

Draft Minutes – *Public* Version
 Pacifica National Board Regular Session
 Teleconference Meeting
 Thursday, December 4, 2025, 8:30 pm EST
 All times are Eastern Time

2025 PNB Members:

Kaja Brown, KRD ^P , Affiliate	Sus.	Sean Kelly McPherson, KPFT, Listener	P
Donna Carter, KPFA, Listener		Ron Pinchback, WPFW, Staff	P
Fred Dodsworth, KPFA, Listener	P	Myla Reson, KPFK, Staff	P
Jerome Edge, KSVR, Affiliate	P	Cerene Roberts, WBAI, Listener	P
Sally Gellert, WBAI, Staff	P	James Sagurton, WBAI, Listener	P
Jan Goodman, KFPK, Listener	P	Minerva Sanders, WPFW, Listener	P
Julie Hewitt, WPFW, Listener	P	Alex Steinberg, WBAI, Listener	Sus.
Evelia Jones, KPFK, Listener	P	Harvey Wasserman, KPFK, Listener	A
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

Darlene Pagano, Timekeeper – P

1. Preliminary Items

A. Call to Order by Chair (Young) - 8:41 PM ET

B. Roll Call by PNB Secretary (Hewitt)

Absent - Maldari, Wasserman

C. Report-out from November 6th meeting:

The PNB met in executive session to approve closed session minutes and resolve some unfinished business.

D. Excused Absences - Maldari

2. Agenda approval for the open portion of the agenda – no objection, Roberts abstains.

3. Minutes approval for November 6th meeting – no objection, Roberts abstains.

4. Update on NDAs

Already signed: Brown, Dodsworth, Gelert, Hewitt, Kaldveer, Martinez, McPherson, Reson, Roberts, Sagurton, Williams

Still to sign: Edge, Goodman, Jones, Pinchback, Sanders, Wasserman, Woodson, Young, Pagano, Tanaka

Roll call for which all present agreed they would comply with the agreement for this evening's meeting.

5. Committee Reports

a. Audit Committee (Sanders) – Meeting soon with two potential firms.

b. Coordinating Committee (Young) – no report

c. Finance Committee (Dodsworth)

Approve KPFA budget – no objection, Roberts abstains.

WPFW – Williams replaced by Hewitt on NFC – no objection.

d. Governance Committee (Hewitt) – see APPENDIX

5d2 - Amendment by Goodman – no objection.

5d1 - Amendment by Roberts to change 6 directors to 3 directors.

Yes: Gellert, Pinchback, Roberts, Sagurton, Williams

No: Brown, Dodsworth, Edge, Goodman, Jones, Kaldveer, Martinez, McPherson, Reson, Sanders, Woodson

Abstain: Hewitt

[5Y – 11N – 1A: Amendment fails]

Main Motion as Amended

Yes: Brown, Dodsworth, Edge, Goodman, Hewitt, Jones, Kaldveer, Martinez, McPherson, Reson, Sanders, Woodson

No: Gellert, Pinchback, Roberts, Sagurton, Williams

[12Y – 5N: Motion passes]

e. Personnel Committee (Young) – report pending

6. Affiliates Report – no report

7. Executive Director Report and Q & A – no report

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 – not addressed

a. Motion from Cerene Roberts on Informed Directors

10. Move into closed session at 9:25 pm ET

APPENDIX

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

5d1. Motion Regarding Bylaws Amendments [Passed at Governance Committee meeting on November 20, 2025]

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.

5d2. Motion to Amend Governance Committee Motion, by adding the following to the end:

This motion will be effective immediately upon passage and will cease to be in effect (*i.e.*, will "sunset") with the seating of Pacifica National Board Directors in about January 2027.

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.

9a. Motion from Cerene Roberts on Informed Directors

Whereas Directors have a fiduciary relationship with the Pacifica Foundation but cannot fulfill their responsibilities without genuine awareness of what is happening within the organization and cannot make sound decisions and reasonable recommendations without adequate information, or, at times, expert advice, be it hereby resolved

That effective immediately, all Directors shall be simultaneously sent, within 5 business days of receipt, all notices, petitions, complaints, and all case filings and decisions re. any action or pending action in which the Foundation or any unit, Director, Officer, paid and unpaid Staffperson, Consultant, or Contractor, in their official Pacifica capacity, is named as a party or witness; and

That in the New Day case, all previous documents shall be provided to Directors within 5 business days of the day following the passage of this motion; and further

That within 5 business days of the day following the passage of this motion, the Board shall be sent a list of attorneys, consultants, and contractors of each unit along with their assignment, its duration and compensation and for employees, their full- or part-time status; and further,

That within 5 business days of the day following the passage of this motion and quarterly thereafter, and upon the creation of any other such relationship, all network management and paid on-air personnel shall disclose to the PNB their employment or involvement with other media entities including their title, job description, and contract duration.