

Approved Minutes – *Public Version*
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, May 1, 2025, 8:30 pm EST
All times are Eastern Time

2025 PNB Members:

Kaja Brown, KRDP, Affiliate	P	Sean Kelly McPherson, KPFT, Listener	Exc
Donna Carter, KPFA, Listener	P	Ron Pinchback, WPFW, Staff	P
Fred Dodsworth, KPFA, Listener	P	Myla Reson, KPFK, Staff	P
Jerome Edge, KSVR, Affiliate	Exc	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	Exc	Michael Woodson, KPFT, Staff	P
Marianne Martinez, KPFT, Listener	P	Susan Young, KPFT, Listener	P

Others:

Stephanie Wells, Executive Director – P
Aki Tanaka, Recording Secretary – P
Todd Gallinger, Counsel – P
Auaja Lovest, Communications Consultant – P
Darlene Pagano, Timekeeper – P

1. Preliminary Items

- A. Call to Order by Chair (Young) at 8:32 pm
- B. Roll Call by PNB Secretary (Hewitt)
- C. Report-out from April 3rd meeting:
The PNB met in closed session to ratify the settlement agreement in Pacifica v. New Day Pacifica signed by the parties in mediation, including adoption of revised bylaws posted to pacifica.org, and the PNB discussed confidential personnel matters.
- D. Excused Absences: approved w/o objection
- E. Identify Timekeepers (Pagano)

2. Agenda approval for the open portion of the agenda

Motion to rescind previously adopted motion regarding settlement agreement between Pacifica and New Day, and it should be in open session - Steinberg

Chair rules motion out of order. The issue should be in executive session.

Vote on ruling of the chair.

[10 Y - 7N]

[Yes 10] Brown, Dodsworth, Goodman, Hewitt, Jones, Kaldveer, Martinez, Reson, Sanders, Woodson

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

Motion to go to executive session time certain of 10:00 PM - Dodsworth

[10 Y - 7N]

[Yes 10] Brown, Dodsworth, Goodman, Hewitt, Jones, Kaldveer, Martinez, Reson, Sanders, Woodson

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

3. Training on board responsibility and behavior 101 (Todd Gallinger)

Materials from organizations such as Boardsource

Legal duties of board members: duty of care, duty of loyalty, duty of obedience (means abiding by decisions of the group, even if you disagreed)

4. Training on anti-bullying and communications (Auaja Lovest)

Types of bullying: verbal, physical, emotional, psychological and cyber

Verbal abuse doesn't require yelling; it's the words chosen that make it bullying

Showing dismay is OK if done respectfully.

An organization can lose people if bullying is allowed to persist.

Defamation is damaging someone's reputation, whether verbally or in writing.

You can't tell lies about people. Libel and slander. Libel is published false statements damaging to someone's reputation. Slander is spoken lies damaging to someone's reputation.

5. Minutes approval for January 30th, February 20th, March 6th and April 3rd meetings

January 30th minutes have been approved at the February 13th meeting.

Motion to postpone other minutes until the next meeting – Young.

Roberts abstains from approving the minutes.

6. Standing Committee Reports

a. Audit Committee (Sanders) Convene on 5/20.

b. Coordinating Committee (Young)

c. Finance Committee (Dodsworth) Set up schedule for budget review

Motion to reject the finance committee report because it is illegally constituted - Steinberg

Chair rules the motion out of order.

Vote on the ruling of chair

[10Y 6N 1A]

[Yes 10] Brown, Dodsworth, Goodman, Hewitt, Jones, Kaldveer, Martinez, Reson, Sanders, Woodson

[No 6] Carter, Gellert, Pinchback, Roberts, Sagurton, Steinberg

[Abstain 1] Williams

Motion for PNB to meet 5/15 to hear the full ED report - Roberts

[7Y 9N 1A]

[Yes 7] Carter, Gellert, Pinchback, Roberts, Sagurton, Steinberg, Williams

[No 9] Brown, Dodsworth, Goodman, Jones, Kaldveer, Martinez, Reson, Sanders, Woodson

[Abstain 1] Hewitt

d. Governance Committee (Hewitt) Identified meeting dates and issues to address.

7. Affiliates Network Report – postponed to next meeting.
8. Executive Director Report and Q & A
Report on the status of hiring process for the GMs.
9. Old Business – not addressed.
 - a. Nondisclosure Agreement changes offered by James Sagurton (see APPENDIX)
10. New Business – not addressed.
- 11. Adjourned at 10:33 PM ET – Did not go into Closed Session.**

APPENDIX

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

9. 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.

Minutes drafted by Aki Tanaka, Recording Secretary
Corrections offered by Cerene Roberts on 6/5/2025
Minutes approved by PNB on 7/10/2025
Minutes posted by Julie Hewitt, PNB Secretary