. There shall be a limit of 25 people as members of the PNB but that can be revised in a future amendment to this policy. The NPAC shall meet at least twice a year but may meet more often. It may elect officers to conduct the meetings and should keep minutes of all its sessions. The NPAC shall report back to the PNB on a regular basis with its recommendations.

4b. Motions from Personnel Committee

First: T Allen moved:

*“Whereas: the annual evaluation of the ED should be timely and consistent,
Therefore: the PComm recommends that the Personnel Cmte be stood up for 2024 right
away.”*

(Passed without objection by PComm)

Second: T Allen Moved:

*Whereas: to extend the mandate of the Personnel Committee to increase its service to
the needs of the Foundation;*

*Therefore: the PNB initiate the Bylaws Amendment process to make the Personnel Cmte
a PNB Standing Cmte.”*

And

Therefore: extend the mandate of the Personnel Committee to:

*‘A Personnel Committee, which shall conduct an annual Performance Evaluation of the
ED & report back to the full PNB with recommendations;*

conduct any ED Search as needed;

*coordinate and support the LSBs in the annual performance reviews of their GMs and
PDs;*

*coordinate and support the Management in the annual Performance Evaluation of their
direct reports and staff;*

*provide annual update to the PNB of changes to CA Labor and Employment law in the
area of performance reviews;*

*and which Committee shall include as members, all Foundation officers and one Director
from each radio station area, but shall not include any non-Director LSB Delegates.’*

(Passed without objection by PComm)

**6a. Motion from Aki Tanaka to Amend/Rescind a Previously Adopted Motion
[TBD]**

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

Meeting Notice:

Pacifica National Board

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

Nancy Sorden

Posted: 09/28/2023 - 5:33 PM

Teleconference Committee Members

nancy.sorden@wap.org

Updated :09/28/2023 - 5:33
PM