

Approved 2/1/24 - *Public Meeting*  
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)*

2024 Directors:

|  |                                       |
|--|---------------------------------------|
| Irene Adams, WPFW, Listener - P          | Zack Kaldveer, KPFA, Listener - P     |
| Teresa J. Allen, KPFT, Listener - P      | Marianne Martinez, KPFT, Listener - P |
| 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, KPFK, 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, KPFK, Listener - P          | Harvey Wasserman, KPFK, Listener - P  |
| Heather Gray, WRFG, Affiliate - P        | Egberto Willies, KPFT, Staff - P      |
| Evelia Jones, KPFK, Listener - Ex        | Susan Young, KPFT, Listener - P       |

Also present:

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

1. Preliminary Items – 5 min.

- A. Call to Order by Convener (Hewitt) at 8:35
- B. Roll Call (2024 PNB only)

The 2024 PNB is now officially seated.

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

Susan Young moves to approve the absence of Evelia Jones; Myla Reson seconds  
No objections

E. Identify Timekeepers;

Fred Dodsworth to time people; Darlene Pagano to time agenda items

2. Agenda approval – 5 min.

Susan Young moves to approve the agenda, Jan Goodman seconds

Cerene Roberts moves to extend 4 minutes, Vanessa Dixon-Briggs seconds  
No objections

Susan Young moves that Cerene Robert's New Business item be moved to closed session. Myla Reson seconds

Cerene Roberts moves to extend 5 minutes.  
No objections

Susan's motion to move Cerene Roberts' New Business item to closed session:

Yes: Teresa Allen, Kaja Brown, Donna Carter, Jim Dingeman, Jan Goodman, Heather Gray, Zack Kaldveer, Darlene Pagano, Myla Reson, Harvey Wasserman, Egberto Willies, Susan Young

No: Shawn Rhodes, Cerene Roberts, Vanessa Dixon Briggs

Abstain: Paul DeRienzo, Marianne Martinez, Ron Pinchback, Minerva Sanders, Irene Adams, Fred Dodsworth

Motion to move Cerene Roberts' New Business item to closed session adopted Yes: 12, No: 3, Abstain: 6

Cerene moves to exchange agenda item #5 (Elections) with #6 (Director Introductions)  
No objections; Amendment adopted

Approve agenda as amended  
No objections; Agenda adopted

3. Approve minutes of open sessions – 5 min.

Minutes of November 16, 2023, November 30, 2023 and January 18, 2024 meetings

Fred Dodsworth moved, Jim Dingeman seconds  
No objection to approve all minutes

Abstain: Cerene Roberts, Myla Reson, Jan Goodman, Irene Adams, Zack Kaldveer, Minerva Sanders, Ron Pinchback, Kaja Brown, Donna Carter, Harvey Wasserman, Susan Young, Paul DeRienzo, Vanessa Dixon-Briggs

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

Susan Young moves to approve, Jim Dingeman seconds  
No objections; policy adopted

5 (was 6). Introductions – 40 min.

Each director should be prepared to spend 90 seconds introducing themselves  
Directors introduce themselves

6. Select Chair Pro-tem, Vice Chair Pro-tem, Secretary Pro-tem and Recording Secretary – 10 min.  
Nominations from the floor; voting not by secret ballot

Nominations for Officers Pro-tem:

Chair Pro-tem:

Egberto Willies nominates Susan Young – accepts nomination

Vanessa Dixon-Briggs nominates Heather Gray - accepts nomination

Cerene Roberts moves to close nominations

Susan Young: Teresa Allen, Jan Goodman, Zack Kaldveer, Marianne Martinez, Darlene Pagano, Myla Reson, Minerva Sanders, Harvey Wasserman, Egberto Willies, Susan Young, Fred Dodsworth

Heather Gray: Kaja Brown, Donna Carter, Paul DeRienzo, Vanessa Dixon-Briggs, Heather Gray, Ron Pinchback, Shawn Rhodes, Jim Dingeman, Cerene Roberts

Abstain: Irene Adams

Chair: Susan Young: 11, Heather Gray: 9, Abstain 1

Vice-Chair – Pro-tem:

Fred Dodsworth nominates Heather Gray – accepts nomination

Myla Reson nominates Minerva Sanders - accepts nomination

Heather Gray: Kaja Brown, Jim Dingeman, Vanessa Dixon-Briggs, Fred Dodsworth, Heather Gray, Ron Pinchback, Shawn Rhodes

Minerva Sanders: Irene Adams, Teresa Allen, Jan Goodman, Zack Kaldveer, Marianne Martinez, Darlene Pagano, Myla Reson, Cerene Roberts, Minerva Sanders, Harvey Wasserman, Egberto Willies, Susan Young, Donna Carter

Abstain: Paul DeRienzo

Vice Chair: Minerva Sanders: 13, Heather Gray: 7, Abstain 1

Secretary Pro-tem:

Vanessa Dixon-Briggs nominates Beth von Gunten – Vanessa Dixon-Briggs says Beth von Gunten accepts

Teresa Allen nominates Julie Hewitt – accepts nomination

Beth von Gunten: Vanessa Dixon-Briggs, Shawn Rhodes, Jim Dingeman

Julie Hewitt: Irene Adams, Teresa Allen, Kaja Brown, Donna Carter, Fred Dodsworth, Jan Goodman, Heather Gray, Zack Kaldveer, Marianne Martinez, Darlene Pagano, Ron Pinchback, Myla Reson, Minerva Sanders, Harvey Wasserman, Susan Young, Egberto Willies

Abstain: Cerene Roberts, Paul DeRienzo

Secretary Pro-Tem: Julie Hewitt: 16, Beth von Gunten: 3, Abstain 2

Susan Young nominates Kim Kaufman for Recording Secretary Pro-tem  
No objections

Susan Young takes over as Chair Pro-tem

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.

Myla Reson moves to approve Motion on Procedure for Election of Officers, Minerva Sanders seconds  
No objections; motion adopted

9. Nominations from the floor for Officers – 15 min.

Chair:

Egberto Willies nominates Susan Young – accepts nomination  
Shawn Rhodes nominates Heather Gray – accepts nomination  
Cerene Roberts nominates Shawn Rhodes – does not accept nomination

Egberto Willies moves to extend time, Jim Dingeman seconds  
No objections

Vice Chair:

Myla Reson nominates Minerva Sanders– accepts nomination  
Vanessa Dixon-Briggs nominates Shawn Rhodes – accepts nomination

Secretary

Teresa Allen nominates Julie Hewitt  
Vanessa Dixon-Briggs nominates Beth von Gunten

Vanessa Dixon-Briggs moves to postpone the election

Fred Dodsworth and Egberto Willies move to extend meeting

Yes: Teresa Allen, Kaja Brown, Donna Carter, Heather Gray, Shawn Rhodes, Egberto Willies, Irene Adams

No: Vanessa Dixon-Briggs, Fred Dodsworth, Jan Goodman, Zack Kaldveer, Marianne Martinez, Darlene Pagano, Ron Pinchback, Myla Reson, Harvey Wasserman, Jim Dingeman

Abstain: Paul DeRienzo, Susan Young

Yes: 7, No: 10, A: 2

Motion to extend fails

Motion to adjourn by Fred Dodsworth, Irene Adams seconds

Meeting adjourned 11:55

Minutes submitted by

Kim Kaufman

Recording Secretary pro-tem

January 31, 2024

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**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.

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

Updated :01/08/2024 -  
11:50 PM