

Approved Minutes - *Public* Version
 Pacifica National Board Regular Session
 Teleconference Meeting
 Thursday, February 13, 2025, 8:30 pm EST
 All times are Eastern Time

2025 PNB Members:

| | | | |
|--|---|--------------------------------------|----|
| Kaja Brown, KRD ^P , 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 | | Cerene Roberts, WBAI, Listener | WR |
| Sally Gellert, WBAI, Staff | L | James Sagurton, WBAI, Listener | P |
| Jan Goodman, KFPK, 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 | P |
| 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

Aki Tanaka, Recording Secretary – L

1. Preliminary Items – 8:35 pm

A. Call to Order by Chair (Young)

Roberts - PO regarding KPFK Directors Election - Chair puts Roberts in WR.

Steinberg - PO regarding Roberts – Chair puts Steinberg in WR.

B. Roll Call by PNB Secretary (Hewitt)

Absent - Edge

Joined after roll call – Gellert

C. No report-out from January 30th meeting (no executive session)

D. Excused Absences

E. Identify Timekeepers (people - Dodsworth; items - Young)

2. Agenda approval for the open portion of the agenda – 8:46 pm

Approved w/o objection.

3. Minutes approval for January 30th meeting – 8:47 pm

Approved w/o objection.

4. Motion ratifying officer elections – 8:48 pm

Approved w/o objection.

5. Executive Director Report and Q & A – 8:49 pm

6. Motion on procedure for election of directors to PNB committees – 9:13 pm
Approved w/ one objection noted from Sagurton.

7. Floor Nominations for Directors to Standing Committees – 9:23 pm
Audit: KPFA - Carter, Maldari, KPFK - Jones, KPFT - McPherson, WBAI - Geller, WPFW – Sanders

Coordinating: KPFA – Dodsworth, Carter, KPFK - Goodman, KPFT – McPherson, WBAI – Steinberg, WPFW – Pinchback, Affiliates – Edge

Finance: KPFA – Dodsworth, KPFK – Reson, KPFT – Woodson, WBAI – Sagurton, WPFW - Williams

Governance: KPFA – Kaldveer, KPFK – Reson, KPFT – Martinez, WBAI – Roberts, WPFW – Hewitt, Affiliates - Brown

Motion - Goodman: Allow Affiliates to serve on Coordinating and Governance pending Pacifica Counsel opinion whether Affiliates can serve as voting member (and be nonvoting if not allowed to be voting).

[Yes 16] Brown, Carter, Dodsworth, Goodman, Hewitt, Jones, Kaldveer, Maldari, Martinez, McPherson, Pinchback, Reson, Sanders, Wasserman, Williams, Woodson

[No 2] Sagurton, Steinberg

[Abstain 1] Roberts

[No vote 1] Young

8. Set next meeting and/or meeting schedule for 2025 – 10:00 pm
February 20, 2025

12. Motion to adjourn at a time no later than 10:00 pm ET.
Adjourned at 10:12 pm.

The following agenda items are carried to the next meeting.

9. Discussion of Nondisclosure Agreements and Executive Session – Not addressed.

10. Unfinished Business – Not addressed.

- a. Motion from WBAI LSB on Providing Financial Information
- b. Motion from Cerene Roberts on KPFK LSB Director Elections

11. New Business – Not addressed.

APPENDIX

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

4. Motion Ratifying PNB Officer Elections

WHEREAS the Pacifica National Board held elections for officers and the OpaVote results report dated February 10, 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 tellers' report and affirms the duly elected officers to be: Chair: Susan Young; Vice Chair: Minerva Sanders; Secretary: Julie Hewitt.

6. Motion on Procedure for Election of Directors to Committees

WHEREAS the Pacifica Bylaws, Article Eight, Other Committees of the Board of Directors, Section 3: Standing Committees requires the following standing committees of the PNB: Coordinating Committee, Governance Committee, Finance Committee and Audit Committee;

THEREFORE, be it resolved that PNB nominations for standing committees open on February 13, 2025, when the nominations form is sent to all directors; that nominations close at 11:59 pm Pacific time on February 14, 2025; that directors will have till 11:59 pm Pacific time on February 16, 2025 to decline nominations, to have their name not placed on the ballot; that the recording secretary will send out ballots via OpaVote on or after February 17, 2025; and that ballots will be due by 11:59 pm Pacific time on February 19, 2025.

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.

Further, 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.

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

Meeting Notice:

Thursday, February 13, 2025

8:30 PM ET

Pacifica National Board

Teleconference

Purpose: Regular meeting of the PNB.

Committee Members

Regular meeting, per PNB decision at 1/30/2025 meeting. Refresh the page to make sure you have the latest info.

Julie Hewitt

hewitt.wpfw@gmail.com

Posted: 02/05/2025 - 10:14 PM

Updated :02/05/2025 - 10:14 PM

Minutes drafted by Aki Tanaka, Recording Secretary

Minutes approved by PNB on 2/20/2025

Minutes posted by Julie Hewitt, PNB Secretary