

Draft Agenda - *Public Version*  
Pacifica National Board Regular Session  
Teleconference Meeting  
Thursday, June 6, 8:30 pm EST  
All times are Eastern Time  
(*meeting notice appended to the end of this agenda*)

Irene Adams, WPFW, Listener Teresa J. Allen, KPFT, Listener Kaja Brown, KRDP, Affiliate Donna Carter, KPFA, Listener Paul DeRienzo, WBAI, Listener Jim Dingeman, WBAI, Listener Vanessa Dixon-Briggs, WPFW, Listener Fred Dodsworth, KPFA, Listener Jan Goodman, KPFK, Listener Heather Gray, WRFG, Affiliate Evelia Jones, KPFK, Listener	Zack Kaldveer, KPFA, Listener Darlene Pagano, KPFA, Staff Ron Pinchback, WPFW, Staff Myla Reson, KPFK, Staff Shawn Rhodes, WBAI, Staff Cerene Roberts, WBAI, Listener Minerva Sanders, WPFW, Listener Richard Uzzell, KPFT, Listener Harvey Wasserman, KPFK, Listener Egberto Willies, KPFT, Staff Susan Young, KPFT, Listener
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Others:

Stephanie Wells, Executive Director  
Arthur Schwartz, Pacifica Counsel  
Julie Hewitt, Secretary  
Aki Tanaka, Recording Secretary

1. Preliminary Items – 5 min.
  - A. Call to Order by Chair (Young)
  - B. Roll Call by Secretary (Hewitt)
  - C. Report-out from the executive session of May 30<sup>th</sup> meeting (Young)  
*Pending.*
  - D. Excused Absences
  - E. Identify Timekeepers
  - F. Meeting scheduled for July 4, 2024
2. Agenda approval for the open portion of the agenda – 5 min.
3. Approve open session minutes of May 30, 2024 – 5 min.
4. ED report and Q & A – 20 min.
5. Motion on Notice Date for Bylaws Amendment (see APPENDIX) – 15 min.
6. Old Business (see APPENDIX) – 30 min.
  - a. Motion from Jim Dingeman on Programming Committee
  - b. Motion from Jim Dingeman on Strategic Planning Committee
  - c. Motion from Jim Dingeman on Technology Task Force
  - d. Motion from Cerene Roberts on Executive Sessions

- e. Motion from Cerene Roberts on Accurate Records
- f. Motion from Jim Dingeman on independent investigation of state of the Archives
- g. Motion from Cerene Roberts on Audit Committee
- h. Motion from Cerene Roberts on Directors' Access
- i. Motion from Cerene Roberts on Meeting Rosters
- j. Motion from Paul DiRienzo on Gaza
- k. Motion from Cerene Roberts to “stand-up” the Elections Committee and convert it to a standing committee

- 7. New Business (see APPENDIX) – 5 min.
  - a. Motion from Cerene Roberts regarding Subcarrier Income

**8. Motion to move into closed session at a time no later than 10:00 pm ET.**

- 9. *Agenda approval for the closed portion of the agenda – 5 min.*
- 10. *Approval of closed session minutes from May 30<sup>th</sup> meeting – 5 min.*
- 11. *Confidential ED report and Q & A – 30 min.*  
*Personnel, contract and legal matters*
- 12. *Confidential General Counsel report and Q & A – 20 min.*
- 13. *Unfinished Confidential Business – 5 min.*
  - a. *Confidential Disciplinary Matter*
- 14. *New Confidential Business – 5 min.*
- 15. *Report-out for kpftx.org and for reading at the next open session – 3 min.*

**16. Adjourn at a time certain of 11:00 pm ET.**

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**APPENDIX**

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

**5. Motion on Notice Date for Bylaws Amendment**

WHEREAS a bylaws amendment pertaining to Article Four, Delegates, Section 10: Filling of Vacancies is proposed by six directors, consistent with Article Seventeen, Section 1, Paragraph A,

AND WHEREAS the proposed bylaws amendment does not meet any of the requirements in Paragraph B(3) that would require a vote of the members,

BE IT RESOLVED that the Notice Date for this bylaws amendment is June 10, 2024. By the notice date, the proposed bylaws amendment shall be posted on the Pacifica Foundation’s website. Beginning on the notice date, the Foundation's radio stations shall broadcast an announcement three times a day – twice between 6:00 AM and 11:00 PM and once between 11:00 PM and 6:00 AM – for

a period of 30 days regarding the existence of the proposed amendment on the Foundation's website for review and the upcoming vote by the Board and Delegates regarding said amendment.

BE IT FURTHER RESOLVED that the Notice Period shall end on July 10, 2024, and that the Pacifica National Board and the five Local Station Boards must conduct a vote on this bylaws amendment anytime between July 10, 2024 and August 24, 2024.

**6a. Motion on Programming Committee**

WHEREAS the Pacifica Foundation is a radio network which owns five radio stations in five major media markets in the United States and has around 200 affiliates that receive our content for broadcasting,

AND WHEREAS a large amount of our present revenue is derived from audiences responding to our programming,

BE IT RESOLVED that the National Programming Committee which has existed in varying forms under the pre 2000 PNB governance structure and has been operational since the new bylaws were adopted be started up again immediately.

**6b. Motion on Strategic Planning Committee**

WHEREAS the Pacifica National Board has maintained a Strategic Planning Committee since 2017 and it has pushed forward a variety of initiatives. One has included arguing and obtaining first an experimental program for underwriting and then last year a permanent process for the network to avail itself of badly needed revenue.

AND WHEREAS the SPC is the only committee of the National Board that has actually helped bring in extra revenue in the past two years by legitimizing underwriting as a system wide practice for the network.

BE IT RESOLVED the Strategic Planning Committee be stood up immediately to operate in the interests of the Pacifica network and help it survive.

**6c. Motion on Technology Task Force**

WHEREAS the Technology Task Force has held over its time detailed looks at all aspects of the new technologies that Pacifica needs to adopt. It has also sponsored seminars on radio history and policy as well as holding and organizing training and workshops on CPB regulations and underwriting regulations. In addition, it has organized and sponsored critical looks at podcasting and other new forms of communication as well as looking at the impact of social media on our operations.

BE IT RESOLVED that the Technology Task Force be stood up immediately to serve the interests of the Foundation and its tens of thousands of listeners.

**6d. Motion from Cerene Roberts on Executive Sessions**

Whereas, Pacifica is committed to transparency and member-governance, reports-out of executive session shall be as forthcoming as possible using Corporation for Public Broadcasting guidelines\*. Said reports may describe what was done as well as what was intended and can include closed session motions and vote details, and further

Whereas, Pacifica desires to restore eligibility for funding from the Corporation for Public Broadcasting which requires that Reports-Out of executive session be published on the station's website within a "reasonable" time, and

Whereas, the CPB currently defines "reasonable" as within 10 days\* of said meeting, and

Whereas, in addition to pacifica.org where the last posted report-out is dated December 2023 ([https://pacifica.org/notices\\_home.php#exec](https://pacifica.org/notices_home.php#exec)), the foundation uses kpftx.org for its governance calendar, as a source of governance meeting livestreams, and as a repository of open meeting recordings and minutes, be it hereby resolved,

That reports-out of executive session of all governance bodies shall be published within 10 days of their meeting (with this period changing as the law does) on pacifica.org and shall be added to the individual meeting listings on kpftx.org,

That reports-out of executive sessions of the 2024 LSBs and the 2023 and 2024 PNB shall be posted on both websites by May 15, 2024, and

That the PNB secretary shall communicate this motion to each LSB's officers within 3 business days of passage.

#### **6e. Motion from Cerene Roberts on Accurate Records**

Whereas, information about the foundation's offices, records, operations, and governance bodies must be accurately presented,

The Executive Director is requested to ensure regular review of the stations' Transparency Pages listed in the below email dated March 25, 2024 which is incorporated into this motion by reference, and further

To ensure that all listings of the national office address, including for infringement claims, on the websites of the foundation's 8 units, shall be brought current within a week of passage, and

A similar effort shall be undertaken for governmental records/sites and other places where broadcasters and/or non-profits would expect to be listed.

#### **6f. Motion from Jim Dingeman on independent investigation of state of the Archives**

TBD

#### **6g. Motion from Cerene Roberts on Audit Committee**

Moved that the Audit Committee shall meet within the next 15 days to deal with a document destruction and retention policy, previous management letters, pro bono auditor and policies and procedures manual.

#### **6h. Motion from Cerene Roberts on Directors' Access**

Whereas, Directors are responsible for the affairs of the foundation and are obliged\* to be informed, their increased familiarity with its units can improve the quality of their contributions, therefore

The Board requires that all Directors, PNB officers, LSB members, LSB officers, and network staff facilitate, and not interfere with, Directors' full access to all foundation information including meetings

The Executive Director is charged with having IT staff implement, by May 15, 2024, a system for easy delivery of tele-conference and/or video-conferencing coordinates of all meetings to all interested directors.

\* "Directors are also obliged to be informed about the nonprofit organization's program and operations."

#### **6i. Motion from Cerene Roberts on Meeting Rosters**

Whereas, it is not uncommon to find minutes that lack a list of a group's members requiring listening to the audio archive to ascertain who was conducting business, be it hereby

Resolved that all governance agenda and minutes shall include a section stating the names of all group's members.

#### **6j. Motion from Paul DiRienzo on Gaza**

The Pacifica National Board demands an immediate cessation to Israel's genocidal attacks on the people of Palestine. We support the students in the U.S. and around the world who are protesting this genocide, and we condemn the violent attacks by Zionist mobs on the peaceful student encampment at UCLA.

#### **6k. Motion from Cerene Roberts to "stand-up" the Elections Committee and convert it to a standing committee**

Whereas, elections are a regular and ongoing part of Pacifica governance, and

Whereas, the 2024 delegate election process began in early May with the announcement of the hire of a National Election Supervisor (NES), and

Whereas, knowledge, experience, and local observations can strengthen the fairness and transparency of the election process, be it hereby resolved

That for the 2024 PNB term, an Elections Committee, populated by 1 director per station (elected by the PNB using Instant Runoff Voting) and 2 station delegates (elected by each Local Station Board / Delegate Assembly using Standard Transferable Voting) is hereby stood up, and further

The committee shall make itself available to assist the NES and shall keep current on all phases of delegate elections. It shall be convened by June 19, 2024 through a director appointed by the PNB Chair or Acting Chair following rapid consultation with those elected.

#### **7a. Motion from Cerene Roberts regarding Subcarrier Income**

Whereas the use of WBAI sidebands / subcarrier frequencies generates income, and

Whereas in the Fiscal Year 2021 Audited Financial statements

([https://pacificafoundation.org/finance/audit\\_2021.pdf](https://pacificafoundation.org/finance/audit_2021.pdf), Report page 4 / PDF page 6) total subcarrier income is shown as \$124,300

Whereas the rent goes into the Pacifica National Office (PNO) and is treated as PNO income (Report page 36 / PDF page 33) and the station(s) is/are not credited for those monies, be it hereby resolved,

That retroactive to June 1, 2024, five percent of rents shall be retained for repair, maintenance, and upgrades, and the balance shall be credited to the station(s) Central Services account(s), and

By July 17, 2024, the Executive Director shall provide the PNB and general managers with a written report on the status of all stations' subcarriers and HD channels including existing and pending contracts and income statements. No related contract is to be executed before this report has been discussed by the board.

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

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Meeting Notice:

**Thursday, June 6, 2024**

**Pacifica National Board**

**Purpose:** Regular meeting of the PNB. Part of the meeting may be in executive session.

Regular meeting, per 2024 PNB decision to continue with meetings on 1st and 3rd Thursdays of the month. Part of the meeting may be in executive session. Should the PNB start the meeting in closed session, we'll try to say so here. Refresh the page to make sure you have the latest info.

Julie Hewitt

Posted: 04/07/2024 - 9:56 PM

**8:30 PM ET**

**Teleconference**

**Committee**  
**Members**

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Updated :04/07/2024 -  
9:56 PM