

Draft Agenda – *Public Version*
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, February 20, 2025, 8:30 pm EST
All times are Eastern Time
(meeting notice appended to the end of this agenda)

2025 PNB Members (executive session):

Kaja Brown, KRDP, Affiliate Donna Carter, KPFA, Listener Fred Dodsworth, KPFA, Listener Jerome Edge, KSVR, Affiliate Sally Gellert, WBAI, Staff Jan Goodman, KFPK, Listener Julie Hewitt, WPFW, Listener Evelia Jones, KPFK, Listener Zack Kaldveer, KPFA, Listener Philip Maldari, KPFA, Staff Marianne Martinez, KPFT, Listener	Sean Kelly McPherson, KPFT, Listener Ron Pinchback, WPFW, Staff Myla Reson, KPFK, Staff Cerene Roberts, WBAI, Listener James Sagurton, WBAI, Listener Minerva Sanders, WPFW, Listener Alex Steinberg, WBAI, Listener Harvey Wasserman, KPFK, Listener Dennis Williams, WPFW, Listener Michael Woodson, KPFT, Staff Susan Young, KPFT, Listener
-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

2025 PNB Members (open session):

Kaja Brown, KRDP, Affiliate Donna Carter, KPFA, Listener Fred Dodsworth, KPFA, Listener Jerome Edge, KSVR, Affiliate Sally Gellert, WBAI, Staff Jan Goodman, KFPK, Listener Julie Hewitt, WPFW, Listener Evelia Jones, KPFK, Listener Zack Kaldveer, KPFA, Listener Philip Maldari, KPFA, Staff Marianne Martinez, KPFT, Listener	Sean Kelly McPherson, KPFT, Listener Ron Pinchback, WPFW, Staff Myla Reson, KPFK, Staff Cerene Roberts, WBAI, Listener James Sagurton, WBAI, Listener Minerva Sanders, WPFW, Listener Alex Steinberg, WBAI, Listener Harvey Wasserman, KPFK, Listener Dennis Williams, WPFW, Listener Michael Woodson, KPFT, Staff Susan Young, KPFT, Listener
-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Others:

Stephanie Wells, Executive Director
Arthur Schwartz, Pacifica Counsel
Aki Tanaka, Recording Secretary

1. Preliminary Items – 4 min.
 - A. Call Executive Session to Order by Chair (Young)
 - B. Roll Call by PNB Secretary (Hewitt)
 - C. Excused Absences
 - D. Identify Timekeepers (people; items)

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

3. Confidential Legal Presentation – 50 min.
4. **Motion to move into open session at a time no later than 9:30 pm ET – 1 min.**
5. Preliminary Items – 5 min.
 - A. Call to Order by Chair (Young)
 - B. Roll Call by PNB Secretary (Hewitt)
 - C. No report-out from February 13th meeting (no executive session)
 - D. Excused Absences
 - E. Identify Timekeepers (people; items)
6. Agenda approval for the open portion of the agenda – 5 min.
7. Minutes approval for February 13th meeting – 5 min.
8. Motion ratifying elections of directors to PNB standing committees (see APPENDIX) – 5 min.
9. Motion appointing Affiliate Representative Directors to certain PNB standing committees (see APPENDIX) – 5 min.
10. Motion naming Chair as Ex Officio member of PNB committees (see APPENDIX) – 10 min.
11. Naming Convenors – 5 min.
 - Audit:
 - Coordinating:
 - Finance:
 - Governance:
12. Executive Director Report and Q & A – 20 min.
13. Set next meeting and/or meeting schedule for 2025 – 5 min.
14. Discussion of Nondisclosure Agreements and Executive Session – 10 min.
15. Unfinished Business (see APPENDIX) – 10 min.
 - a. Motion from WBAI LSB on Providing Financial Information
 - b. Motion from Cerene Roberts on KPFK LSB Director Elections
16. New Business – 5 min.
17. **Motion to adjourn at a time no later than 10:30 pm ET.**

APPENDIX

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

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

8. Motion ratifying officer elections of directors to PNB standing committees [NAMES WILL BE FILLED IN ONCE BALLOTING CLOSES]

WHEREAS the Pacifica National Board held elections for directors to serve on PNB standing committees and the OpaVote results report dated February 20, 2025, has been shared with all directors, and quorum was individually achieved in each of the ballots;

THEREFORE, be it resolved that the Pacifica National Board ratifies the OpaVote report and affirms the duly elected directors for the standing committees to be:

- Audit: Donna Carter, KPFA; Evelia Jones, KPFK; Sean Kelly McPherson, KPFT; Sally Gellert, WBAI; Minerva Sanders, WPFW.
- Coordinating: Fred Dodsworth, KPFA; Jan Goodman, KPFK; Sean Kelly McPherson, KPFT; Alex Steinberg, WBAI; Ron Pinchback, WPFW.
- Finance: Fred Dodsworth, KPFA; Myla Reson, KPFK; Michael Woodson, KPFT; James Sagurton, WBAI; Dennis Williams, WPFW.
- Governance: Zack Kaldveer, KPFA; Myla Reson, KPFK; Marianne Martinez, KPFT; Cerene Roberts, WBAI; Julie Hewitt, WPFW.

9. Motion appointing Affiliate Representative Directors to certain PNB standing committees

WHEREAS the Pacifica Bylaws, Article Eight, Other Committees of the Board of Directors, Section 3: Standing Committees does not address participation by Affiliate Representative Directors;

THEREFORE, be it resolved that PNB appoints as full voting members the following Affiliate Representative Directors to the following 2025 standing committees:

- Coordinating: Jerome Edge, KSVR
- Governance: Kaja Brown, KRDP

10. Motion naming Chair as Ex Officio member of PNB committees

Moved to name the Chair to be an ex officio member of all PNB committees with full rights of participation as provided in Robert's Rules of Order Newly Revised, 12th edition, 50:16.

14a. Motion from WBAI LSB on Providing Financial Information

[Motion to provide financial information to the WBAI LSB, as amended and adopted by the WBAI LSB in public session on 1-8-25]

Whereas the WBAI LSB has not been provided with a detailed profit and loss statement since the just received December 10, 2024 statement, and

Whereas WBAI continues to incur significant deficits every month for which we have a report, and Whereas the WBAI LSB has not been presented with a credible business plan that maps out the road to sustainability and,

Whereas the WBAI LSB cannot fulfill its fiduciary responsibilities without these documents,

Be it resolved that the interim WBAI General Manager, working with the Executive Director of Pacifica and the National Office, provide the WBAI LSB with a detailed profit and loss statement that takes us up to the end of November 2024 no later than 30 days from today.

Further, be it resolved that the document should track every element of revenue and expenses for the past few months. For bequests that came in we need to know how much of the bequest was assigned to WBAI and how much was assigned to other expenses by the National Office. Similarly for any revenue from unions, we need a breakdown of how much was apportioned to WBAI and how much, if any, was utilized for other purposes. Which unions are contributing and how much is each union's contribution?

Further, be it resolved that the report should break down how much of listener donations were pledged and how much were actually collected for the current month.

Further, be it resolved that the LSB be fully informed of any agreements that have been reached between WBAI and individual unions and the exact terms of those agreements.

Further, be it resolved that the LSB be informed of the current business plan for WBAI, namely what projections are there for making WBAI sustainable in the immediate future.

Furtner, be it resolved that this information be shared in a timely manner with the WBAI LSB so that the WBAI LSB can fulfill its fiduciary duty to review WBAI's finances as laid out in the Pacifica bylaws.

14b. Motion from Cerene Roberts on KPFK LSB Director Elections

Moved that the PNB requires the KPFK LSB / Delegates to hold an Emergency Mtg in order to have a proper PNB Directors election where new nominations from the floor are allowed, conducted by T. Goodman and results certified before 1/30/25, in order for the newly elected PNB Directors can be seated at that meeting.

Meeting Notice:

Thursday, February 20, 2025

Pacifica National Board

Purpose: Regular meeting of the PNB. Part of the meeting may be in executive session.

8:30 PM ET

Teleconference

[Committee Members](#)

Regular meeting. Part of the meeting may be in executive session. Should the PNB start the meeting in closed session, we'll try to say so here. Refresh the page to make sure you have the latest info.

Julie Hewitt

hewitt.wpfw@gmail.com

Posted: 02/13/2025 - 9:24 PM

Updated :02/13/2025 - 9:24 PM