



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

## DRAFT MINUTES

### KPFK Governance Committee

Meeting of February 11, 2022

( via Zoom)

#### I. Call to Order 4:19 PM

Michael Novick presiding. Secretary Ralph Hawkins and Treasurer Kim Kaufman are present. The Chair calls for the Secretary to take roll.

**Members Present:** Grace Aaron, Fred Blair, Sue Cohen-Johnson, Marisol Cruz, Bella De Soto, Raymond Goldstone, Ralph Hawkins, Eric C. Jacobson, Kim Kaufman, Michael Novick, Myla Reson, Lawrence Reyes, Jeanine Rohn, Ruth Strauss, Beth von Guten, and Andrew Weiss.

**Members Absent:** Allan Beek, Michael Heiss, Oye Oyeyipo, Paul Roberson, King Reilly, and Polina Vasilev.

#### II. Approval of Agenda

By consensus of the body, the following items will be added to today's Agenda.

- a. Approval of Minutes for Feb.4, 2022.
- b. Consideration of a motion to reimburse Bella De Soto for petty cash expended support the KPFK Town Hall broadcast. (New Business)
- c. Discussion on a response to the General Manager's comments re: potential underwriting initiatives. (New business)

#### III. Approval of Minutes

Raymond Goldstone moves to approve Governance Committee for Feb, 4, 2022. The Minutes are approved without objection.



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

#### IV. Consideration of KPFK policy on Meeting Decorum

The Motion on the floor from Beth von Gunten is to reaffirm the KPFK policy on Meeting Decorum. The Chair notes the urgent need to enforce decorum but that existing policy is unclear with respect to telephonic meetings. Several members voiced complaints about the indiscriminate use of muting during meetings and the language in the motion makes no reference telephonic meetings or 'muting'.

Grace Aaron advises the body that a policy on Meeting Decorum was approved by the LSB on April 17, 2016 and includes the Pacifica policy "Zero Tolerance for Violence" adopted by the PNB in March 2010. The policy is in force until changed or rescinded and does not require a motion to re-affirm to be enforced.

Grace Aaron advises that in situations where any procedural issues are not addressed by the Bylaws, the Bylaws instruct us to refer to Robert's Rules of Order and that the current edition of Robert's Rules has a section covering telephonic meetings in detail.

**a. Motion to Amend the Amendment:** Beth von Gunten moves to change the language "Upon a third offense at the same meeting, the Chair" to be replaced by "Upon a third offense in the same meeting the Chair or any member of the body"

The Chair instructs the Secretary to take the roll call vote on the motion to amend the amendment. The members present vote as follows:

Grace Aaron (Yes), Fred Blair (Yes), Sue Cohen-Johnson (No), Marisol Cruz (No), Bella De Soto (No), Raymond Goldstone (No), Ralph Hawkins (No), Eric C. Jacobson (Abstain), Kim Kaufman (No), Michael Novick (No), Myla Reson (off-line), Lawrence Reyes (No), Jeanine Rohn (No), Ruth Strauss (Yes), and Beth von Guten (Yes).

The vote totals 5 yea, 9 nay, and two abstentions. The amendment to the amendment fails.

**b. Amendment to Amend the Amendment:** Lawrence Reyes wishes to remove the words 'offense' and 'offender' in Paragraph 4. Jeanine Rohn suggests replacing "offense" with "incident" in -and- "offender" with "member". Lawrence concurs. Discussion ensues re: alternatives and the powers of the Chair. The Chair declares a consensus to move on replacing the language as follows:

"4. Upon a first minor ~~incident offense~~ (interrupting a speaker, for example) the Chair would give the ~~member offender~~ a warning. Upon a second ~~incident offense~~, a second warning



3729 Cahuenga Blvd. West - N. Hollywood, CA 91604

Main phone: (818) 985-2711 - Fax: (818) 763-7526 - Studio phone: (818) 985-5735

should be given. Upon a third ~~incident offense~~ in the same meeting, the Chair may ask the body to consider depriving the ~~member 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 ~~member 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.”

Raymond Goldstone calls the question. The Chair calls for the vote to be taken. (Andrew Weiss has joined the meeting) and (Myla Reson has rejoined the meeting) The secretary records the member votes as follows:

Grace Aaron (No), Fred Blair (No), Sue Cohen-Johnson (Yes), Marisol Cruz (Yes), Bella De Soto (Yes), Raymond Goldstone (No), Ralph Hawkins (No), Eric C. Jacobson (Abstain), Kim Kaufman (No), Michael Novick (Yes), Myla Reson (No), Lawrence Reyes (Yes), Jeanine Rohn (Yes), Ruth Strauss (Yes), and Beth von Guten (No), and Andrew Weiss (Yes);

The vote totals 8 yea, 7 nay, and 1 abstention. The amendment is passed and will be incorporated into the main motion.

**c. Amendment to the Main Motion:** Kim Kaufman moves to amend the motion to change the language in Paragraph 4 from “recognized” to “muted”. To be clear, the Chair interprets the motion to as follows:

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 a ~~vote to mute depriving~~ the ~~member offender of the right to be recognized~~ for the remainder of the meeting.

The Chair calls for a roll call vote. The Secretary records the vote as follows:

Grace Aaron (Yes), Fred Blair (Yes), Sue Cohen-Johnson (Yes), Marisol Cruz (No), Bella De Soto (No), Raymond Goldstone (Yes), Ralph Hawkins (Abstain), Eric C. Jacobson (No), Kim Kaufman (Yes), Michael Novick (Abstain), Myla Reson (off-line), Lawrence Reyes (Absyain), Jeanine Rohn (No), Ruth Strauss (Abstain), and Beth von Guten (Yes), and Andrew Weiss (Abstain).

The vote totals 6 yea, 4 nay, and 5 abstentions. The amendment is passed and will be incorporated into the main motion.



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

**d. Main Motion:** The Chair reads the motion, as amended, to modify language in Paragraph 4 of the Rules of Decorum adopted by the LSB April 17, 2016. .

Moved that the current text in Paragraph 4 be changed to read as follows:

“4. Upon a first minor ~~incident offense~~ (interrupting a speaker, for example) the Chair would give the ~~member offender~~ a warning. Upon a second ~~incident offense~~, a second warning should be given. Upon a third ~~incident offense~~ in the same meeting, the Chair may ask the body to consider a ~~vote to mute depriving~~ the ~~member 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 ~~member 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.”

Grace Aaron calls the question. The Chair orders a roll call vote. The Secretary records the vote:

Grace Aaron (Yes), Fred Blair (Yes), Sue Cohen-Johnson (Yes), Marisol Cruz (No), Bella De Soto (Yes), Raymond Goldstone (Yes), Ralph Hawkins (Yes), Eric C. Jacobson (No), Kim Kaufman (Yes), Michael Novick (Yes), Myla Reson (off-line), Lawrence Reyes (Yes), Jeanine Rohn (Yes), Ruth Strauss (Yes), and Beth von Guten (Yes), and Andrew Weiss (Abstain).

The vote totals 12 yea, 2 nay, and 2 abstentions. The motion passes and will be placed on the agenda for the next LSB meeting.

## **V. Draft Agenda for February LSB Meeting**

The proposed agenda for the next LSB meeting is not finalized; The Chair notes the main item of business will be to elect LSB members to represent KPFK on the various standing committees of the Pacifica National Board. In addition, there is a consensus among the members to establish a local Elections Committee. The Chair will co-ordinate with the Secretary to distribute an agenda as soon as possible.

## **VI. New Business**

**a.** Consideration of a motion by Bella De Soto to be reimbursed for petty cash expended in support of the December KPFK Town Hall broadcast.



3729 Cahuenga Blvd. West - N. Hollywood, CA 91604

Main phone: (818) 985-2711 - Fax: (818) 763-7526 - Studio phone: (818) 985-5735

Beth von Gunten moves to require all out of pocket expenses to be pre-approved by the members. The Chair rules the motion out-of-order. Jeanine Rohn and Raymond Goldstone offer to personally reimburse Bella. Bella De Soto withdraws her motion.

**b.** Kim Kaufman moves that all proposed expenses by members of the LSB or committees must be pre-approved by the LSB before being incurred. The Chairs calls for objections and hearing none, declares the motion adopted. This policy will be reported to the LSB for consideration.

**c.** Motion by Eric Jacobson proposing to have the LSB encourage the GM to refine and implement his promising idea to appropriately offer local businesses the opportunity to underwrite KPFK during fund drives.”

**d.** Lawrence Reyes makes a substitute motion to refer the issue of underwriting to the PNB Governance Committee for consultation.

The Chair calls for a vote. The Secretary calls the roll and records the vote as follows:

Grace Aaron (Yes), Fred Blair (Yes), Sue Cohen-Johnson (No), Marisol Cruz (left), Bella De Soto (Yes), Raymond Goldstone (Abstain), Ralph Hawkins (Yes), Eric C. Jacobson (Abstain), Kim Kaufman (Yes), Michael Novick (Yes), Myla Reson (left), Lawrence Reyes (Yes), Jeanine Rohn (Abstain), Ruth Strauss (Abstain), and Beth von Guten (Abstain).

The vote totals 7 yea, zero nay, and 6 abstentions. The motion is passed.

Lawrence Reyes will carry Eric’s motion to forward to the PNB Governance -and- the legal counsel for the Pacifica National Board.

## **VII. Adjournment 7:21 PM:**

Motion to adjourn by Raymond Goldstone. Meeting adjourned without objection.