

Pacifica National Board Regular Session  
 Teleconference Meeting  
 Thursday, February 15, 8:30 pm EST  
 All times are Eastern Time  
*(meeting notice appended to the end of this agenda)*

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

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

13. Preliminary Items – 5 min.

- A. Call to Order by Chair (Young)
- B. Roll Call
- C. Report-out from February 1, 2024, closed session:

The PNB met in closed session to discuss confidential personnel information and constructive communications with one of our lenders. No decisions were made.

Report-out from February 15, 2024, closed session:

The PNB met in closed session with its FCC attorney. The Executive Director will be working to address the Letter of Inquiry.

Darlene brings up the murder of Lisa Lopez Galvan, a long time programmer at KKFI, one of Pacifica’s Affiliate stations. Stephanie has drafted a letter to go to GM and entire staff expressing our condolences.

Approved without objection for Stephanie to send out letter.

Susan Young asks that #17 and #18 be moved up before #16. Evelia Jones moves and [multiple voices] seconded.

Approved without objections.

Jim Dingeman asks for a minute of silence for Galvan and the people of Kansas City. Jan Goodman seconds and recommends at end of meeting.

Approved without objections.

Shawn Rhodes moves to extend meeting end time from 11:30 to 12 ET.

Approved with one objection from Cerene Roberts.

Shawn Rhodes makes point of order that we skipped over Excused Absences.

#### D. Excused Absences

Susan Young asks for any objections to excusing Teresa Allen.

Approved without objection.

Susan Young comments that some members were present for closed session but are not present for open session. Jan Goodman moves to excuse them.

Approved without objection.

#### E. Identify Timekeepers

Fred Dodsworth/Jan Goodman people; Kim Kaufman agenda items.

14. Agenda approval for the open portion of the agenda – 5 min.

15. Approve minutes from open sessions of December 21, 2023 and February 1, 2024 – 5 min.

16. ED report and Q & A – 20 min.

- Regular report
- NES posting
- Expectations of Committees and Teams

17. Directors Elected to 2024 PNB Standing Committees (see APPENDIX) – 15 min.

- a. Motion Ratifying Directors Elected to 2024 PNB Standing Committees

**Coordinating Committee:** Darlene Pagano, Evelia Jones, Egberto Willies, Jim Dingeman, Minerva Sanders, Heather Gray

**Governance Committee:** Fred Dodsworth, Jan Goodman, Marianne Martinez, Jim Dingeman, Minerva Sanders, Kaja Brown

**NFC:** Darlene Pagano, Myla Reson, Susan Young, Paul DeRienzo, Minerva Sanders

**Audit Committee:** Zach Kaldveer, Evelia Jones, Egberto Willies, Jim Dingeman, Irene Adams

Susan Young asks for objections to motion ratifying directors elected to 2024 PNB Standing Committees

Approved without objection

b. Motion on Non-Standing Committees

Susan Young moves motion. Jan Goodman seconds

Approved without objection.

c. Conveners named to convene committees promptly and report back on March 7, 2024 to PNB

**Convenors:** Coordinating, Susan Young; Audit, Irene Adams; Governance, Marianne Martinez; NFC, Darlene Pagano

18. 2024 Personnel Committee (see APPENDIX) – 10 min.

a. Motion Standing up Personnel Committee for 2024

Susan Young asks for second to motion; Jim Dingeman seconds

Cerene moves to amend to have two directors from each station for the Personnel Committee; Vanessa Dixon-Briggs seconds

Yes: Donna Carter, Vanessa Dixon-Briggs; Shawn Rhodes; Cerene Roberts

No: Irene Adams, Paul DeRienzo, Jim Dingeman, Jan Goodman, Heather Gray, Evelia Jones, Zach Kaldveer, Marianne Martinez, Darlene Pagano, Myla Reason, Minerva Sanders, Harvey Wasserman

Abstain: Ron Pinchback

Yes: 4 No: 12 Yes Abstain: 1

Motion to amend fails

Nominations for Personnel Committee:

Paul DeRienzo nominates Cerene Roberts

Susan Young nominates Jim Dingeman

Ron Pinchback nominates Vanessa Dixon-Briggs

Minerva Sanders nominates Irene Adams

Jan Goodman nominates Darlene Pagano

Vanessa Dixon-Briggs nominates Donna Carter

Myla Reason nominates Jan Goodman

Susan Young nominates Teresa Allen

Cerene Roberts nominates Kaja Brown  
Heather Gray nominates herself

Without objections, nominations are closed

- b. Recommendation to amend Bylaws to make the Personnel Committee a Standing Committee

Myla Reson moves that this matter be referred to Governance committee; Minerva Sanders and Irene Adams second.

Motion referred to Governance without objection

Myla Reson moves that second motion in 18b be referred to Governance committee; Minerva Sanders seconds

Motion referred to Governance without objection

Moment of silence for Lisa Lopez Galvan

Ron Pinchback moves to adjourn. Jan Goodman seconds.

Without objection, adjourned at 11:58 PT

Minutes submitted by  
Kim Kaufman, Recording Secretary

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**APPENDIX**

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

**17a. Motion Ratifying Directors Elected to 2024 PNB Standing Committees**

WHEREAS THE Pacifica National Board held elections for directors to serve on Standing Committees, and the tellers’ report dated February 14, 2024, has been shared with all directors,

THEREFORE, be it resolved that the Pacifica National Board ratifies the tellers’ report and affirms the duly elected directors serving on Standing Committees to be:

Audit Committee: [to be filled in]

Coordinating Committee: [to be filled in]

Governance Committee: [to be filled in]

National Finance Committee: [to be filled in]

**17b. Motion on Non-Standing Committees for 2024**

WHEREAS in 2023, some PNB committee chairs expressed concerns about difficulties scheduling and achieving quorum for committee meetings when in competition with other committees,

AND WHEREAS instilling and maintaining collegial relations between Pacifica governance and Pacifica management and staff is of paramount importance, including respecting divisions between governance and management,

THEREFORE, be it resolved that the Pacifica National Board thanks the directors and delegates who served on 2023 committees and task forces for their service and absolves and relieves them of further service effective immediately for any committees not approved by a motion of the 2024 PNB.

**18a. Motion Standing up Personnel Committee for 2024**

WHEREAS the PNB has a duty to oversee personnel matters within Pacifica,

THEREFORE be it resolved that the PNB establish a Personnel Committee for 2024 with a mandate to conduct a performance evaluation of the Executive Director, and to report back to the full PNB with recommendations, if any; to support LSBs by providing templates for GM and PD annual review process; and to support the ED by developing HR policies as requested; and

FURTHER RESOLVED that the Personnel Committee shall consist of the PNB Chair, Vice Chair, Secretary, and NFC Chair; one Director from each of the five Pacifica stations; and one Affiliate Representative Director. No Delegates shall serve on the Personnel Committee.

**18b. 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.’

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Meeting Notice:

**Thursday, February 15, 2024**

**8:30 PM ET**

**Pacifica National Board**

**Teleconference**

**Purpose:** The second regular meeting of the month. Part of the meeting may be closed.

**Committee Members**

**Nancy Sorden**

nancy.sorden@wap.org

Posted: 09/28/2023 - 5:34 PM

Updated :09/28/2023 - 5:34 PM