

Draft Agenda – *Public* Version
 Pacifica National Board Regular Session
 Teleconference Meeting
 Thursday, September 4, 2025, 8:30 pm EST
 All times are Eastern Time
(meeting notice appended to the end of this agenda)

2025 PNB Members:

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| Kaja Brown, KRD, 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, KPK, Listener Zack Kaldveer, KPFA, Listener Philip Maldari, KPFA, Staff Marianne Martinez, KPFT, Listener | Sean Kelly McPherson, KPFT, Listener Ron Pinchback, WPFW, Staff Myla Reson, KPK, Staff Cerene Roberts, WBAI, Listener James Sagurton, WBAI, Listener Minerva Sanders, WPFW, Listener Alex Steinberg, WBAI, Listener Harvey Wasserman, KPK, Listener Dennis Williams, WPFW, Listener Michael Woodson, KPFT, Staff Susan Young, KPFT, Listener | |
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Others:

Stephanie Wells, Executive Director
 Aki Tanaka, Recording Secretary
 Darlene Pagano, Timekeeper

1. Preliminary Items – 5 min.

- A. Call to Order by Chair (Young)
- B. Roll Call by PNB Secretary (Hewitt)
- C. Report-outs from August 7th and 14th meetings:
 August 7th:

The PNB met in executive session to hear a report from counsel as transmitted by the ED regarding legal matters.

August 14th:

The PNB met in executive session to hold a hearing on a disciplinary matter. The defendant, Alex Steinberg, was found guilty of both the charge and the specification and is subject to a penalty of suspension from now until October 31, 2026 from the PNB, WBAI LSB and all Pacifica committees and Pacifica meetings, activities and events, with the exception of election events if he qualifies as a candidate in the 2026 elections.

- D. Excused Absences

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

3. Minutes approval for August 7th meeting – 5 min.

4. Standing Committee Reports – 10 min.

- a. Audit Committee (Sanders)

- b. Coordinating Committee (Young)
 - c. Finance Committee (Dodsworth)
 - d. Governance Committee (Hewitt) – see APPENDIX
5. Affiliates Report – 5 min.
6. Executive Director Report and Q & A – 20 min.
7. Unfinished Business (see APPENDIX) – 5 min.
 - a. Nondisclosure Agreement changes offered by James Sagurton
 - b. Motion from Sally Gellert
8. New Business (see APPENDIX) – 10 min.
 - a. WBAI LSB Resolution Respecting Right of PNB Member to Uphold Pacifica Foundation Bylaws
 - b. WBAI LSB Motion to Begin a Bylaw Amendment Process
 - c. Motion on Directors' Access from Cerene Roberts
- 9. Motion to move into closed session at a time no later than 9:30 pm ET – 1 min.**
10. Agenda approval for the executive portion of the agenda – 5 min.
11. Minutes approval for August 7th and 14th meetings – 5 min.
12. Confidential ED Report and Q&A – 10 min.
13. Unfinished Confidential Business – 1 min.
14. New Confidential Business – 5 min.
15. Report-out for pacifica.org and for reading at the next open session – 5 min.
- 16. Motion to Adjourn at a time no later than 10:00 pm ET.**

APPENDIX

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

4d. Motion from Governance Committee

Whereas bylaw amendments are being recommended by directors pursuant to the bylaw amendment procedure detailed in the Pacifica Bylaws 2025:

Whereas the 2025 Bylaws provide that “all properly proposed bylaw amendments be held until that date which is 30 days before the voting date, as determined by the board;

Whereas proper introduction of bylaw amendments requires either proposal by six directors or by petition of at least five percent (5%) of members;

Therefore, the PNB Governance Committee recommends the following motion for consideration by the PNB:

PNB designates the Pacifica National Governance Committee the responsibility to facilitate the bylaw amendment process by gathering proposed bylaw changes and recommendations about bylaw changes and recommending when a voting date should be scheduled and the Notice Period begun (Notice Date).

7a. Suggested edits to NDA (in redline/strikeout) from James Sagurton

1a. i. Any other information of any nature whatsoever that ~~the~~ Pacifica's Executive Director, Chief Financial Officer or General Counsel desires to maintain confidentiality, **provided that they so notify the member and that there are valid legal, business or personnel reasons for the confidentiality.**

5. Notices. All notices given under this Agreement must be in writing. A notice is effective upon receipt and shall be sent via one of the following methods: **email**, delivery in person, overnight courier service, certified or registered mail, postage prepaid, return receipt requested, addressed to the Party to be notified at the below address or in the case of either Party, to such other party, address as such Party may designate upon reasonable notice to the other Party.

7b. Motion from Sally Gellert to Begin a Bylaw Amendment Process

Moved that pursuant to Article 17 of the Pacifica Bylaws, the Pacifica National Board initiates a Bylaw Amendment period utilizing the following timeline:

- Submission of Proposals: 8/11 to 8/20/25

(IF THIS HAS TO BE 30 DAYS, the other dates must be adjusted.)

Presentation format to be distributed by the Secretary by 8/10/25

- 30-Day On-air notice: 9/1 to 10/2/25
Daily announcements on all 5 foundation stations—a minimum of twice between 6 AM and 11 PM and once between 11 PM and 6 AM—of the activation of the amendment process and the PNB's voting date
- Website publication (pacific.org) of the specific proposed changes along with the present language and the rationale: 8/18 to a week after all voting results have been certified by the National Election Supervisor
- Public vote of the PNB: 10/2/25

Further, should any submitted amendment require the vote of the membership, the Executive Director shall by 9/8/25, appoint a person who has not served as Pacifica staff or in Pacifica governance to oversee the conduct of said vote with member voting recommended from 10/13/25 to 11/17/25.

8a. WBAI LSB Resolution Respecting Right of PNB Member to Uphold Pacifica Foundation Bylaws

The WBAI LSB affirms the importance of allowing all members of the Pacifica National Board to freely carry out their duties in accordance with the Pacifica Foundation Bylaws, which inherently includes a duty of proper vigilance to see that the Bylaws are upheld.

We support Director Alex Steinberg in relation to ongoing concerns regarding certain settlement agreements involving certain parties, reached ancillary to litigation, which, in substitution for the requirements of the Bylaws, seek to alter the Bylaws in a manner other than that prescribed by the Bylaws, thus not following provisions that we consider to be in the Bylaws for the protection of The Pacifica Foundation and its members. We understand that, to date, insufficient documentation specifying the charges against Director Alex Steinberg has been provided, which raises questions that specifically include those of due process.

We respectfully request that the Pacifica National Board reconsider the current disciplinary process in light of these concerns, and withdraw the action against Director Steinberg.

If the PNB chooses to proceed, we further request that any hearing be conducted in open session, as requested by Director Steinberg, to ensure transparency and allow the public to observe the governance process in action.

8b. WBAI LSB Motion to Begin a Bylaw Amendment Process

Moved that pursuant to Article 17 of the Pacifica Bylaws, the Pacifica National Board initiates a Bylaw Amendment period utilizing the following timeline:

- Presentation format to be distributed by the PNB Secretary by 10/5/25
- Submission of Proposals: 9/5 to 9/12/25
- 30-Day On-air notice: 9/15 to 10/17/25
Daily announcements on all 5 foundation stations—a minimum of twice between 6 AM and 11 PM, including AM and PM drive times, and a minimum of once between 11 PM and 6 AM—of the activation of the amendment process and the PNB's voting date
- Website publication (pacific.org) of the specific proposed changes along with the present language and the rationale: 9/15/25 to a week after all voting results have been certified
- Public vote of the PNB: 11/6/25

Further, should any submitted amendment require the vote of the membership, the PNB shall, on 10/2/25, designate a competent and impartial person who has not served as Pacifica staff or in Pacifica governance to oversee the conduct of said vote, as required in Art. 3 Sec. 8 (E), preferably from 11/13/25 to 12/4/25.

Designee candidate résumés shall be distributed to the Board by 9/27/25.

8c. Motion on Directors' Access from Cerene Roberts

Whereas, Directors are responsible for the affairs of the foundation and are obliged to be informed, their increased familiarity with its units can improve the quality of their contributions, therefore

The Board requires that all Directors, PNB officers, LSB members, LSB officers, and network staff facilitate, and not interfere with, Directors' full access to all foundation information including meetings

Further, the Executive Director is charged with having IT staff implement, by September 10, 2025, a system for easy delivery of tele-conference and/or video-conferencing coordinates of all meetings to all interested directors.

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

Meeting Notice:

Thursday, September 4, 2025

8:30 PM ET

Pacifica National Board

Teleconference

Committee Members

Akio Tanaka

akiot04@yahoo.com

Posted: 03/28/2025 - 11:59 PM

Updated :03/28/2025 - 11:59 PM