

Minutes
Pacifica National Board Open Session
Teleconference Meeting
Thursday, November 3, 2022, 8:36 pm ET

Directors:

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

Stephanie Wells, Executive Director - p
Arthur Schwartz, Pacifica Counsel – (joined closed session)
John Tatum, Parliamentarian - p
Polina Vasiliev, Secretary - p

1. Preliminary items

A. Call to Order by Chair 8:36

B. Roll Call – a quorum was present

C. The Chair reads the Report Out from the Closed Session of October 27, 2022

The PNB met in closed session to discuss proprietary personnel and financial matters and to authorize the Board Chair, Executive Director and General Counsel to take all steps necessary to the most advantageous sale of the building currently housing the KPFK station and the Pacifica National Office at 3729 Cahuenga Blvd [West], Los Angeles, California and relocation of all activities currently housed at 3729 Cahuenga Blvd [West] and bring these transactions to the Board for approval.

D. Excused Absences – see exc above

E. Identify Timekeepers

People – Heather Gray
Topics – Darlene Pagano

2. Agenda approval – the agenda was approved as presented

3. Approve Minutes – no minutes were presented

4. ED Report and Q & A

5. General Counsel Report – held until closed session.

6. Committee Reports:

a. Audit – no report

b. Coordinating Committee – no report

c. Finance Committee – Committee Chair James Sagurton reported on progress reviewing budgets for 2023, none to bring forward at this time.

d. Governance Committee – no report

e. Elections Committee – no report

f. Programming Committee – Chair Heather Gray reported on information from Ali Lexa about podcasting.

- g. Strategic Planning – Committee Chair Jim Dingeman reported that roundtable discussions are being held
- h. Personnel Committee – no report

7. Unfinished business

a. Motion to Amend a Previously Adopted Motion on Delegate Terming Out [Appendix 7a]
[Passed to postpone until next PNB meeting.]

b. Motion on Abstentions and Roll Call Votes [Appendix 7b]
[Passed without objection].

c. Motion to Rescind the Motion on Underwriting passed on 10-20-2022. [Appendix 7c]
[1Y–11N–5A: Failed]

d. Motion on Programming [Appendix 7d]
Motion to postpone until next PNB meeting.
Objection to postponing to the next meeting.- Lawrence Reyes
[16Y-1N–2A: Passed- Postponed to the next meeting.]

8. New Business – none

9. Motion to Move into Executive Session passed as of 9:41 pm.

APPENDIX

7a. Motion to Amend a Previously Adopted Motion on Delegate Terming Out (from Lawrence Reyes or Lawrence Reyes, Sharonne Salaam and James McFadden)

KPFK Director Lawrence Reyes, KPFA Director James McFadden and WBAI Director Sharonne Salam reminds the Pacifica National Board that the Pacifica Bylaws specifically mandates that no person shall serve for more than 6 continuous years without a 12-month break, and

Motion to Amend the Resolution presented at the October 20, 2022 PNB Open session concerning extending the terms of those who have termed out by Substituting it with the following Motion codified in our By-Laws as cited in our Substitute Amended Motion.

Lawrence Reyes
KPFK Listener Director
PNB Governance Comm. Chairperson

Moves this Motion

Whereas, the Bylaws created an elected governance body of 24 with 18 listeners and 6 staff and provides a process for filling vacancies between elections,

Whereas, first-time elected as of 2021 remain seated until December 2024,

Resolved that seats filled as a result of the 2020 election shall extend to December 2023, and further

That all who began service as a direct result of the 2016 Delegate elections and have served continuously with less than a 12 month break will end service in December 2022, and

That all vacancies shall be filled utilizing the runner-up list in the October 2021 Delegate elections.

[See APPENDIX TO APPENDIX for Bylaws sections]

7b. Motion on Abstentions and Roll Call Votes (from Beth von Gunten):

Moved, that on votes on which there are otherwise no overt objections, Pacifica hereby adopts a Special Rule allowing abstentions to be recorded as such without the need for a roll call vote.

7c. Motion to Rescind the Motion on Underwriting passed on 10/20/2022

Motion to rescind the following Motion on Underwriting passed by the PNB on 10/20/2022:

“Be it resolved that a pilot program be established for a restricted form of underwriting to proceed at all Pacifica stations wishing to opt into the program for a 12 month trial.

Stations participating are required to adhere to the national policies and procedures for this program. The General Manager of each Pacifica station will notify the Pacifica

National Board whether that station will or will not opt into the pilot program. A review of progress in implementing the program and its effectiveness shall be undertaken by the Pacifica National Board together with Pacifica management after 6 months and after 12 months. This resolution will expire unless renewed by the PNB after the trial period has ended. At the end of the 12 month review, the Pacifica National Board shall decide to either terminate the pilot program, modify it, or develop a different approach to underwriting.”

7d. Motion on Programming 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 all of our five stations have varying levels of fiscal and audience problems that have drastic effects on the existence of the Foundation as a viable entity. This is especially true for three of the stations. One of the issues that must be addressed is the necessity to refresh the programming and open up new possibilities for growth. At the same time it is necessary for the staff, management and listener members at each station to pull together as a team to push the Foundation past its fiscal doldrums.

Hence, be it resolved that starting from the passing of this resolution all shows are considered as temporary and must re-apply to the PD/GM of their respective stations to be continued on the air.

The evaluation process must include the variety of motions passed as policy by the PNB over the years that include evaluation of the shows. This must be implemented as per each local situation as seen as what is viable but measures implemented must be reported to the PNB by the beginning of December 2022. The air is controlled by the Foundation in the interests of the public our signals serve and that is uppermost in what we need to do moving forward.

Whereas, all mandates for must carry programming are considered suspended while we reorganize ourselves out of near fiscal collapse. There will be no exceptions to this.

In addition, each station must set as a goal to begin implementing measures in ANY way they see fit to minimally increase their audience and gross revenue by 25% by April 2023. The way to implement this growth and the measures to accomplish this are left up the team work of each station to achieve this.

But the goal is to have measurable and concrete growth within the next six months.

The Pacifica National Board authorizes that the General Managers, Program Directors and the rector take measures immediately to begin reforming and changing the grids at the various stations to begin growth in audience and revenue. It is necessary for the GM/PD's to be monthly reporting to the PNB the progress of these measures.

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

The objective of these reforms is to help increase the revenue streams of all the stations and slowly turn the Foundation around out of difficult financial times.

APPENDIX TO THE APPENDIX:

RELEVANT BYLAWS

Article Four, Delegates, Section 8: Terms of Office; Term Limits

A Delegate's term of office, shall be three (3) years, beginning in December. A Delegate may serve a maximum of two consecutive 3-year terms, and in no event more than six (6) consecutive cumulative years without a one year (12 consecutive months) break. If a Delegate serves as elected or alternate for an incomplete year, those month/s of service must be counted towards the six years cumulative limit. Only a one year (12 consecutive months) lapse as Delegate will trigger the reset of the 6 years cumulative limit. A Delegate shall not be eligible for further service as a Delegate until one year has elapsed after the termination of the Delegate's second consecutive three-year term. The term six years cumulative limit is also applicable regardless of which station or stations a Delegate has served as its Delegate. For example, if a Delegate serves six years on the Local Station Board at any station, that Delegate may not serve at another station where the Delegate may be a member, until one year has elapsed after the six years cumulative limit. Also, if any Delegate serves any portion of a term or the cumulative six years limit at one station that time of service carries over as cumulative toward service as a Delegate at another station.

Article Four, Delegates, Section 10: Filling of Vacancies

If a Delegate position becomes vacant mid-term, that Delegate shall be replaced for the remainder of his/her term by the highest ranked candidate from the last election of Delegates for that Class of Members for that station who was not elected and who is available and continues to meet the Delegate eligibility requirements as set forth in Section 2(A) or 2(B) of this Article of these Bylaws. In the event that no eligible and available candidate from the last election is found, then the Delegates for that radio station shall appoint a Member of the appropriate class to serve as Delegate and fill the seat for the remainder of the term.

MEETING NOTICE:

Thursday, November 3, 2022 8:30 PM ET
Pacifica National Board Teleconference
Committee Members
Polina Vasiliev polintus@gmail.com
Posted: 01/26/2022 - 9:54 PM Updated: 08/25/2022 - 5:11 PM

Akio Tanaka
Recording Secretary