

Approved Minutes – *Public* Version
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, November 6, 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	Sus.	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	A
Julie Hewitt, WPFW, Listener	P	Alex Steinberg, WBAI, Listener	Sus.
Evelia Jones, KPFK, Listener	A	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	Exc.	Susan Young, KPFT, Listener	P

Others:

Stephanie Wells, Executive Director – P

Aki Tanaka, Recording Secretary – P

Darlene Pagano, Timekeeper – P

1. Preliminary Items

A. Call to Order by Chair (Young) at 8:34 PM ET

B. Roll Call by PNB Secretary (Hewitt); quorum achieved

Absent: Edge, Jones, Martinez, McPherson, Sanders

C. Report-out from October 2nd meeting:

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 actions by members injurious to the foundation.

D. Excused Absences – Edge, Martinez, McPherson

2. Agenda approval for the open portion of the agenda

Motion: Young – Change committee reports from 20 to 40 minutes – passes without objection

Motion: Roberts – Postpone Finance until next meeting – overruled by Chair

3. Minutes approval for October 2nd meeting – approved with one objection (Roberts)

4. Update on NDAs –

Recommendation: Sagurton – change wording after “whatever” to “about which” and “that” to “the”.

Recommendation: Sagurton – In Section 5, put the email option at the end.

Motion: Pinchback – Everyone sign the new NDA. – no objection.

The chair called Dodsworth out of order.

5. Committee Reports –

a. Audit Committee (Sanders) – Pagano – next meeting 11-13.

- b. Coordinating Committee (Young) – no meeting
- c. Finance Committee (Dodsworth)
 Motion to approve WPFW budget – no objection
 Motion to approve Affiliates budget – no objection
 Motion to approve KPFK budget – no objection – Roberts abstains.
 Motion to approve KPFT budget – no objection – Roberts abstains.
- d. Governance Committee (Hewitt) – see APPENDIX
 Note that the labels were backwards on these motions in the agenda; corrected here.
 5d2: Bylaws Amendment Motion
 Motion Roberts: Remove requirement for 6 Directors and 5% of members – Chair overrules.
 Motion Goodman: Postpone to next meeting – no objection
 5d1: Special Election Motion
 Motion Roberts: Split the motion – Chair overrules.
 Vote on the motion:
 Yes: Brown, Dodsworth, Goodman, Hewitt, Kaldeveer, Reson, Woodson, Young
 No: Gellert, Pinchback, Sagurton, Williams
 [Yes 8, No 4: Motion passes]
- e. Personnel Committee (Young) – ED evaluation submit by 11/14. Meet on 11/17.

6. Affiliates Report – Brown
 Revenues up.
 Attended Grassroot Radio Conference in Spokane.
 FCC Commissioner Gomez gave address.
 Worked on national coverage with other stations.
 Working on national coverage with other stations.
 Introduced two new podcasts.
 Reminder that reporters can not take sides but just report.

7. Executive Director Report and Q & A –
 Recent national coverage was a template for future national coverage and national news network.

- 8. Unfinished Business (see APPENDIX) – not addressed
 - a. Motion on Directors’ Access from Cerene Roberts
 - b. Motion on Raising Minimum Membership Fee

9. New Business – no new business

10. Motion to move into closed session at a time no later than 9:45 pm ET

APPENDIX

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

- 4. 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.

5d2. Motion Regarding Bylaws Amendments

Bylaws amendments submitted to the Pacifica Governance Committee must have preliminary endorsement by six directors or include a 5% member petition for consideration by the Pacifica Governance Committee and the PNB. They must be in full bylaws proposal form including the article number, section text with underlines for additions and strike-outs for omissions. That for any properly submitted amendments, the Governance Committee will review, consider and forward to PNB within 45 days of submission. Amendments not in the proper form will be announced as such in a Governance Committee meeting and an email will be sent to submitter, informing them of the deficiencies. Amendments must be submitted at least one week prior to a Governance Committee meeting.

5d1. Motion Regarding Special Meetings

The Pacifica Governance Committee recommends that the PNB pass the Special Meetings Notice Motion that all PNB Special Meetings called by non-Officer PNB Directors must be noticed by phone calls per the Pacifica Bylaws by one of the persons calling the special meeting and if there is a majority of requests for excused absences the meeting is immediately cancelled by the person who posted the meeting on kpftx.org. If a special meeting has not been cancelled and quorum has not been reached after 10 minutes after the designated meeting start time, the meeting will not be put on the stream and will be ended and designated as cancelled on kpftx.org. All PNB or LSB electronic meetings must be hosted by their respective PNB or LSB Officers or their identified designees and will not be called to order without authorized hosting.

8a. 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.

8b. 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 1/16/2025

Minutes posted by Julie Hewitt, PNB Secretary