Draft Agenda - Public Version
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, February 1, 8:30 pm EST
All times are Eastern Time
(meeting notice appended to the end of this agenda)

2024 Directors:

<table>
<thead>
<tr>
<th>2024 Directors:</th>
<th>Others:</th>
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<tbody>
<tr>
<td>Irene Adams, WPFW, Listener</td>
<td>Stephanie Wells, Executive Director</td>
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<td>Teresa J. Allen, KPFT, Listener</td>
<td>Arthur Schwartz, Pacifica Counsel</td>
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<td>Kaja Brown, KRDP, Affiliate</td>
<td>Julie Hewitt, Secretary Pro Tem</td>
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<td>Donna Carter, KPFA, Listener</td>
<td>Kim Kaufman, Recording Secretary Pro Tem</td>
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<td>Paul DeRienzo, WBAI, Listener</td>
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<td>Jim Dingeman, WBAI, Listener</td>
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<td>Vanessa Dixon-Briggs, WPFW, Listener</td>
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<td>Fred Dodsworth, KPFA, Listener</td>
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<td>Jan Goodman, KPFK, Listener</td>
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<td>Heather Gray, WRFG, Affiliate</td>
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<td>Evelia Jones, KPFK, Listener</td>
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<td>Zack Kaldveer, KPFA, Listener</td>
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<td>Marianne Martinez, KPFT, Listener</td>
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<td>Darlene Pagano, KPFA, Staff</td>
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<td>Ron Pinchback, WPFW, Staff</td>
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<td>Myla Reson, KPFK, Staff</td>
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<td>Shawn Rhodes, WBAI, Staff</td>
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<td>Cerene Roberts, WBAI, Listener</td>
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<td>Minerva Sanders, WPFW, Listener</td>
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<td>Harvey Wasserman, KPFK, Listener</td>
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<td>Egberto Willies, KPFT, Staff</td>
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<tr>
<td>Susan Young, KPFT, Listener</td>
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1. Preliminary Items – 5 min.
   A. Call to Order by Chair Pro Tem (Young)
   B. Roll Call
   C. Excused Absences
   D. Identify Timekeepers

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

3. Approve Minutes of January 25, 2024 – 5 min.

4. Motion Ratifying Election of Officers for the 2024 PNB (see APPENDIX) – 5 min.

5. Motion on Nominating and Voting on 2024 Standing Committee Elections [Audit, Coordinating, Governance, National Finance; 1 Director for each station for each committee] – 10 min.

6. ED report and Q & A – 15 min.

7. General Counsel report and Q & A – 15 min.

8. Agree on Schedule for Regular Meetings – 10 min.
Continue first and third Thursdays at 8:30 pm Eastern time

   a. Carryover motions from 2023 Personnel Committee (see APPENDIX)


11. Motion to move into executive session at a time certain of 10:00 pm ET.

12. Agenda approval for the executive portion of the agenda – 5 min.

13. Excusing Directors without signed NDAs – 5 min.


15. Confidential ED report and Q & A – 15 min.

16. Confidential General Counsel report and Q & A – 15 min.

17. Motion on Expenditure of Funds – 20 min.

18. Unfinished Confidential Business – 5 min.

19. New Confidential Business – 1 min.

20. Discuss what from this session may be shared with LSBs in closed session – 5 min.

21. Report-out for kpftx.org and for reading at the next open session – 3 min.

22. Rise and report (includes reading the report-out) – 1 min.

23. Adjourn at a time certain of 12:00 am ET.

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APPENDIX
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4. Motion Ratifying the Election of Officers for the 2024 PNB
WHEREAS THE Pacifica National Board held elections for officers and the tellers’ report dated January 31, 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 officers to be: Chair: Susan Young; Vice Chair: Minerva Sanders; Secretary: Julie Hewitt.

5. Motion on Procedure for Election of Directors to Committees
WHEREAS the Pacifica Bylaws, Article Eight, Other Committees of the Board of Directors, Section 3: Standing Committees requires the following standing committees of the PNB: Coordinating Committee, Governance Committee, Finance Committee and Audit Committee;

THEREFORE, be it resolved that PNB nominations for standing committees open on February 1, 2024, when the nominations form is sent to all directors; that nominations close at midnight Pacific time on February 6, 2024; that directors will have till midnight Pacific time on February 8, 2024 to decline nominations, to have their name not placed on the ballot; that the tellers will send out ballots on February 9, 2024; and that ballots will be due by midnight Pacific time on February 13, 2024.

9. 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;

can 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 =====================

There will be an Executive Session for ED report and GC reports regarding confidential matters; and consideration of a motion on an expenditure of funds.
Meeting Notice:
Thursday, February 1, 2024
Pacifica National Board
Purpose: First regular meeting of the month.
Agenda
Nancy Sorden
Posted: 09/28/2023 - 5:32 PM

8:30 PM ET
Teleconference
Committee Members
nancy.sorden@wap.org
Updated: 09/28/2023 - 5:32 PM