

Pacifica National Board Regular Session
 Open Session (despite confidential watermark)
 Teleconference Meeting
 Thursday, March 7, 8:30 pm EST
 All times are Eastern Time
 (meeting notice appended to the end of this agenda)

2024 Directors:

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

Others:

Stephanie Wells, Executive Director - P
 Arthur Schwartz, Pacifica Counsel – P 10:40
 Julie Hewitt, Secretary - P
 Kim Kaufman, Recording Secretary - P

1. Preliminary Items (5 minutes)
 - A. Call to Order by Chair (Young)
 - B. Roll Call
 - C. Excused Absences

There were none.

Cerene Roberts asks when there will be an election for Recording Secretary.

Susan Young says she asked for any objections to Kim Kaufman serving as Recording Secretary. It is not an elected position. There were no objections.

Cerene Roberts challenges ruling of chair; Vanessa Dixon-Briggs seconds

Yes (to sustain ruling of chair): Teresa Allen, Fred Dodsworth, Jan Goodman, Evelia Jones, Zack Kaldveer, Darlene Pagano, Minerva Sanders, Harvey Wasserman, Egberto Willies, Donna Carter, Myla Reson

No: Jim Dingeman, Vanessa Dixon-Briggs, Shawn Rhodes, Cerene Roberts, Paul DeRienzo, Ron Pinchback

Abstain: Irene Adams, Kaja Brown, Heather Gray

Yes: 11 No: 6 Abstain: 3

Ruling of Chair sustained

D. Identify Timekeepers

Fred Dodsworth, speakers, Kim Kaufman, items

2. Announcement about Marianne Martinez (5 minutes)

Marianne Martinez has resigned from the PNB and LSB.

3. Agenda approval for the open portion of the agenda

Chair moves to add report outs 3a.

Jan Goodman moves to move ED report from #9 to after #6.

Adopted without objection.

Jim Dingeman moves to add motion [to come] re standing up of other committees; Vanessa Dixon-Briggs seconds. It will go on agenda for next meeting under New Business (5 minutes)

Agenda approved as amended

3a. Report outs: 2/1 and 2/15 [already reported out at 2/15 meeting]

4. Minutes Approval: February 1 and February 15 (5 minutes)

Minutes approved without objection; Cerene Roberts abstains

5. Motion re time management (5 minutes)

Jan Goodman seconds [her own motion]

Motion adopted without objection.

6. Motion for election of Directors for the National Personnel Committee (10 minutes)

Nominees (from February 15 meeting)

WBAI: Cerene Roberts, Jim Dingeman

WPFW: Vanessa Dixon-Briggs, Irene Adams

KPFA: Darlene Pagano, Donna Carter

KPFK: Jan Goodman

KPFT: Teresa Allen

Affiliates: Heather Gray, Kaja Brown

Cerene Roberts moves to add: “[If Terry Goodman or Sara Roos are not available, [T]the Chair shall identify another teller who is not involved governance.” Teresa Allen seconds.

Amendment adopted without objection.
Motion as amended adopted without objection.

7. [new placement of #9] Executive Director Report and Q&A (30 minutes)

Cerene Roberts moves to extend the meeting by 20 minutes for ED report and 10 minutes for budgets' item to end the meeting at 10pm. Jim Dingeman seconds.

Yes: Donna Carter, Jim Dingeman, Vanessa Dixon-Brown, Heather Gray, Ron Pinchback, Shawn Rhodes, Cerene Roberts, Paul De Rienzo

No: Teresa Allen, Kaja Brown, Fred Dodsworth, Jan Goodman, Evelia Jones, Zack Kaldveer, Darlene Pagano, Myla Reson, Minerva Sanders, Harvey Wasserman, Egberto Willies, Irene Adams

Yes: 8 No: 12
Motion fails

Adjourn 10 ET to closed session

8. Committee Reports: (10 minutes)

a. NFC – Chair Darlene Pagano

Motion: "To approve the KPFA draft FY24 budget and send it to the PNB." (Passed 6 for, 2 against, 2 abstentions) (February 27, 2024)

Motion: "The NFC has reviewed the WBAI FY24 budget. It is a deficit budget. We send the budget to the PNB for their review." (8 for, 1 against, 1 abstention) (January 24, 2023)

b. Governance – The February 28 meeting did not make quorum. Will meet next when delegates elected. Fred Dodsworth to convene.

c. Audit – Irene Adams to convene meeting when delegates are elected and money is available to engage auditor.

d. Coordinating – Did not meet. Next meeting set for March 28. (?)

9. [moved to after #6] Executive Director Report and Q&A (30 minutes)

9. Motion to move into executive session no later than 9:45 pm ET.

Minutes submitted by
Kim Kaufman, PNB Recording Secretary
March 14, 2024

APPENDIX

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

5. Motion re time management

From Jan Goodman and Harvey Wasserman:

The PNB resolves that when time allotted for an agenda item has run out, there is an automatic extension to exhaust the stack of hands already raised by those who have not yet spoken.

6. Motion for election of Directors for the National Personnel Committee

WHEREAS the PNB nominated Directors from each station for the National Personnel Committee on February 15, 2024;

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;

BE IT RESOLVED, that these elections of directors for the Personnel Committee shall be conducted via electronic mail using instant runoff voting, with Terry L. Goodman serving as Chair of Tellers and Sara Roos serving as Secondary Ballot Recipient and Teller. *If Terry Goodman or Sara Roos are not available, the Chair shall identify another teller who is not involved in governance.*

FURTHER RESOLVED 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 after Friday, March 8, 2024, and that the polls shall close on Saturday, March 16, 2024 at 11:59 pm 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 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 shall send to both tellers the roster of current Pacifica Directors with email addresses, the names of the nominated candidates and the seats to which they have been nominated, and the exact text of this motion as finally adopted.

Meeting Notice

Thursday, March 7, 2024
Pacifica National Board

8:30 PM ET
Teleconference

Committee Members

The first regular meeting of the month. Part of the meeting may be in closed session.

Kim Kaufman

kim.kaufman@att.net

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