

Approved Minutes - *Public Version*
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, January 30, 2025, 8:30 pm EST
All times are Eastern Time

2025 PNB Members:

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

Others:

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

1. Preliminary Items – 8:30 pm

- A. Call to Order by Convenor (Susan Young, Chair of 2024 PNB) at 8:30 pm
- B. Roll Call by 2024 PNB Secretary (Julie Hewitt) Attendance: quorum achieved
Brown, Dodsworth, Goodman joined after roll call
- C. Report out from the executive session of January 16th meeting (Young)
The PNB met in Executive Session to address confidential financial and legal matters.
- D. Excused Absences
Wasserman - excused absence, joined during Item 8.
- E. Identify Timekeepers (people – Dodsworth, items – Martinez)
The Convenor noted past practices of this body: 90 seconds for the first time speaking on an item; 60 seconds for the second time. At the end of time on an agenda item, if there is an objection to extending, a motion to extend requires a 2/3 vote; if there are no objections, we exhaust the stack of only those who have not yet spoken on the item. Then we either go to the next item or to the vote.

2. Agenda approval for the open portion of the agenda – 8:39 pm

Steinberg moves to add WBAI LSB motion after Item 11.
Convenor rules motion should be in New Business. Ruling of the convenor is appealed.
[Yes – 12] Brown, Dodsworth, Edge, Goodman, Jones, Kaldveer, Maldari, Martinez, McPherson, Reson, Sanders, Woodson
[No – 6] Carter, Gellert, Roberts, Sagurton, Steinberg, Williams
[Abstain – 2] Hewitt, Pinchback

[No vote – 1] Young

Ruling of the convenor is sustained; motion added as item 12.a.

Roberts moves to add the issue of KPFFK Directors from the Jan 16th agenda.

Convenor rules motion should be in New Business, because it can't be carried over (see Addendum). Ruling of the convenor is appealed.

[Yes – 12] Brown, Dodsworth, Edge, Goodman, Jones, Kaldveer, Maldari, Martinez, McPherson, Reson, Sanders, Woodson

[No – 7] Carter, Gellert, Pinchback, Roberts, Sagurton, Steinberg, Williams

[Abstain – 1] Hewitt

[No vote – 1] Young

Ruling of the convenor sustained; motion added as item 12.b.

Agenda approved.

3. Elect Chair pro-tem and Secretary pro-tem – 8:57 pm

Take nominations from the floor for Chair pro-tem

Reson nominates Young.

Steinberg nominates himself.

Vote on Chair pro-tem;

[Young – 13] Brown, Dodsworth, Edge, Goodman, Jones, Kaldveer, Maldari, Martinez, McPherson, Reson, Sanders, Woodson, Young

[Steinberg – 6] Gellert, Pinchback, Roberts, Sagurton, Steinberg, Williams

[Abstain – 2] Carter, Hewitt

Young elected Chair Pro-tem

Take nominations from the floor for Secretary pro-tem

Sanders nominates Hewitt, no other nominations.

4. Minutes approval for January 16th meeting – 9:10 pm

Approved.

5. Thanking 2024 PNB Directors not returning – 9:14 pm

Irene Adams, Teresa Allen, Paul DiRienzo, Jim Dingeman, Vanessa Dixon-Briggs, Heather Gray, Darlene Pagano, Shawn Rhodes, Egberto Willies

6. Executive Director Report and Q & A – 9:25 pm

See attached report

Pinchback raises concern regarding the new administration.

ED says we will follow the mission.

Schwartz says be mindful when endorsing candidates and call for action

7. Director Introductions – 10 pm

Each director introduced themselves.

8. Motion on Procedure for Election of Officers – 10:40 pm

Motion to use OpaVote for Officers election.

Roberts moves to amend resolving clause about who is sent results from “all voters” to “all eligible voters”; amendment passes w/o objection. Vote on motion as amended.
[Yes – 13] Brown, Dodsworth, Edge, Goodman, Jones, Kaldveer, Maldari, McPherson, Reson, Sanders, Wasserman, Williams, Woodson,
[No – 1] Roberts
[Abstain – 7] Carter, Gellert, Hewitt, Martinez, Pinchback, Sagurton, Steinberg
[No vote – 1] Young
Amended motion to use OpaVote passes.

9. Nominations from the floor for Officers – 11:00 pm

Chair – Steinberg, Young

Vice Chair – Sanders

PNB Secretary – Hewitt

10. Set next meeting and/or meeting schedule for 2025 – 11:08 pm

February 13.

13. Motion to adjourn at a time no later than 10:30 pm ET.

Adjourned at 11:10 pm

The following agenda items are carried to the next meeting.

11. Discussion of Nondisclosure Agreements and Executive Session

12. New Business

a. Motion from WBAI LSB on Providing Financial Information

b. Motion from Cerene Roberts on KPFK LSB Director Elections

APPENDIX

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

8. Motion on Procedure for Election of Officers

WHEREAS, Article Nine, Section 2 of the Pacifica Bylaws specifies that the Board's Chair, Vice Chair and Secretary "... shall be elected by the Board at its annual meeting in January each year using the Instant Runoff Voting method."

AND WHEREAS, for in-person meetings, Pacifica's parliamentary authority specifies that "... the chair appoints tellers to distribute, collect, and count the ballots, and to report the vote." [RONR (12th ed.) 45:26]

AND WHEREAS, since the suspension of annual in-person meetings, the PNB has been conducting its officer elections via electronic mail.

AND WHEREAS, Pacifica's parliamentary authority specifies that a ballot may be taken by electronic means, allowing Directors to indicate their choices without revealing how they have voted [RONR (12th ed.) 45:18].

BE IT RESOLVED, that the election of PNB officers shall be conducted by the Recording Secretary using OpaVote to support secret ballots, with nominations to open during the January 30, 2025 meeting, and once the meeting adjourns, any additional nominations must be made in writing to the Recording Secretary by 11:59 pm Pacific Time on February 2, 2025.

FURTHER RESOLVED that all currently serving Directors are authorized to vote and will be sent a ballot(s) via email from OpaVote (noreply@opavote.com) on or after February 4, 2025, and that the polls shall close on February 9, 2025 at 11:59 pm Pacific Time.

If quorum is not met by the close of polls, the Recording Secretary is authorized to keep the polls open and declare a new deadline. The final results should be ratified by vote of the PNB.

The Recording Secretary will distribute election results to all eligible voters soon after the close of voting.

In the unlikely event of a tied election, it is to be resolved and the final results declared by the Chair pro-tem at the next meeting of the PNB after the preliminary tally distribution. A Director with good bandwidth can share a screen and flip coins via <https://www.random.org/coins/>.

12a. 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.

12b. 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.

ADDENDUM

Robert's Rules of Order Newly Revised, 12th edition, 21:7:

"c) When the adjournment closes a session in a body that will not have another regular session within a quarterly time interval (see 9:7), or closes a session that ends the term of all or some of the members (as may happen in an elected legislative assembly or in a board): Matters temporarily but not finally disposed of, except those that remain in the hands of a committee to which they have been referred (see 9:8–11), fall to the ground. They can, however, be introduced at the next session, the same as if they had never before been brought up."

Minutes drafted by Aki Tanaka, Recording Secretary

Minutes approved by PNB on 2/13/2025

Minutes posted by Julie Hewitt, PNB Secretary