

Draft Agenda - *Public Version*  
Pacifica National Board Regular Session  
Teleconference Meeting  
Thursday, December 7, 2023, 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, KFPK, Listener Sue Goodwin, WPFW, Staff Heather Gray, WRFG, Affiliate Donna Grimes, WPFW, Listener Julie Hewitt, WPFW, Listener	Evelia Jones, KFPK, Listener Marianne Martinez, KPFT, Listener James McFadden, KPFA, Listener Darlene Pagano, KPFA, Staff Myla Reson, KFPK, Staff Shawn Rhodes, WBAI, Staff James Sagurton, WBAI, Listener Sharonne Salaam, WBAI, Listener Akio Tanaka, KPFA, Listener Beth von Gunten, KFPK, 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 November 16, 2023 meeting of the PNB:  
*The PNB met in closed session to hear confidential reports on legal and real estate matters.*
  - D. Excused Absences
  - E. Identify Timekeepers
2. Affiliate Representative Director Elections – 30 min.
  - A. Candidate introductions: Kaja Brown, Heather Gray (10 min.)
  - B. Questions for candidates (15 min.)
  - C. Motion on Electing Affiliate Representative Directors (see APPENDIX; 5 min.)
3. Agenda approval for the open portion of the agenda – 5 min.
4. Approve minutes of open sessions – 5 min.
5. Committee Reports
  - a) Audit Committee – 1 min.
  - b) Coordinating Committee – 3 min.

- c) Finance Committee (see APPENDIX) – 10 min.
- d) Governance Committee – 5 min.
- e) Elections Committee – 1 min.
- f) Programming Committee – 10 min.
- g) Strategic Planning Committee – 1 min.
- h) Personnel Committee – 1 min.
- i) Development Taskforce – 3 min.
- j) Technology Taskforce – 3 min.

6. Affiliates Report – 5 min.

7. ED Report and Q & A – 20 min.

8. General Counsel Report and Q & A – 10 min.

9. Unfinished business – 30 min. (10 min. each for a to c)

- a) Motion from Teresa Allen
- b) Motion from Jim Dingeman amending a motion previously adopted on underwriting
- c) Motion from Aki Tanaka to amend/rescind a previously adopted motion
- d) Cleaned up version of Underwriting motion from 11/17/2022

10. 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.

**11. Motion to Move into Executive Session at time certain of 11:00 pm – 1 min.**

*12. Agenda approval for the executive portion of the agenda – 5 min.*

*13. Approve minutes of closed sessions – 5 min.*

*14. Confidential Contractual Matter – 10 min.*

*15. General Counsel Report and Q & A – 10 min.*

*16. ED Report and Q & A – 15 min.*

*17. Personnel Committee Report – 30 min.*

*18. Unfinished Business – 1 min.*

*19. New Business – 1 min.*

*20. Discuss what from this session may be shared with LSBs in closed session – 5 min.*

21. Report-out for kpftx.org and for reading at the next open session – 3 min.

22. Rise and report (includes reading the report-out) – 1 min.

**23. Adjourn at a time certain of 12:00 am ET.**

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**APPENDIX**

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

**2. Motion on Electing Affiliate Representative Directors**

WHEREAS, Article Five, Section 4 of The Pacifica Bylaws specifies that "... at a Board meeting in December each year, the Directors present and voting (excluding any then current Affiliate or At-Large Directors from the vote) shall establish a protocol for balloting and shall elect two (2) Affiliate Representative Directors from the nominees submitted by affiliate stations and/or affiliate station associations, using the Single Transferable Voting method."

AND WHEREAS, for in-person meetings, Pacifica's parliamentary authority specifies that "... the chair appoints tellers to distribute, collect, and count the ballots, and to report the vote." [RONR (12th ed.) 45:26]

AND WHEREAS, since the suspension of annual in-person meetings, the PNB has been conducting its elections via electronic mail,

RESOLVED, that these affiliate representative director elections shall be conducted via electronic mail, with Terry L. Goodman serving as Chair of Tellers and Sara Roos serving as Secondary Ballot Recipient and Teller.

FURTHER RESOLVED, that all currently serving Directors (excluding any then current Affiliate or At-Large Directors from the vote) are authorized to vote and will be sent voting instructions and ballots via email by one of the tellers on or before December 9, 2023, and that the polls shall close on Wednesday, December 13, 2023 at 11:59 pm Pacific Standard Time.

**5c. Motion from NFC on KPFT budget**

The NFC recommends to the PNB that it approve the KPFT FY24 Budget.

**9a. Motion from Teresa Allen**

Whereas confusion about the correct roster for the KPFT LSB for the 2023 term began at its first meeting on December 18, 2022,

Therefore, in order to avoid such confusion for the 2024 term, the Pacifica National Board hereby ratifies the 2024 KPFT LSB roster for seating at the first meeting in December to be as follows:

Rodrigo Argueta Vargas (staff; elected), Christina Avalos (continuing), Doug Barnett (continuing), Veronica Becerra (continuing), Mike Bressler (continuing), Tatanka Bricca (elected), Rachel Bruhnke (elected), John Cromshow (continuing), Ace Eastwick (elected), Vic Gerami (staff; continuing), Aryana Gladney (elected), Jan Goodman (elected), Wendell Handy (staff; elected), Nikki Haun (continuing), Ralph Hawkins (elected), Michael Heiss (continuing), Sue Cohen Johnson (continuing), Evelia Jones (re-elected), Oye Oyeyipo (continuing), Robert Payne (elected), Myla Reson (staff; continuing), Oscar Ulloa (staff; elected), Harvey Wasserman (re-elected), Carlos Zavala (continuing)

**9b. Motion from Jim Dingeman to Amend a Previously Adopted Motion [on Underwriting]**

Whereas,

- Pacifica stations are an integral part of the communities they serve and will strengthen those bonds by partnering with other community-based businesses and organizations,
- Pacifica considers its values, programming, history, traditions, audiences and reputation to be priceless,
- Pacifica listeners and supporters expect Pacifica and organizations with whom Pacifica associates to uphold the highest levels of ethics in internal and external policies and practices,
- Ethical underwriting can enhance and diversify Pacifica revenues while providing valuable mission-consistent information to the communities served by Pacifica stations, enhancing the listener experience.

Therefore, be it resolved that,

- Any Pacifica station may elect to institute a restricted form of underwriting that adheres to the guidelines specified below:
- Entering into a restricted underwriting program is voluntary for each station. Any station that opts into the program may terminate its participation at any time.
- The General Manager of each participating Pacifica station will notify the Executive Director whether that station will or will not opt in or opt out of the restricted underwriting program.
- Sponsor partners will be: non-profit organizations whose Missions are aligned with Pacifica's Mission, local businesses, and public interest and cultural institutions.
- Stations shall not accept financial support from any entity whose business practices conflict with our Mission Statement and programming. No agreement shall be entered into with any entity that has a record of being anti-labor, support for any technology that contributes to climate change, supports the production of chemicals or agricultural practices that are harmful to life and the environment, supports censorship or the invasion of our privacy, promotes racism or sexism, or any form of hate speech, supports militarism, nationalism and xenophobia, or supports the abridgement of the rights of women to control their own bodies or the rights of the LGBTQ community for full equality or the rights of immigrants.
- In order to ensure editorial objectivity, the stations in the program will exercise considerable care to maintain a barrier between all programming and fundraising efforts, a distinction that holds for both music and news/public affairs productions but is especially critical for the latter.
- An underwriter may not dictate the content of programs; consequently, funders of news and public affairs programs must refrain from any attempts to influence editorial content; all

editorial decisions are based on the judgment of local management of what is good journalism, and not based on suggestions and agendas that further the interests of the funders, however legitimate those interests may be.

- The stations in the program shall discourage direct contact between funders and programming staff and volunteers, and contacts with funders must be made through the personnel delegated by local management to handle those affairs.
- Stations in the program will accept an underwriting partnership based on the needs of the station, availability of airtime, Web site availability and compatibility with programming and Mission.
- For those stations opting into the program, all programs, dayparts or portions of the Web site may be considered for underwriting, and an underwriter may support an individual program or a category of programs (for instance, music and arts).
- The General Manager will develop a plan to include realistic estimates of administrative costs for marketing, increased responsibilities for engineers, etc. as well as a realistic estimate of expected revenue. The impact of underwriting agreements on the financial health of the station shall be subject to regular review by management and the appropriate governance body along with that of other fund raising efforts.
- Each underwriting contract shall be individually negotiated by the management of the local station.
- A schedule of fees shall be written into the contract, and premium rates will apply during drive time.
- Each grant is subject to an evaluation period at the end of which either party may decide to terminate the grant agreement.
- Station management is responsible for maintaining records of all underwriting spots.
- All underwriting spots must be in compliance with FCC, CPB and IRS regulations and the programming requirements of the station.

**9c. Motion from Aki Tanaka to Amend/Rescind a Previously Adopted Motion**

[TBD]

**9d. Rewritten Underwriting Motion**

[TBD]

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

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Meeting Notice:

**Thursday, December 7, 2023**

**Pacifica National Board**

**Purpose:** First regular meeting of the month.

**8:30 PM ET**  
**Teleconference**  
**Committee**  
**Members**

Regular meeting, per PNB motion of 3/2/2023. Part of the meeting may be in closed session. If

the PNB starts in closed session, we'll try to say so here. Refresh the page to make sure you have the latest info.

Nancy Sorden

Posted: 09/28/2023 - 5:22 PM

[nancy.sorden@wap.org](mailto:nancy.sorden@wap.org)

Updated :09/28/2023 -  
5:26 PM