

Draft Agenda - *Public Version*  
Pacifica National Board Regular Session  
Teleconference Meeting  
Thursday, February 1, 8:30 pm EST  
All times are Eastern Time  
*(meeting notice appended to the end of this agenda)*

2024 Directors:

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

Others:

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

1. Preliminary Items – 5 min.
  - A. Call to Order by Chair Pro Tem (Young)
  - B. Roll Call
  - C. Excused Absences
  - D. Identify Timekeepers
2. Agenda approval for the open portion of the agenda – 5 min.
3. Approve Minutes of January 25, 2024 – 5 min.
4. Motion Ratifying Election of Officers for the 2024 PNB (see APPENDIX) – 5 min.
5. Motion on Nominating and Voting on 2024 Standing Committee Elections [Audit, Coordinating, Governance, National Finance; 1 Director for each station for each committee] – 10 min.
6. ED report and Q & A – 15 min.
7. General Counsel report and Q & A – 15 min.
8. Agree on Schedule for Regular Meetings – 10 min.

Continue first and third Thursdays at 8:30 pm Eastern time

9. Old Business – 10 min.

a. Carryover motions from 2023 Personnel Committee (see APPENDIX)

10. New Business – 5 min.

**11. Motion to move into executive session at a time certain of 10:00 pm ET.**

*12. Agenda approval for the executive portion of the agenda – 5 min.*

*13. Excusing Directors without signed NDAs – 5 min.*

*14. Confidential Status Report on ED Contract – 10 min.*

*15. Confidential ED report and Q & A – 15 min.*

*16. Confidential General Counsel report and Q & A – 15 min.*

*17. Motion on Expenditure of Funds – 20 min.*

*18. Unfinished Confidential Business – 5 min.*

*19. New Confidential Business – 1 min.*

*20. Discuss what from this session may be shared with LSBs in closed session – 5 min.*

*21. Report-out for kpftx.org and for reading at the next open session – 3 min.*

*22. Rise and report (includes reading the report-out) – 1 min.*

**23. Adjourn at a time certain of 12:00 am ET.**

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**APPENDIX**

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

**4. Motion Ratifying the Election of Officers for the 2024 PNB**

WHEREAS THE Pacifica National Board held elections for officers and the tellers’ report dated January 31, 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 officers to be: Chair: Susan Young; Vice Chair: Minerva Sanders; Secretary: Julie Hewitt.

**5. Motion on Procedure for Election of Directors to Committees**

WHEREAS the Pacifica Bylaws, Article Eight, Other Committees of the Board of Directors, Section 3: Standing Committees requires the following standing committees of the PNB: Coordinating Committee, Governance Committee, Finance Committee and Audit Committee;

THEREFORE, be it resolved that PNB nominations for standing committees open on February 1, 2024, when the nominations form is sent to all directors; that nominations close at midnight Pacific time on February 6, 2024; that directors will have till midnight Pacific time on February 8, 2024 to decline nominations, to have their name not placed on the ballot; that the tellers will send out ballots on February 9, 2024; and that ballots will be due by midnight Pacific time on February 13, 2024.

**9. 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.’

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

There will be an Executive Session for ED report and GC reports regarding confidential matters; and consideration of a motion on an expenditure of funds.

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Meeting Notice:

**Thursday, February 1, 2024**

**Pacifica National Board**

**Purpose:** First regular meeting of the month.

**Agenda**

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Nancy Sorden

Posted: 09/28/2023 - 5:32 PM

**8:30 PM ET**

**Teleconference**

**Committee Members**

[nancy.sorden@wap.org](mailto:nancy.sorden@wap.org)

Updated :09/28/2023 - 5:32 PM