

DRAFT AGENDA
KPFK Local Station Board Meeting - Regular Session
Teleconference Meeting via Zoom (information below)
April 13th, 2025 10:30 a.m. (PT)
(Meeting notice at Appendix No. 1, below)

2025 KPFK LSB Members

Rodrigo Argueta-Vargas, Staff Christina Avalos, Listener, Treasurer Marisol Bielma, Listener Tatanka Bricca, Listener, Chair Rachel Bruhnke, Listener Ninel Centeno, Staff Ace Estwick, Listener Aryana Gladney, Listener Jan Goodman, Listener Nikki Haun, Listener, Vice Chair Ian Johnston, Listener Evelia Jones, Listener	Chipasha Luchembe, Listener Brenda Martinez, Staff Jack Neff, Listener Nancy Niparko M.D., Listener Robert Payne, Listener Nancy Pearlman, Listener Myla Reson, Staff Jeanine Rohn, Staff Oscar Ulloa, Staff Harvey Wasserman, Listener Adam Wolman, Listener Carlos Zavala, Listener Maggie LePique, KPFK iGM
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Others:

Lee Thorpe, KPFK LSB Secretary
Stephanie Wells, Pacifica Executive Director
Susan Young, PNB Chair
Teresa Allen, Meeting Management Advisor

I. Opening Business (20m)

- (a) Chair Convenes The Meeting
- (b) Roll Call, Establish Quorum
- (c) Requests for Excused Absences
- (d) Request for Timekeeper/Time
- (e) Landback Acknowledgement
- (f) Pacifica Foundation Mission Statement

(g) Approval of Agenda

(h) Approval of 03/09/25 Draft Minutes

II. **Directors' Reports & Discussion of Amended Bylaws** (35m)

III. **Management Report** (20m)

PUBLIC COMMENT PERIOD*

(30m)

(Time Certain of 11:45 a.m. - 12:15 p.m. PDT)

*The KPFK Local Station Board chooses to schedule a public comment period to hear from KPFK Listeners even though telephonic/zoom meetings are exempted from doing so according to Article Six, Section 7 of The Pacifica Foundation Bylaws which states:
"With the exception of telephone meetings, all public meetings of the Board and its committees shall include public comment periods."

90 seconds first time speaking; 60 seconds second time speaking (but only if all those wishing to speak have already spoken)

IV. **Unfinished Business** (55m)

(a) Appendix No.5(a) - Motion Regarding Reactivation of LSB Finance Standing Committee.

(b) Appendix No. 6 - Motion Regarding Time and Place of Future LSB Meetings.

(c) Appendix No. 7 - Motion to Reinstate Michael Novick as iGM.

(d) Appendix No. 8 - Resolution to oppose and reject PNB Resolution from the PNB Governance Committee 11-21-24.

(e) Appendix No. 9 - Resolution to Oppose and Reject the PNB Resolution.

(f) Use of Robert's Rules of Order Agenda Template. See Appendix 10(a).

(g) Procedure Re: Discussion of Motions. See Appendix No. 10(b).

(h) Non-Disclosure Agreement. See Appendix No. 10(c).

V. **New Business** (5m)

VI. **Closing Statement from the LSB Chair** (5m)

VII. **LSB Member Community Announcements** (10m)

VIII. **Adjourn** (13:30 P.M. PT)

Appendix No. 1

Join Zoom Meeting

<https://us02web.zoom.us/j/86983420905>

Meeting ID: 869 8342 0905

One tap mobile

+14086380968,,86983420905# US (San Jose)

+16694449171,,86983420905# US

Appendix No. 2

Resolutions Passed by the Pacifica National Board on November 21st, 2024:

Resolution #1 “The Pacifica National Board instructs the Local Station Boards of all five stations to limit voting membership on committees that deal with governance, finance and/or personnel issues to Local Station Board members from that station. The Pacifica National Board further instructs Local Station Boards of all five stations to conduct personnel discussions pertaining to individuals in closed session attended only by Local Station Board members who have a signed Non-Disclosure Agreement.”

Resolution #2 “The Pacifica National Board adopts guidelines for safe and respectful

behavior standards of conduct for management, employees, board members, volunteers and members others for engagement with the Pacifica Foundation as follows in conformance with the California Corporation Code, federal labor law, Pacifica Foundation bylaws, Roberts Rules of Order and best practices for non-profit corporations:

Behaviors that are not permitted and are subject to remedies including mandatory reporting to law enforcement when warranted:

1. Any forms of physical violence including unwanted touching, or threats of physical harm are strictly forbidden.
2. Any conduct that intimidates, demeans, or provokes others is prohibited.
3. Making false statements or accusations about any individual is strictly prohibited.
4. Unauthorized sharing of confidential information related to the job performance of management, paid staff, unpaid staff, volunteers and other confidential matters such as legal proceedings, real estate transactions, contractual negotiations is prohibited.
5. Personal attacks, name-calling, or insults directed at others is prohibited.
6. Any act to interrupt, disrupt, or interfere with Pacifica or Pacifica station events, meetings, production or activities is prohibited.

Consequences for acts of prohibited behaviors may include:

Pacifica national and station management may restrict access to Pacifica premises and productions for any person whose behavior poses a safety concern or disrupts the functioning of the organization for a period of time that depends on management's sole assessment of the severity of the threat to safety or disruption of normal functioning and shall document the violation and the action taken by management.

1. The Pacifica National Board and Local Station Boards may conduct confidential adjudications of Delegate or Board member infractions to consider suspension or removal.
2. The Pacifica Executive Director may revoke a membership for infractions and may set a period of time during which the individual cannot renew a membership.

3. The Pacifica National Board and Local Station Boards may consider removal of committee members or members of the public attending meetings for infractions.

Appendix No. 3

KPFK LSB Meeting Decorum Policy

The following policy was adopted by the KPFK Local Station Board on April 17, 2016 entitled '**Meeting Decorum**'. Followed by a long standing Pacifica policy adopted March 26, 2010 entitled '**PACIFICA ZERO TOLERANCE POLICY- NO VIOLENCE**'. The "no violence" seems only to apply to governance meetings. If we do not already have an explicit policy to address violence and threats of violence at our radio stations, we should make sure that one is in place and vigorously enforced. Both of the existing policies that I am aware of are included in these minutes:

https://www.kpftx.org/archives/pnb/kpftk/160417/kpftk160417_4259_minutes.pdf

Meeting Decorum

The following rules and progressive discipline apply to KPFK Local Station Board members and the public at LSB regular meetings as well as LSB committee meetings:

1. At a meeting of the Local Station Board LSB members must wait to be recognized by the Chair before speaking. Each speaker shall be allowed to speak for 90 seconds, unless a different time limit is agreed on. No one shall speak a second time unless anyone who hasn't spoken and wishes to speak has done so. No one shall be allowed to speak more than 2 times on any one agenda item, unless giving a report and/or being asked to respond.

2. No LSB member or member of the public may physically assault or touch another person in an unwanted manner at any meeting. To do so will result in the Chair asking the offending person to leave the meeting. Failure to leave may result in the offender losing all future speaking and attendance rights. 3. No LSB member or member of the public may speak without being recognized, interrupt another who has the floor or otherwise disrupt a meeting by any verbal or physical action. The only exception is to make a

Point of Order, or other such Point of Privilege as allowed per Roberts Rules of Order, which can be done only by LSB members or members of LSB committees. An LSB member who makes a Point of Order may interrupt another LSB member who is speaking. (See Roberts Rules of Order, Chapter VIII, Point 23, # 3 (a point of order) "is in order when another has the floor, even interrupting a person speaking or reading a report, if the point genuinely requires attention at such a time".) Personal verbal attacks on the character of another should also be considered disruptive and not tolerated. Less formality may be desired in some committees at the discretion of the chair and/or the body. However, if discourtesy or disruption impede the work of the committee more formal procedures should be reverted to, at least for the duration of that meeting.

4. Upon a first minor offense (interrupting a speaker, for example) the Chair would give the offender a warning. Upon a second offense, a second warning should be given. Upon a third offense in the same meeting, the Chair may ask the body to consider depriving the offender of the right to be recognized for the remainder of the meeting. Such a request should be voted on immediately and would not be debatable. If the offender continues disruptive behavior, s/he will be asked to leave the assembly and, if s/he fails to do so, may be barred from future participation.

5. Any non-LSB member who has been reprimanded frequently for disrupting regular LSB meetings or LSB committee meetings should not be appointed to any LSB committee.

6. The attached Zero Tolerance for Violence Pacifica Policy passed in March of 2010 should be followed and adhered to.*

7. Robert's Rules of Order, Chapter XX, DISCIPLINARY PROCEDURES should be referred to and takes precedence over this motion if anything herein stated is in contradiction to those Rules.

Appendix No. 4(a)

Motion Submitted by Rodrigo Argueta and Oscar Ulloa

Immediate reactivation of the LSB Standing Governance Committee. Per Pacifica Foundation, Inc. Bylaws and per the Local Station Board Policies &

Procedures Manual Drafted Jan 3, 2007. Preventing LSB and Public participation when drafting the monthly meeting Agenda.

Appendix No. 4(b)

Substitute Motion Regarding Reactivation Of The KPFK Governance Committee

Proposed by Jan Goodman

The charge of the KPFK LSB Governance Committee is to advise the LSB regarding the following pursuant to the Pacifica Bylaws, Article 7, Sec. 10.

1. Review all proposed motions before presentation to the KPFK LSB to assure that they are in proper order, including references to citations.
2. Review possible misconduct among KPFK LSB members or affecting LSB members and propose disciplinary actions if appropriate.
3. Catalogue and archive in a searchable format all resolutions passed by the KPFK Local Station Board.
4. Carry out such other tasks as assigned to it by the KPFK LSB, or it's Chair.
5. For clarification purposes only, the Governance Committee shall not be in charge of creating the agenda for LSB meetings.
6. The Governance Committee shall be composed of three members of the LSB, elected by the LSB using the single transferable vote method, plus the Chair, Vice Chair, Secretary and Treasurer of the KPFK LSB.
7. Additional LSB members and the public may attend regular LSB Governance Committee Meetings.
8. The term of the Governance Committee members shall be approximately 1 year. Members of the Governance Committee shall be elected at the March meeting of the LSB, if reasonably possible.

Appendix No. 4(c)

Motion Submitted by Rodrigo Argueta and Oscar Ulloa

Immediate reactivation of the LSB Standing Finance Committee. Per Pacifica Foundation, Inc. Bylaws and per the Local Station Board Policies & Procedures Manual Drafted Jan 3, 2007. It is a critical limb of the LSB to hold local Station accountable for its operational Income and Expenses, as well review management Budgets in timely calendar cycles.

Be it resolved, these Motions must be recognized as important functional measures for this LSB body to operate in compliance with set forth rules and regulations of this Radio Network known as Pacifica Foundation, Inc.

LSB Staff Delegates: Rodrigo Argueta and Oscar Ulloa”

Appendix No. 4(d)

Substitute Motion Regarding Reactivation Of The KPFK Finance Committee

Motion Submitted By Chipasha Luchembe

Motion to stand up the KPFK LSB Finance Committee to review period operating income and expenses and work with station management to develop the annual budget for submission to the National Finance Committee.

Appendix No. 5(a)

Motion Submitted by Rodrigo Argueta and Oscar Ulloa

Immediate reactivation of the LSB Standing Finance Committee. Per Pacifica Foundation, Inc. Bylaws and per the Local Station Board Policies & Procedures Manual Drafted Jan 3, 2007. It is a critical limb of the LSB to hold local Station accountable for its operational Income and Expenses, as well review management Budgets in timely calendar cycles.

Be it resolved, these Motions must be recognized as important functional measures for this LSB body to operate in compliance with set forth rules and regulations of this Radio Network known as Pacifica Foundation, Inc.

LSB Staff Delegates: Rodrigo Argueta and Oscar Ulloa”

Appendix No. 5(b)

Substitute Motion Regarding Reactivation Of The KPFK Finance Committee

Motion Submitted By Chipasha Luchembe

Motion to stand up the KPFK LSB Finance Committee to review period operating income and expenses and work with station management to develop the annual budget for submission to the National Finance Committee.

Appendix No. 6(a)

Motion Submitted by Ian Johnston

“Whereas the California Corporate Codes and CPB rules (and KPFK's policies and procedures manual, followed dutifully for more than a decade) requires Open Public Meetings - and Zoom meetings are inaccessible to those on the other side of "the Digital Divide"...

Be it hereby resolved that the KPFK Local Station Board will resume its long maintained practice of physical meetings, open to the public, at various accessible locations around the signal area, as outlined in the 2007 Policies and Procedures Manual.

Specifically the meetings should alternate between Sundays at 1PM (which gives greater time for people to travel to the meetings, rather than 10AM), and a weekday night, at 7PM, alternating month-to-month."

Appendix No. 6(b)

Substitute Motion By Jan Goodman

Re: Motion Submitted by Ian Johnston Re: In Person Meetings

Be it hereby resolved that the KPFK Local Station Board will continue to meet via Zoom on a regular monthly basis, with the exception that the two Town Hall Meetings, required to be held by the Bylaws shall also be "In Person" LSB meetings, at various accessible locations around the signal area which will also be shared via either Zoom or Streamed or similarly shared meeting, if reasonably possible.

Appendix No. 7(a)

Motion Re-Submitted By Ian Johnston on Behalf of Rodrigo Argueta

Motion to reinstate Michael Novick as Int. Gen. Manager

I move that the KPFK LSB urges the Executive Director of Pacifica end the unwarranted administrative leave of interim General Manager Michael Novick, and further that the locally produced programming that was introduced on his watch be returned to the airwaves, including but not limited to Creative Frontline, Be a Better Relative, Radio Insurrection, Street Sankofa, and the locally produced Rebel Alliance newscast.

Submitted by Rodrigo Argueta KPFK LSB member

Appendix No. 7(b)

Substitute Motion Regarding Reinstatement of Michael Novick
Motion Submitted By Chipasha Luchembe

Whereas the Pacifica Executive Director has announced the immediate intention to post the position of permanent General Manager for KPFK and for the other four stations in the network,

Whereas KPFK employees past and present as well as members of the public may submit their credentials to be considered for this position,

Therefore, the KPFK LSB will focus attention on encouraging qualified individuals to apply for the position and make recommendations to the Executive Director of appropriate places to post the job listing.

Appendix No. 8

Motion Submitted by Jeanine Rohn

Resolution to oppose and reject PNB Resolution from the PNB Governance Committee 11-21-24 limiting the voting of all members of Advisory Committees and thereby urge its directors to work to retract this portion of the resolution in order to maintain the active advisory role of the membership and community to the board in keeping with the spirit of the Pacifica Foundation.

Whereas the PNB recently passed a resolution limiting the influence of community members on LSB advisory committees:

The Pacifica National Board instructs the Local Station Boards of all five stations to limit voting membership on committees that deal with governance, finance and/or personnel issues to Local Station Board members from that station. The Pacifica National Board further instructs Local Station Boards of all five stations to conduct personnel discussions pertaining to individuals in closed session attended only by Local Station Board members who have a signed Non-Disclosure Agreement."

Whereas these committees are provided for by the Pacifica Bylaws (Art. 7, Sect 10) and merely serve as advisory to the LSB, are not considered agents of the Foundation or the radio station and do not have the authority to bind the Foundation or the radio station with which it is affiliated, but are managed by the LSB (not the PNB).

And whereas this resolution violates the rights of all KPFK members (listeners & staff) to have active participation in advising the board and disenfranchises them from process which is against the spirit of Pacifica Foundation.

Therefore be it resolved that the KPFK LSB opposes and rejects the portion of the motion passed by the PNB 1-9-25 24 limiting the voting of all members of Advisory Committees and thereby urges its directors to work to reverse this portion of the resolution in order to maintain the active advisory role of the membership and community

to the board in keeping with the spirit of the Pacifica Foundation.

Appendix No. 9

Motion Submitted by Jeanine Rohn

Resolution to oppose and rejects the PNB Resolution the PNB Resolution which undermines the bylaws intent to have a genuine LSB role in identifying local management and urges its directors to work to retract the PNBs resolution and have the GM search process abide by the Pacifica Bylaws.

Whereas the Pacifica Bylaws state in Article Seven, Local Station Boards, Section 3:

Specific Powers and Duties provides: “Each LSB, acting as a standing committee of the Foundation’s Board of Directors, shall have the following powers, duties and responsibilities related to its specific radio station, under the direction and supervision of the Foundation’s Board of Directors:”

“B. To screen and select a pool of candidates for the position of General Manager of the respective radio station, from which pool of approved candidates the Executive Director shall hire the station’s General Manager. The LSB may appoint a special sub-committee for this purpose.”

“E. To screen and select a pool of candidates for the position of station Program Director, from which pool of approved candidates the station’s General Manager shall hire the station’s Program Director. The LSB may appoint a special sub committee for this purpose.”

Whereas the PNB’s recent resolution changes and hinders that role of the LSB GM/PD search committees in the screening candidates for the stations GM position by implementing the following changes:

Therefore, the Pacifica National Board (PNB) specifies the following procedure for Local Station Boards (LSBs) to develop pools of candidates

for the position of General Manager (GM) and for the position of Program Director (PD):

1.) The job descriptions for the position of GM and the position of PD will be those determined by the Executive Director (ED). 2.) Job postings for the position of GM and the position of PD will be made by the ED on the Pacifica.org website, on websites for the five stations and all Affiliates and other publications as deemed appropriate by the ED with advice of the LSB.

3.) The resumes and expressions of interest for the position of GM and the position of PD will be returned to an email address designated by the ED.

4.) The ED will provide the responses to the Secretary of the LSB at the station for which a search is being conducted with the names and personal information obscured to assure confidentiality and gender, age and other demographic neutral consideration.

5.) The LSB or a committee created by the LSB to perform the search function will review the submissions and recommend a pool of candidates for the position under consideration but will not contact or interview candidates. It is recommended that five or more candidates be included for consideration by the ED who makes the final decision of whom to hire for GM and five or more candidates for consideration by the GM who makes the final decision of whom to hire for PD.

Whereas these changes are in conflict with the Pacifica Bylaws and would require a Bylaws change with a Pacifica-wide referendum, as this change eviscerates the capacity of the LSB to approve candidates for station management.

Therefore be it resolved that the KPFK LSB opposes and rejects the PNB Resolution the PNB Resolution which undermines the bylaws intent to have a genuine LSB role in identifying local management and urges its directors to work to retract the PNBs resolution and have the GM search process abide by the Pacifica Bylaws.

Motion Submitted By The KPFK LSB Chair

Motion Adopting Standard RRONR Agenda Template

Whereas the KPFK LSB seeks to use its meeting time effectively and efficiently with due respect to its many members,

And whereas the board seeks to avoid dilatory points of order and motions, in relation to the setting of agendas,

Therefore, let it be resolved that the KPFK LSB will follow a RRONR for its agendas which does not require board approval.

And that board members will have the option to propose motions for new business,

And that an adjustment may be made to the agenda upon the recommendation of the officers of the board to address urgent matters.

And that any motion involving the agenda will limit discussion to the reading of the subject of the motion without discussion of the merits.

Appendix No. 10(b)

Motion Submitted By The KPFK LSB Chair

Motion To Create a Standing Rule Allowing 2 Speakers In Favor and 2 Opposed To Motions Brought Before The Assembly

In order to allow debate on all motions put before the body, the KPFK Local Station Board (LSB)/Delegates Assembly (DA) (hereafter LSB) hereby adopts a standing rule that, unless otherwise agreed upon by the LSB, or unless the motion is out of order, that when motions come before the LSB, that the motion will be read by the Proponent or the Secretary. After the motion has been seconded, the Chair will recognize two speakers in favor of the motion and two opposed to the motion, which speakers shall alternate. The proponent will be the first speaker who will motivate the motion. (90 Sec) If there is opposition to the motion by more than one person, a second person will speak in opposition (90 sec), the third, in favor 90 sec., the fourth, in opposition - 90 sec. The LSB will then vote, unless there has been a motion to amend the motion on the floor. In

that case, there shall be a minimum of one speaker in favor (the maker of the motion) and one opposed. The chair shall then decide if there should be an additional round of speakers. After which the LSB shall vote on the Amendment. If the Amendment passes, then it becomes the main motion, and that motion shall be voted upon immediately, assuming that there have been 2 speakers in favor and 2 opposed.

Appendix 10(c)

KPFK CONFIDENTIALITY AGREEMENT

I, _____, acknowledge that in the course of my status as a paid or unpaid staff member, or volunteer acting on behalf of Pacifica, or my membership on a Pacifica Board or Committee, I may have access to confidential information which if divulged could harm the Pacifica Foundation or the individuals whose information I have access to as a result of my activity on behalf of the Pacifica Foundation.

Properly deemed "Confidential information" is information that is disclosed in confidence and includes the following as wells as information deemed confidential by the Pacifica National Board or a Local Station Board or a committee:

1. Certain limited information concerning potential or actual litigation against the Pacifica Foundation and/or any of its officers, board members, or employees.
2. Certain limited information concerning employees of the Pacifica Foundation, unless the employee(s) agrees that such information may be disclosed.
3. Certain limited information regarding the sale or purchase of Pacifica property.

4. Certain limited financial information regarding the Pacifica Foundation.

5. Information disclosed during a closed session of any Pacifica Foundation board or committee.

6. Personal and/or Financial Information received as a result of acting as a paid or unpaid staff member or volunteer on behalf of KPFK or Pacifica, including but not limited to names and contact information relating to donations, sign-in or sign-up sheets.

I agree that I will not use or disclose to anyone any confidential information regarding the Pacifica Foundation., other than an attorney for the Pacifica Foundation (or my own attorney, provided that my attorney agrees to maintain the confidentiality of this information) This does not preclude Local Station Board members from sharing confidential information provided to the LSB with other LSB members, whether or not those LSB members were present at any given executive session if necessary to conduct the business of the LSB. Similarly, Pacifica National Board members are not precluded from sharing confidential information with other PNB members, although PNB members shall not share any information from PNB executive sessions with their LSBs without explicit PNB approval. I acknowledge that if I fail to carry out this commitment, I may be subject to removal and being barred from Pacifica boards and committees on which I sit or other penalties. I may also be subject to suit by the Foundation or by any person whose rights are violated by the improper disclosure of confidential information.

I acknowledge that a decision to make confidential information public must be made by a vote of the KPFK-LSB, PNB or the committee in which the information was discussed and that no individual has the authority to make that decision.

Dated: _____

Signature _____

Printed Name _____