

Approved Minutes – *Open Session*
 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 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 a excused Jan Goodman, KFPK, Listener 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 Marianne Martinez, KPFT, Listener p James McFadden, KPFA, Listener p Darlene Pagano, KPFA, Staff p Myla Reson, KPFK, 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
--	---

Others:

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

1. Preliminary Items –

- A. Call to Order by Chair 8:36 pm ET
- B. Roll Call
- C. Report-out from the executive session of November 16, 2023 meeting of the PNB was read at last week’s meeting (Oct 30)
- D. Excused Absences - Dingeman, Grimes, Salaam, Willies absent at roll call Sagurton moved to excuse absences; Reson seconded. Excused w/o objection
- E. Identify Timekeepers: Jones (persons), Tanaka (items)

2. Affiliate Representative Director Elections –

- A. Candidate introductions: Kaja Brown and Heather Gray introduced themselves
 Dingeman joined the meeting
- B. Questions for candidates
 Grimes joined the meeting
 Salaam joined the meeting
- C. Motion on Electing Affiliate Representative Directors (see APPENDIX)

Motion on Electing Affiliate Representative Directors

Chair Hewitt moved:

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.

Dodsworth seconded.

Dingeman moved to stop debate and go to the vote. Dodsworth seconded.

Vote on calling question passed without objection.

Vote on motion – PASSED without objection

3. Agenda approval for the open portion of the agenda moved by Chair Hewitt, Dodsworth seconded

Dingeman moved to amend by moving 9b to 9a, Dixon Briggs seconded.

PASSED without objection

Open session agenda as amended PASSED without objection

4. Approve minutes of open sessions – none to approve.

5. Committee Reports

a) Audit Committee – no report

b) Coordinating Committee – Sorden – no meeting this month

c) Finance Committee (see APPENDIX) – Sagurton reported and addressed questions.

Motion from NFC on KPFT budget

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

Not a deficit budget. KPFT is paying its Central Services.

NFC still expecting budgets from other units – PRA, KPFA, WBAI, WPFW and the National office.

Dingman moves that PNB approve the KPFT FY24 Budget. von Gunten seconded

PASSED without objection.

d) Governance Committee –met, but no quorum. Will meet again on next 4th Wed.

e) Elections Committee – Tanaka reported they did not meet but will provide recommendations for the next meeting on Jan 3, 2024. The scheduled meeting was not held because the person with the Zoom account had another commitment.

Casenave moved

All Pacific Foundation official meetings be conducted on an official Zoom account or Maestro conference applications that belong to the Pacifica Foundation, without exception.

It was suggested that the Governance committee take it up.

von Gunten seconded Casenave's motion

It was suggested that the Governance committee take it up.

Discussion of the need for multiple Zoom accounts.

Reson moved to postpone until next meeting. Gray seconded

PASSED 10 Yes (Allen, Dodsworth, Gray, Grimes, Hewitt, Jones, Martinez, Pagano, Reson, Tanaka); 9 No (Casenave, Dingeman, Dixon-Briggs, Goodwin, McFadden, Rhodes, Sagurton, Salaam, vonGunten)

f) Programming Committee – Gray reported on its last meeting. Also Goodwin and Dingeman reported on discussion at the meeting.

All PD's will be invited to next meeting to discuss doing national programming on the conflict in Middle East in January. Will ID best of past programming on Middle East issue.

g) Strategic Planning Committee – Dingeman reported meeting this week to discuss draft strategic plan to be released next week.

h) Personnel Committee – Pagano – reported on ED evaluation materials sent to Board for discussion during closed session.

i) Development Taskforce – met this past Monday. Dec. meeting falls on Christmas so canceled. Next meeting 4th Monday January 22.

j) Technology Taskforce – Dingeman will look into Zoom technology for Pacifica. Shorenstein Center working on raising money for local fact-based news shows.

6. Affiliates Report – Gray no report from meetings.

7. ED Report and Q & A

News service in works with Affiliates – can also use for national stations.

Dixon-Briggs moved to extend item to exhaust stack of questions for the ED

Von Gunten seconded

Reson moved to substitute motion with “to exhaust the stack with everyone whose has not yet spoken” Allen seconded

Substitute motion PASSED 9 Yes (Allen, Dodsworth, Goodman, Grimes, Jones, Martinez, Pagano, Reson, Tanaka); 8 No (Casenave, Dingeman, Dixon-Briggs, McFadden, Rhodes, Sagurton, Salaam, vonGunten); 2 Abstentions (Gray, Hewitt)

Main motion as amended PASSED without objection

Q and A with ED continued.

At 11 pm Dodsworth moved to adjourn, seconded, and then Dodsworth moved to withdraw the

motion to adjourn to address item 9a (previously 9b); Reson seconded.

Motion to withdraw motion to adjourn, to address item 9a only PASSED without objection.

8. General Counsel Report and Q & A – item carried forward

9. Unfinished business

a) Motion from Jim Dingeman amending a motion previously adopted on underwriting

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.

Pagano seconded.

Casave moved to amend to add “and approved by the Executive Director” to the fifth bullet from the bottom so that it will read “Each underwriting contract shall be individually negotiated by the management of the local station and approved by the Executive Director.”

Goodman seconded.

Amendment PASSED without objection.

Main motion as amended

i.e., the fifth bullet from the bottom now reads “Each underwriting contract shall be individually negotiated by the management of the local station and approved by the Executive Director.”

PASSED without objection.

b) Motion from Teresa Allen – item carried forward

c) Motion from Aki Tanaka to amend/rescind a previously adopted motion – item carried forward

d) Cleaned up version of Underwriting motion from 11/17/2022 – item carried forward

10. New Business - none

Motion to move meeting into Executive Session at 11:23pm ET

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 KPFK 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 KPFK 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]

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

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

Minutes approved at January 4, 2024 Open session PNB meeting.