

Draft Agenda - *Public Version*
Pacifica National Board Regular Session
Teleconference Meeting
Thursday, January 30, 2025, 8:30 pm EST
All times are Eastern Time
(*meeting notice appended to the end of this agenda*)

2025 PNB Members:

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

Stephanie Wells, Executive Director
Arthur Schwartz, Pacifica Counsel
Aki Tanaka, Recording Secretary

1. Preliminary Items – 5 min.

- A. Call to Order by Convenor (Susan Young, Chair of 2024 PNB)
- B. Roll Call by 2024 PNB Secretary (Julie Hewitt)
- C. Report out from the executive session of January 16th meeting (Young)
The PNB met in Executive Session to address confidential financial and legal matters.
- D. Excused Absences
- E. Identify Timekeepers (people; items)

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

3. Elect Chair pro-tem and Secretary pro-tem – 10 min.

- Take nominations from the floor for Chair pro-tem
- Vote on Chair pro-tem; voting is by roll call
- Take nominations from the floor for Secretary pro-tem
- Vote on Secretary pro-tem; voting is by roll call
- The Convenor steps aside and Chair pro-tem takes over chairing the meeting at this point.

4. Minutes approval for January 16th meeting – 5 min.

13 of 22 directors are returning; new directors may choose to abstain.

5. Thanking 2024 PNB Directors not returning – 5 min.

Irene Adams, Teresa Allen, Paul DiRienzo, Jim Dingeman, Vanessa Dixon-Briggs, Heather Gray, Darlene Pagano, Shawn Rhodes, Egberto Willies

- 6. Executive Director Report and Q & A – 20 min.
- 7. Director Introductions – 35 min.
Each director should be prepared to spend 90 seconds introducing themselves.
- 8. Motion on Procedure for Election of Officers (see APPENDIX) – 10 min.
- 9. Nominations from the floor for Officers – 10 min.
Chair, Vice Chair, PNB Secretary – 5 min.
Statements from candidates – 2 min. each
- 10. Set next meeting and/or meeting schedule for 2025 – 5 min.
- 11. Discussion of Nondisclosure Agreements and Executive Session – 10 min.
- 12. New Business – 5 min.

13. Motion to adjourn at a time no later than 10:30 pm ET.

APPENDIX

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

8. Motion on Procedure for Election of Officers

WHEREAS, Article Nine, Section 2 of the Pacifica Bylaws specifies that the Board's Chair, Vice Chair and Secretary "... shall be elected by the Board at its annual meeting in January each year using the Instant Runoff Voting method."

AND WHEREAS, for in-person meetings, Pacifica's parliamentary authority specifies that "... the chair appoints tellers to distribute, collect, and count the ballots, and to report the vote." [RONR (12th ed.) 45:26]

AND WHEREAS, since the suspension of annual in-person meetings, the PNB has been conducting its officer elections via electronic mail.

AND WHEREAS, Pacifica's parliamentary authority specifies that a ballot may be taken by electronic means, allowing Directors to indicate their choices without revealing how they have voted [RONR (12th ed.) 45:18].

BE IT RESOLVED, that the election of PNB officers shall be conducted by the Recording Secretary using OpaVote to support secret ballots, with nominations to open during the January 30, 2025

meeting, and once the meeting adjourns, any additional nominations must be made in writing to the Recording Secretary by 11:59 pm Pacific Time on February 2, 2025.

FURTHER RESOLVED that all currently serving Directors are authorized to vote and will be sent a ballot(s) via email from OpaVote (noreply@opavote.com) on or after February 4, 2025, and that the polls shall close on February 9, 2025 at 11:59 pm Pacific Time.

If quorum is not met by the close of polls, the Recording Secretary is authorized to keep the polls open and declare a new deadline. The final results should be ratified by vote of the PNB.

The Recording Secretary will distribute election results to all voters soon after the close of voting.

In the unlikely event of a tied election, it is to be resolved and the final results declared by the Chair pro-tem at the next meeting of the PNB after the preliminary tally distribution. A Director with good bandwidth can share a screen and flip coins via <https://www.random.org/coins/>.

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

Meeting Notice:

Thursday, January 30, 2025

Pacifica National Board

Purpose: Handoff from 2024 PNB to 2025 PNB.

8:30 PM ET

Teleconference

[Committee Members](#)

Handoff meeting from 2024 PNB to 2025 PNB. Part of the meeting may be in executive session.

Julie Hewitt

Posted: 12/20/2024 - 4:42 PM

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Updated :12/20/2024 - 4:42 PM