

Minutes of the KPFK Local Station Board Meeting of 07/05/2006

A regular meeting of the KPFK Local Station Board was held on Wednesday, July 5, 2006 at The Workmen's Circle, 1525 South Robertson Blvd., Los Angeles, CA 90035, the Chair being in the chair and the Secretary being present. Minutes of the meetings of May 3, 2006 and June 10, 2006 were approved.

Eighteen members were present constituting a quorum: Grace Aaron, Dave Adelson, Sara Amir, Lydia Brazon, Marie Deary (arrives at 8:45pm), Israel Feuer, Bill Gallegos (leaves at 10:24pm), Sherna Gluck, Jan Goodman, Terry Goodman, Arturo Lemus, Casey McFall (leaves at 10:12pm), Alan Minsky, Reza Pour, Julie C. Rodriguez, Madeleine Schwab, Harrison Weil and Don White.

Also present: General Manager Eva Georgia (arrives at 9:18pm) and Secretary Carol Nealy.

Four members were excused having requested excuses prior to the meeting: Rodrigo Argueta, Sonali Kolhatkar, Margaret Prescod and Fernando Velaquez.

Kimberly King and Lamont Yeakey were **absent**.

Authority and Notice: This meeting was authorized by the LSB adoption of a regular meeting schedule at a special meeting on March 15, 2006. The annual schedule was subsequently posted on the KPFK web site. Specific notice was posted on the KPFK web site beginning on June 24, 2006 (See Appendix A). Announcements were broadcast beginning 7 days before the meeting, pursuant to the schedule recommended in the Foundation Bylaws.

I. CALL TO ORDER, CALL OF THE ROLL, WELCOME & ACKNOWLEDGEMENTS, REVIEW AND APPROVAL OF THE AGENDA, APPROVAL OF MINUTES, MOTION FOR EXCUSED ABSENCES

The meeting was **called to order** at 12:01pm.

The Agenda was amended and **approved**. (See Appendix B)

Motion: Bill Gallegos moved that the minutes of the May 3, 2006 meeting be approved.

Motion passes without objection.

Motion: Sherna Gluck moved that the minutes of the June 10, 2006 meeting be approved as corrected.

Motion passes without objection.

Motion: Madeleine Schwab moved that the following members be excused: Rodrigo Argueta, Sonali Kolhatkar, Margaret Prescod and Fernando Velaquez.

Motion passes without objection.

II. COMMENTS BY THE CHAIR - 8:52pm

III. COMMITTEE REPORTS

[A] FINANCE COMMITTEE - 8:54pm

Casey McFall **gave** a verbal report and distributed a written report. (See Appendix C)

Motion: The Finance Committee moves as follows:

Resolved: That the job description for the KPFK Business Manager be amended to include the following responsibilities:

1. Produce monthly financial statements, including a balance sheet and income statement, based on locally generated financial information, in line item detail, and distributed electronically to Finance Committee members,
2. Meet at least monthly with the LSB Treasurer,
3. Meet monthly with the LSB Finance Committee,
4. Provide written summary financial reports on special fundraising events to the committee within 10 working days of the event conclusion.

Motion passes: Y:11, N:2, A:2

Point of order: Dave Adelson noted that there had been a standing rule that after public comment, two additional Members may speak

Not well taken. The practice was never adopted by the body as a special rule of order.

Motion as amended: The Finance Committee moves as follows:

Resolved: That the National Board shall continue to press for verifiable and timely accurate and timely financial information to the Pacifica National Board and its Finance Committee. Likewise, it shall be the policy of the Foundation for local management to provide accurate and timely financial information to the Local Station Boards and their Finance Committees. The Executive Director shall ensure that all management and financial personnel understand and comply with these policies. The LSB directs the Treasurer to present this motion to the National Finance Committee for recommendation to the Pacifica National Board. (Harrison Weil)

Further resolved: That the CFO shall provide a written report to the National Finance Committee describing how he is generating accurate financial statements during the period in which the Foundation's accounting system has not been functioning. Further, it shall be the policy of the Foundation for local management to provide accurate and timely financial information to the Local Station Boards and their Finance Committees. The Executive Director shall ensure that all management and financial personnel understand and comply with these policies. The LSB directs the Treasurer to present this motion to the National Finance Committee for recommendation to the Pacifica National Board. (Dave Adelson)

Motion referred.

Motion: Madeleine Schwab moves to refer the motion and all pending amendments to the Finance Committee for further discussion.

Motion to refer to committee **passes:** Y:13, N:0, A:3

[B] ADDITIONAL MEETING IN AUGUST (to discuss the GM and Program Manager Evaluation)
9:28pm

Motion: Dave Adelson moved that a STV vote should be conducted by electronic mail to schedule a special meeting.

Motion fails for lack of a second.

Motion: Arturo Lemus moved that the meeting of August 12, 2006 be extended to accommodate a three hour minimum executive session meeting to discuss the GM and Program Manager Evaluation.)

Motion passes: Y:6, N:5, A:3

[C] Management Review and Evaluation Committee 9:32pm

Sherna Gluck **gave** a verbal report and distributed a written report. (See Appendix D)

The Management Review and Evaluation Committee presented the following questions to the Members for discussion:

Should we ask the GM to submit a self-evaluation and should that be used as part of the review and report of committee?

Should the MRC collect information on "objective measures" (eg. Fund raising goals/results; grievances filed/resolved satisfactorily, other?)

IF SO, should these be analyzed in our report or should we only review the survey data?

There was discussion of these questions.

[D] Governance Committee 9:47pm

Don White **gave** a verbal report and distributed a written report. (See Appendix E)

Motion: Due to the recent Supreme Court decision on Thursday, June 22, 2006 about sexual harassment lawsuits that makes strict compliance with Title VII and EEOC guidelines much more urgent, *we move that*, with full prior consultation with and coordination with the Pacifica National Office:

An outside, independent firm be hired on a temporary basis to:

- 1) Evaluate the current situation at KPFK regarding compliance with EEOC guidelines.
- 2) Propose a plan to rapidly take steps to ensure full compliance with those guidelines, and
- 3) If necessary, temporarily implement the guidelines and create a mechanism wherein that implementation will be done by KPFK and/or Pacifica National staff on an ongoing basis.

Further, that the KPFK LSB Chair and Treasurer be empowered to hire a firm to begin step 1 up to a cost of \$10,000 and get an estimate for the cost of doing steps 2 and 3 that can then be brought before the KPFK LSB.

(It should be emphasized that all of Title VII including discrimination based on race, color, sex [whether or not of a sexual nature], sexual orientation, religion, national origin, protected activity, age or disability should be included in all steps outlined above.)

Motion failed by substitution.

Substitute **motion:** Sherna Gluck moved that in light of ongoing court decisions on sexual harassment that require strict compliance with Title VII and EEOC Guidelines, *we move that*:

1) we request the National office to forward us a compilation of all Pacifica policy statement and procedures with regard to Title VII and EEO Guidelines within the next 21 days and that an ad-hoc committee of the LSB assemble the specific KPFK policy statements and procedures within the same time frame.

2) following consultation with the National office and the assembly of documents cited above, an outside independent firm will be hired on a temporary consultant basis (for a fee of up to \$10,000) to:

- a) evaluate KPFK's compliance with EEOC guidelines.
- b) propose a plan, if necessary, to ensure full compliance with those guidelines

3) KPFK work with the National Office to immediately take steps to implement the proposed plan and design a mechanism for ongoing monitoring of compliance.

Motion failed by substitution.

Motion: Arturo Lemus moved that the motion be presented to the Governance committee for further discussion.

Motion withdrawn without objection.

Substitute **motion:** Dave Adelson moved The LSB request from the ED a short written summary detailing what is being done to ensure EEOC and Title VII compliance.

Motion passes: Y:15, N:0, A:0

[E] Programming Oversight Committee 10:03pm

Sherna Gluck **gave** an oral report and distributed a written report. (See Appendix F)

Public Comment was heard. 10:09pm

[F] Outreach Committee Outreach 10:20pm

Arturo Lemus **gave** a verbal report. The next meeting of the Outreach Committee will be Thursday, July 13 at 7:30pm at the station.

[G] Ad-Hoc Townhall Committee 10:21pm

Madeleine Schwab **gave** a verbal report.

Motion: Don White moved to reconsider the motion passed to end at a time certain and add additional fifteen minutes.

Motion passes: Y:9, N:0, A:4

IV. Report by the General Manager 10:25pm

Eva Georgia **gave** a verbal report and distributed a written report.

The GM responded to questions from Members.

VI. New Business

Without objection the Chair will place Terry Goodman's motions on the Agenda of the next board meeting.

The Chair announced that the search for a new secretary will be read on the air.

The next meeting will be held on Saturday, August 12, 2006

The meeting was **adjourned** at 10:41pm

Respectfully submitted,

Carol L. Nealy

KPFK LSB Secretary

These minutes were approved on 8/12/06.

APPENDIX A - Meeting Notice

An executive session of the KPFK Local Station Board (LSB) is scheduled for Wednesday, July 5, 2006 at 7 pm at the Workmen's Circle, 1525 S. Robertson Blvd., Los Angeles, CA 90035-4231 (310.552.2007, <http://www.circlesocal.org>). This is a few blocks south of Pico Blvd. on Robertson. By freeway, take the 10 Fwy. to Robertson and go north on Robertson for 1/2 mile or so. For directions enter starting and ending addresses and zipcodes at <http://www.mapquest.com>. Important personnel and legal matters will be discussed.

A regular session of the LSB will begin immediately following the closed session sometime between 8 and 9 pm and will be open to the public.

The 2006 KPFK LSB meeting calendar and membership roster is online at http://www.kpfk.org/index.php?optionfiltered=com_content&task=view&id=362&Itemid=100.

Posting Refs:

http://www.kpfk.org/index.php?optionfiltered=com_content&task=view&id=1830&Itemid=100

http://www.kpfk.org/index.php?optionfiltered=com_events&task=view_detail&agid=1058&year=2006&month=07&day=05&Itemid=63

<http://disc.server.com/discussion.cgi?disc=165346;article=39217>

<http://disc.server.com/discussion.cgi?disc=203188;article=9002>

APPENDIX B - Agenda

[Draft] Agenda

KPFK Local Station Board Meeting

Wed., July 5, 2006

The Workmen's Circle

1525 S. Robertson Blvd.

Los Angeles, CA 90035-4231

I: Call to Order, Call of the Roll, Welcome & Acknowledgements, Review and Approval of the Agenda, Approval of Minutes, Motion for Excused Absences [8 minutes]

II: Comments By The Chair [2 minutes]

III: Committee Reports: [A] Management Review & Evaluation (5 minutes) [B] Finance/Development (40 minutes -- includes 2007 budget discussion) [C] Governance (30 minutes) [D] Programming Oversight (30 minutes) [E] Outreach (10 minutes) [F] Committee Of Inclusion (5 minutes) [Total: 2 hours]

IV. Report by the General Manager [15 minutes]

V. Public Comment [10 minutes]

VI. Break [30 minutes]

VII. Pacific National Board/Directors' Report [15 minutes]

VIII. Old Business [5 minutes]

IX. New Business [10 minutes]

X. Public Comment [10 minutes]

XI. Next Meeting/Adjournment [3 minutes]

(Consistent with Board Policy the Chair will call for Public Comment at various points in the agenda. Any unused portion of the 30 minutes assigned to Public Comment will be used in Agenda Item XI.)

APPENDIX C - Finance Committee Report

KPFK LSB

Report of the Finance Committee

July 5, 2006

The Finance Committee met on Monday, July 3, 2006. A quorum was present. The committee continues to meet on the Monday prior to the LSB meeting at 7:30 p.m. at the station.

FY 06-07 Budget

To date, a draft budget has not been presented to the committee or Treasurer. The budget timeline passed by the PNB required that draft budgets be submitted to the CFO by May 31.

Financial Reports

Financial reports have not been received from station management.

Motions Presented for Approval by the LSB

Resolved, that the Job Description for the KPFK Business Manager be amended to include the following responsibilities:

1. Produce monthly financial statements, including a balance sheet and income statement, based on locally generated financial information, in line item detail, and distributed electronically to Finance Committee members;
2. Meet at least monthly with the LSB Treasurer;
3. Meet monthly with the LSB Finance Committee;

4. Provide written summary financial reports on special fundraising events to the committee within 10 working days of the event conclusion.

Motion passed in committee, 5 yes, 0 no

Resolved, that it shall be the policy of the Foundation for National Management to provide accurate and timely financial information to the Pacifica National Board and its Finance Committee. Likewise, it shall be the policy of the Foundation for local management to provide accurate and timely financial information to the Local Station Boards and their Finance Committees. The Executive Director shall ensure that all management and financial personnel understand and comply with these policies. The LSB directs the Treasurer to present this motion to the National Finance Committee for recommendation to the Pacifica National Board.

Motion passed in committee, 5 yes, 0 no

Concert at Ford Theater

The committee would like a report from the General Manager regarding the cancellation of the fundraising event at the Ford Theater.

APPENDIX D - Management Review Committee Report

MRC:

Evaluation process well underway. Test runs of survey/site. Tremendous cooperation of PERSEUS staff assigned.

Initial announcement mailing sent 6/19-20 to both email and snail mail folks

Mailing announcing launch on 7/6 sent 7/5 to email list; 7/3 to snail mail list

Reminders will be sent 7/9 to email group; and final deadline reminder to each

Download results and run tables etc week 8/1 and meet on 8/6 to review and write report

QUESTION:

Should we ask GM to submit self-evaluation and should that be used as part of review and report of committee?

Should MRC collect information on "objective measures" (eg fund raising goals/results; grievances filed/resolved satisfactorily, other?)

IF SO should these be analyzed in our report or should we only review the survey data?

APPENDIX E - Governance Committee Report

Report of the KPFK LSB Governance Committee

The Governance Committee met on June 28, 2006 at the Peace Center.

In attendance: Grace Aaron, Lydia Brazon, Israel Feuer, Jack VanAken, Don White, Roger Zimmerman.

The committee outlined a proposed agenda for the July 5 LSB meeting. Both former LSB Chair Don White and current LSB Chair Grace Aaron commented that this function of the committee has been helpful to them, as opposed to suggestions that it may be an abrogation of the Chair's authority

MOTION: Due to the recent Supreme Court decision on Thursday, June 22, 2006 about sexual harassment lawsuits that makes strict compliance with Title VII and EEOC guidelines much more urgent, we move that, with full prior consultation with and coordination with the Pacifica National Office:

An outside, independent firm be hired on a temporary basis to:

- 1) Evaluate the current situation at KPFK regarding compliance with EEOC guidelines.
- 2) Propose a plan to rapidly take steps to ensure full compliance with those guidelines, and
- 3) If necessary, temporarily implement the guidelines and create a mechanism wherein that implementation will be done by KPFK and/or Pacifica National staff on an ongoing basis.

Further, that the KPFK LSB Chair and Treasurer be empowered to hire a firm to begin step 1 up to a cost of \$10,000 and get an estimate for the cost of doing steps 2 and 3 that can then be brought before the KPFK LSB.

(It should be emphasized that all of Title VII including discrimination based on race, color, sex [whether or not of a sexual nature], sexual orientation, religion, national origin, protected activity, age or disability should be included in all steps outlined above.)

At such time as the Pacifica National Office institutes steps to ensure that KPFK is in compliance with Title VII and EEOC guidelines this motion will become null and void.

Y: 4, N: 1, A: 1.

The Elections Working Group reports that a bug in the election software used by Pacifica in its LSB elections has been identified by Art Stasney and confirmed by National Election Supervisor Les Radke and Steve Willett of Voting Solutions, owner of ChoicePlus Pro. A new release of the software has corrected the bug, which incorrectly counted duplicate rankings, votes given equally to two or more candidates.

Respectfully submitted,

Jack VanAken, reporting member

APPENDIX F - Programming Oversight Committee Report

PrOC:

1) Re past motions: Status

Listeners Programming comment corner - webmaster will set it up

2nd reading - election to permanent PC via Folio* (see below) - table to next mtg?

2) Discussions/current issues of concern, PrOC

a. proposal for 10 week daily national election program - major concerns

Local programming on elections should be focus - (perhaps weekly roundup)

Number of preemptions of local programming a problem -

Preemptions for local coverage + LSB elections

b. hiring advisory committee for National Program Coordinator -

concern that listener representatives from PNB or LSBs be included;

and that all 5 signal areas be represented in some capacity

c. what is role of KPFK programmers in national Spanish language newscast?

d. defining collectives and who oversees process?

iPC can't handle issue and we have had complaints. Goes to question of fairness???

*Moved that elections for listener reps on the Program Council be conducted via a Folio mailed to all listener sponsors, supplemented by public forums in various communities throughout the listening area and that this be budgeted for 2007 fiscal year. The estimated cost would be approximately \$10,500.

NOTE: This assumes that the collection and count of the returned ballots is done in-house and on a volunteer basis. The cost could be offset by paid advertising in the Folio, by insertion of a return contribution envelope or by doing a joint print run with some other non-profit organization.

Estimated Costs:

Union printing 40,000 copies of an 8-page tabloid \$ 4,400.

Mailing 25,000 pre-sorted non-profit pieces \$ 4,250.

Postage for 2500 business reply envelopes \$ 1,250

(this could be higher with greater return rate, or non-existent if we ask voters to pay to mail in)

Miscellaneous supplies (business return envelopes, etc.) \$ 500.

(this could be off-set by using this in place of one or more regular fund-raising mailings.)