



3729 Cahuenga Blvd. West - N. Hollywood, CA 91604
Main phone: (818) 985-2711 - Fax: (818) 763-7526 - Studio phone: (818) 985-5735

DRAFT AGENDA

**LOCAL STATION BOARD April 24, 2022 10:00 AM
VIA ZOOM**

- I. Opening Business** (15 minutes)
 - A. Call to Order & Roll Call
 - B. Land Back Acknowledgment & Compartment
 - C. Appoint Timekeepers for Items & Speakers
 - D. Approve Agenda
 - E. Set Time Certain for Adjournment
 - F. Approve Minutes

- II. Action Items**
 - A. Election for G.M. Search Committee (15 minutes)
 - 1. Presentation of Tally for STV Balloting
 - 2. Resolve any Ties
 - 3. Ratify STV Balloting results

- III. Public Comment** (5 minutes)

Action Items cont'd

 - B. CAB Authorizing Motion (see Appendix) (15 minutes)
 - 1. Member Discussion
 - 2. Ratify Authorizing Motion

- IV. Public Comment** (5 minutes)

- V. Unfinished Business** (see Appendix)
 - A. Gov. Comm. Motion re: Spanish Language Programming (10 minutes)
 - B. Fin Comm. Motion re: Third Party Donation Thank You Gift Fundraising (10 minutes)
 - C. Fund. Comm. Motion re: Nat'l Development Task Force (10 minutes}

- VI. General Manager's Report** (5 minutes)
 - Member Discussion / Q&A (10 minutes)

- VII. Public Comment** (5 minutes)

- VIII. PNB Directors' Reports**
 - 1. Evelia Jones (4 minutes)
 - 2. Ali Lexa (4 minutes)
 - 3. Lawrence Reyes (4 minutes)
 - 4. Beth von Gunten (4 minutes)
 - 5. Member Discussion / Q&A (10 minutes)

- IX. Public Comment** (5 minutes)



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X. Committee Reports

- A. Finance Committee
 - 1. Treasurer’s Report (4 minutes)
 - 2. Member Discussion / Q&A (9 minutes)

XI. Public Comment (5 minutes)

Committee Reports cont’d

- B. Fundraising Committee – Jeanine Rohn (4 minutes)
- C. Outreach Committee – Bella De Soto (4 minutes)
- D. Prog. Oversight Comm. – Beth von Gunten (4 minutes)

XII. New Business

Motion from Myla Reason to Rescind or Amend Something Previously Adapted for the “Membership policy on LSB committees (passed by KPFK LSB 5/16/21)” (see appendix) (4 minutes)

Member Discussion (5 minutes)

XIII. Public Comment (5 minutes)

XIV. Adjourn

APPENDIX

1. CAB Authorizing Motion, as Amended:

“Moved that the Community Advisory Board be re-constituted effective immediately, pursuant to PNB policy and CPB guidelines, with a projected membership of up to 20 individuals to conduct a community needs assessment and use it to evaluate how well current and proposed programming on KPFK meets those needs of the diverse and extensive geographic and demographic in our broadcast area, and

A. CAB’s Responsibilities: A CAB may establish and follow its own schedule and agenda. The CAB’s structure and composition, including the number of members, their terms, and method of appointment and removal, should be established by the station’s governing body. The CAB’s responsibilities include:

- 1. the right to review the station’s programming goals;
- 2. the right to review the service provided by the station;
- 3. the right to review significant policy decisions rendered by the station; and
- 4. the obligation to advise the station’s governing body on whether the station’s programming and other significant policies are meeting the specialized educational and cultural needs of the communities served by the station, and to make recommendations the CAB deems appropriate to meet such needs.



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B. CAB Annual Certification: The Act requires stations to certify annually their compliance with the CAB requirements. This certification is a part of CPB’s required CSG Agreement and Certification of Eligibility.

The CAB shall adopt its own Bylaws and rules pursuant to the relevant above-named policies and guidelines.

Be it further resolved that the LSB approves as the initial members of the CAB, the following applicants who have been interviewed and approved, as well as any additional applicants interviewed and approved before the April 24, 2022 meeting (up to a total of twenty), with the proviso that additional members up to a total of twenty can be recruited and added as they become available.

Ten of the initial CAB members as determined by drawing lots shall serve four-year terms, with the remaining ten serving initial two year terms, so that CAB membership turnover can be staggered and continuity preserved.

The LSB further urges station management to collaborate with the CAB by providing the required annual programming plan, by noticing the CAB membership and meetings on the station website, and by promoting on-air and by other means the existence, purpose, meetings and opportunity to participate in the CAB.

Chancee Martorell	Matt Sedillo
Ruth Sanchez	Dr. Ruth Strauss
Joe Ayala	Melvin Ishmael Johnson
Wade Alexander	Staphan Klein
Ahjamu Makalani	Marcus Avila
Renay Grace Rodriguez	Kelly Flores
Sylvester Rivers	Dan McCrory

2. Motion re: Support for Spanish Language Programming, as Amended:

“The LSB supports the Spanish Language Programming efforts to fund raise outside of on-air venues, as it has done successfully in the past. The LSB urges the new Acting GM support this with on-air promotion of such community events to fund raise for the benefit of Pacifica-KPFK. Further resolved that the LSB supports the Spanish language programmers request that no third-party answer calls during their scheduled on-air fund drives. Rather they would provide Spanish speaking people to handle the calls and offer thank you premiums, as in the past. Exceptions may be allowed to use a third-party call service for overflow calls.”

3. Motion re: Third Party Donation Thank You Gift Fundraising:

Whereas KPFK has been doing third party donation thank you gift fundraising and has found it mutually beneficial to listeners, third parties and the station, and if KPFK’s GM wants to continue to do this,

Therefore the following are guidelines to maintain compliance:

Requirements for FCC compliance:

- All Third Party Donation Thank You Gift fundraising must be done during a regularly scheduled fund drive.



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- All funds must come to the station.
- The percentage of the split must be under 50% to the third party.
- There should be no promises of a percentages made to the public or donee – only “a portion of the funds raised in this program will go to...”

For KPFK/Pacifica Foundation policy:

- All Third Party Donation Thank You Gift fundraising must follow the above FCC rules.
- All Third Party Donation Thank You Gift fundraising must be pre-approved by the GM and Director of Engineering & Compliance (position currently held by Jon Almaleh) before each fund drive.
- The third parties must be vetted by the GM and the iCFO (position currently held by Julia Kennard) before each fund drive.
- GM and iCFO (currently held by Julia Kennard) Julia Kennard to decide on the percentage of the split before each fund drive.

approved by Finance Committee on 3/22/22

Yes: Grace Aaron, Ken Aaron, Fred Blair, Sue Cohen Johnson, Allan Beek, Raymond Goldstone, Michael Heiss, Dave Johnson, Steve Kaiser, Kim Kaufman, King Reilly, Ruth Strauss, John Wenger
 No: Bella De Soto, Beth Von Gunten, Michael Novick
 Motion approved. Yes: 13 No: 3

4. Fundraising Committee Motion:

“Motioned: The KPFK Fundraising Committee formally requests the National Development Task Force post information on KPFTX.org on how to participate in their meetings and that the PNB Strategic Planning Committee provide listener members with the ability to listen to their meetings in real time and post that information along with an official recording of each of their meetings on KPFTX.org, knowing that the committee will move to Executive Session for any subject matter deemed necessary.”

5. Revised Membership Policy for LSB Committees:

Membership policy on LSB committees (passed by KPFK LSB 5/16/21 ?)

The pertinent section of the Bylaws regarding LSB Advisory Committees states:

Article Seven, Local Station Boards, Section 10: Local Station Board Advisory Committees

- An LSB may, by resolution, designate one or more advisory committees, to serve at the pleasure, direction, and supervision of the LSB. Any such advisory committee shall include, at least, two (2) LSB members. Members affiliated with that radio station shall be eligible for appointment to a committee. Station Advisory Committee members shall not be considered agents of the Foundation or the radio station and shall not have the authority to bind the Foundation or the radio station with which it is affiliated.
- Meetings and actions of local station advisory committees shall be governed by the provisions of Section 6 of this Article of these Bylaws with such changes as are necessary in said



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provisions to substitute the committee(s) and its members for the LSB and its members, except that the time of regular meetings of committees may be determined by resolution of the LSB as well as a vote of the committee and that the committees shall not be required to meet in December or January unless they otherwise agree, or the LSB resolves that it should do so, and provided that notice of committee meetings shall be deemed adequate if announced at LSB meetings and, when feasible posted on the station's web page. Special meetings of committees may also be called by resolution of the LSB or the committee. The LSB may adopt additional rules for government of any committee that are not inconsistent with the provisions of these Bylaws.

- C. The general duty of advisory committees shall be to advise the LSB on the issues for which the committee was created. Advisory committees shall have only those duties and powers set forth by resolution of the LSB, which powers shall not include the power to: (1) approve any action which, under the California Nonprofit Public Benefit Corporation Law or these Bylaws, requires the approval of the Members, Directors, the LSB, or the Delegates; (2) fill vacancies on the Board, LSB or on any committee; (3) amend or repeal these Bylaws or adopt new bylaws; (4) amend or repeal any resolution of the Board or the LSB; (5) create any other committees of the Board or LSB; (6) approve or execute any contract or transaction; or (7) incur any indebtedness, or borrow money, on behalf of the Foundation or any LSB.

Revision

In order to regularize membership and election processes at KPFK Local Station Board committees, the LSB adopts the following policy protocol. LSB and non-LSB members who comply with these processes will be considered to be thereby appointed to said committee in accordance with Article VII, Section 10A.

Revision passed 10/17/21 LSB

In adopting this policy, the LSB recognizes the following standing committees to which the below protocol applies: **Governance**, responsible for drafting agendas for LSB meetings and considering procedural motions, Bylaws amendments, and other similar business; **Finance**, responsible for working with management on budget proposals and financial evaluation; **Program Oversight**, responsible for working with management to ensure that programming fulfills the Pacifica mission and serves the community, and that programming decisions and evaluations are fair and collaborative; and **Fundraising**, responsible for organizing and implementing the LSB's fundraising efforts.

Committees to which the following membership protocol does not apply include the Personnel or other special management search or evaluation committees, whose membership is by election, ~~or the~~. Otherwise, all committees must follow committee rules as to membership as herein defined or they must be a Task Force.

Outreach ~~Committee, a shall be a Task Force as it is a~~ "working" committee whose membership is open to all KPFK members or the public prepared to do the work of Outreach and Community Engagement for the station.

1. LSB Committees are generally open to listener and staff members of KPFK in good standing to participate, unless a particular meeting is in a closed session by reason of confidential or proprietary matters under consideration, or ~~a~~-if committee as a whole has an elected membership by virtue of dealing with confidential personnel matters.

2. Meetings and methods of participation shall be posted on KPFTX.org, ~~and~~ the kpfk.org website and announced at LSB meetings and on the periodic LSB reports to the listener aired on the station. Cart announcements on air of LSB and committee meeting schedules are also desirable.



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3. Members (LSB members? Non-LSB or listener-members?) who wish to participate ~~on~~in standing, open LSB committees are encouraged to attend the first three committee meetings of the year, during which committee membership is established. [encouraged? "Must" if membership and voting privileges are desired? Also contradicts #5 and #6 below.]

4. All LSB committees must have at least two LSB members.

5. Except for committees where membership is by election, such as management search and evaluation committees, all LSB members, up to a maximum of 12, who attend the first 3 meetings, or any 3 subsequent consecutive meetings, [contradicts #3 above], will be considered committee members in good standing and eligible to vote.

6. Any non-LSB-member who is a listener or staff member in good standing (what does this mean?) of KPFK, who attends the first three regular meetings of a committee, during which committee membership is established, ~~up to a maximum of one less than the number of LSB members on the committee,~~ will be considered a committee member in good standing and eligible to vote. Until the maximum of 24 for the committee in total is reached, non-members of the LSB may also join by attending any three consecutive meetings. [contradicts #3 above].

77. Those who miss three consecutive meetings shall no longer be a voting member of the committee but they can start over until three consecutive meetings have been met.

8. If LSB members or non-LSB members desirous of membership exceed the maximum, selection will be by lot.

89. All those attending committee meetings and respecting common rules of decorum, will have voice when recognized by the chair, even if not members of the committee, but only members will count towards quorum and have a vote.

910. Membership of the committee will be set at the third meeting, inclusive of all LSB and non-LSB members who have attended all three meetings, with a maximum of 24 members, which will determine the quorum for future meetings (50%+1 of the total membership, including at least 2 LSB members)-. [Contradicts #5 and #6 above.]

1011. Pro tem officers will be elected at the committee's first meeting of the year, with all LSB members and non-LSB attendees in attendance able to vote- (up to a maximum of 24). Permanent officers will be elected at the third meeting, following a roll call that determines the voting membership and quorum. Approved minutes of all meetings must be kept in order to determine attendance for voting membership.

12. Membership shall be limited to those affiliated with KPFK. From Pacifica's Bylaws [added bold for pertinent part]:

Article Seven, Local Station Boards, Section 6: Meetings

B. TIME AND PLACE

Meetings shall be held within the local radio station area in facilities of sufficient size to accommodate **Members affiliated with that radio station and the public**, preferably in the station.

END of APPENDIX