

Approved Minutes – *Public* Version
 Pacifica National Board Regular Session
 Teleconference Meeting
 Thursday, October 2, 2025, 8:30 pm EST
 All times are Eastern Time

2025 PNB Members:

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

Others:

Stephanie Wells, Executive Director – P

Aki Tanaka, Recording Secretary – P

Darlene Pagano, Timekeeper – P

10. Preliminary Items [Upside down meeting: open session following executive session]

- A. Call to Order by Chair (Young) at 9:46 pm ET
- B. Roll Call by PNB Secretary (Hewitt); quorum achieved
- Absent: McPherson
- C. Report-out from September 4th and 18th meetings:

September 4th:

The PNB met in closed session to discuss a confidential contractual matter and a confidential legal matter.

September 18th:

Quorum not achieved; no report out.

October 2nd:

The PNB met in executive session to hear a disciplinary matter and a report from the ED on potential legal steps to be taken regarding action by members injurious to the foundation.

- D. Excused Absences

11. Agenda approval for the open portion of the agenda – no objection

12. Minutes approval for August 7th and September 4th meeting – both approved w/o objection and one abstention from Roberts. Roberts ask that the report out from September 18th meeting be posted and the Chair agreed.

13. Standing Committee Reports

a. Audit Committee (Sanders)

Met on 9-24, 10-3

Heard about resignation of the auditor – seeking new auditor and bookkeeper.

Heard about the suspension of our status which will be remedied with completion of the proper filing.

b. Coordinating Committee (Young)

c. Finance Committee (Dodsworth)

Reviewed two budgets; will be submitting to PNB.

d. Governance Committee (Hewitt) – see APPENDIX

Motion to form Personnel Committee

Williams amendment – add “no LSB members who are not Directors” – no objection

Roberts amendment - “election to be fully anonymous”

Yes: Carter, Gellert, Roberts, Sagurton, Williams

No: Dodsworth, Edge, Goodman, Jones, Kaldveer, Maldari, Martinez, Reson, Sanders, Wasserman, Woodson

Abstain: Brown, Hewitt, Pinchback

[5Y – 11N – 3A: Motion fails]

Original motion as amended – no objection

Motion to elect Directors to the Personnel Committee – no objection

14. Affiliates Report – not addressed

15. Executive Director Report and Q & A

Pacifica will have national coverage of the “NO Kings” protest, including protection from the ACLU for reporters covering the events; training for news reporters, too.

16. Unfinished Business (see APPENDIX) – not addressed

a. Nondisclosure Agreement changes offered by James Sagurton

b. Motion on Directors’ Access from Cerene Roberts

c. Motion on Raising Minimum Membership Fee

17. New Business (see APPENDIX) – not addressed

18. Adjourned at 10:33 pm ET

APPENDIX

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

13d. Motion from Governance Committee

[Motion to PNB to stand up the Personnel Committee in 2025 to conduct the annual ED evaluation with a director elected by the PNB from each of the 5 stations and the PNB officers. Passed on 9/25/2025.]

13d1. Motion to Stand up the Personnel Committee

WHEREAS the PNB has a duty to oversee personnel matters within Pacifica,

THEREFORE be it resolved that the PNB establish a Personnel Committee for 2025 with a mandate to conduct a performance evaluation of the Executive Director, and to report back to the full PNB with recommendations, if any;

FURTHER RESOLVED that the Personnel Committee shall consist of the PNB Chair, Vice Chair, Secretary, and NFC Chair; one Director from each of the five Pacifica stations; and one Affiliate Representative Director from the Pacifica Affiliates Network. No LSB Members shall serve on the Personnel Committee.

13d2. Motion to Elect Directors to Personnel Committee

WHEREAS the PNB established a Personnel Committee for 2025 and took nominations from the floor;

BE IT RESOLVED, that these elections of directors for the Personnel Committee shall be via OpaVote electronic voting, conducted by Akio Tanaka, Recording Secretary;

FURTHER RESOLVED that all nominations are due by email to the Recording Secretary by 11:59 pm PT on Monday, October 6, 2025, that ballots will be sent to directors by Wednesday, October 8, 2025, and that voting will end by 11:59 pm PT on Tuesday, October 14, 2025. Only currently serving Directors are authorized to vote.

16a. 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.

16b. 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.

16c. Motion on Raising Minimum Membership Fee

Move we increase our membership fee to \$50/year starting January 1, 2026.

Minutes drafted by Aki Tanaka, Recording Secretary

Minutes approved by PNB on 11/6/2025

Minutes posted by Julie Hewitt, PNB Secretary