

Draft Agenda – *Public Version*  
 Pacifica National Board Regular Session  
 Teleconference Meeting  
 Thursday, December 4, 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 November 6<sup>th</sup> meeting:  
*The PNB met in executive session to approve closed session minutes and resolve some unfinished business.*
  - D. Excused Absences
2. Agenda approval for the open portion of the agenda – 5 min.
3. Minutes approval for November 6<sup>th</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.
  - a. Motion from Cerene Roberts on Informed Directors

**10. Motion to move into closed session at a time no later than 9:15 pm ET – 1 min.**

11. Agenda approval for the executive portion of the agenda – 5 min.
12. Minutes approval for November 6<sup>th</sup> meeting – 5 min.
13. Confidential ED Report and Q&A – 45 min.
14. Unfinished Confidential Business – 1 min.
15. New Confidential Business – 5 min.
16. Report-out for pacifica.org and for reading at the next open session – 3 min.

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

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**APPENDIX**

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

**5d1. Motion Regarding Bylaws Amendments [Passed w/o objection at November 6, 2025 meeting]**  
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 to Amend a Motion Previously Adopted, by adding the following to the end**  
This motion will be effective immediately upon passage and will cease to be in effect (i.e., will "sunset") with the seating of Pacifica National Board Directors in January 2027.

**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.

**9a. Motion from Cerene Roberts on Informed Directors**

Whereas Directors have a fiduciary relationship with the Pacifica Foundation but cannot fulfill their responsibilities without genuine awareness of what is happening within the organization and cannot make sound decisions and reasonable recommendations without adequate information, or, at times, expert advice, be it hereby resolved

That effective immediately, all Directors shall be simultaneously sent, within 5 business days of receipt, all notices, petitions, complaints, and all case filings and decisions re. any action or pending action in which the Foundation or any unit, Director, Officer, paid and unpaid Staffperson, Consultant, or Contractor, in their official Pacifica capacity, is named as a party or witness; and

That in the New Day case, all previous documents shall be provided to Directors within 5 business days of the day following the passage of this motion; and further

That within 5 business days of the day following the passage of this motion, the Board shall be sent a list of attorneys, consultants, and contractors of each unit along with their assignment, its duration and compensation and for employees, their full- or part-time status; and further,

That within 5 business days of the day following the passage of this motion and quarterly thereafter, and upon the creation of any other such relationship, all network management and paid on-air personnel shall disclose to the PNB their employment or involvement with other media entities including their title, job description, and contract duration.

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

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Meeting Notice:

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**Thursday, December 4, 2025**

**Pacifica National Board**

**Committee Members**

Akio Tanaka

Posted: 03/29/2025 - 12:01 AM

**8:30 PM ET**

**Teleconference**

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

Updated :03/29/2025 - 12:01 AM