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APPROVED MINUTES

KPFK Governance Committee

(Tele-Conference)

Meeting of February 4, 2022

- I. **Call to Order 4:19 PM** Michael Novick presiding. Beth von Guten will take Roll Call. Ralph Hawkins volunteers to act as Secretary.

Members Present: Alan Beek, Fred Blair, Sue Cohen-Johnson, Marisol Cruz, Bella De Soto, Raymond Goldstone, Ralph Hawkins, Michael Heiss, Eric C. Jacobson, Kim Kaufman, Michael Novick, Myla Reson, Lawrence Reyes, Paul Roberson, Jeanine Rohn, Ruth Strauss, and Beth von Guten.

Members Absent: Grace Aaron, Lydia Ponce, Oye Oyeyipo, King Reilly, Rocio Rivas, Mansoor Sabbagh, Maria Skelton, John Weiner, and Polina Vasilev.

Also present: Listener-Member Andrew Weiss.

II. **Approval of Agenda**

Some members express confusion over prior distribution of the agenda for this meeting. The Chair notes that he posted the agenda at KPFTx and sent it to various e-mail lists.

Point of Information: Beth von Guten advises the body that all members are due to sign and submit current Confidentiality Agreement -and- Consent to Teleconference forms. The Chair will facilitate distribution of the forms to the members.

Point of Information: Eric Jacobson informs the body of the urgent need to calendar an LSB vote on the Motion to Amend the Pacifica Articles of Incorporation passed by the PNB at their last meeting. The PNB has advised the Amendment is necessary to correct technical language that jeopardizes the non-profit tax exemption of Pacifica real estate properties. Discussion ensues regarding the need to add this item to the Special LSB meeting scheduled for Feb. 10th in order to meet the Tax Assessor's deadline of Feb. 15th.

Point of Information: Raymond Goldstone notes the Amendment is posted at Pacifica.org and is composed of *pro forma* language. The Chair notes a vote to affirm the Motion to Amend requires a Delegates' Assembly and is not debatable. It is noted that a Teller vote

is not required, but that two-thirds (18) of *all* LSB members is necessary to be passed. The PNB, at the advice of NETA, has requested all Local Station Boards in the Pacifica network to take a vote by Feb.15th.

III. Set Agenda for Special LSB Meeting re: FY 2022 Budget

Eric Jacobson moves to place the PNB motion at the top of the agenda, ahead of the GM's budget report set for Special LSB meeting scheduled Feb. 10th. A friendly amendment to the motion is proposed by Myla Reson to schedule the necessary Delegates' Assembly for 5:00 PM, in advance of the Special LSB meeting scheduled for 5:30 PM. Mr. Jacobson does not accept the friendly amendment. Kim Kaufman raises a Point of Information that the body cannot set a new meeting without proper advance notice, but there is an urgency to address the issue in advance of the next PNB meeting scheduled for Feb. 17th. Beth von Guten seconds Eric's original motion. The Chair calls for objections and hearing none, the motion is passed.

Myla Reson moves to suspend reading of the Pacifica Mission Statement and other opening formalities in the interest of preserving time for consideration of the GM's proposed budget. A roll call vote is taken resulting in 5 yea, 7 nay, and 3 abstentions. The motion fails.

IV. Motion re: Special Rules of Order and Decorum

The Chair recognizes Alan Beek. Alan references Robert's Rules of Order, insisting on a ruling that all members must identify themselves and be recognized by the Chair before assuming the floor to speak. The Chair calls for any objections to adopting this rule and hearing none, it is affirmed.

The Chair moves the discussion regarding complaints of unnecessary muting of members in past committee meetings. Beth von Guten wants to be able to study any proposed rules of decorum before participating in *ad hoc* discussion by the members. Beth moves to postpone the discussion of decorum to a future committee meeting. Lawrence Reyes objects. Jeanine Rohn notes this is an on-going issue and refers to a proposal on LSB decorum by Grace Aaron the previous November, but it is unclear if it was properly distributed. Point of Order by Raymond Goldstone referencing Robert's Rules of Order on muting of meeting participants. Point of Order by Beth that the current discussion is not *germane* to her motion to postpone. The Chair asks for a roll call vote. The Secretary reports 10 yea, 3 nay, and 2 abstentions. The motion carries.

The Chair states he will get written material to everyone so the issue can be taken at next Governance Committee meeting on Feb. 16th.

V. Motion to Adjourn 5:34 PM Bella De Soto moves to adjourn. The Chair calls for objections, and hearing none declares the meeting adjourned.

