

Draft Agenda – *Public Version*  
 Pacifica National Board Regular Session  
 Teleconference Meeting  
 Thursday, November 6, 2025, 8:30 pm EST  
 All times are Eastern Time  
*(meeting notice appended to the end of this agenda)*

2025 PNB Members:

Kaja Brown, KRD <sup>P</sup> , 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	Sus.	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	Sus.
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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-out from October 2<sup>nd</sup> meeting:
 

*The PNB met in executive session to hear a disciplinary matter and a report from the ED on potential legal steps to be taken regarding actions by members injurious to the foundation.*
  - D. Excused Absences
2. Agenda approval for the open portion of the agenda – 5 min.
3. Minutes approval for October 2<sup>nd</sup> meeting – 5 min.
4. Update on NDAs – 5 min.
5. Committee Reports – 20 min.
  - a. Audit Committee (Sanders)
  - b. Coordinating Committee (Young)
  - c. Finance Committee (Dodsworth)
  - d. Governance Committee (Hewitt) – see APPENDIX
  - e. Personnel Committee (Young)
6. Affiliates Report – 5 min.

7. Executive Director Report and Q & A – 20 min.
8. Unfinished Business (see APPENDIX) – 5 min.
  - a. Motion on Directors’ Access from Cerene Roberts
  - b. Motion on Raising Minimum Membership Fee

9. New Business – 10 min.

**10. Motion to move into closed session at a time no later than 9:45 pm ET – 1 min.**

11. Preliminary Items – 5 min.

- A. Call to Order by Chair (Young)
- B. Roll Call by PNB Secretary (Hewitt)
- C. Excused Absences

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

13. Minutes approval for October 2<sup>nd</sup> meeting – 5 min.

14. Confidential ED Report and Q&A – 25 min.

15. Unfinished Confidential Business – 1 min.

16. New Confidential Business – 5 min.

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

**18. Motion to Adjourn at a time no later than 10:30 pm ET.**

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**APPENDIX**

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

**4. 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.

**5d1. Motion Regarding Special Meetings**

Bylaws amendments submitted to the Pacifica Governance Committee must have preliminary endorsement by six directors or include a 5% member petition for consideration by the Pacifica Governance Committee and the PNB. They must be in full bylaws proposal form including the article number, section text with underlines for additions and strike-outs for omissions. That for any properly submitted amendments, the Governance Committee will review, consider and forward to PNB within 45 days of submission. Amendments not in the proper form will be announced as such in a Governance Committee meeting and an email will be sent to submitter, informing them of the deficiencies. Amendments must be submitted at least one week prior to a Governance Committee meeting.

### **5d2. Motion Regarding Bylaws Amendments**

The Pacifica Governance Committee recommends that the PNB pass the Special Meetings Notice Motion that all PNB Special Meetings called by non-Officer PNB Directors must be noticed by phone calls per the Pacifica Bylaws by one of the persons calling the special meeting and if there is a majority of requests for excused absences the meeting is immediately cancelled by the person who posted the meeting on kpftx.org. If a special meeting has not been cancelled and quorum has not been reached after 10 minutes after the designated meeting start time, the meeting will not be put on the stream and will be ended and designated as cancelled on kpftx.org. All PNB or LSB electronic meetings must be hosted by their respective PNB or LSB Officers or their identified designees and will not be called to order without authorized hosting.

### **8a. 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.

### **8b. Motion on Raising Minimum Membership Fee**

Move we increase our membership fee to \$50/year starting January 1, 2026.

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

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Meeting Notice:

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**Thursday, November 6, 2025**

**Pacifica National Board**

**Committee Members**

Akio Tanaka

Posted: 03/29/2025 - 12:00 AM

**8:30 PM ET**

**Teleconference**

[akiot04@yahoo.com](mailto:akiot04@yahoo.com)

Updated :03/29/2025 - 12:00 AM

