

Approved Minutes – Open Session  
Pacifica National Board Session  
Teleconference Meeting  
Thursday, November 02, 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 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 – 5 min.

- A. Call to Order by Chair at 8:45
- B. Roll Call
- C. Report-out from the executive session of October 19, 2023 meeting of the PNB:

*The PNB met in closed session to hear a report from the ED about confidential financial matters, and to get an update from the Personnel Committee.*

**D. Chair moved to excuse all absences;** Dodsworth seconded;  
Dingeman joined the meeting  
Passed with one objection (Casenave)  
Willies joined the meeting

E. Identified Timekeepers: McFadden (persons); Casenave (items)

2. **Chair moved agenda approval** for the open portion of the agenda; Allen seconded  
Rhodes requests to add an item (K) for report from Investigative Committee; Dodsworth seconded. Approved without objection.

3. **Chair moved to approve minutes** of open sessions. None available tonight.

#### 4. Committee Reports

- a) **Audit Committee** - no report
- b) **Coordinating Committee** - Sorden gave a report on meeting on Thursday Oct 26, 2023
- c) **Finance Committee** - Sagurton read the motion that passed in the last Finance Committee. The NFC voted to inform the PNB that it has reviewed the KPFK FY24 budget along with 'Addendum to the FY24 Budget' submitted by interim General Manager Michael Novick. The budget is a reasonable estimate of revenue, based on historical numbers, and expenses. It is a deficit budget, and we forward it to the PNB for their review." (Passed by NFC without objection)

NFC is not asking the PNB to pass KPFK budget. This budget will be used to follow KPFK finances throughout the rest of the year.

The PNB Chair had sent the KPFK budget from the motion to the PNB along with the agenda for tonight's meeting.

Finance Chair Sagurton explained the process of how the KPFK budget came to the PNB.

- d) **Governance Committee** report - von Gunten – Committee met and made quorum. Discussed meeting of Subcommittee on Bylaws. Next meeting will be Nov 22.
- e) **Elections Committee** – Report by Tanaka went over recommendations for next elections. Will summarize and release report to PNB. Roster of committee for this meeting had 4 reps from KPFK instead of 3 (restored Jacobsen but allowed other rep, that had been seated to replace him previously, to also vote.)
- f) **Programming Committee** - Gray reported. Had discussions with Association of Affiliates. Grassroots Radio conference report from Ursula Ruedenburg and Joan Ross. Gray read their report from the conference. Dingeman reported on national program initiatives. Goodwin joined the meeting. Talked about idea of consolidating listening resources.
- g) **Strategic Planning Committee** - Dingeman reported Underwriting motion amendments under discussion in the Strategic Planning committee are in the appendix of the agenda.
- h) **Personnel Committee** – Pagano reported on progress of the ED evaluation process. Have gotten back 70% of 39 solicited personnel evaluations of the ED. Anonymizing process was described. **Motion to extend time** to continue discussion for 5 more minutes was made and seconded. **PASSED** with 17 Yes (Allen, Casenave, Dingeman, Dixon-Briggs, Foster, Goodwin, Gray, Grimes, Jones, Lexa, Pagano, Rhodes, Martinez, Sagurton, Salaam, Tanaka, von Gunten); 2 No (Dodsworth, Willies); 2 Abstentions (Hewitt, McFadden)
- i) **Development Taskforce** - von Gunten reported
- j) **Technology Taskforce** - Dingeman reported on GenZ issue and podcasting issues
- k) **Investigative committee** - von Gunten gave report

**Motion to extend time** for 10 more minutes to finish report and discussion was made and seconded.

**PASSED** with 11 Yes (Casenave, Dingeman, Dixon-Briggs, Foster, Goodwin, Gray, McFadden, Rhodes, Sagurton, Salaam, von Gunten); 9 No (Allen, Dodsworth, Grimes, Jones, Lexa, Martinez, Pagano, Tanaka, Willies); 1 Abstention (Hewitt)

**5. Affiliates Report** – Gray and Foster reported

**6. ED Report and Q & A**

2013 letter requirements being fulfilled are required to get funding from CPB. They were not. Funding was denied.

Update on CABs at Pacifica Stations – no update

**7. General Counsel Report and Q & A**

No further extensions of time.

Went to Closed Session at 11:29 pm

**8. Unfinished business**

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

**9. New Business**

- a. Motion from Teresa Allen – item carried forward
- b. Motion from Jim Dingeman amending a motion previously adopted– item carried forward
- c. Motion from Beth von Gunten – item carried forward

**10. PNB Moved into Executive Session at 11:29 pm**

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**APPENDIX**

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

**4c. Motion from NFC**

"The NFC informs the PNB that it has reviewed the KPFK FY24 budget along with 'Addendum to the FY24 Budget' submitted by interim General Manager Michael Novick. The budget is a reasonable estimate of revenue, based on historical numbers, and expenses. It is a deficit budget, and we forward it to the PNB for their review." (Passed without objection)

**4d. Motion from Governance Committee**

**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 KPFFK 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 Beth von Gunten**

Whereas participatory democratic process is integral to Pacifica's structure, function, and identity, as articulated in Pacifica bylaws; and

Whereas open transparent determination of the proper roster of any Pacifica body is fundamental to all subsequent democratic processes; and

Whereas, on March 23, 2023, the PNB acted to restore order and reestablish the roster of the KPFK LSB; and

Whereas, on June 4, 2023 the KPFK LSB acted to remove and replace more than a third of the LSB, in violation of Pacifica policy requiring prior notice[1]; and

Whereas the extraordinary legal and financial stresses to which Pacifica has been subject in recent years is now reflected in the ongoing unstable disorder of the current KPFK LSB roster and must be resolved before moving forward; and

Whereas the PNB has the authority and duty to override any LSB action adverse to the mission, charitable or business purpose, or the best interest of Pacifica.[2];

Therefore be it resolved that to restore order and stability to the KPFK LSB and Pacifica, and to reduce liability for Pacifica, the PNB rescinds the actions of the KPFK Officers to remove and replace Grace Aaron, Jose Benavides, Fred Blair, Marisol Cruz, George Funmaker, Ralph Hawkins, Eric C. Jacobson, Oscar Ulloa, and Polina Vasiliev, and hereby restores them to their seats as Members of the KPFK LSB; and

That to restore order, the KPFK roster shall revert back to that last agreed upon by the PNB on March 23, 2023. All subsequent actions taken by the KPFK LSB based on their altered roster are also hereby rescinded.

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Meeting Notice:

Thursday, November 2, 2023

8:30 PM ET

Pacifica National Board

Teleconference

Purpose: First regular meeting of the month.

[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

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

Posted: 09/28/2023 - 5:21 PM

Updated :09/28/2023 -

5:25 PM

**Minutes approved at the November 16,2023 meeting of the PNB**