

Draft Agenda
Regular Pacifica National Board Open Session
Teleconference Meeting
Thursday, September 1, 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 Burt Cohen, Affiliate Jim Dingeman, WBAI, Listener Vanessa Dixon-Briggs, WPFW, Listener Sue Goodwin, WPFW, Staff Heather Gray, WRFG, Affiliate Donna Grimes, WPFW, Listener Julie Hewitt, WPFW, Listener, Chair Evelia Jones, KPFK, Listener Ali Lexa, KPFK, Staff Marianne Martinez, KPFT, Listener	James McFadden, KPFA, Listener Darlene Pagano, KPFA, Staff Lawrence Reyes, KPFK, Listener Shawn Rhodes, WBAI, Staff James Sagurton, WBAI, Listener Sharonne Salaam, WBAI, Listener Akio Tanaka, KPFA, Listener Mark Van Landuyt, KPFA, Listener Beth von Gunten, KPFK, Listener Egberto Willies, KPFT, Staff Susan Young, KPFT, Listener
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Others:

Stephanie Wells, Executive Director
Julia Kennard, Chief Financial Officer
Arthur Schwartz, Pacifica Counsel
John Tatum, Parliamentarian
Marianne Edain, Recording Secretary
Polina Vasiliev, Secretary

1. Preliminary items – 5 min.

A. Call to Order by Chair

B. Roll Call

C. The Chair reads the Report Out from the Closed Session of 8/11/22:

The PNB met in closed session to discuss confidential personnel, legal, and financial matters, including a time sensitive cash flow update from the CFO.

D. Excused Absences

E. Identify Timekeepers

2. Agenda approval – 5 min.

3. Approve Minutes of the Open Session of 7/28/22 and 8/11/22 – 3 min.

4. ED Report and Q & A – 15 min.

5. CFO Report and Q & A – 15 min.

- 6. General Counsel Report and Q & A – 10 min. *[check with Arthur on the need]*
- 7. Motion to Amend a Previously Adopted Motion on NDAs and Access to Confidential Information – 5 min.
- 8. Motion to Accept and Approve the Teller’s Report for the election for the KPFA seat on the PNB Elections Committee – 3 min.
- 9. Committee Reports
 - a) Audit Committee – 1 min.
 - b) Coordinating Committee – 1 min.
 - c) Finance Committee – 10 min. [Motion on spending limits – see APPENDIX]
 - d) Governance Committee – 1 min.
 - e) Elections Committee – 20 min. [See APPENDIX for four motions]
 - f) Programming Committee – 5 min.
 - g) Strategic Planning Committee – 3 min.
 - h) Personnel Committee – 1 min. *[defer report to closed session]*
 - i) Development Taskforce – 1 min.
 - j) Covid-19 Taskforce – 1 min.
 - k) Technology Taskforce – 1 min.
- 10. Unfinished business – 30 min. [See APPENDIX for four motions]
- 11. New Business – 1 min.
 - a) Motions forwarded to PNB Secretary and PNB at least 48 hours prior are presumed to be included here.
 - b) Any motions sent after, if voted onto the agenda as an amendment.
- 12. Adjourn to the closed session at a time certain of 10:37 pm.

APPENDIX

7. Motion to Amend a Previously Adopted Motion on NDAs and Access to Confidential Information

The following motion was passed without objection during the August 11, 2022 executive session:

A signed Non-Disclosure Agreement is required of anyone in Pacifica governance before receiving confidential information, whether in written form or in a closed session.

Motion to amend is:

WHEREAS the Pacifica National Board passed a motion in executive session on August 11, 2022 regarding directors and delegates access to confidential information; and

WHEREAS Pacifica may from time to time find cause to update the language of the nondisclosure agreement;

RESOLVED that the phrase, “, using the latest version available,” be added to after “Non-Disclosure Agreement”.

8. Motion to Accept the Teller’s Report and Ratification of the KPFA seat on the PNB Elections Committee

WHEREAS the Pacifica National Board held an election for the KPFA director to serve on the PNB Elections Committee and the teller’s report, dated August 20, 2022, has been shared with all directors,

THEREFORE, be it resolved that the Pacifica National Board ratifies the tellers’ report and affirms that Akio Tanaka was duly elected to serve on the PNB Elections Committee.

9c. Motion from NFC on Updating Transaction Limits [Placeholder]

9e1. Resolved that the Elections Committee recommend to the PNB the adoption of the following timeline:

1. That station and national management immediately begin drafting a budget for the coming fiscal year, scheduled to begin October 1, for approval by the NFC/PNB, incorporating funding for the delayed delegate elections, with cash flow projections showing the necessary funds for the hires, the contracted ballot distribution and counting, at the indicated dates;
2. That the PNB direct and ensure that management develops and maintains in an on-going systematic way, accurate, up-to-date, and de-duped lists of station members in both listener and staff classes as defined in the bylaws, prior to the hire of any election supervisors;
3. That the mandate of the National Election Supervisor when hired shall include minimizing the costs of running the election, and particularly of the Local Election Supervisors, by seeking neutral volunteer and pro-bono personnel and service providers to the maximum extent possible;
4. That on-air candidate forums and candidate carts, in rotation through all day parts, shall be aired on each station prior to the distribution of any ballots;
5. That the elections be held in 2023 according to the dates and the timeline specified in the Bylaws; beginning with the posting of the opening for a National Election Supervisor in January and a hire by no later than March 1. [From the Bylaws: In a Delegate election year, the nominations period for seats being vacated shall open on June 1 and remain open for thirty (30) days, closing on June 30. The national and local election supervisors shall thereafter prepare the written ballots for each radio station, listing all of the candidates and setting forth all other information required by these Bylaws. Ballots shall be mailed, or otherwise made available, to

the Members on August 15 (or the following day if August 15 is a mail holiday). To be counted a ballot must be received on or before September 30 (the "Election Close Date"). Note that point 4 above means candidate carts and candidate forums must air in the period between June 30 and August 15, and shall continue airing during the period from August 15-Sept. 30.]

9e2. Motion #1 from Elections Committee:

The Pacifica National Elections Committee moves that the Pacifica National Board work with Pacifica management to:

- Notify the Pacifica membership that Pacifica Management has stated that there are no funds available for the bylaws mandated 2022 Local Station Board Elections.
- In the event that bylaws mandated 2022 Delegate Elections do not occur, ensure that as Local Station Board Delegates end their terms in December of 2022, vacant Delegate seats will not be extended for those terming out or be filled by those defeated in a past election and that the Local Stations Boards will be smaller for part or all of 2023 until elections are held. And further ensure that the smaller 2023 Local Station Boards will elect PNB Directors in January of 2023 and these new Directors will be on the boards for part or all of the year 2023 depending on when new elections are held.
- Implement plans to reduce the costs of elections, raise funds for an election including creating a mechanism for Pacifica members to donate specifically for elections, develop a workable timeline for an election based on the availability of funding and contract only with neutral persons to be involved in making election rulings.

Vanessa Dixon-Briggs will be presenting a minority report on this motion, focusing on the second clause, providing that members whose term ends in Dec. 2022 who are not term-limited will continue to serve until replaced when the elections are held, and that members whose term is ending and are term-limited will be replaced by the next available runners-up in the last election.

9e3. Motion #2 from the Elections Committee:

The EC recommends to the PNB to launch an immediate and on-going off-air membership drive, with high-quality design and implementation, focusing on identifying supporters and allies with influence in mass-membership organizations and communities in general alignment with Pacifica's mission, to seek and encourage large-scale enrollment of their members as listener-sponsors members of Pacifica's stations.

Further moved that the EC recommends to the PNB that it mandate a series of twice-monthly national days of special programming, beginning in August and continuing to and through the November elections, focusing on overcoming voter suppression and other threats to democracy, and on suppression and censorship of critical social, economic and political issues not being sufficiently addressed in corporate media coverage of the elections, to raise funds nationally to help balance Pacifica's books and fund the already delayed delegate elections.

9e4. Motion #3 from the Elections Committee

Moved that EC recommends to the PNB that it direct the ED to swiftly, and before the end of the current fiscal year, require station management to complete the process of developing and

maintaining accurate, current and de-duped membership lists of all listener-sponsor members of each station and of staff members (paid and unpaid) at each station, including the vetting of staff lists with the existing staff to ensure this an accurate and complete roster of all staff members with accurate current contact information.

10a. Motion on Demonstration Project using Market Data at WBAI

Susan Young offers the following motion for consideration at the PNB meeting August 11, 2022 in order to make clear the PNB support for LSBs, GMs, PDs and the ED in making the difficult, often unpopular decisions, that harvest information gathered through the PNB data requests in order to enhance the relevance, market share and financial support for Pacifica programming all of which has been in severe decline. Director Dingeman has strenuously argued the case – with which I wholeheartedly agree – that Pacifica’s core business is radio and that failing to make radio programming successful defeats the Pacifica mission and threatens the viability of the system. WBAI can be a leader in demonstrating the potential and modeling the actions that accomplish change in programming that is essential for Pacifica to continue and thrive.

Whereas the WBAI General Manager has reported in the August 2022 newsletter that the station debt totals \$1.2 million of which 92% is owed to the National Office and PRA;

Whereas the WBAI debt owed to the national office has substantially contributed to the inability to retain the services of NETA and pay for other critical shared expenses;

Whereas two WBAI Directors on the Pacifica National Board hold the key leadership positions of Chair of the National Finance Committee and Chair of the Strategic Planning Committee and in these capacities have forged policies to implement at all stations;

Whereas the Chair of the Strategic Planning Commission has reported that WBAI has lead the way in complying fully with the PNB information request regarding listenership;

Therefore, be it resolved that:

- the WBAI LSB is urged to support its General Manager and Program Director and hold them accountable to urgently make bold programming changes based on the assembled listener data in order increase listenership and use the listener data gathered to develop a plan for urgent implementation to change the program;
- that these measures enable WBAI to promptly retire the debt to the national office and restore the Foundation’s ability to engage NETA for financial services;
- that these actions demonstrate the value to which the assembled data can achieve more broadly throughout the network.

10b. Motion Regarding System Wide Programming Enhancement:

Offered by Susan Young *[At an earlier meeting (date?), the PNB agreed to postpone this motion to the September meeting.]*

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.

10c. Motion from Jim Dingeman that GMs & PDs are empowered to correct issues:

“Whereas the current source of our revenue is 95% dependent on listener members

And that the Pacifica Foundation has suffered since 2000 a severe decline in our membership impacting on our fiscal stability and ability to exist

And that at the present time three of our five stations have varying levels of fiscal problems that have drastic effects on the existence of the Foundation as a viable entity be it moved that

The Pacifica National Board authorizes that the General Managers, Program Directors and the Executive Director take measures immediately to begin correcting these issues at the various stations.

This includes implementing changes that address problems that the current programming grids manifest in their problems to raise audience and revenue”

10d. Motion to resolve the KPFT LSB composition disputes

From Lawrence Reyes (postponed to the REGULAR August meeting; postponed again)

Whereas, it has come to the attention of the PNB that there are disputes within the KPFT Local Station Board (LSB) as to its composition, specifically around 3 status changes: Cressandra Thibodeaux, Paula Miller, and Sandy Weinmann, and

Whereas, based on the May 29, 2020 Disposition of Appeal of Campisi v. Pacifica Foundation, Inc. (A153873), in which the Appeals Court stated, "We agree that the Bylaws confer broad general authority on the Board to oversee the activities of the local boards and radio stations.", the PNB has the authority to settle this type of a dispute, and

Whereas, Cressandra Thibodeaux was elected as a KPFT Listener Delegate on November 2, 2021 and seated with an excused absence on the KPFT LSB on December 8, 2021, and

Whereas, during the LSB meeting of January 12, 2022 from which she was absent, Cressandra Thibodeaux wrote via email twice to the LSB during the meeting, resigning her seat--term ending December 2024--and by a vote of 14 Yes, 2 No, 2 Abstentions, in that meeting, the LSB seated the highest ranked candidate on the KPFT Listener runner up list, Sister Mama Sonya, and directing the LSB Chair Sandy Weinmann to verify that the emails had been sent by Ms. Thibodeaux, which they were, and

Whereas, Sister Mama Sonya had not been alleged to have engaged in any Delegate-disqualifying activity, and

Whereas, Article Four, Delegates, Section 9, Removal of Delegates of the bylaws says, "Any Delegate shall be removed from the position of Delegate, and cease to be a Delegate, upon the occurrence of any of the following: (A) said Delegate's death or resignation; ..." and

Whereas, on January 18, 2022, the KPFT LSB voted in an emergency meeting to not accept Cressandra Thibodeaux's resignation and Sister Mama Sonya was unseated, and

Whereas, on December 12, 2019, Paula Miller, the highest ranked candidate on the KPFT Listener runner up list, was seated on the KPFT LSB as a Listener Delegate to fill the Listener term--ending December 2022--of Matthew Moore who was elected on November 1, 2019 and resigned as a Delegate-elect on December 10, 2019, and

Whereas, on March 9, 2022, Paula Miller resigned her seat creating a Listener Delegate vacancy, and

Whereas, Sister Mama Sonya was then told she could have the Miller remnant rather than the Thibodeaux remnant and the next Listener runner up, Bob Locander, was not seated, and

Whereas, Sandy Weinmann was appointed KPFT's interim General Manager effective July 1, 2022 while occupying a Staff Delegate seat on the KPFT LSB, and

Whereas, Article Seven, Local Station Boards, Section 2: Composition of Local Station Boards of the bylaws says, "Each LSB shall consist of the 24 Delegates elected by the Members for that radio station - 18 Listener-Sponsor Delegates and 6 Staff Delegates," and

Whereas, Article Seven, Section 2 of the bylaws also says, "The station's General Manager shall serve as a non-voting member of the station's LSB," and

Whereas, nowhere in the bylaws, including in Article Nine, Officers of the Foundation, Section 7: Executive Director, does it state that the Executive Director shall serve as a member of the PNB, no less a voting member, and

Whereas, once Sandy Weinmann accepted the KPFT iGM position he became part of KPFT management and ceased to be a KPFT Staff member since an individual cannot be designated as both a staff member and a manager concurrently, and

Whereas, one individual cannot occupy two of the 25 LSB seats concurrently,

Therefore the PNB has determined a resolution to the 3 disputes and declares, per Article Four, Section 10 of the bylaws:

That by virtue of the Cressandra Thibodeaux resignation as a KPFT Listener Delegate, Sister Mama Sonya was seated for the term ending December 2024 and her "un-seating" on January 18, 2022 is null and void, and

That Sister Mama Sonya was entitled to vote in the PNB Directors' election which closed on January 19, 2022, and

That the vacancy created by the resignation of Paula Miller should have been and shall be filled by the next highest ranked candidate on the KPFT Listener runner up list from the last Delegate election (2021), and further

That by virtue of Sandy Weinmann becoming the KPFT iGM, he resigned his Staff Delegate seat and occupies the non-voting General Manager seat on the KPFT LSB, and the Staff Delegate seat Sandy Weinmann has vacated shall be filled by the highest ranked candidate on the KPFT Staff runner up list from the last Delegate election (2021) namely, Rodrigo Bravo Jr., and

That upon the passage of this motion, the 3 Delegate changes as described in the motion shall be immediately implemented and the correct Delegates seated on the KPFT LSB, and within 30 days of the passage of this motion, the 2022 PNB Directors' election by the KPFT Delegates shall be redone.

Article Seven, [Local Station Boards](#), Section 2: Composition of Local Station Boards

Each LSB shall consist of the 24 Delegates elected by the Members for that radio station - 18 Listener-Sponsor Delegates and 6 Staff Delegates. (Four of the Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as set provided in Section 3 of Article 5 of the Bylaws.)

In addition, an "associate station," if any, as that term is defined in Section 8 of this Article, may appoint one representative to the LSB of the radio station with which it is associated. Associate station representatives shall be voting members of the LSB; provided, however, that no associate station representative shall have the right to vote for the election or removal of any Foundation Director or Delegate nor may s/he be eligible for election by the Delegates to the office of Director. No LSB shall have more than a total of three (3) associate station representatives (and no more than one (1) from any one associate station) at any given time. The term of office of an associate station representative shall be three years, with a maximum of two consecutive three-year terms of service on an LSB.

The station's General Manager shall serve as a non-voting member of the station's LSB.

Article Four, Delegates, Section 10: Filling of Vacancies

If a Delegate position becomes vacant mid-term, that Delegate shall be replaced for the remainder of his/her term by the highest ranked candidate from the last election of Delegates for that Class of Members for that station who was not elected and who is available and continues to meet the Delegate eligibility requirements as set forth in Section 2(A) or 2(B) of this Article of these Bylaws. In the event that no eligible and available candidate from the last election is found, then the Delegates for that radio station shall appoint a Member of the appropriate class to serve as Delegate and fill the seat for the remainder of the term.

Article Nine, Officers of the Foundation, Section 7: Executive Director

A. The President of the Foundation shall be referred to as the "Executive Director." The Executive Director shall be the general manager, chief executive officer and chief administrator of the Foundation. S/he shall be selected, supervised and discharged by the Board. In addition, his/her performance will also be subject to annual evaluation by each LSB, which may make recommendations to the Board.

B. Subject to the control of the Board, the Executive Director shall have general supervision, direction and control of the business and the officers of the Foundation and the primary responsibility for implementing the directives, decisions and policies of the Foundation and the Board pertaining to administration, personnel, programming, financing and public relations. The Executive Director shall generally promote, coordinate and supervise the mission of the Foundation and shall have such powers and perform such duties as may be delegated or assigned to him/her by the Board.

MEETING NOTICE:

Thursday, September 1, 2022

8:30 PM ET

Pacifica National Board

Teleconference

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

Committee
Members

Alex Steinberg

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