

Minutes for the regular National Finance Committee meeting February 6, 2024.

Meeting convened at 8:36 PM (ET) a quorum being present, the Chair and Secretary being present.

Attending: Teresa Allen, Lynden Foley, Kamau Harris, Julie Hewitt, Christina Huggins, R. Paul Martin (Secretary), James McFadden, James Sagurton (Chair), Elizabeth von Gunten also attending were Pacifica Executive Director Stephanie D. Wells and Directors Myla Reson and Susan Young.

Agenda:

1. Convene Meeting
2. Roll Call
3. Adopt Agenda
4. Chair's announcements (2 minutes)
5. Minutes (5 minutes)
6. Set next meeting date (Motion: "Add to the call of the February 13, 2024 meeting: Part of the meeting may be in Executive Session.")
7. Review the End of Year Consolidated Monthly Statements for the 12 months ending September 30, 2023 (30 minutes)
8. Report from the Executive Director with Q & A (20 minutes)
9. Updates from the National Office and WPFW on when the NFC may expect to receive their budgets (5 minutes)
10. Motion to move into Executive Session (5 minutes)
11. Adjourn no later than 10:15 PM (ET)

Motion: (James Sagurton) "To adopt the agenda." (Passed without objection)

The Committee discussed the motion.

It was agreed to correct a typo in the draft agenda that referred to a February 17, meeting to refer to the February 13, meeting.

Chair's announcements 8:41 PM (ET)

"Tonight we will review the End of Year Consolidated Monthly Income Statement for the 12 months ending September 30, 2023.

"Also, tonight we will have a regular report from the Executive Director, Stephanie Wells.

"Please look at any documents posted by National Finance Committee Secretary R. Paul Martin on the NFC list."

Minutes 8:42 PM (ET)

The Secretary reported that there were no draft minutes to consider at this meeting.

Set next meeting date 8:42 PM (ET)

Motion: (James Sagurton) “To add to the call of the February 13, 2024, meeting, ‘Part of the meeting may be in Executive Session.’” (Passed without objection)

The Committee discussed the motion.

A committee member stated the intention to make a motion to amend the agenda. The member then asked that people discuss the motion, which had not been made, before the motion was actually brought to the floor.

Point of Order: (R. Paul Martin) “It is out of order to discuss a motion that has not been made, and if a motion to amend the agenda were made it would be undebatable.”

The Chair ruled the point well taken, and gave the member the floor to make her motion.

Motion: (Teresa Allen) “To appeal the ruling of the Chair.” (Chair’s ruling upheld 7for, 1 against, 1 abstention) 9:05 PM (ET)

The Committee discussed the motion to appeal the ruling of the Chair.

Point of Order: (Elizabeth von Gunten) - “We’ve had this conversation. The committee decided when and where to hear this. This is dilatory. There is no reason to abdicate our responsibilities.”

The Chair ruled that the speaker was not out of order.

Motion: (Teresa Allen) “That we not discuss the KPFA budget until the February 27, 2024, meeting.” (Ruled out of order)

Point of Order: (R. Paul Martin) “We cannot put a question beyond the reach of the next regular meeting. Also the KPFA budget is not on this agenda.”

The Chair ruled that the point was well taken.

Call for the orders of the day: (R. Paul Martin) 9:12 PM (ET)

Review the End of Year Consolidated Monthly Statements for the 12 months ending September 30, 2023 9:12 PM (ET)

The committee again discussed the “Pacifica Foundation Consolidated Monthly Income Statement For the Twelve Months Ending Saturday, September 30, 2023.” The issue of

personnel costs and consultants was discussed, as was the sustainability of large rents and other expenses. There was a discussion about the way the consolidated financials show Central Services fees as being paid. There was a question with regard to the accuracy of the actuals. The Executive Director said that the way Central Services are shown in the consolidated financials does not make sense at all. She said that NETA also had a hard time with it. She said that the consolidated financials show Central Services as an accrual. She said that she wanted to place Central Services on a revenue line for the Pacifica Radio Archives and the National Office and as an expense for others. She said that the forms were too complicated and that moving forward it needs to be done differently.

The committee discussed how the actuals tracked or did not track for various stations. There was a discussion of the coding of revenue. The Executive Director said that there needs to be a consistency across the board so we know what constitutes a Major Donor and other revenue lines.

In answer to a question the Executive Director said that the National Office could not ascertain the number of FTEs that support the \$5.3 Million Total Salaries & Related Expenses line. She said she would put that question at the top of her list.

There was a discussion of the analysis in the consolidated financials. The Executive Director said that the Treasurers and local Finance Committees should be doing that analysis and that they should put notes and comments in the budgets so the NFC could get a general overall picture. In answer to a question the Chair said that this would be up to the PNB. He said that a motion like that could come out of the NFC asking the PNB to do that or an LSB could ask the PNB to do it or a Director could bring it to PNB directly.

The Executive Director was asked what would it take for Pacifica to be able to transition to a more understandable form. She said that she didn't know. She said that when she'd worked on budgets with stations they used a different format. She said that she didn't know where this consolidated financials form came from and she didn't know if we have to use it. She said that the National Office gets numbers and the National Business Manager puts the numbers into this form. She said that this form is something we have to use because of some system. She said that she doesn't want to send it out because it causes more problems. She said that the format was ridiculous to her.

The committee discussed money owed to KPFA from years ago and Central Services payments. A request was made to the Executive Director to give the committee a three year base for each station for what they owed for Central Services at the next meeting.

There was a discussion about how the decision is made that a station does not pay Central Services. The Executive Director said that it's decided by the station. There was then a discussion of how other financial decisions are made with regard to expenses. The Executive Director said that that was a positive reason for putting all of the bank accounts in one place and making consultants do invoices. She said that some consultants balked at that but that it has helped and we're paying bills and have better control. She said that Pacifica can prioritize what

bills need to be paid and can tell people to whom we owe money that we're sending out checks, which is giving us a much better grasp on the outlay of money.

There was a discussion of Central Services not being paid in a timely manner causing the postponement of the 2022, elections, and how if they had been paid in a timely manner Pacifica could have avoided the litigation that resulted from it and might have been able to pay for the overdue audit. The Executive Director asked at what point did not paying Central Services become a priority?

Point of Order: (Teresa Allen) The member asked, "is there a question for the Executive Director?" and objected to a member making comments.

The Chair ruled the point not well taken; he said that people have made comments during this discussion.

Motion: (Teresa Allen) "To appeal the ruling of the Chair." (Chair's ruling upheld 5 for, 3 against)

The Committee discussed the motion to appeal the ruling of the Chair.

Call for the orders of the day: (R. Paul Martin) 10:05 PM (ET)

It was agreed that the "Pacifica Foundation Consolidated Monthly Income Statement For the Twelve Months Ending Saturday, September 30, 2023" could now be released to the public.

Report from the Executive Director 10:06 PM (ET)

The Executive Director said that she had nothing new to report.

In answer to a question the Executive Director said that WPFW had not moved all of its accounts to the Bank of America and that KPFA also has not. She said that to her knowledge KPFA was putting together a statement about why they want to keep the majority of their funds in the local bank that they have been using. She said that she assumed that the KPFA Directors will make a presentation to the NFC or PNB about why. She said that there had been a discussion about moving an account that was just for payroll to Bank of America. In answer to a question the Executive Director said that moving to Bank of America could be mandatory, maybe by a motion from the NFC to the PNB. She said that many parties were involved and she didn't know who would determine how that would happen. In answer to a question the Executive Director said that KPFA was sometimes resisting giving access to view their accounts to the National Office.

Motion: (Lynden Foley) "To extend the time for this item and the meeting by to 10:30 PM (ET)." (Passed without objection) 10:13 PM (ET)

The Executive Director said that when she needs financial information that, given ample notice, the KPFA Business Manager does send her a nice, detailed report of cash in bank, outstanding

payables and available money. The KPFA Treasurer said that KPFA was appealing the decision to move to Bank of America not refusing to do so. There was further discussion of the issue of the Executive Director being able to view bank accounts. The Chair said that the PNB had passed a resolution saying that all accounts would go to one bank. The Executive Director said that a motion is a motion but she can't force closure of a bank account, and that she hoped that the directors would make that point at a PNB meeting.

Updates from the National Office and WPFW on when the NFC may expect to receive their budgets 10:23 (Passed without objection)

The WPFW Treasurer said that he did not have the information and that the Executive Director and he needed to connect. He said he intended to reach out to her after this meeting.

Motion to move into Executive Session 10:24 PM (ET)

A phone call was made to get the stream cut for the executive session. There was a discussion about whether or not to do a rise and report and come back to the stream after the executive session.

Adjourned to executive session 10:27 PM (ET)

Submitted by R. Paul Martin, Secretary