

Draft Agenda - *Public Version*
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, January 25, 2024, 8:30 pm EST
All times are Eastern Time
(meeting notice appended to the end of this agenda)

2023 Directors:

Teresa J. Allen, KPFT, Listener Adriana Casenave, KPFT, Listener Jim Dingeman, WBAI, Listener Vanessa Dixon-Briggs, WPFW, Listener Fred Dodsworth, KPFA, Listener William Foster Jr., Affiliate Jan Goodman, KPFK, Listener Sue Goodwin, WPFW, Staff Heather Gray, WRFG, Affiliate Donna Grimes, WPFW, Listener Julie Hewitt, WPFW, Listener	Evelia Jones, KPFK, Listener Marianne Martinez, KPFT, Listener James McFadden, KPFA, Listener Darlene Pagano, KPFA, Staff Myla Reson, KPFK, Staff Shawn Rhodes, WBAI, Staff James Sagurton, WBAI, Listener Sharonne Salaam, WBAI, Listener Akio Tanaka, KPFA, Listener Beth von Gunten, KPFK, Listener Egberto Willies, KPFT, Staff
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2024 Directors:

Irene Adams, WPFW, Listener Teresa J. Allen, KPFT, Listener Kaja Brown, KRDP, Affiliate Donna Carter, KPFA, Listener Paul DeRienzo, WBAI, Listener Jim Dingeman, WBAI, Listener Vanessa Dixon-Briggs, WPFW, Listener Fred Dodsworth, KPFA, Listener Jan Goodman, KPFK, Listener Heather Gray, WRFG, Affiliate Evelia Jones, KPFK, Listener	Zack Kaldveer, KPFA, Listener Marianne Martinez, KPFT, Listener Darlene Pagano, KPFA, Staff Ron Pinchback, WPFW, Staff Myla Reson, KPFK, Staff Shawn Rhodes, WBAI, Staff Cerene Roberts, WBAI, Listener Minerva Sanders, WPFW, Listener Harvey Wasserman, KPFK, Listener Egberto Willies, KPFT, Staff Susan Young, KPFT, Listener
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Others:

Stephanie Wells, Executive Director
Arthur Schwartz, Pacifica Counsel
Julie Hewitt, Convener

1. Preliminary Items – 5 min.

- A. Call to Order by Convener (Hewitt)
- B. Roll Call (2024 PNB only)
- C. Report-out from the executive session of January 18, 2024 meeting of the PNB:
The PNB met in closed session to hear a confidential legal report, to discuss further details of the disposition of the proceeds of the sale of the KPFK building, and the different options for resolving Pacifica's financial situation. No decisions were made.
- D. Excused Absences

E. Identify Timekeepers

2. Agenda approval – 5 min.
3. Approve minutes of open sessions – 5 min.
12 of 22 directors are carrying over; new directors may choose to abstain; dates are November 16, 2023, November 30, 2023 and January 18, 2024
4. Ratify time keeping policy – 10 min.
First time speaking on an issue: 90 seconds
Second time speaking on an issue: 60 seconds
Preference given to those who have yet to speak
Select timekeepers for each meeting, who simply announce when time is up
5. Select Chair Pro-tem, Secretary Pro-tem and Recording Secretary – 10 min.
Nominations from the floor; voting not by secret ballot
[The Convener steps aside and the Chair Pro-tem takes over at this point.]
6. Introductions – 40 min.
Each director should be prepared to spend 90 seconds introducing themselves
7. Introduction to Parliamentary Procedure and Robert’s Rules of Order – 15 min.
See also Parliamentary Training near top of homepage at kpftx.org
8. Motion on Procedure for Election of Officers (see APPENDIX) – 15 min.
9. Nominations from the floor for Officers – 15 min.
Chair, Vice Chair, PNB Secretary – 5 min.
Statements from candidates – 2 min. each
10. Agree on Schedule for Regular Meetings – 10 min.
Continue first and third Thursdays at 8:30 pm ET?
Meetings already on schedule at kpftx.org for Feb. 1 and Feb. 15, but not beyond
11. Discussion of Nondisclosure Agreements and Executive Session – 10 min.
12. Old Business – 10 min.
 - a. Carryover motions from 2023 Personnel Committee (see APPENDIX)
13. New Business – 15 min.
 - a. Discussion of Investing in Ourselves (see email from Cerene Roberts)

14. Adjourn at a time certain of 11:15 pm ET.

APPENDIX

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

8. Motion on Procedure for Election of Officers

WHEREAS, Article Nine, Section 2 of the Pacifica Bylaws specifies that the Board's Chair, Vice Chair and Secretary "... shall be elected by the Board at its annual meeting in January each year using the Instant Runoff 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 officer elections via electronic mail,

RESOLVED, that these officer 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 nominations for officers must be submitted to the Secretary Pro-tem by midnight Pacific Standard Time on January 26, 2024, that all currently serving Directors are authorized to vote and will be sent voting instructions and ballots via email by one of the tellers on or before January 28, 2024, and that the polls shall close on Tuesday, January 30, 2024 at 12:00 midnight Pacific Standard Time.

The Chair of Tellers will distribute preliminary tally results to all voters soon after the tellers agree on those results.

If for some reason Terry Goodman or Sara Roos are unwilling or unable to conduct these elections, the Chair Pro-tem is authorized to designate other neutral persons to do so. If quorum is not met by the close of polls, the Chair of Tellers is authorized to re-open the polls and declare a new deadline.

Election ties are to be resolved and the final results declared by the person presiding at the next meeting of the Board after the preliminary tally distribution. A director with good bandwidth can share a screen and flip coins via <https://www.random.org/coins/>. The final results should be ratified by Board vote.

To facilitate these elections, after the adoption of this motion, the Secretary Pro-tem shall send to both tellers the roster of current Pacifica Directors with email addresses, the names of the nominated candidates and the offices to which they have been nominated, and the exact text of this motion as finally adopted.

12. Motions from 2023 Personnel Committee

First Motion (Passed without objection by PComm) :

Whereas: the annual evaluation of the ED should be timely and consistent,

Therefore: the Personnel Committee recommends that the Personnel Committee be stood up for 2024 right away.

Second Motion (Passed without objection by PComm):

Whereas: to extend the mandate of the Personnel Committee to increase its service to the needs of the Foundation;

Therefore: the PNB initiate the Bylaws Amendment process to make the Personnel Committee a PNB Standing Committee.

And therefore: extend the mandate of the Personnel Committee to:

‘A Personnel Committee, which shall conduct an annual Performance Evaluation of the ED & report back to the full PNB with recommendations;

conduct any ED Search as needed;

coordinate and support the LSBs in the annual performance reviews of their GMs and PDs;

coordinate and support the Management in the annual Performance Evaluation of their direct reports and staff;

provide annual update to the PNB of changes to California Labor and Employment law in the area of performance reviews;

and which Committee shall include as members, all Foundation officers and one Director from each radio station area, but shall not include any non-Director LSB Delegates.’

===== *FOR EXECUTIVE SESSION* =====

NA

Meeting Notice:

Thursday, January 25, 2024

Pacifica National Board

Purpose: To seat the 2024 PNB Directors

8:30 PM ET

Teleconference

Committee Members

Annual meeting, per Pacifica bylaws

Article Five, Section 3C.

SEATING OF STATION REPRESENTATIVE DIRECTORS

All newly elected Station Representative Directors shall be seated at the Meeting of the Board of Directors held in late January each year, when their terms shall commence.

AND

from Article Five, Section 4B.

NOMINATION AND ELECTION OF AFFILIATE REPRESENTATIVE DIRECTORS

Affiliate Directors shall serve for a one-year term which shall commence with their seating at the regular January Board meeting.

Part of the meeting may be in closed session.

Nancy Sorden

nancy.sorden@wap.org

Updated :01/08/2024 -

11:50 PM