

Draft Agenda – *Public Version*
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, February 15, 8:30 pm EST
All times are Eastern Time
(*meeting notice appended to the end of this agenda*)

2024 Directors:

Irene Adams, WPFW, Listener Teresa J. Allen, KPFT, Listener Kaja Brown, KRDP, Affiliate Donna Carter, KPFA, Listener Paul DeRienzo, WBAI, Listener Jim Dingeman, WBAI, Listener Vanessa Dixon-Briggs, WPFW, Listener Fred Dodsworth, KPFA, Listener Jan Goodman, KPFA, Listener Heather Gray, WRFG, Affiliate Evelia Jones, KPFA, Listener	Zack Kaldveer, KPFA, Listener Marianne Martinez, KPFT, Listener Darlene Pagano, KPFA, Staff Ron Pinchback, WPFW, Staff Myla Reson, KPFA, Staff Shawn Rhodes, WBAI, Staff Cerene Roberts, WBAI, Listener Minerva Sanders, WPFW, Listener Harvey Wasserman, KPFA, Listener Egberto Willies, KPFT, Staff Susan Young, KPFT, Listener
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Others:

Stephanie Wells, Executive Director
Arthur Schwartz, Pacifica Counsel
Julie Hewitt, Secretary
Kim Kaufman, Recording Secretary

1. Preliminary Items – 5 min.

- A. Call to Order by Chair (Young)*
- B. Roll Call*
- C. Excused Absences*
- D. Identify Timekeepers*

2. Agenda approval for the closed portion of the agenda – 5 min.

3. Approve minutes from closed sessions of December 21, 2023 and February 1, 2024 – 5 min.

4. Confidential Briefing from FCC Attorney – 45 min.

5. Confidential ED report and Q & A – 10 min.

6. Confidential General Counsel report and Q & A – 20 min.

7. Confidential Financial Matter (see APPENDIX) – 15 min.

8. Unfinished Confidential Business – 1 min.

9. New Confidential Business – 1 min.

- 10. *Discuss what from this session may be shared with LSBs in closed session – 3 min.*
- 11. *Report-out for kpftx.org and for reading in open session – 3 min.*
- 12. *Motion to move into open session no later than 10:30 pm ET – 1 min.***
- 13. Preliminary Items – 5 min.
 - A. Call to Order by Chair (Young)
 - B. Roll Call
 - C. Report-out from February 1, 2024, closed session:
 - The PNB met in closed session to discuss confidential personnel information and constructive communications with one of our lenders. No decisions were made.
 - Report-out from February 15, 2024, closed session:
 - The PNB met in closed session to hear a confidential briefing from Pacifica’s FCC attorney and . . .
 - D. Excused Absences
 - E. Identify Timekeepers
- 14. Agenda approval for the open portion of the agenda – 5 min.
- 15. Approve minutes from open sessions of December 21, 2023 and February 1, 2024 – 5 min.
- 16. ED report and Q & A – 20 min.
 - Regular report
 - NES posting
 - Expectations of Committees and Teams
- 17. Directors Elected to 2024 PNB Standing Committees (see APPENDIX) – 15 min.
 - a. Motion Ratifying Directors Elected to 2024 PNB Standing Committees
 - b. Motion on Non-Standing Committees
 - c. Conveners named to convene committees promptly and report back on March 7, 2024 to PNB
- 18. 2024 Personnel Committee (see APPENDIX) – 10 min.
 - a. Motion Standing up Personnel Committee for 2024
 - b. Recommendation to amend Bylaws to make the Personnel Committee a Standing Committee
- 19. Old Business – None – 0 min.
- 20. New Business – None – 0 min.
- 21. *Adjourn at a time no later than 11:30 pm ET.***

APPENDIX

===== *FOR EXECUTIVE SESSION* =====

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

17a. Motion Ratifying Directors Elected to 2024 PNB Standing Committees

WHEREAS THE Pacifica National Board held elections for directors to serve on Standing Committees, and the tellers' report dated February x, 2024, has been shared with all directors,

THEREFORE, be it resolved that the Pacifica National Board ratifies the tellers' report and affirms the duly elected directors serving on Standing Committees to be:

Audit Committee: [to be filled in]

Coordinating Committee: [to be filled in]

Governance Committee: [to be filled in]

National Finance Committee: [to be filled in]

17b. Motion on Non-Standing Committees for 2024

WHEREAS in 2023, some PNB committee chairs expressed concerns about difficulties scheduling and achieving quorum for committee meetings when in competition with other committees,

AND WHEREAS instilling and maintaining collegial relations between Pacifica governance and Pacifica management and staff is of paramount importance, including respecting divisions between governance and management,

THEREFORE, be it resolved that the Pacifica National Board thanks the directors and delegates who served on 2023 committees and task forces for their service and absolves and relieves them of further service effective immediately for any committees not approved by a motion of the 2024 PNB.

18a. Motion Standing up Personnel Committee for 2024

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

THEREFORE be it resolved that the PNB establish a Personnel Committee for 2024 with a mandate to conduct a performance evaluation of the Executive Director, and to report back to the full PNB with recommendations, if any; to support LSBs by providing templates for GM and PD annual review process; and to support the ED by developing HR policies as requested; and

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. No Delegates shall serve on the Personnel Committee.

18b. Motions from 2023 Personnel Committee

First Motion (Passed without objection by PComm):

Whereas: the annual evaluation of the ED should be timely and consistent,

Therefore: the Personnel Committee recommends that the Personnel Committee be stood up for 2024 right away.

Second Motion (Passed without objection by PComm):

Whereas: to extend the mandate of the Personnel Committee to increase its service to the needs of the Foundation;

Therefore: the PNB initiate the Bylaws Amendment process to make the Personnel Committee a PNB Standing Committee.

And therefore: extend the mandate of the Personnel Committee to:

‘A Personnel Committee, which shall conduct an annual Performance Evaluation of the ED & report back to the full PNB with recommendations;

conduct any ED search as needed;

coordinate and support the LSBs in the annual performance reviews of their GMs and PDs;

coordinate and support the Management in the annual Performance Evaluation of their direct reports and staff;

provide annual update to the PNB of changes to California Labor and Employment law in the area of performance reviews;

and which Committee shall include as members, all Foundation officers and one Director from each radio station area but shall not include any non-Director LSB Delegates.’

Meeting Notice:

Thursday, February 15, 2024

8:30 PM ET

Pacifica National Board

Teleconference

Purpose: The second regular meeting of the month. Part of the meeting may be closed.

Committee Members

Nancy Sorden

nancy.sorden@wap.org

Posted: 09/28/2023 - 5:34 PM

Updated :09/28/2023 - 5:34 PM