

Approved Minutes – *Public* Version
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, February 20, 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	A	Cerene Roberts, WBAI, Listener	A
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	P
Zack Kaldveer, KPFA, Listener	P	Dennis Williams, WPFW, Listener	P
Philip Maldari, KPFA, Staff	A	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

5. Preliminary Items – [9:50]

- A. Call to Order by Chair (Young)
- B. Roll Call by PNB Secretary (Hewitt): quorum achieved
Absent: Jerome Edge
- C. No report-out from February 13th meeting (no executive session)
- D. Excused Absences
- E. Identify Timekeepers (people - Dodsworth, items - Young)

6. Agenda approval for the open portion of the agenda – [9:53].
Approved w/o objection.

7. Minutes approval for February 13th meeting – [9:55]
Approved w/o objection.

8. Motion ratifying elections of directors to PNB standing committees (see APPENDIX) – [9:56]
Approved w/o objection.

9. Motion appointing Affiliate Representative Directors to certain PNB standing committees (see APPENDIX) – [6:58]
Objection to the motion by Steinberg.
Vote on the motion. Motion passes.

[Yes 13] Dodsworth, Goodman, Hewitt, Jones, Kaldveer, Martinez, McPherson, Pinchback, Reson, Sanders, Wasserman, Williams, Woodson,
[No 5] Carter, Gellert, Roberts, Sagurton, Steinberg
[Abstain 1] Brown
[No vote 1] Young

10. Motion naming Chair as Ex Officio member of PNB committees (see APPENDIX) – [10:17]
Amended Motion by Steinberg: To include all previous Committee Chairs as Ex Officio members.

Vote on the amended motion. Amended motion fail.

[Yes 5] Carter, Gellert, Pinchback, Sagurton, Steinberg
[No 13] Brown, Dodsworth, Goodman, Hewitt, Jones, Kaldveer, Martinez, McPherson, Reson, Sanders, Wasserman, Williams, Woodson,
[No vote 1] Young

Vote on the main motion. Main motion passes.

[Yes 12] Brown, Dodsworth, Goodman, Hewitt, Jones, Kaldveer, Martinez, McPherson, Reson, Sanders, Wasserman, Woodson,
[No 3] Gellert, Sagurton, Steinberg
[Abstain 3] Carter, Pinchback, Williams
[No vote 1] Young

11. Naming Convenors –
Audit: Sanders
Coordinating: Young
Finance: Dodsworth
Governance: Hewitt

- 17. Motion to adjourn at a time no later than 10:30 pm ET.**
Adjourned at 10:38 pm ET.

The following agenda items are carried to the next meeting.

12. Executive Director Report and Q & A – 20 min.
13. Set next meeting and/or meeting schedule for 2025 – 5 min
14. Discussion of Nondisclosure Agreements and Executive Session – 10 min.
15. Unfinished Business (see APPENDIX) – 10 min.
 a. Motion from WBAI LSB on Providing Financial Information
 b. Motion from Cerene Roberts on KPFK LSB Director Elections
16. New Business – 5 min.

APPENDIX

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

8. Motion ratifying officer elections of directors to PNB standing committees [NAMES WILL BE FILLED IN ONCE BALLOTING CLOSES]

WHEREAS the Pacifica National Board held elections for directors to serve on PNB standing committees and the OpaVote results report dated February 20, 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 OpaVote report and affirms the duly elected directors for the standing committees to be:

Audit: Donna Carter, KPFA; Evelia Jones, KPFK; Sean Kelly McPherson, KPFT; Sally Gellert, WBAI; Minerva Sanders, WPFW.

Coordinating: Fred Dodsworth, KPFA; Jan Goodman, KPFK; Sean Kelly McPherson, KPFT; Alex Steinberg, WBAI; Ron Pinchback, WPFW.

Finance: Fred Dodsworth, KPFA; Myla Reson, KPFK; Michael Woodson, KPFT; James Sagurton, WBAI; Dennis Williams, WPFW.

Governance: Zack Kaldveer, KPFA; Myla Reson, KPFK; Marianne Martinez, KPFT; Cerene Roberts, WBAI; Julie Hewitt, WPFW.

9. Motion appointing Affiliate Representative Directors to certain PNB standing committees

WHEREAS the Pacifica Bylaws, Article Eight, Other Committees of the Board of Directors, Section 3: Standing Committees does not address participation by Affiliate Representative Directors;

THEREFORE, be it resolved that PNB appoints as full voting members the following Affiliate Representative Directors to the following 2025 standing committees:

Coordinating: Jerome Edge, KSVR

Governance: Kaja Brown, KRDP

10. Motion naming Chair as Ex Officio member of PNB committees

Moved to name the Chair to be an ex officio member of all PNB committees with full rights of participation as provided in Robert's Rules of Order Newly Revised, 12th edition, 50:16.

14a. 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.

14b. Motion from Cerene Roberts on KPFFK LSB Director Elections

Moved that the PNB requires the KPFFK 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.

Minutes drafted by Aki Tanaka, Recording Secretary
Minutes approved by PNB on 6/5/2025
Minutes posted by Julie Hewitt, PNB Secretary