

Minutes
Special Pacifica National Board Open Session
Teleconference Meeting
Thursday, July 28, 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 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 - exc 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
Julia Kennard, Chief Financial Officer - p
Arthur Schwartz, Pacifica Counsel - p
John Tatum, Parliamentarian - p
Marianne Edain, Recording Secretary - p
Polina Vasiliev, Secretary - p

1. Preliminary items – 5 min.

- A. Call to Order by Chair – The meeting was called to order at 8:37 pm
- B. Roll Call – a quorum was present
- C. The Chair reads the Report Out from the Closed Session (N/A)
- D. Excused Absences - Burt Cohen, Mark Van Landuyt
- E. Identify Timekeepers
 - people – Heather Gray
 - topics – Susan Young

2. Agenda approval – 5 min. The agenda was approved as presented

3. Approve Minutes of the Open Session of July 7 and July 21, 2022 – 3 min.
The minutes were approved as presented

4. Chair announcements – 10 min.

- a. Announcement regarding circumstances of FCC petition on WBAI license
Chair Julie referred to a posting dated 7-21-22 which included a letter from Carol Wolfley and Sherry Gendelman to the FCC. The PNB agrees to the following facts concerning this matter:
Donald Goldmacher did not file or sign the petition to the FCC concerning WBAI.
Donald Goldmacher did not participate in the preparation of that petition.
Donald Goldmacher did ask people to sign the petition.

- b. New director from KPFA

Teresa Allen asked for a copy of the text message posted to PNB and LSB chairs. Chair Julie agreed to provide that to ED Stephanie, who will share it with all staff.

KPFK has a tradition of written Directors' reports. Those will be included.

KPFA Director Donald Goldmacher resigned in June. His replacement, Akio Tanaka, has been seated.

c. Status of 2022 elections

Chair Julie read a statement about elections and fairness. She pointed out that they are not being cancelled, but are being postponed for lack of funds. The election will occur when there are funds available.

due to technical difficulties, counsel's report was given out of sequence.

7. Legal Counsel Report and Q & A – 10 min.

Attorney Arthur reported that the FJC loan has now officially been extended to 10-31-24. This is good news.

5. ED Report and Q & A – 20 min.

ED Stephanie reported that she has met with staff at all levels and all units, which generated a letter from staff. She read the letter, which is attached below.

Stephanie wants to create an informal working group to create a strategic planning process for immediate realistic steps. This group would include staff.

She reported that some grant applications had been submitted.

6. CFO Report and Q & A – 10 min.

CFO Julia presented the June financials to the National Finance Committee. Several stations are in a serious state. The 2021 audit is near completion.

8. Unfinished business –

- a. Governance Committee Report (carried over from July 7 meeting) ; 10 min. –
3 motions were presented together.

Chair Julie ruled the third motion out of order for open session and directed that the two remaining motions be addressed individually.

The first motion was presented:

Motion from Governance Committee to make all LSB meetings open to Directors

Whereas LSBs are committees of the PNB;

Whereas PNB directors are responsible for the financial health and governance of Pacifica Foundation;

Whereas directors are entitled to all information regarding the Foundation except for medical records of staff.

Therefore, be it resolved that all PNB directors shall be allowed to attend all LSB meetings, including executive sessions.

There being objection, the motion was put to a vote.

Voting yes were Jim Dingeman, Sue Goodwin, Heather Gray, Donna Grimes, James McFadden, Lawrence Reyes, Shawn Rhodes, James Sagurto, Sharonne Salaam, and Beth von Gunten

Voting no were Teresa Allen, Evelia Jones, Marianne Martinez, Darlene Pagano, Akio Tanaka, and Susan Young.

There being 10 yes votes and 6 no votes, the motion passed.

The second Governance Committee motion was then presented.

Whereas members of the public are the life blood of the network of Pacifica stations, and in the interest of democratic meetings;

Be it resolved that members of the public are allowed to attend and participate in Public Comment at all PNB committee meetings.

There being objection, the motion was put to a vote.

Voting yes were Lawrence Reyes and Sharonne Salaam

Voting no were Teresa Allen, Jim Dingeman, Heather Gray, Donna Grimes, Evelia Jones, Ali Lexa, Marianne Martinez, Darlene Pagano, Shawn Rhodes, James Sagurton, Akio Tanaka, Beth von Gunten, and Susan Young

There being 2 yes votes and 13 no votes, the motion failed.

9. New Business – 6 motions at 10 min. each – 60 min.

Lawrence reports

9. New Business Motions

- a. Aki Tanaka requested that as new KPFA director replacing Donald Goldmacher, he be elected to the Audit Committee and Elections committee

Lawrence Reyes and Susan Young moved:

Moved that, as a vacancy has opened on the PNB Election and PNB Audit Committees for a director from KPFA, that the PNB conduct an election by email ballot using the usual procedures and tellers to fill the vacancy.

James McFadden announced that he would like to run for the Elections Committee position.

Susan Young moved and James Sagurton seconded to amend the motion

Susan Young – proposed to amend the motion to provide that Aki Tanaka be named KPFA representative to the audit committee.

There was objection to this amendment.

The parliamentarian advised that if the same amendment is proposed by another party, this would overcome the problem.

Jim Dingeman moved and Marianne Martinez seconded to *amend the underlying motion to provide that Aki Tanaka be elected by acclamation to the Audit Committee.*

There being objection, the amendment was put to a vote

Voting yes were Teresa Allen, Jim Dingeman, Heather Gray, Donna Grimes, Evelia Jones, Ali Lexa, Marianne Martinez, Darlene Pagano, James Sagurton, and Susan Young

Voting no were James McFadden, Lawrence Reyes, Shawn Rhodes, and Sharonne Salaam

There being 10 yes votes and 4 no votes, the amendment passed

There being objection, the underlying motion, as amended, was then put to a vote.

Voting yes were Teresa Allen, Heather Gray, Evelia Jones, Ali Lexa, Marianne Martinez, James McFadden, Darlene Pagano, James Sagurton, Akio Tanaka, and Susan Young

Voting no were Lawrence Reyes, Shawn Rhodes, and Sharonne Salaam

There being 10 yes votes and 3 no votes, the motion passed.

The motion, as amended, now reads:

Moved that, as a vacancy has opened on the PNB Election and PNB Audit Committees for a director from KPFA, that the PNB conduct an election by email ballot using the usual procedures and tellers to fill the vacancy. Being unopposed, Aki Tanaka is elected by acclamation to the Audit Committee.

There being no objection, the balance of the agenda was postponed until the next meeting.

10. Adjourn to the closed session at a time certain of 10:30 pm.

The meeting adjourned at 11:07 pm

APPENDIX

b. From Lawrence Reyes (see email to PNB on July 15, 2022) Motion to resolve the KPFT LSB composition dispute

Whereas, it has come to the attention of the PNB that given some changes at KPFT there is a dispute within the KPFT Local Station Board (LSB) as to its composition, and

Whereas, based on the May 29, 2020 Disposition of Appeal of Campisi v. Pacifica Foundation, Inc. (A153873), in which the Appeals Court stated, "We agree that the Bylaws confer broad general authority on the Board to oversee the activities of the local boards and radio stations.", the PNB has the authority to settle this type of a dispute, and

Whereas, Sandy Weinman was elected as a KPFT Staff Delegate and seated on the KPFT LSB on [fill in the blank], and

Whereas, Sandy Weinman was appointed KPFT's interim General Manager on [fill in the blank] while occupying a Staff Delegate seat on the KPFT LSB, and

Whereas, Article Seven, Local Station Boards, Section 2: Composition of Local Station Boards of the bylaws says, "Each LSB shall consist of the 24 Delegates elected by the Members for that radio station - 18 Listener-Sponsor Delegates and 6 Staff Delegates," and

Whereas, Article Seven, Section 2 of the bylaws also says, "The station's General Manager shall serve as a non-voting member of the station's LSB," and

Whereas, once Sandy Weinman accepted the KPFT iGM position he became part of KPFT management and ceased to be a KPFT Staff member since an individual cannot be designated as both a staff member and a manager concurrently, and

Whereas, one individual cannot occupy two of the 25 LSB seats concurrently,

Therefore the PNB has determined a resolution to the dispute and resolves that by virtue of Sandy Weinman becoming the KPFT iGM, he resigns his Staff Delegate seat and occupies the non-voting General Manager seat on the KPFT LSB, and

The PNB also resolves that per Article Four, Section 10 of the bylaws, the Staff Delegate seat Sandy Weinman has vacated shall be filled by the highest ranked candidate on the KPFT Staff runner up list from the last Delegate election.

c. Motion 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 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”

d. Motion #1 from Elections Committee: (this is the 2nd item Lawrence read)

The Pacifica National Elections Committee moves that the Pacifica National Board work with Pacifica management to:

- Notify the Pacifica membership that Pacifica Management has stated that there are no funds available for the bylaws mandated 2022 Local Station Board Elections.
- In the event that bylaws mandated 2022 Delegate Elections do not occur, ensure that as Local Station Board Delegates end their terms in December of 2022, vacant Delegate seats will not be extended for those terming out or be filled by those defeated in a past election and that the Local Stations Boards will be smaller for part or all of 2023 until elections are held. And further ensure that the smaller 2023 Local Station Boards will elect PNB Directors in January of 2023 and these new Directors will be on the boards for part or all of the year 2023 depending on when new elections are held.
- Implement plans to reduce the costs of elections, raise funds for an election including creating a mechanism for Pacifica members to donate specifically for elections, develop a workable timeline for an election based on the availability of funding and contract only with neutral persons to be involved in making election rulings.

Vanessa Dixon-Briggs will be presenting a minority report on this motion, focusing on the second clause, providing that members whose term ends in Dec. 2022 who are not term-limited will continue to serve until replaced when the elections are held, and that members whose term is ending and are term-limited will be replaced by the next available runners-up in the last election.

e. Motion #2 from the Elections Committee:

The EC recommends to the PNB to launch an immediate and on-going off-air membership drive, with high-quality design and implementation, focusing on identifying supporters and allies with influence in mass-membership organizations and communities in general alignment with Pacifica’s mission, to seek and encourage large-scale enrollment of their members as listener-sponsors members of Pacifica’s stations.

Further moved that the EC recommends to the PNB that it mandate a series of twice-monthly national days of special programming, beginning in August and continuing to and through the November elections, focusing on overcoming voter suppression and other threats to democracy, and on suppression and censorship of critical social, economic and political issues not being sufficiently addressed in corporate media coverage of the elections, to raise funds nationally to help balance Pacifica’s books and fund the already delayed delegate elections.

f. Motion #3 from the Elections Committee

Moved that EC recommends to the PNB that it direct the ED to swiftly, and before the end of the current fiscal year, require station management to complete the process of developing and maintaining accurate, current and de-duped membership lists of all listener-sponsor members of each station and of staff members (paid and unpaid) at each station, including the vetting of staff lists with the existing staff to ensure this an accurate and complete roster of all staff members with accurate current contact information.

DRAFT MOTION OFFERED BY SUSAN YOUNG REGARDING SYSTEM WIDE PROGRAMMING ENHANCEMENT:

Whereas bold radio programming in the service of the Pacifica mission is the Foundation's legacy, core business and best hope to revitalize the network;

Whereas listenership, audience share and membership and donor support have been in decline and are critically low;

Whereas many programming decisions lack rigor and accountability;

Whereas the network as a whole can learn and benefit from examples of programming successes and failures across the network and mine the data that is available for this assessment;

Therefore be it resolved that the Pacifica National Board directs the Executive Director to confer with all GMS and PDs in an urgent effort to create effective programming at all five stations based on listenership and financial contributions, in alignment with mission and goals, drawing on successful programming from around the network and affiliates with attention to local audiences, which assessment takes into account the costs associated with the programming (compensation to programmers and costs of premiums/products);

to report back to the Pacifica National Board about management's recommended approach to holistic program enhancement;

to establish a periodic review of programming to assure that the programming grids continue to be relevant, vital and fiscally sound; and

to challenge programmers on an ongoing basis to a higher standard of excellence through training and by establishing data driven goals and accountabilities.



July 28, 2022

Dear Pacifica Foundation National Board of Directors,

We, as Pacifica staff, are aware of the immediate threats to the continuation and future of our organization and the number of units that are viable. Today's situation is dire, a crisis to be sure. The loss of NETA's aid and administration, as well as our current financial position dictate that concrete actions need to be taken immediately, and not be postponed or ignored.

We continue to fulfill our duties of running the operations of each division and working in the best interest of the Foundation. However, the Pacifica Foundation National Board of Directors is chartered, empowered, and has an affirmative duty to manage and direct mitigating strategies for the organization. The Board's function, among many other things, is to provide the vision, mission, and goals of the organization as well as solutions to the current crisis. We are keenly aware of our dependence on the Board to respond to the situation in a measured, thoughtful, and realistic way.

As an elected board, you have a fiduciary duty to represent and protect our members' interest and investment in the company as stakeholders. The Board must protect the assets as well as the continued viability of Pacifica. This imperative includes protection of the Pacifica's organizational integrity, facilities, equipment, and our employees – our staff. There is no other alternative.

We know that we face hard decisions. We ask you, our Board members, to fulfill your duties and responsibilities in providing direction and solutions.

Some immediate concerns are the potential for:

- seizure of assets,
- loss of radio licenses,
- loss of reputation of the Pacifica Foundation,
- failure to fulfill the Pacifica mission,
- damage to the professional reputation of Pacifica's loyal staff,
- ethical labor relations, demoralization and potential resignations of essential staff,
- conflicts of interest, vulnerability to corruption and ethical issues,
- lack of responsible business management,
- lay-offs of essential staff and contractors, and labor issues
- loss of valuable Board members,
- loss of a vital democratic media institution that is needed more than ever at this time in our country.

We are prepared to offer our professional expertise and work together in an ongoing process and greatly appreciate your willingness to seek solutions. The need for immediacy cannot be overstated.

We are asking for you to:

- Define realistic solutions and plans for the future of Pacifica.
- Develop the culture of cooperation and compromise needed for solving problems.
- Clarify the authority of the managers.
- Protect the assets of the organization, including staff.
- Engage in sober, informed, and realistic assessment of Pacifica's assets and liabilities.
- Build effective and respectful communication between Board members and staff.
- Place the mission of the organization above personal agendas.
- Create Organizational and governance clarity.

Please communicate with us in a timely manner that you have heard and understand our concerns. We are prepared to work with you and await your response.

Sincerely your loyal staff,

KPFA

KPFK

KPFT

WBAI

WPFW

PACIFICA
AFFILIATES NETWORK

PACIFICA
NATIONAL OFFICE

PACIFICA
RADIO ARCHIVES

MEETING NOTICE:

Thursday, July 28, 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**

At its July 21st meeting, the PNB agreed to meet instead on July 28th with the agenda carrying over.

Julie Hewitt

hewitt.wpfw@gmail.com

Posted: 07/21/2022 - 10:22 PM