

Minutes of the KPFK Local Station Board Meeting January 6, 2007

A regular meeting of the KPFK Local Station Board was held on Saturday, January 6, 2007 at the Echo Park United Methodist Church, 1226 Alvarado Street, Los Angeles, CA 90026 at 2:00 pm. Jack VanAken served as Chair and Adriana Gomez served as Secretary Pro-Tem. The minutes of the December 16, 2006 meeting were approved.

Twenty-two members were present: Grace Aaron, Dave Adelson, Yolanda Anguiano, Lydia Brazon, Israel Feuer, Bill Gallegos (left at 4:56pm), Sherna Gluck, Jan Goodman (left at 4:54pm), Terry Goodman, Ian Johnston, Kimberly King (left at 4:55 pm), Tracy Larkins (left at 5:03 pm), Ali Lexa, Reza Pour, Margaret Prescod, Jack VanAken, Fernando Velazquez (left at 5:10 pm), Steve Weatherwax, Don White (left at 3:01 pm), Gabrielle Woods (left at 4:44pm), Yosh Yamanaka (left at 4:55 pm) and Lamont Yeakey (left at 2:50 pm).

Also present: Secretary Pro-Tem Adriana Gomez, General Counsel Dan Siegel, Program Director Armando Gudino and Fred Blair, A.J. Stansney and Roger Zimmerman of the KPFK Elections Working Group.

Two members were excused: Rodrigo Argueta and Arturo Lemus.

Also absent: General Manager Eva Georgia

Authority and Notice: This meeting was scheduled by resolution of the LSB on March 16, 2006. Specific notice was posted on the KPFK website beginning on December 5, 2006 (see Appendix A).

I. CALL TO ORDER, CALL OF THE ROLL, WELCOME & ACKNOWLEDGEMENTS, REVIEW AND APPROVAL OF THE AGENDA, APPROVAL OF MINUTES, MOTION FOR EXCUSED ABSENCES

The meeting was **called to order** at 1:14 pm.

The Agenda was **amended and approved** at 1:21 pm. (See Appendix B)

Motion: Terry Goodman moved (as amended) that the minutes of the LSB meeting of December 16, 2006 be approved.

Motion passed with no objections.

II. COMMENTS by the Chair were delivered at 1:23 pm

III. Scheduling of February Meeting began at 1:29pm

The next LSB meeting will be held on Saturday, February 10, 2006 at 1:00 pm, location still to be determined.

IV. Results of Elections of PNB Directors began at 1:30 pm

Margaret Prescod was elected Staff Representative Director of the Pacifica National Board by majority of preference (see Appendix C).

Dave Adelson, Lydia Brazon and Don White were elected Listener-Sponsor Representative Directors of the Pacifica National Board by majority of preference (see Appendix C).

V. PRESENTATION by General Counsel Dan Siegel began at 1:31 pm

Motion: Israel Feuer moved to extend Counsel Siegel's presentation by 15 minutes.

Motion passed with no objections.

A segment of **public comment** was heard at 3:13 pm for 25 minutes.

VI. Pacifica National Board/ Directors Reports began at 3:38pm

Dave Adelson and Lydia Brazon each gave an oral report.

A segment of **public comment** was heard at 4:10 pm.

VI. Discussion on the formation of an ad-hoc committee began at 4:21 pm.

Motion: Grace Aaron moved that an ad-hoc committee be formed that would explore ways to review how our past and future LSB motions can be implemented.

Motion referred.

Motion: Lydia Brazon moved that the issue of the ad-hoc committee be referred to the Governance Committee.

Motion passed with no objections.

VI. COMMITTEE REPORTS began at 4:24pm

A description of each committee will be given before the committees report is delivered.

GOVERNANCE report at 4:25 pm

Lydia Brazon gave a verbal report and distributed a written report (see Appendix D).

Motion: The Governance Committee proposed the following resolution, in substitute for a motion previously adopted on February 5, 2005 and subsequently amended on January 7, 2006:

Advisory Committee Composition for LSB Members of KPFFK

Resolved,

That each Advisory Committee of the KPFFK Local Station Board shall include, at least, two LSB members.

That said members must be affiliated with KPFK and eligible for appointment to a committee.

That there shall be no prior attendance required to join and vote on a committee.

That an Advisory Committee member who has three, consecutive, unexcused absences shall be deemed to have resigned as a committee member.

After a second unexcused absence the member shall be contacted by the committee chair and notified of his/her impending loss of committee membership. Barring events that unavoidably prevent notification, requests for excused absences shall be presented in writing, or by email, or verbally to the committee chair in advance of a meeting.

That Advisory Committee Chairs shall be LSB members.

That the number of the Advisory Committee membership shall not be limited in number.

That the number of committee members will be determined as follows:

LSB members may join committees during the period beginning with the December meeting during an election year, and ending with the March meeting in the year following an election.

In a year following a year in which no election occurred, committees with a full complement of members shall continue as constituted, with the understanding that LSB members will have an opportunity to resign or change committee memberships. If action is necessary in order to maintain the balance between LSB and non-LSB members, new non-LSB members will be added in accordance with the procedures adopted for non-LSB members.

At the March meeting in years following an LSB election, LSB members may still be added to committees, and that revised number of committee membership will be the basis for the quorum until the April meeting, which will be the final meeting to add new non-LSB committee members.

The composition of the LSB Advisory Committees as of the April meeting in a year following an election, will constitute the LSB Advisory Committee membership, until the regularly scheduled December LSB meeting in an election year, or in the next subsequent LSB election year.

* The membership as described above may be modified as follows:
Whatever number of non-LSB members of KPFK are added to the Advisory Committees, shall, along with the LSB members, constitute the total membership.

These provisions shall be effective immediately.

Advisory Committee Composition for Non-LSB Members of KPFK

Resolved,

That each Advisory Committee of the KPFK Local Station Board shall be comprised of members of Pacifica in good standing affiliated with KPFK, and eligible for appointment to an Advisory committee, **provided that total staff membership shall not exceed the goal of 25% of the total membership of the committee in accordance with the 3-to-1 ratio as expressed in the Pacifica Bylaws. Non-LSB staff members are eligible to join committees provided that the committee's total staff membership does not then exceed the goal of 25% of the total committee membership.

That once a bona fide non-LSB member of KPFK becomes a member of the committee, they are eligible to vote.

That an Advisory Committee member who has three consecutive, unexcused absences shall be deemed to have resigned as a committee member.

That, with the exception of the Outreach Committee, the number of the Advisory Committee non-LSB membership shall not be greater than, but may be equal to, or less than, the number of LSB members on that committee. For the Outreach Committee, non-LSB membership may be limited at the discretion of the Local Station Board.

That the number of non-LSB members of KPFK will be determined as follows:

At the February meeting of a year following an LSB election, a formal announcement will be made, marking the beginning of the period to apply for Advisory Committee participation by non-LSB members, during which outreach efforts and on air announcements will be made. The application period will end on April 1.

In a year following a year in which there was no LSB election, non-LSB members of fully constituted committees shall have the opportunity to continue to serve on a committee. In the event that adjustments in memberships are needed in order to fully populate a committee and achieve a balance between LSB members and non-LSB members, then the procedure defined for years following LSB election years will be followed.

At the April meeting of the LSB, any non-LSB members of KPFK who has submitted their application by the deadline will be eligible for committee participation and voting rights.

By the April LSB meeting, when the Advisory Committee size is determined, non-LSB members of KPFK who have applied, shall be added to the committees up to the number of available seats (equal to, but not exceeding the number of LSB members), with the exception of the Outreach Committee. The number of non-LSB members on the Outreach Committee may be limited by the Local Station Board.

However, no non-LSB members of KPFK shall be eligible to be seated on more than two committees. If there are more applicants than number of seats available, there will be a random drawing to fill the seats.

Those already seated on a committee will be ineligible to be in that particular drawing.

The composition of the LSB Advisory Committees as of the April LSB meeting will constitute the LSB Advisory Committees membership until the regularly scheduled LSB meeting in December of a year in which there is an election, or in the next subsequent LSB election year.

For Advisory Committee meetings held between the February and April LSB meetings during off-election years, with the exception of the Outreach Committee, non-LSB members of KPFK membership will be determined by random drawing of those in attendance at each meeting. Their membership is limited to that meeting alone and cannot exceed the number of LSB members on the committee in attendance.

Non-LSB members of KPFK will be excluded from the Committees on Finance and Executive Review until non-LSB members of KPFK membership on those committees is considered by the Structure or Governance Committee.

The application for non-LSB members of KPFK will include: contact information, a statement affirming that they are current non-LSB members of Pacifica, affiliated with KPFK, in good standing and a brief statement expressing their interest.

These provisions shall be effective immediately.

Motion referred.

Motion: Terry Goodman moved that the motion be referred back to the Governance Committee.

Motion passed with no objections.

A segment of **public comment** was heard at 4:46 pm for six minutes.

Motion: Grace Aaron called for the orders of the day.

Motion ruled out of order as it would have no effect upon the agenda.

Motion: Grace Aaron moved to postpone consideration until the next LSB meeting of the remaining items in the Governance Committee report other than the item on the forming of a Personnel Committee.

Motion not voted upon.

Motion: Governance Committee moved that the motion previously adopted on Aug 1,

2004 prescribing that the Mission Statement be read before every LSB meeting be amended so as to read: "Resolved, the Mission Statement shall be distributed at all LSB meetings."

Motion passed with no objections (2/3 required).

Point of order from Grace Aaron, that the motion to postpone was not voted upon.
Not well taken. The motion failed for lack of a second.

Motion: The Governance Committee proposed the following resolution to form an LSB Personnel Committee:

WHEREAS the Management Review Committee has refined the process for the by-law mandated evaluations of the GM and PD and, therefore, does not need to convene on a regular basis to perform this role; and

WHEREAS the Management Review Committee was charged, de facto, with responsibilities normally assumed by a Personnel Committee (by virtue of LSB motions for follow ups of the annual evaluations); and

WHEREAS the absence of a committee charged with dealing with workplace issues raised by unpaid staff resulted in these being raised at LSB meetings with no mechanism for resolution and/or monitoring; and

WHEREAS the LSB has passed motions regarding training programs but has had no mechanism for monitoring the progress of these programs;

THEREFORE, be it resolved that the Management Review Committee be dissolved and that a Personnel Committee be formed in its place to fulfill the following functions:

- 1) assume responsibility for implementing the mandated annual reviews of the GM and PD and presenting its findings to the LSB for its consideration;
- 2) monitor the progress of the LSB recommendations emanating from these reviews;
- 3) work with management and the national HR director to assure that adequate training programs are put in place to comply with state and federal laws (eg sexual harassment training);
- 4) work with management and the national HR director to develop procedures for dealing with complaints by unpaid staff related to their work environment and conditions.
- 5) other personnel related functions as assigned by the LSB.

Motion passed with no objections, after public comment. (2/3required).

Motion: The Governance Committee proposed the following resolution to the PNB on notification of structural changes:

Resolved: the KPFK LSB recommends the PNB adopt a policy specifying that structural changes to Pacifica management or National Office staff be submitted to the five LSBs for consultation prior to approval.

Motion passed after public comment. Y: 9, N: 2, A: 3

Yes: D.Adelson, Y.Anguiano, L.Brazon, S.Gluck, I.Johnston, T.Larkins, R.Pour, M.Prescod, F.Velazquez

No: G.Aaron, T. Goodman

Abstain: I.Feuer, A.Lexa, S.Weatherwax

A segment of **public comment** was heard on Governance Committee motions at 5:00 pm.

Point of order: Dave Adelson asserted that there is a distinction between "unanimous consent" and "without objection."

Well taken.

FINANCE report at 5:04 pm

Terry Goodman gave an oral report and distributed a written report (see Appendix E).

Motion: The Finance Committee proposed the following resolution on its purpose and scope:

Resolved, That it shall be the purpose of the KPFK Local Station Board Finance Committee to oversee KPFK's financial planning, monitor that adequate funds are available for the plan, safeguard station assets, draft or revise fiscal policies for LSB approval, anticipate financial problems, ensure that the LSB receives accurate, timely, and complete financial information, assist the LSB in understanding financial statements and in understanding the general financial situation of the station, make sure that required government reporting takes place, sustain the committee itself, and carry out such other investigative or analysis functions as the LSB may specifically or periodically assign.

Motion consideration postponed.

Point of order: Dave Adelson expressed uncertainty about LSB authority assumed in the resolution.

Point not ruled upon, as mooted by a motion to postpone.

Motion: Dave Adelson moved to postpone consideration until the next meeting.

Motion passed with no objections.

Motion: The Finance Committee proposed the following resolution on timely financial reporting:

Whereas, In order to provide the LSB with advice and recommendations for a first quarter budget reforecast, it is necessary for the Local Station Board Finance Committee to compare actual income and expenses to the budget;

And Whereas, The Pacifica National Board has mandated that "the station General Managers shall provide monthly financial reports ...to their respective Local Finance Committees ..." when the books are closed each month "at the time" the information is transmitted to the National Finance Office;

And Whereas, the LSB Finance Committee has received no monthly financial reports for the current fiscal year;

Resolved, That the KPFK General Manager, Acting General Manager, or Interim General Manager direct the KPFK Business Manager to stop making excuses for the arbitrary procedural decisions of the CFO and comply with the mandate of PNB by immediately providing to the KPFK LSB Finance Committee income statements and balance sheets for the months of October and November, 2006, as transmitted to the National Finance Office.

Further Resolved, That the December financial reports shall be distributed to the local finance committee by January 15th and that all subsequent monthly reports shall be distributed at the time the information is transmitted to the National Finance Office.

Motion not voted upon.

Motion ruled out of order, as it reflects poorly on the character and conduct of members of the Foundation.

Appeal: Terry Goodman appealed the ruling of the Chair.

Question: Shall the ruling of the Chair be sustained?

The ruling was overturned: Y: 2, N: 7

Point of order: Terry Goodman asserted that discussion was going beyond the merits of the appeal.

Well taken.

Point of order: Dave Adelson asserted that the committee motion should be ruled out of order because it asserts things we don't know and could reflect poorly on the performance of our personnel.

Well taken.

Appeal: Terry Goodman appealed the ruling of the Chair.

Question: Shall the ruling of the Chair be sustained?

Question not voted upon, due to meeting adjournment.

Motion: Margaret Prescod moved to adjourn the meeting.

Motion passed: Y:7, N:0

The meeting was **adjourned** at 5:18pm.

Adriana G. Gomez, Secretary Pro-Tem
[These minutes were approved 2/10/07.]

Appendix A – Meeting Notice

The KPFK Delegates will meet Saturday, January 6, 2007 at 11:00 a.m. at the Echo Park United Methodist Church, 1226 Alvarado Street, one long block north of the intersection of Alvarado and Sunset Blvd. A map to the church is available at www.mapquest.com by writing in the address and zip code 90026. IMPORTANT NOTICE: All stakeholders should be aware that elections for Directors of the Pacifica National Board will be conducted at this meeting. A KPFK Local Station Board meeting will follow the meeting of the Delegates. The LSB meeting will include a presentation by Pacifica Corporate Counsel Dan Siegel, and Human Resources Director Yolanda Thomas on the topic of "how to function as an effective and responsible LSB". Jack VanAken, KPFK Local Station Board chair 661-755-2590 jackv@123mail.org

Appendix E – Finance Committee Report

KPFK LSB Finance Committee Report January 6, 2007

The Finance Committee wishes to report that it has met frequently and deliberated on several issues assigned to it or assumed to be in the nature of its scope. The committee is unable to provide recommendations for a first quarter budget reforecast, as delivery of financial reports to the Committee was suspended for the annual audit.

The Finance Committee elected Terry Goodman as Chair. Active members include John Wenger, Doug Barnett, and Marla Bernstein. Roger Zimmerman is on leave, Lamont Yeakey has been unable to attend meetings, Madeleine Schwab has resigned, and Casey McFall's future participation is uncertain. Ian Johnston participated in the most recent meeting and Gabrielle Woods has expressed interest. The next meeting is scheduled for Thursday, February 1, 2007 at 7:30 pm at the station.

At its meeting of October 11, 2006, the Committee passed the following resolutions for LSB consideration, presentation of which was delayed to allow focus on the budget:

MOTION ON ASSET INVENTORY

Resolved, That the LSB direct management to implement an asset management system including numbered tagging of fixed assets, to be conducted by or with the participation of the LSB Finance Committee.

MOTION ON BUSINESS MANAGER INDEPENDENCE

Resolved, That the Business Manager shall not be terminated or demoted by the General Manager without the approval of the Local Station Board, or the Chief Financial Officer, or the Executive Director.

At its meeting of January 3, 2007, the Committee passed the following resolution for LSB consideration:

YET ANOTHER MOTION ON TIMELY FINANCIAL REPORTING

Whereas, In order to provide the LSB with advice and recommendations for a first quarter budget reforecast, it is necessary for the Local Station Board Finance Committee to compare actual income and expenses to the budget;

And Whereas, The Pacifica National Board has mandated that “the station General Manager shall provide monthly financial reports ... to their respective Local Finance Committees ...” when the books are closed each month “at the time” the information is transmitted to the National Finance Office;

And Whereas, the LSB Finance Committee has received no monthly financial reports for the current fiscal year;

Resolved, That the KPFK General Manager, Acting General Manager, or Interim General manager direct the KPFK Business Manager to stop making excuses for the arbitrary procedural decisions of the CFO and comply with the mandate of the PNB by immediately providing to the KPFK LSB Finance Committee income statements and balance sheets for the months of October and November, 2006, as transmitted to the National Finance Office.

Further Resolved, That the December financial reports shall be distributed to the local finance committee by January 15, 2007, and that all subsequent monthly reports shall be distributed at the time the information is transmitted to the National Finance Office.

MOTION ON FINANCE COMMITTEE PURPOSE AND SCOPE (2/3 Approval Required)

Resolved, That it shall be the purpose of the KPFK Local Station Board Finance Committee to oversee KPFK’s financial planning, monitor that adequate funds are available for the plan, safeguard station assets, draft or revise fiscal policies for LSB approval, anticipate financial problems, ensure that the LSB receives accurate, timely, and complete financial information, assist the LSB in understanding financial statements and in understanding the general financial situation of the station, make sure that required government reporting takes place, sustain the committee itself, and carry out such other investigative or analysis functions as the LSB may specifically or periodically assign.

Terry L. Goodman
KPFK LSB Finance Committee Chair