

Minutes
Regular Pacifica National Board Open Session
Teleconference Meeting
Thursday, July 7, 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 - exc Heather Gray, WRFG, Affiliate - p Donna Grimes, WPFW, Listener - exc 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 - exc Mark Van Landuyt, KPFA, Listener - p 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 regular monthly meeting was called to order at 8:41 pm.

B. Roll Call – A quorum was present.

C. The Chair reads the Report Out from the Closed Sessions of 6/9/22, 6/16/22, 6/23/22, 6/30/22:
6/9: “The PNB met in closed session to discuss proprietary matters concerning directors, personnel, and finances.”

6/16: “The PNB met in closed session to discuss a confidential compromise agreement, personnel issues, and other aspects of our current financial situation.”

6/23: “The PNB met in closed session to discuss confidential personnel, contract, and financial matters.”

6/30: “The Pacifica National Board met in closed session to deal with proprietary financial issues. The PNB also adopted the following motion on LSBs Soliciting Funding from Local Governments:

Whereas the Local Station Boards and Pacifica National Board are not give-or-get boards typical of many nonprofits; and

Whereas Pacifica is currently in a dire financial situation; and

Whereas Local Station Boards are in the best position to make contact with local city council members and other locally elected officials; and

Whereas some local officials may have discretionary budget authority that can be distributed to local nonprofits;

Therefore be it resolved that the chair of the Pacifica National Board shall work with Local Station Board chairs who shall in turn work with their Local Station Board members (listener-sponsor and staff) to identify existing relationships that may be leveraged and seek volunteers where there are not;

Be it further resolved that these volunteers shall seek access to discretionary funds for the Pacifica Foundation.”

D. Excused Absences - Burt Cohen, Sue Goodwin, Sharonne Salaam

E. Identify Timekeepers

people – Heather Gray

topics – Susan Young

2. Agenda approval – 10 min. The agenda was approved as amended, to move the Governance Committee report to a later slot on the agenda.

3. Approve Minutes of the Open Session of 6/9/22 – 3 min.

The minutes were approved as presented.

4. ED Report and Q & A – 20 min.

ED Stephanie reported on the just completed national fund drive, which brought in \$31,865.00. She pointed out that this was less than previous fund drives, but it's a start. She is working to map out the coming year in terms of fundraising. There are clearly problems to resolve. She is looking into many potential funding sources. There are still significant past due payables. It's time to start developing 2023 budgets.

5. CFO Report and Q & A – 10 min.

Julia gave a cash update. 5 of the 7 units will be able to fund their 7-15-22 payrolls and August health insurance premiums. The national office is not receiving funds from units, so cannot pay its bills.

There was discussion of using one bank for all Pacifica units, to save time and money.

There was discussion of the audit and just how massive a task it is.

6. Committee Reports

a) Audit Committee – 15 min.

Eileen Rosin, chair of the Audit Committee, reported.

The Audit Committee approved the following motion:

"Whereas the PNB Audit Committee is entrusted with the duty to facilitate the audit process so that this can be carried out in a timely manner;

Therefore, be it resolved that the PNB Audit Committee strongly urges the PNB to direct the PNB Finance Committee to look into any delays by [Unit] in the documentation required for the audit for FY 2021 and recommend solutions or corrections as needed so that the Audit 2021 can be carried out to completion in a timely manner".

Chair Julie ruled the motion out of order because although it was very helpful, it would not speed the audit.

Audit Committee Chair Eileen reported further that the committee had discussed the Auditor's 'management letters' and how to resolve the issues raised in those letters.

b) Coordinating Committee – 3 min.

Chair Julie reported that the Coordinating committee met and developed the agenda for this meeting.

c) Finance Committee – 10 min.

Committee chair James Sagurton reported that the last meeting was canceled in favor of gathering necessary information for the audit. He particularly wanted to emphasize how good it has been working with NETA, and the fervent hope of the Finance Committee that the relationship can continue.

d) Governance Committee – 10 min.

The Governance Committee passed the following motion and moved it to the PNB.

Motion 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.

The chair of the Governance Committee requested that this item be postponed until the next meeting. There being no objection, the report was postponed.

PNB Chair Julie agreed to add this item as an open session item to the next PNB meeting.

e) Elections Committee – 5 min.

Chair Teresa reported on the work of the Elections working group. They are working on the assumption that there will be no election this year.

f) Programming Committee – 20 min.

The Pacifica National Programming Committee asks the PNB to pass the following motion:

As it is crucial that programming be improved at all 5 stations, the PNB asks the Executive Director to ensure that the following Pacifica Programming Policies be implemented at all 5 stations. Further, the PNB asks the ED to report progress about this implementation to the PNB within 2 months.

Here are the 2 Resolutions:

The Pacifica National Board adopted the following 2 resolutions regarding Program Directors and Programming Evaluation (see PNB minutes

https://kpftx.org/archives/pnb/pnb170622/pnb170622_5045_minutes.pdf)

Motion: Programming Committee B: Programming Directors: (proposed by Grace Aaron)

That the job descriptions of all Pacifica Program Directors include the following:

The Program Director is expected to improve the listenership of the station. If the station does not subscribe to Nielsen ratings, the listenership shall be estimated based on the following metrics, each one given equal weight:

1) The number of online listeners tabulated by an analysis of the information available on <http://stats.pacifica.org/> and/or individual downloads or online listeners tracked on individual station websites.

2) The gross revenue of the station, as improved listenership generally is reflected in improved revenue.

3) Increased membership, as improved programming builds larger audiences and results in more listener support and loyalty.

It was pointed out that these motions had in fact been adopted in 2017 and not implemented.

Jim Dingeman moved and Heather Gray seconded to reaffirm the motion.

There being no objection, the motion to reaffirm passed.

Motion: Programming Committee C: Program Evaluation: (Proposed by Grace Aaron)

Listenership at all 5 stations has been declining, as far as we can tell without subscribing to Nielsen ratings. Declining listenership has resulted in declining membership and income. This has been forcing stations to lengthen fund drives and resort to other measures to make ends meet. Because of this it is imperative that programming improvement be a top priority. Therefore, it is necessary to evaluate programs on an individual basis. Thus, the Program Director is charged with evaluating every program using the following criteria:

- 1) Nielsen ratings (if available).*
- 2) Amount of money generated by the program.*
- 3) Amount of membership generated by the program.*
- 4) Does the program content conform with the Pacifica Mission?*
- 5) Willingness of the programmer to create learning opportunities for interns, including affording them some on air experience.*
- 6) Sound quality of the program.*
- 7) Production values of the program.*
- 8) Does the program subject matter add diversity to our grid in terms of appeal to varied demographics and interests?*
- 9) Does the program have a social network presence and is the programmer and/or producer promoting through social media and other outreach?*
- 10) Input from stats.pacifica.org, Community Advisory Boards, PNB National Programming Committee and Audio Port program sharing history.*
- 11) Amount of Volunteer participation of programmer in station operations and events. Programs should be judged based on their placement on the grid. In other words, as morning drive time has a higher potential audience it should be expected to produce more income than shows in a less advantageous time slot. The Program Director should first evaluate all programs involving paid staff. The next evaluation priority will be all programs in daytime hours during the week and on weekends.*

It was pointed out that these motions had in fact been adopted in 2017 and not implemented.

Susan Young moved and Jim Dingeman seconded to reaffirm the motion.

There being no objection, the motion to reaffirm passed.

g) Strategic Planning Committee – 3 min.

Jim Dingeman reported that the committee ran the national fundraiser and intend to do more of them. They are forming an underwriting task force and looking for immediate resolutions.

h) Personnel Committee – 3 min.

Chair Beth reported that the newly constituted committee held its initial meeting on 7-5-22 and will meet again 7-24-22. Beth provided at report:

2022 PNB Personnel Committee

Report to the PNB

Thursday, July 7, 2022

The newly constituted 2022 PNB Personnel Committee held its initial meeting via teleconference on Tuesday, July 5, 2022, at 5:30pm PT, 8:30pm ET. To safeguard employee privacy rights as legally required, all meetings will be held confidentially in closed session. The Committee will report regularly to the PNB. The Committee will meet again on Sunday, July 24, 2023, at 5pm ET, 2pm PT.

The Committee reports out that:

The 2022 PNB Personnel Committee convened in closed session to discuss personnel matters. No actions were taken.

Beth von Gunten
Chair Pro Tem

i) Development Taskforce – 5 min.

Chair Beth reported that the Task Force held its regular meeting 6-27-22, with 12 participants, including many staff. She reports vigorous discussion, but wants all stations to have CABs and for those CABs to be represented on the Task Force. Beth provided a report:

2022 PNB Development Task Force

Report to the PNB

Thursday, July 7, 2022

The PNB Development Task Force held its regular monthly meeting via teleconference on Monday, June 27, 2022, with twelve participants, including Pacifica Executive Director Stephanie Wells. New KPFK CAB Chair Dan McCrory reported on his efforts to network with all five Pacifica station CAB Chairs regarding the current status of all local CABs in support of Pacifica's effort to re-qualify the network as a whole for future CPB funding. That led to robust discussion of the extent of each station's presumed obligation to make a good faith effort to implement a fully functional local CAB, in response to one CAB chair's comment that their local CAB was "on pause" while awaiting the outcome of certain national issues. It was suggested that Pacifica governance consider addressing this at the policy level. Pacifica ED Stephanie Wells then introduced the potential for all local members to approach their own local elected officials to solicit financial support for Pacifica from local discretionary funds. She offered to help mentor anyone into that process who was willing to give it a try. The next regular meeting of the PNB Development Task Force will be Monday, July 25, 2022, at 8:30pm ET, 5:30pm PT.

Beth von Gunten
NDTF Chair

j) Covid-19 Taskforce – 3 min.

There was no report

k) Technology Taskforce – 5 min.

Jim Dingeman reported that the Task Force will hold a national meeting 7-9-22 to discuss many options.

7. Unfinished business – N/A

8. New Business – 10 min.

Susan Young had submitted a motion for consideration

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.

Given the hour, Susan moved to postpone presentation of the above motion until the September meeting. Jim Dingeman seconded. There being no objection, the motion to postpone passed.

Susan Young then moved, and Heather Gray seconded, the following motion on underwriting:

MOTION TO AUTHORIZE STATIONS TO SEEK UNDERWRITING THAT PROVIDES A PUBLIC SERVICE, IS CONSISTENT WITH THE PACIFICA MISSION AND GOALS AND CONFORMS TO ALL LEGAL AND REGULATORY REQUIREMENTS.

Whereas named sponsorships or underwriting can provide a valuable community service that enlivens the cultural and economic vitality of community radio programming;

Whereas sponsorships and underwriting with policies that conform to all Pacifica policy, legal and regulatory requirements can provide a valuable source of revenues;

Now, therefore, be it resolved that

- *the Pacifica National Board tasks the Executive Director to engage with General Managers, Program Directors, Affiliates, the Archives and others to draft policies and procedures for approval by the Pacifica National Board to guide business units that elect to seek sponsorships or underwriting;*
- *Pacifica stations and the Archives are authorized to seek underwriting at their discretion subject to the policies and procedures approved by and from time to time amended by the Pacifica National Board.*

James Sagurton proposed an amendment to strike "at their discretion" and substitute "after"

Lawrence Reyes moved and Beth vom Gunten seconded to postpone consideration of the motion until further study has been done, to assure that it aligns with Pacifica's mission and principles.

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

Voting yes were Lawrence Reyes and Beth von Gunten.

Voting no were Teresa Allen, Jim Dingeman, Vanessa Dixon-Briggs, Heather Gray, Evelia Jones, Ali Lexa, Marianne Martinez, Darlene Pagano, James Sagurton, Egbert Willies, and Susan Young.

There being 2 yes votes and 11 no votes, the motion failed.

James Sagurton repeated his proposed amendment. In the last clause he proposed to strike the term “at their discretion” and substitute “after.”

Teresa Allen moved to adopt Mr Sagurton’s amended language. That amendment died for lack of a second.

The underlying motion was then brought forward. There being no objection, the motion passed as presented. After the motion passed, Beth von Gunten raised a belated objection. James McFadden asked to have his abstention noted.

9. Adjourn to the closed session at a time certain. The meeting adjourned at 11:36 pm

APPENDIX

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

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

MEETING NOTICE:

Thursday, July 7, 2022

8:30 PM ET

Pacifica National Board

Purpose: Regular meeting of the PNB. Some of the meeting will be in executive session.

Alex Steinberg

Posted: 01/26/2022 - 8:58 PM

Teleconference

Committee
Members

pnbalex@gmail.com