

## Draft agenda, KPFK LSB Governance Committee August 17, 2022

### 1. Call to order – Roll Call

Grace Aaron, Fred Blair, Sue Cohen-Johnson\*, Marisol Cruz, Bella De Soto, Raymond Goldstone\*, Ralph Hawkins (LSB and committee Secretary), Michael Heiss\*, Eric C. Jacobson, Kim Kaufman (LSB Treasurer), Michael Novick, Myla Reson, Lawrence Reyes, Paul Roberson, Jeanine Rohn, Ruth Strauss, and Elizabeth von Gunten. \*=public member, not LSB or officer of LSB. Take note if any additional participants wish to be noted for purposes of membership or otherwise.

2. Approve draft agenda
3. Set time certain for adjournment
4. Approve draft minutes of prior meetings
5. Check for committee items for LSB Agenda – Note need for closed session -recommendation from GMSC is to recess to closed session after one hour, and return to LSB business meeting, time permitting, after the LSB considers and discusses the pool of candidates for the GM position and determines how to make its recommendation to the ED.
6. Set Draft Agendas for Sunday, August 21, 2022 open and closed meetings
7. Further review and finalize revisions to committee membership protocol (see below)
8. Consider any motions for Governance Committee consideration
9. Adjourn

## APPENDIX:

Committee membership policy as amended in prior Governance discussions:

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 special management search or evaluation committees, whose membership is by election, or the Outreach 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 if a 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 on 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.

ADDED in earlier discussion:

3. LSB committees are continuing bodies, and LSB and public members who have established their membership during the prior year will continue as members in good standing in the new year. People who wish to join and participate in standing, open LSB committees must attend the first three regular committee meetings of the year, during which committee membership is established for purposes of electing the committee officers.

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, will be considered committee members in good standing and eligible to vote on committee business matters and motions.

ALSO APPROVED BY COMMITTEE EARLIER:

6. Until the maximum of 24 members for the committee in total is reached, any non-LSB-member who is a listener or staff member in good standing of KPFK, who attends the first three regular meetings of a committee, during which committee membership is established for the purpose of voting on officers, will be considered a committee member in good standing and eligible to vote. Non-members of the LSB may also join subsequently by attending any three consecutive meetings.

7. 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.

9. 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.

10. Membership of the committee for purposes of electing officers will be set at the third meeting, inclusive of all continuing members and LSB and non-LSB members who have attended all three meetings, with a maximum of 24 members.

11. 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 (up to a maximum of 24) able to vote. Permanent officers will be elected at the third meeting, following a roll call that determines the voting membership. Approved minutes of all meetings must be kept in order to determine attendance for voting membership.

12. Membership shall be limited to those members affiliated with KPFK.

ADDITIONAL PROTOCOLS FOR COMMITTEE APPROVAL AND SUBMISSION TO LSB:

13. As long as meetings continue to be held remotely via telephonic or electronic access, any committee with at least 16 members shall conduct its meetings via a platform that allows computer log-on as well as telephone call-in, and that allows all participants who wish to, to be able to see who is participating in the meeting, as well as who has requested the floor to speak.

14. Whenever possible, such remote meetings should be live-streamed on kpftx.org, and when that is not possible, the recording should be posted as soon as possible after conclusion of the meeting.

The highlighted sections are changes to the existing protocol that must still be approved by the LSB as a whole.

**Proposed motion on duties and role of the chair (for consideration by committee and submission to LSB):**

The role of the chair is to facilitate a full discussion of issues and motions facing the body, and to ensure that a thorough and orderly discussion is held, if needed, before a vote. Chairing a meeting does not provide a bully pulpit for the chair's personal views and opinions, nor allow the chair to monopolize the floor.

The chair shall recognize members to speak who properly ask for permission, and ensure that time limits, rules of procedure, and order of the stack, (including limits on how many times a member may speak,) are upheld. The chair shall ensure that all present who wish their presence noted, whether for potential membership or not, are so noted. Non-members, time permitting, may request "stack" and be recognized by the chair to speak regarding a motion under discussion, but have no vote. Non-members, however, cannot make points of order.

The chair may also respond to and rule on points or order and parliamentary inquiries, or reply to member questions regarding the motion under discussion, and may call on members to speak in answer to points of information requests raised. The chair may call upon a parliamentarian, if one is available, for advice before ruling. The chair shall restate the motion under consideration prior to a vote.

The chair, and the secretary if there is one, are responsible for maintaining accurate and up-to-date records of committee membership and participation and to making available timely and in advance of the meetings, a proposed draft agenda and the text of any motions that have been submitted for consideration. The chair shall be responsible for posting the draft agenda and eventually the approved minutes on kpftx.org.

**ADDENDA: Items for LSB Agenda**

For the LSB agenda under Treasurer/Finance Committee report:

Policy for Fundraising Events or Efforts Not Initiated by KPFK Management or LSB.

WHEREAS: The LSB needs to ensure that KPFK is appropriately protected from incurring any legal liability or other potential damages that may occur in fundraising efforts or events not initiated by KPFK Management or the LSB. The GM has the ultimate responsible for this.

THEREFORE, the KPFK GM and the LSB shall be informed about all such fundraising efforts or events and shall follow these herein procedures.

Any and all fundraising events or efforts not initiated by KPFK or the LSB, that are promoted as being KPFK or Pacifica events, whether promoted on air, on the web site or in any other media distribution technique or which use the name KPFK or Pacifica in any way, shall be pre-approved by KPFK management who will inform the LSB of the event/s. This is to ensure that management can put in place all appropriate insurance policies and other protocols necessary to protect KPFK/Pacifica.

All the events or efforts initiated by individuals, programmers, or committees using the KPFK or Pacifica name shall provide the following information to be reviewed:

What kind of event or effort is it?

When and where it will occur?

Identify who is initiating, organizing, sponsoring, partnering or otherwise involved in the event or other fundraising effort.

If it involves a partnership, sponsorship or some other kind of arrangement with other entities or groups, the details of that arrangement shall be provided for review.

If there is a budget it shall be submitted for review (even if expenses are not expected to come from the station).

The percentage of the funds raised that will go to KPFK/Pacifica and separately to the third party shall be disclosed during the pre-approval process.

Provide details on how the Cash Management Policy will be implemented and by whom.

**Attachments:**

Motion from Bella De Soto regarding removal of the chair of the Finance Committee, with supporting materials, to be considered as old or unfinished business on the LSB agenda.