

## **Minutes of the KPFK Delegates Meeting of October 18, 2014**

A meeting of the KPFK Delegates was held on Saturday October 18, 2014, 1:26 PM, at the Aris and Carolyn Anagnos Peace Center, 3916 Sepulveda Blvd., Culver City, CA 90230. Michael Novick served as Chair. John P. Garry III served as Secretary. Prior to the meeting Nancy Kazar resigned as a Delegate. Luis Garcia was seated as a new Delegate. The minutes of May 17, 2014 Meeting and the July 19, 2014 Unquorumed Meeting were approved.

**Twenty-one members were present**, constituting a quorum: Chuck Anderson, Rodrigo Argueta, Fred Blair, Lydia Brazon, Steve Brooks, Chris Condon, John Cromshow, Luis Garcia (arrived 2:25), Aryana Gladney, Tej Grewall, Kim Kaufman, Fred Klunder, Brenda Medina, Dutch Merrick, Michael Novick, John Parker, Steve Pride, Lawrence Reyes, Ron Priestersbach, John Wenger, Lamont Yeakey.

**Two members were excused:** Jim Lafferty, Chipasha Luchembe.

**One member was absent:** Ankine Antaram.

**Also present:** Zuberi Fields (KPFK Interim General Manager), Terry Goodman (Web Liaison, Election Teller, Parliamentary Advisor) and members of the public.

**Authority and Notice:** This meeting was called by the LSB Chair and noticed to the Board via email on September 17, 2014. Notice was posted on KPFTX.org on October 2, 2014. Additional notice was posted on KPFK.org and other websites beginning on September 17, 2014 (see Appendix A).

**Audio Recording:** The audio of the meeting is available at KPFK.org.

[Audio Part 1: kdelegates141018a.mp3]

1. CALLED TO ORDER (1:26) [16:46]

The meeting was called to order by the Chair Pro-Tem (Grewall) at 1:26 PM.

2. ELECTION OF SECRETARY PRO-TEM (1:28)

Running unopposed, John P. Garry III was **elected** by acclamation.

3. ROLL CALL (1:30)

A quorum of twenty was established.

4. AGENDA APPROVAL (1:30)

Medina **moved to approve** the agenda. Merrick seconded.

Brooks asked to bring a Governance Committee motion to the floor. **Point of order** from Brazon: The Delegates Assembly does not have a Governance Committee. The Chair presents a draft agenda. The secondary agenda can be a substitute to the one presented by the Chair.

**Point of order** from Reyes (responding to Brooks): The motion is out of order because the Governance Committee did not have quorum at the time this motion was made. Later, the Chair ruled that Brooks could bring the motion forward as an individual.

**Point of order** from Wenger. The meeting did have quorum. Three out of five were present. The motion is in order.

Merrick requested that the directional microphone presently visible and operated by a Board member not be used. The Chair called for a vote on the matter.

**Point of order** from Wenger: A directional microphone can be used as a hearing aid. Private conversations should be taken outside. Klunder **called the question**. **Point of order** from Kaufman: Mr. Klunder was not called on, therefore his calling of the vote is not proper.

Merrick **called the question**. There was no objection to ending debate.

Shall the directional microphone be turned off and put away?  
Motion **passed** by a roll call vote: Yes--12, No—8, Abstain—0.

Yes—Anderson, Argueta, Brazon, Gladney, Grewall, Klunder, Medina, Merrick, Novick, Parker, Reyes, Priestersbach.  
No—Blair, Brooks, Condon, Cromshow, Kaufman, Pride, Wenger, Yeakey.

The member complied. The microphone was disconnected and removed from the table.

Wenger **moved**: The October 18, 2014 Delegates Meeting to remove Kim Kaufman as a PNB Director shall be postponed until at least thirty days after Ms. Kaufman and the LSB Delegates have been presented with specific charges in writing in order to provide Ms. Kaufman with due process. Brooks seconded.

**Point of order** from Cromshow: According to Robert's Rules of Order, specific charges have to be raised.

Kaufman read from Pacifica Bylaws Article Five and Robert's Rules of Order on notice of charges and due process.

**Point of order** from Cromshow: There is no Chair of the Assembly. No meeting was called because no one was authorized to do it. **Point of order** from Kaufman: Terry Goodman is not the Parliamentarian of the LSB. He does not represent the LSB. The Chair allowed Terry Goodman (member of the public) to speak on the matter. **Point of order** from Kaufman: There has been no [Delegates] Chair decided for this year. **Point of order** from Kaufman: Roberts Rules of Order govern our Foundation. The CPB does not rule this process, Roberts Rules of Order does.

Novick **called the question**. Debate ended without objection.

Main motion **failed** by a roll call vote: Yes--8, No—12, Abstain—0.

Yes—Blair, Brooks, Condon, Cromshow, Kaufman, Pride, Wenger, Yeakey.

No—Anderson, Argueta, Brazon, Gladney, Grewall, Klunder, Medina, Merrick, Novick, Parker, Reyes, Spriestersbach.

Kaufman read from Robert's Rules of Order on replacement and the filling of vacancies. Several agenda items were added without objection.

Brazon **moved to amend** the agenda: An election of a new PNB Member (if needed) shall be added as the final agenda item.

**Point of order** from Kaufman: Even though there is an immediate election, there still has to be a notice of an election. The Chair allowed the motion to be voted on.

**Point of order** from Reyes: The Bylaws supersedes anything we do here. Robert's Rules do not supersede the Bylaws or California Corporation Code. **Point of order** from Kaufman: Read from the Pacifica Bylaws on the role of Robert's Rules of Order.

[Audio Part 2: kdelegates141018b.mp3]

Brazon read from the Pacifica Bylaws on the filling of vacancies. Cromshow read from Robert's Rules on the notice of specific charges in disciplinary process. **Point of order** from Novick (responding to a member's comment): This comment is not germane to the discussion. Novick **called the question**.

The Chair thanked Nancy Kazar for her service and introduced a newly seated member, Luis Garcia, who made brief introductory remarks. (2:30)

Motion to end debate **passed** by a show of hands: Yes—12, No—8, Abstain—0.

Motion to amend the agenda **passed** by a roll call vote: Yes—13, No—8, Abstain—0.

Yes—Anderson, Argueta, Brazon, Garcia, Gladney, Grewall, Klunder, Medina, Merrick, Novick, Parker, Reyes, Spriestersbach.

No—Blair, Brooks, Condon, Cromshow, Kaufman, Pride, Wenger, Yeakey.

Motion to approve agenda **passed** by a roll call vote: Yes—13, No—8, Abstain—0.

Yes—Anderson, Argueta, Brazon, Garcia, Gladney, Grewall, Klunder, Medina, Merrick, Novick, Parker, Reyes, Spriestersbach.

No—Blair, Brooks, Condon, Cromshow, Kaufman, Pride, Wenger, Yeakey.

#### 5. ELECT TIMEKEEPER (2:39)

Running unopposed, Merrick was **elected** by acclamation.

Medina **moved** a 90-second time limit for speaking.  
Merrick seconded. **Passed** without objection.

#### 6. ELECTION OF TELLER (2:41)

Running unopposed, Terry Goodman (member of the public) was **elected** by acclamation.

#### 7. ELECTION OF CHAIR (2:42)

Before the election the Chair acknowledged the presence of KPFK Interim General Manager Zuberi Fields.

**Point of order** from Merrick: Requested that all members be present for Teller instructions.

Nominees: John Cromshow, Michael Novick. The nominees made brief candidate statements.

Novick was **elected** by a secret ballot using the IRV method (12—7). Novick took the Chair.

#### 8. ELECTION OF SECRETARY (2:54)

Running unopposed, John P. Garry III was **elected** by acclamation.

#### 9. MINUTES APPROVAL (2:54)

Minutes presented: November 20, 2013, May 17, 2014, July 19, 2014 Ad Hoc Committee of the Chair.

Merrick **moved to approve**. Medina seconded. Without objection, it was agreed that each set of minutes will be considered separately. There was an objection to the November 20, 2013 minutes, approval of which was ultimately tabled.

Merrick **moved to table** discussion of all minutes. Grewall seconded.

**Point of order** from Reyes: Motion to table is always in order.  
Argueta **called the question**. Debate ended without objection.

Motion to table **passed** by a show of hands: Yes—12, No—6, Abstain—0.

**Point of order** from Kaufman: It was agreed to consider each set of minutes separately.

Medina **moved to reconsider** the motion to table. Brazon seconded.

The Chair ruled that motion to table only applied to the first set of minutes.

Reyes **moved to table** the May 17, 2014 minutes. Anderson seconded. Spriestersbach **called the question**.

**Point of order** from Kaufman: Objected to the Secretary summarizing the minutes. The Chair allowed the Secretary to summarize the minutes.

Merrick **called the question**. Motion to table **failed** by a show of hands, count not recorded.

Condon **moved to strike** from the May 17, 2014 minutes: “Responding to a query from Brooks, the Vice-Chair reported on how Condon was informed of this proceeding.”

**Point of order** from Cromshow: The intention of minutes approval is to correct any errors. If there is an error the nature of the error needs to be addressed.

Condon **moved to correct** the May 17, 2014 minutes: “In light of a pattern and practice of failure to provide notice for disciplinary proceedings, that I [Chris Condon] did not receive notice.” The Chair ruled the motion out of order because it does not describe something that occurred at the meeting.

**Point of order** from Reyes: (responding to a challenge to the ruling of the Chair made by another member): The Chair was compelled by the body to move the business at hand. That is not challengeable. Argueta **called the question**.

Motion to end debate **passed** by a roll call vote: Yes—13, No—6, Abstain—1.

Yes—Anderson, Argueta, Brazon, Garcia, Gladney, Grewall, Klunder, Medina, Merrick, Parker, Pride, Reyes, Spriestersbach.

No—Blair, Brooks, Condon, Cromshow, Wenger, Yeakey.

Abstain—Kaufman.

Present not voting—Novick.

May 17, 2014 minutes were **approved** by a roll call vote: Yes—12, No—8, Abstain—0.

Yes—Anderson, Argueta, Brazon, Garcia, Gladney, Grewall, Klunder, Medina, Merrick, Parker, Reyes, Spriestersbach.

No—Blair, Brooks, Condon, Cromshow, Kaufman, Pride, Wenger, Yeakey.

Present not voting—Novick.

[Audio Part 3: kdelegates141018c.mp3]

Klunder **moved approval** of the July 19, 2014 minutes. Seconded by Medina.

The July 19, 2014 minutes were **approved** without objection.

#### 10. MOTION TO REMOVE DIRECTOR KAUFMAN FROM THE PNB (3:25)

Brazon **moved**: Whereas Director Kim Kaufman has exhibited conduct that is adverse to the best interests of the Foundation. I move that Kim Kaufman should therefore be removed as Director on the Pacifica National Board. Merrick seconded. **Failed** by substitution.

Brazon motivated her motion.

#### 11. RESPONSE BY KIM KAUFMAN (3:28)

Kaufman responded to the motion.

Condon **moved** to move to an executive session. The Chair ruled the motion out of order: Executive sessions require substantial notice.

Kaufman's response continued.

#### 12. DISCUSSION (3:38)

Members discussed the motion. Pro and con speakers were alternated.

**Point of order** from Kaufman: (responding to a motion by another member) There is already a motion on the floor. A member alleged corruption, which is inappropriate. The Chair ruled that members should only discuss the charges under consideration at this meeting.

Merrick **moved to substitute**: This meeting shall be rescheduled until November 29. Seconded by Garcia (subsequently amended by Brazon and Cromshow).

Brazon **moved to amend** the substitute: The Delegates Meeting shall be rescheduled a minimum of thirty days hence, pending availability of a venue. Second not recorded

After discussion Condon **called the question**.

The motion to end debate **passed** by a show of hands: Yes—11, No—2, Abstain—1.

Motion to amend **passed** by a roll call vote: Yes—12, No—7, Abstain—1. (3:53)

Yes—Anderson, Argueta, Brazon, Garcia, Gladney, Grewall, Klunder, Medina, Merrick, Parker, Reyes, Priestersbach.

No—Blair, Condon, Cromshow, Kaufman, Pride, Wenger, Yeakey.

Abstain—Brooks.

Present not voting—Novick.

There was a discussion of an earlier, defeated motion to postpone this meeting. The Chair ruled that the amended substitute is different from the earlier defeated motion--which emphasized due process---and is in order. Kaufman objected and the Chair acknowledged the objection.

Cromshow **moved to amend**: The phrase “in writing” shall be added. Brooks seconded. **Passed** without objection.

Amended Substitute Motion: The Delegates Meeting shall be rescheduled a minimum of thirty days hence, pending availability of a venue, and written charges shall be provided.

Amended substitute **passed** by a roll call vote: Yes—12, No—8, Abstain—0. (4:05)

Yes—Anderson, Argueta, Brazon, Garcia, Gladney, Grewall, Klunder, Medina, Merrick, Parker, Reyes, Priestersbach.

No—Blair, Brooks, Condon, Cromshow, Kaufman, Pride, Wenger, Yeakey.

Present not voting—Novick.

The meeting was **adjourned** by the Chair without objection at 4:09 PM.

Agenda Items 13 to 18 were omitted.

An LSB Meeting was held from 4:14 PM to 4:37 PM in the same location.

Respectfully submitted by John P. Garry III, Secretary  
(these minutes were approved on July 19, 2015)

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#### Appendix A—Public Notices

Emailed by Terry Goodman on September 17, 2014:

The Chair of the Assembly of Delegates of KPFK has called a meeting of KPFK Delegates for Saturday, October 18th, 2014 at 1:00pm at the Aris and Carolyn Anagnos Peace Center, 3916 Sepulveda Blvd., Culver City, CA 90230, in the Don White meeting room (Rms 101-102, intercom code 22).

The purpose of this special meeting is to consider the removal of KPFK Listener-Sponsor Director Kim Kaufman from the Pacifica National Board for conduct adverse to the best interests of the Foundation pursuant to Article 5, Section 7(e) of the Pacifica Bylaws. The meeting is open to the public and all are welcome. There is free parking behind the building.

Refs:

<http://www.kpfb.org/index.php/lsb-calendar-pointer-2/8393-delegates-10-18-2014-1-00-pm>

[http://www.kpfb.org/index.php/eventcal/kpfbcalendar/icalevent.detail/2014/10/18/904/-](http://www.kpfb.org/index.php/eventcal/kpfbcalendar/icalevent.detail/2014/10/18/904/)

[http://www.kpfb.org/pacalendar/cal\\_show1.php?eventdate=20141018](http://www.kpfb.org/pacalendar/cal_show1.php?eventdate=20141018)

Emailed by Terry Goodman on October 9, 2014:

The Chair of the Assembly of Delegates of KPFK has called a special meeting of KPFK Delegates for Saturday, October 18th, 2014 at 1:00pm at the Aris and Carolyn Anagnos Peace Center, 3916 Sepulveda Blvd., Culver City, CA 90230, in the Don White meeting room (Rms 101-102). The purpose of this special meeting is to consider the removal of KPFK Listener-Sponsor Director Kim Kaufman from the Pacifica National Board for conduct adverse to the best interests of the Foundation pursuant to Article 5, Section 7(e) of the Pacifica Bylaws.

A regular monthly meeting of the KPFK Local Station Board is scheduled to follow the Delegates Meeting. Both meetings are open to the public and all are welcome. Thirty minutes will be allotted for public comment at the LSB meeting. There is free parking behind the building. Dial 22 at the intercom for entry.

NOTE: The LSB meeting scheduled back in April for Wednesday, 10/15/2014 has been cancelled.

Refs:

[http://www.kpftx.org/pacalendar/cal\\_show1.php?eventdate=20141018](http://www.kpftx.org/pacalendar/cal_show1.php?eventdate=20141018)  
<http://kpfk.org/index.php/eventcal/kpfkeventcalendar/icalrepeat.detail/2014/10/18/1932/-/kpfk-delegates>  
<http://kpfk.org/index.php/eventcal/kpfkeventcalendar/icalrepeat.detail/2014/10/18/1953/-/lsb-meeting>  
<http://www.kpfk.org/index.php/lsb-calendar-pointer-2/8393-delegates-10-18-2014-1-00-pm>  
<http://www.kpfk.org/index.php/lsb-calendar-pointer-2/8415-local-station-board-10-18-2014-1-00-pm>

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## Appendix B—Approved Agenda

1. Meeting Called to Order by Acting Chair.
2. Elect a Secretary Pro-Tem
3. Roll Call
4. Agenda Approval
5. Timekeeper
6. Election of Election Teller (10 min)
7. Elect a Chair of the KPFK Delegates.
8. Elect a Secretary of the KPFK Delegates.
9. Minutes Approval
10. Motion to Remove Director Kaufman from the PNB, shall be presented by  
     Director Lydia Brazon (10 min)
11. Response by Kim Kaufman (10 min)
12. The Assembly shall discuss the motion, alternating between for and against until the stack is exhausted allowing 90 seconds for each speaker. In the event there are not sufficient pro or con, the stack shall nevertheless be exhausted until time is called. (20 min)
13. Response by Kim Kaufman (5 min)
14. Response by Lydia Brazon (5 min)



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| 15. Listener Comments                          | (10 min) |
| 16. Closing Statement by Lydia Brazon          | (5 min)  |
| 17. Closing Statement by Kim Kaufman           | (5 min)  |
| 18. Roll Call Vote on the Motion.              |          |
| 19. Election of New PNB Director (if required) | (15 min) |

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