

Approved Minutes
Pacifica National Board Open Session
Teleconference Meeting
Thursday, February 23, 2023

Directors:

Teresa J. Allen, KPFT, Listener p Adriana Casenave, KPFT, Listener p Jim Dingeman, WBAI, Listener p Vanessa Dixon-Briggs, WPFW, Listener p Fred Dodsworth, KPFA, Listener p William Foster Jr., Affiliate p Sue Goodwin, WPFW, Staff p Heather Gray, WRFG, Affiliate p Donna Grimes, WPFW, Listener p Julie Hewitt, WPFW, Listener 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 Shawn Rhodes, WBAI, Staff p James Sagurton, WBAI, Listener p Sharonne Salaam, WBAI, Listener p Akio Tanaka, KPFA, Listener p Beth von Gunten, KPFK, Listener p Egberto Willies, KPFT, Staff p
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Others:

Stephanie Wells, Executive Director p
Arthur Schwartz, Pacifica Counsel p
Nancy Sorden, Secretary p

1. Preliminary Items

- A. Meeting Called to Order by Chair Pro Tem Julie Hewitt at 8:45 pm ET
- B. Roll Call p = present a = absent
- C. Report-out from the executive session of February 16, 2023 meeting of the PNB:
The PNB met in closed session to hear two disciplinary matters.
- D. Excused Absences - All absences were excused without objection
- E. Timekeepers – McFadden, Pagano

Adriana Casanave: **Point of Order:**

I ask to immediately stop the seating of the Directors that are not eligible to serve as 2023 PNB Directors because:

To be eligible to serve as Director you must be a Delegate as stated on "**Article Five, Board of Directors of the Foundation, Section 1 : Board of Directors-Eligibility, Number, Powers and Duties**B. ELIGIBILITY.

Some of the people called on this Roll Call are ineligible to serve because they are not Delegates according to the Pacific Foundation Bylaws "**Article Four, Delegates, Section 8: Terms of Office; Term Limits**".

Delegates are limited to a maximum of 6 consecutive years, after which they are replaced through an election or through the use of the runners-up list from the last certified election.

Chair Pro Tem: The PNB already voted on this. **Ruled Out of Order**

2. **Motion for Agenda approval** for the open portion of the agenda – put forth by Chair Pro Tem; 2nd – Donna Grimes

Agenda approved without objection

3. Approve Minutes of February 9, 2023 –**No minutes available yet.**

4. Motion from Chair Pro Tem Ratifying Election of Officers for the 2023 PNB

WHEREAS the Pacifica National Board held elections of officers and the teller's report, dated February 18, 2023, has been shared with all directors,

THEREFORE, be it resolved that the Pacifica National Board ratifies the tellers' report and affirms the duly elected officers to be: Chair: Julie Hewitt; Vice Chair: Heather Gray; and Secretary: Nancy Sorden.

2nd – Donna Grimes.

Discussion: Thanks to Akio Tanaka and Beth von Gunten Pro Tem Secretaries.

Passed without objection

5a Motion Standing up Elections Committee for 2023 – put forth by Chair

WHEREAS the PNB had to postpone the 2022 elections for lack of funds to 2023, with timelines spelled out in the bylaws; and

WHEREAS the 2021 National Elections Supervisor issued a final report which detailed recommendations on pp. 7-9 and cost saving measures on pp. 24-27;

THEREFORE be it resolved that the PNB establishes the Elections Committee for 2023, charged with: prioritizing those recommendations and cost-savings measures the PNB should adopt for the 2023 elections; and assist the Executive Director, National Election Supervisor, and Local Election Supervisors as requested in the conduct of the elections;

FURTHER RESOLVED that membership on the Elections Committee shall consist of one Director from each of the five Pacifica stations, as well as two Delegates from each of the five Pacifica stations.

Discussion – **Motion to extend time for item – Passed without objection**

Main Motion Passed without objection

5b. Motion Standing up Personnel Committee for 2023 – put forth by Chair

WHEREAS the PNB has a duty to oversee personnel matters within Pacifica,

THEREFORE be it resolved that the PNB establish a Personnel Committee for 2023 with a mandate to conduct a performance evaluation of the Executive Director, and to report back to the full PNB with recommendations, if any;

FURTHER RESOLVED that the Personnel Committee shall consist of the PNB Chair, Vice Chair, Secretary, and NFC Chair; one Director from each of the five Pacifica stations; and one Affiliate Representative Director from the Pacifica Affiliates Network. No Delegates shall serve on the Personnel Committee.

Discussion

Passed without objection

5c. Motion Standing up Programming Committee for 2023 – put forth by Chair

WHEREAS directives from the PNB to dictate programming to the five stations that do not also provide resources to stand up such programming are not well received,

THEREFORE be it resolved that the PNB establishes the Programming Committee for 2023, charged with: systematically reviewing and analyzing ratings across the five stations and type of programming to establish principles of attracting listeners; identify the top fundraising shows, on a per-member basis, across all five stations to share with the general managers and program directors to highlight the programs most successful at fundraising;

FURTHER RESOLVED that membership on the Programming Committee shall consist of one Director from each of the five Pacifica stations and a Director representing the Affiliates, as well as two Delegates from each of the five Pacifica stations.

Discussion **Motion to extend time for item Passed without objection**

Sue Goodwin put forth Motion to amend by adding to the end of the THERFORE paragraph: tasked with supporting the most effective way to maintain the Pacifica mission.

2nd Jim Dingeman

Amendment Passed with one objection (Sharonne Salaam).

Main Motion, as amended,

WHEREAS directives from the PNB to dictate programming to the five stations that do not also provide resources to stand up such programming are not well received,

THEREFORE be it resolved that the PNB establishes the Programming Committee for 2023, charged with: systematically reviewing and analyzing ratings across the five stations and type of programming to establish principles of attracting listeners; identify the top fundraising shows, on a per-member basis, across all five stations to share with the general managers and program directors to highlight the programs most successful at fundraising; and tasked with supporting the most effective way to maintain the Pacifica mission;

FURTHER RESOLVED that membership on the Programming Committee shall consist of one Director from each of the five Pacifica stations and a Director representing the Affiliates, as well as two Delegates from each of the five Pacifica stations.

Passed without objection

5d. Motion Standing up Strategic Planning Committee for 2023 – put forth by Chair; 2nd Jim Dingeman

WHEREAS the Pacifica Foundation is currently obligated to repay in full a loan in the amount of \$2.5 million by October 2024;

THEREFORE be it resolved that to address the short, medium and long term problems of the Pacifica Foundation so that it can realize its full potential as an alternative voice while serving its

local communities, the PNB authorizes the formation of a Strategic Planning Committee (SPC) to devise a strategic plan for the Pacifica Foundation.

FURTHER RESOLVED that the SPC undertake a 6-month review of the underwriting pilot begun in 2022; consider ways to monetize the archives; consider the best approach to a national platform for podcasting; along with the Programming Committee consider ways to create compelling national programming content that takes advantage of economies of scale across the five Pacifica stations as well as the Affiliates Network

FURTHER RESOLVED that the Strategic Planning Committee consist of the following members:

1. The Chair of the PNB
- 2 The Chair of the National Finance Committee
3. One Director from each of the five Pacifica stations to be selected by an IRV election
4. One Affiliate Director to be selected by an IRV election
5. Members of the SPC from 2021 and 2022 who are no longer Directors may participate in the work of the 2022 Strategic Planning Committee as non-voting advisors.

Discussion

Motion amend to add the PNB Secretary as a member of the Strategic Planning Committee.
Moved and seconded.

Passed with one objection.

Main motion as amended

WHEREAS the Pacifica Foundation is currently obligated to repay in full a loan in the amount of \$2.5 million by October 2024;

THEREFORE be it resolved that to address the short, medium and long term problems of the Pacifica Foundation so that it can realize its full potential as an alternative voice while serving its local communities, the PNB authorizes the formation of a Strategic Planning Committee (SPC) to devise a strategic plan for the Pacifica Foundation.

FURTHER RESOLVED that the SPC undertake a 6-month review of the underwriting pilot begun in 2022; consider ways to monetize the archives; consider the best approach to a national platform for podcasting; along with the Programming Committee consider ways to create compelling national programming content that takes advantage of economies of scale across the five Pacifica stations as well as the Affiliates Network

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4. One Affiliate Director to be selected by an IRV election
5. Members of the SPC from 2021 and 2022 who are no longer Directors may participate in the work of the 2022 Strategic Planning Committee as non-voting advisors.
6. The PNB Secretary

Passed without objection

5e. Motion on Nominating and Voting on 2023 Committees

WHEREAS the Pacifica Bylaws, Article Eight, Other Committees of the Board of Directors, Section 3: Standing Committees requires the following standing committees of the PNB: Coordinating Committee, Governance Committee, Finance Committee and Audit Committee;

WHEREAS the Pacifica Bylaws allow for other committees to be established by the PNB;

WHEREAS the Pacifica National Board voted at its February 23, 2023 meeting to establish the following other committees: Elections Committee, Personnel Committee, Programming Committee and Strategic Planning Committee;

THEREFORE be it resolved that PNB nominations for standing and other committees open on February 24, 2023 when the nominations form is sent to all directors, and that nominations close at midnight Pacific time on March 1, 2023; that the tellers will send out ballots by March 3, 2023; and that ballots will be due by midnight Pacific time on March 10, 2023.

Teresa Allen put forth Motion to amend by changing February 24, 2023 to February 23, 2023 and March 1, 2023 to March 2, 2023 and March 3, 2023 to March 4, 2023

2nd -Fred Dodsworth

Amendment Passed without objection.

Main Motion, as amended,

WHEREAS the Pacifica Bylaws, Article Eight, Other Committees of the Board of Directors, Section 3: Standing Committees requires the following standing committees of the PNB: Coordinating Committee, Governance Committee, Finance Committee and Audit Committee;

WHEREAS the Pacifica Bylaws allow for other committees to be established by the PNB;

WHEREAS the Pacifica National Board voted at its February 23, 2023 meeting to establish the following other committees: Elections Committee, Personnel Committee, Programming Committee and Strategic Planning Committee;

THEREFORE be it resolved that PNB nominations for standing and other committees open on February 23, 2023 when the nominations form is sent to all directors, and that nominations close at midnight Pacific time on March 2, 2023; that the tellers will send out ballots by March 4, 2023; and that ballots will be due by midnight Pacific time on March 10, 2023.

Passed without objection

At 10:10 pm ET Motion put forth by Chair to Move into Executive Session

Passed without objection

MEETING NOTICE:

Thursday, February 23, 2023

8:30 PM ET

Pacifica National Board

Teleconference

Purpose: To address PNB committees and any unresolved issues from previous meeting.

Committee Members

Akio Tanaka

akiot04@yahoo.com

Posted: 02/16/2023 - 5:05 PM

Updated: 02/16/2023 - 5:05
PM

Minutes submitted by Nancy Sorden, Secretary, Pacifica National Board, March 16, 2023.
Resubmitted with requested correction March 23, 2023. Approved with proviso that Casenave point of order be added.