

## **Minutes of the KPFK Local Station Board Meeting of May 17, 2014**

The regular monthly meeting of the KPFK Local Station Board was held on Saturday, May, 17, 2014, at 1:22 PM, at the Aris and Carolyn Anagnos Peace Center, 3916 Sepulveda Blvd., Culver City, CA 90230, the Chair (Tej Grewall) being in the chair and the Secretary (John P. Garry III) being present. No minutes were approved.

**Nineteen members were present**, constituting a quorum: Chuck Anderson, Rodrigo Argueta, Fred Blair, Lydia Brazon, Steve Brooks, John Cromshaw (arrived late), Aryana Gladney, Tej Grewall (Chair), Kim Kaufman, Fred Klunder, Jim Lafferty, Brenda Medina (Vice-Chair), Dutch Merrick, Michael Novick (Treasurer), Steve Pride, Lawrence Reyes, Ron Priestersbach, John Wenger, Lamont Yeakey (arrived 1:59).

**Two members were excused:** Nancy Kazar, Chipasha Luchembe.

**Three members were absent:** Ankine Antaram, Chris Condon, John Parker.

**Also present:** Richard Pirodsky (KPFK Interim General Manager), Terry Goodman (Audio Recordist, Web Liaison), several KPFK broadcasters, and members of the public.

**Authority and Notice:** This meeting was authorized by the LSB's adoption of a regular meeting schedule at its meeting of April 16, 2014. The date and location was posted on KPFTX.org on April 16, 2014. Additional notice was posted on KPFK.org and other websites beginning on April 23, 2014 (see Appendix A). Notices for the Delegates Meeting were posted on May 7 and May 9, 2014 (see Appendix A). An announcement was broadcast on KPFK 90.7 FM beginning on Thursday, May 15, 2014.

**Audio Recording:** All available KPFK Local Station Board and Delegates minutes and audio may be retrieved through the master index page on KPFK's website:

<http://www.kpfb.org/index.php/lsbpnbmenu/160-meetingminutes>

[Audio Part 1 <http://kpftx.org/archives/pnb/kpfb/140517/kpfb140517a.mp3>]

### **I. CALL TO ORDER / OPENING BUSINESS (1:22)**

The meeting was **called to order** by the Chair at 1:22 PM.

#### **I.a. GROUND RULES FOR COMMUNICATION (1:22)**

The Chair reiterated principles for Board communication and public participation.

#### **I.b. WI-FI CONNECTION (1:23)**

The Chair announced the public wi-fi network: peacecenterwest; password: peace3916

### I.c. ROLL CALL (1:23)

An initial quorum of 17 was established.

### I.d. EXCUSED ABSENCE REQUESTS (1:25)

The excused absence requests of Kazar and Luchembe were accepted without objection. Responding to a motion by Kaufman (later withdrawn), an existing policy was reiterated: Excused absence requests shall be distributed to the entire Board.

### I.e. DESIGNATE TIMEKEEPER / ESTABLISH TIME LIMIT FOR SPEAKERS (1:30)

The Vice-Chair volunteered to be the timekeeper. A 90 second limit for individual speakers was established without objection. The time limit for public speakers was set to one minute, due to the large attendance.

### I.f. AGENDA APPROVAL (1:30)

Individual items were amended without objection and the Amended Agenda (see Appendix B) was **approved** by a show of hands: Yes—11, No—3, Abstain—2.

Minutes Approval and Announcements were omitted due to the expiration of time.

## II. SCHEDULING / LOCATION / ANNOUNCEMENT OF MEETINGS (1:43)

- a) Program Oversight Committee: Monday, May 19, 2014, 7:30 PM, Radio Station KPFK.
- b) Town Hall Task Force: Tuesday, May 20, 2014, 7:00 PM, Radio Station KPFK.
- c) Personnel Committee: Wednesday, May 21, 7:00 PM Radio Station KPFK.
- d) GM Search Committee: Tuesday, May 27, 2014, 7:00 PM, The Peace Center.  
Wednesday, June 11, 2014, 7:00 PM, (location TBD).

**Point of order** from Cromshaw: The Chair responded to a comment from the audience without correcting the audience member. The Chair responded that the member of the public was the Chair of an LSB Committee member who was contributing to the discussion.

- e) Outreach Committee: Thursday, June 5, 2014, 7:00 PM, Radio Station KPFK.
- f) PNB Committee of Inclusion, Sunday, June 15, 2014, 3:00 PM, Radio Station KPFK.
- g) Governance Committee: Monday, June 16, 2014, 7:30 PM, The Peace Center.
- h) Finance Committee: Tuesday, June 17, 2014, 7:30 PM, Radio Station KPFK.
- i) LSB Meeting: Wednesday, June 18, 2014, 7:00 PM, The Peace Center.

## III. IMPLEMENTATION / FOLLOW UP / ACTION ITEMS (1:46)

- a) Governance Committee addresses Absence Policy. The Governance Committee Chair reported that the issue had not been addressed.

b) iGM Uprising! equipment purchase and ownership. The iGM reported.

#### IV. GENERAL MANAGER REPORT SUMMARY AND Q&A (1:47)

The iGM summarized his report, which was forwarded electronically to the Board prior to the meeting (see Appendix C). Questions from the Board followed. Without objection, the iGM's response time was extended to ten minutes.

#### V. PUBLIC COMMENT I (questions to iGM) (2:16)

Public comment was heard for eleven minutes.

[Audio Part 2 <http://kpftx.org/archives/pnb/kpfk/140517/kpfk140517b.mp3>]

Public Comment I continues.

#### VI. GM RESPONDS TO PUBLIC COMMENT (2:27)

Responding to a request from Merrick, two videographers in the audience introduced themselves. The iGM responded to public comment. Yeakey requested that the videographers provide their names and contact information before the end of the meeting. There were objections and no further action was taken.

#### VII. TREASURER'S REPORT (2:35)

The Treasurer reported. Discussion followed.

#### VIII. PNB REPORTS (2:40)

PNB Directors Brazon, Argueta, Reyes and Kaufman reported. Brazon reported on the Elections Committee. Wenger reported on the Governance Committee. Novick reported on the National Finance Committee and noticed a Wednesday, May 28, 2014, 5:30 PM Pacific Time meeting of that committee, which will be live-streamed on KPFTX.org.

Novick announced the e-mail contact for the LSB: [lsboard@kpfk.org](mailto:lsboard@kpfk.org).

**Point of order** from Wenger: The speaker should give a summary of committee activity. The Chair said this would happen in Discussion, which began soon thereafter.

Medina noticed a meeting of the PNB Audit Committee for Tuesday, May 27, 2014, 5:30 Pacific Time, which will be live-streamed on KPFTX.org.

#### IX. PUBLIC COMMENT II (questions to PNB Directors) (3:12)

Public comment was heard for 13 minutes.

[Audio Part 3 <http://kpftx.org/archives/pnb/kpfk/140517/kpfk140517c.mp3>]

Public Comment II continues.

#### X. PNB DIRECTORS RESPOND TO PUBLIC COMMENT (3:25)

PNB Directors responded to public comment for two minutes.

#### XI. COMMITTEE AND TASK FORCE REPORTS (3:27)

##### GM SEARCH COMMITTEE REPORT (3:27)

Novick (GM Search Committee Chair) reported.

##### FINANCE COMMITTEE REPORT

Omitted without objection since all up-to-date finance information had already been reported.

##### GOVERNANCE COMMITTEE REPORT (3:29)

Wenger (Governance Committee Chair) reported.

**Point of order** from Novick. Motions were passed in the Governance Committee for presentation to the Board. The business of the Committee needs to be done first.

Lafferty **moved approval** of all three Governance Motions (see Appendix B—Approved Agenda). Klunder seconded. An objection was heard, necessitating separate votes on each motion.

The Chair read the first motion:

The LSB urges the PNB to revert to the status quo ante in its search committee process of allowing the LSB to include non-LSB listener members on search committees.

Lafferty **moved to extend** five minutes. Brazon seconded. **Passed** without objection (3:38)  
**Point of order** from Reyes: We have a two-for/two-against rule. The Chair followed this guideline in the ensuing discussion.

Without objection, a section of public comment was placed before the vote on the main motion.

##### PUBLIC COMMENT III (3:47)

Public comment was heard for nine minutes.

GOVERNANCE COMMITTEE REPORT resumed at 3:56.

**Point of order** Merrick: Public speakers were not directed to stay on the topic, which had been the case during a previous section of Public Comment. The Chair responded that she had announced the purpose of the Public Comment section and she has no control over what members of the public say.

Motion **passed** by a show of hands: Yes—11, No—6, Abstain—0.

TOWN HALL TASK FORCE (3:58)

Bella De Soto (Town Hall Task Force Chair) reported.

The remaining Committee Reports and items XII to XIV were omitted due to the expiration of time.

XV. Adjournment (4:00)

A Delegates Meeting was held from 4:05 PM to 5:05 PM in the same location. The Board reconvened in an executive session from 5:10 PM to 5:35 PM, also in the same location. Separate minutes for each meeting were recorded by the Secretary.

Respectfully submitted by John P. Garry III, Secretary  
(these minutes were approved on June, 18, 2014)

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Appendix A—Public Notices

Emailed by Terry Goodman on April 23, 2014:

The KPFK Local Station Board will meet on Saturday, May 17, 2014 at 1:00 pm at the Aris and Carolyn Anagnos Peace Center, 3916 Sepulveda Blvd., Culver City, CA 90230. The meeting is open to the public and all are welcome. Thirty minutes will be allotted for public comment, during which listeners may comment on station policies and pose questions to the Interim General Manager and KPFK's Pacifica National Board Directors. There is free parking behind the building. Dial 22 at the intercom for entry. Tej Grewall is the Chair. Brenda Medina is the Vice-Chair. Michael Novick is the Treasurer. John P. Garry III the Secretary.

Refs:

<http://www.kpfb.org/index.php/lsb-calendar-pointer-2/8059-local-station-board-5-17-2014-1-00-pm>

<http://kpfb.org/index.php/eventcal/kpfbcalendar/icalevent.detail/2014/05/17/744/>

[http://www.kpfb.org/pacalendar/cal\\_show1.php?eventdate=20140517](http://www.kpfb.org/pacalendar/cal_show1.php?eventdate=20140517)

Emailed by Terry Goodman on May 7, 2014:

The KPFK Delegates will meet in closed session on Saturday, May 17, 2014 from 4:00 pm to 4:30 pm (following the LSB meeting) at the Aris

and Carolyn Anagnos Peace Center, 3916 Sepulveda Blvd., Culver City, CA 90230. This special meeting is for the purpose of a discussion of Pacifica Bylaws Article Four, Section 9: Removal of Delegates.

Refs:

<http://www.kpfk.org/index.php/lsb-calendar-pointer-2/8094-delegates-special-closed-5-17-2014-4-00-pm>  
<http://www.kpfk.org/index.php/eventcal/icalrepeat.detail/2014/05/17/1787/-/delegates-meeting-closed>  
[http://www.kpftx.org/pacalendar/cal\\_show1.php?eventdate=20140517](http://www.kpftx.org/pacalendar/cal_show1.php?eventdate=20140517)

Emailed by Terry Goodman on May 9, 2014:

An open session meeting will substitute for one previously announced as closed. The KPFK Delegates will meet on Saturday, May 17, 2014 from 4:00 pm to 4:30 pm (following the LSB meeting) at the Aris and Carolyn Anagnos Peace Center, 3916 Sepulveda Blvd., Culver City, CA 90230. This special meeting is for the purpose of a discussion of Pacifica Bylaws Article Four, Section 9: Removal of Delegates.

Refs:

<http://www.kpfk.org/index.php/lsb-calendar-pointer-2/8094-delegates-special-closed-5-17-2014-4-00-pm>  
<http://www.kpfk.org/index.php/eventcal/icalrepeat.detail/2014/05/17/1787/-/delegates-meeting-closed>  
[http://www.kpftx.org/pacalendar/cal\\_show1.php?eventdate=20140517](http://www.kpftx.org/pacalendar/cal_show1.php?eventdate=20140517)

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## Appendix B—Approved Agenda

Proposed Agenda Three for the KPFK LSB Meeting of May 17, 2014  
 (all times include board discussion time unless otherwise indicated)

### LSB Open Session

- I. Call to Order / Opening Business (15 min)
- a) Ground Rules for Communication
  - b) Wi-Fi connection: Network: peacecenterwest Password: peace3916
  - c) Roll Call
  - d) Excused Absence Requests
  - e) Designate Timekeeper, establish time limit for speaking
  - f) Agenda Approval
  - g) Minutes Approval (April 16, 2014 open session)
  - h) Announcements
- II. Scheduling / Location / Announcement of Meetings (10 min)
- a) Program Oversight Committee: Monday, May 19, 2014, 7:30 PM, Radio Station KPFK
  - b) Town Hall Task Force: Tuesday, May 20, 2014, 7:00 PM, Radio Station KPFK
  - c) Personnel Committee: Wednesday, May 21, 7:00 PM Radio Station KPFK
  - d) GM Search Committee: Tuesday, May 27, 2014, 7:00 PM, The Peace Center  
 Wednesday, June 11, 2014, 7:00 PM, (location TBD)
  - e) Outreach Committee: Thursday, June 5, 2014, 7:00 PM, Radio Station KPFK
  - f) PNB Committee of Inclusion, Sunday, June 15, 2014, 3:00 PM, Radio Station KPFK.
  - g) Governance Committee: Monday, June 16, 2014, 7:30 PM, The Peace Center
  - h) Finance Committee: Tuesday, June 17, 2014, 7:30 PM, Radio Station KPFK

i) LSB Meeting: Wednesday, June 18, 2014, 7:00 PM, The Peace Center	
III. Implementation / Follow Up / Action Items	(5 min)
a) Governance Committee addresses Absence Policy	
b) iGM Uprising equipment purchase and ownership.	
IV. General Manager Report Summary and Q&A	(20 min)
a) GM summarizes report (5 min)	
b) Board Q&A (15 min)	
V. Public Comment I (questions to GM)	(7.5min)
VI. GM responds to public comment	(3 min)
VII. Treasurer's Report	
VIII. PNB Reports	(30 min)
a) Directors (10 min)	
b) Committees (5 min)	
c) Discussion (15 min)	
IX. Public Comment II (questions to PNB Directors)	(7.5 min)
X. PNB Directors respond to public comment	(2 min)
XI. Committee and Task Force Reports	
GM Search Committee Report	(5 min)
Finance Committee Report	(10 min)
Governance Committee Report	(10 min)
Bylaws Amendment from Novick (see Appendix for text)	
Town Hall Task Force	(2 min)
Outreach Committee Report	(0 min)
Committee of Inclusion Report	(1 min)
Personnel Committee Report	(0 min)
Programming Oversight Committee Report	(0 min)
XII. Public Comment III (during debate on pending motions)	(7.5 min)
XIII. Old Business	(10 min)
a) Motions from Governance (see Appendix for text)	
XIV. New Business	(0 min)
XV. Adjournment	LSB total 153 min
<b>Delegates Meeting</b>	
I. Call to Order / Opening Business	(5 min)
a) Roll Call	
b) Excused Absence Requests	
c) Designate Timekeeper, establish time limit for speaking	
d) Delegates Meeting Agenda Approval	
II. Removal of Delegate	(50 min)
a) Reading of Motion / Review of the Facts by petitioners (5 min)	

- b) Member's Response (5 min)
- c) Board Discussion (20 min)
- d) Public Comment IV (15 min)
- e) Voting (5 min)

III. Adjournment at 4:28 PM

Delegates Total 55 min

**LSB Closed Session** (Time Certain 4:28 PM)

Personnel Matter

(10 min)

LSB and Delegates Total: 218 min

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Passed without objection by the Governance Committee on April 14, 2014:

The LSB urges the PNB to revert to the status quo ante in its search committee process of allowing the LSB to include non-LSB listener members on search committees.

Passed without objection by the Governance Committee on April 14, 2014:

The LSB shall elect by STV ballot two LSB staff delegates and three LSB listener delegates to serve as point people on the strategic planning process and serve on any committee that is established by the iGM. If it is determined that additional non-LSB listener members should participate in the planning process, the LSB will collaborate with the iGM in recruiting and selecting such additional listener members. The elections shall occur at the first LSB meeting subsequent to the passage of this motion.

Passed without objection by the Governance Committee on April 14, 2014:

The LSB requests that the iGM convene a station brainstorming session at the station with management, paid and unpaid staff, governance and interested listeners to discuss budget priorities and fund raising ideas for the coming fiscal year, as we have done the last two years.

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Proposed Bylaws Amendment from Michael Novick

Resolved that the LSB submit the following By-Laws amendment to the PNB for consideration under the By-Laws amendment process (language being struck is shown by ~~strike-through~~ followed by the new language in **bold**):

Resolved to Change the By-Laws as specified below to change the frequency of elections and term of office of delegates:

Article Four, Delegates, Section 3: Election of Delegates

All elections for Delegates shall be by written ballot, provided, however, that the elections supervisor shall also have the option of providing a secure electronic means of voting via the internet. Members shall only have the right to vote for Delegates for the Foundation radio station with which the Member is affiliated. Members shall vote in classes: Listener-Sponsor Members shall elect 18 Delegates for each radio station and Staff Members shall elect 6 Delegates for each radio station, for a total of twenty-four (24) Delegates for each Foundation radio station.

Elections of Delegates shall be ~~staggered over a 3-year period~~ **held every two years in odd-numbered years** with elections for 3 Staff Delegates and 9 Listener-Sponsor Delegates held ~~in the first year, elections for 3 Staff Delegates and 9 Listener-Sponsor Delegates held in the second year and no elections in the third year.~~ **in each election.**

The ballots shall be counted by the Single Transferable Voting method. All ballots related to the election, and the removal, of any and all Delegates shall be filed with the Foundation Secretary and maintained with the corporate records for a period of three (3) years.

Article Four, Delegates, Section 8: Terms of Office; Term Limits

A Delegate's term of office, shall be ~~three (3) years,~~ **four (4) years**, beginning in December. A Delegate may serve a maximum of ~~two-three consecutive~~ **non-consecutive 3- 4- year terms.** ~~and in no event more than six (6) consecutive years~~

A Delegate shall not be eligible for further service as a Delegate until ~~one year has~~ **two years have** elapsed after the termination of the Delegate's ~~second consecutive three-year~~ **previous term.**

Article Four, Delegates, Section 7: ~~2003 Transition Election~~ **2015 & 2017 Transition Elections**

Following the adoption of these Bylaws, ~~and consistent with that Settlement Agreement dated December 12, 2001, as amended,~~ there shall be an election for ~~all~~ Delegates for each radio station area. The ~~interim~~ Board of Directors, by resolution, shall establish a nomination and election timeframe for said elections, which timeframe may be shorter and on dates other than those set forth in Section 5 of this Article of these Bylaws.

For this transition election only, the 3 Staff Delegates and 9 Listener-Sponsor Delegates for each radio station highest ranked in this ~~first transition~~ election shall serve for a term expiring December ~~2006,~~ **2017. In the 2017 elections, when all Delegates terms shall expire (whether elected to a three-year term in 2014 or a two-year term in 2015), the 3 Staff Delegates and the 9 Listener-Sponsor Delegates for each radio station highest ranked in that election shall serve until 2021 for a four-year term if eligible to do so, and the next highest ranked 3 Staff Delegates and 9 Listener-Sponsor Delegates shall serve for a term expiring in December 2004 2019. If a highest-ranked Delegate cannot complete a full four-year term, they shall serve until their years of consecutive service reach the limit, and the remainder of their term shall be filled by the next-highest ranked delegate filling a shorter-term position. That delegate's unexpired term shall then be filled by the highest-ranked non-elected candidate from the 2017 election, continuing in that fashion for all vacancies in the four-year and two-year terms.**

Beginning with the ~~2004-2019~~ election of Delegates, Delegate elections shall thereafter proceed in accordance with the remainder of the provisions of this Article of these Bylaws.

Article Five, Board of Directors of the Foundation, Section 2: Term

The term of a Director shall be one (1) year. A Director may serve no more than ~~five~~ three consecutive one-year terms. A Director shall not be eligible for further service as a Director until ~~one year has~~ **two years have** elapsed after the termination of a Director's ~~fifth~~ **third** consecutive one-year term.

#### Article Seven, Local Station Boards, Section 2: Composition of Local Station Boards

Each LSB shall consist of the 24 Delegates elected by the Members for that radio station - 18 Listener-Sponsor Delegates and 6 Staff Delegates. (Four of the Delegates for each radio station shall also concurrently serve as Directors of the Foundation, as set provided in Section 3 of Article 5 of the Bylaws.) In addition, an "associate station," if any, as that term is defined in Section 8 of this Article, may appoint one representative to the LSB of the radio station with which it is associated. Associate station representatives shall be voting members of the LSB; provided, however, that no associate station representative shall have the right to vote for the election or removal of any Foundation Director or Delegate nor may s/he be eligible for election by the Delegates to the office of Director. No LSB shall have more than a total of three (3) associate station representatives (and no more than one (1) from any one associate station) at any given time.

The term of office of an associate station representative shall be ~~three~~ **four (4)** years, with a maximum of two ~~consecutive~~ **non-consecutive three-year four-year** terms of service on an LSB.

The station's General Manager shall serve as a non-voting member of the station's LSB.

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#### Pacifica Bylaws

##### Article Four, Delegates, Section 9: Removal of Delegates

Any delegate shall be removed from the position of Delegate, and cease to be a Delegate, upon the occurrence of any of the following: (A) said Delegate's death or resignation; (B) upon the occurrence of a disqualifying act, e.g. the appointment to an elected political office; (C) failure of a Delegate to attend three consecutive Local Station Board meetings, which absences have not been excused by a majority vote of the LSB members present at the meetings in question; (D) upon the fair and reasonable determination, by a 2/3 vote of all the Directors of the Foundation, or a 2/3 vote of all the Delegates for the same radio station as the Delegate in question, at a meeting on said issue, after a review of the facts, that, in its sole discretion, said Delegate has exhibited conduct that is adverse to the best interests of the Foundation or the radio station; or (E) upon the majority vote of the class of Members associated with the radio station who originally elected the Delegate voting by written ballot in an election to remove said Delegate, provided that a quorum is established by written ballot, and further provided that before any such election may be held the Secretary of the appropriate Local Station Board shall first have received a petition signed by at least two percent (2%) of the appropriate class of Members affiliated with that radio station seeking said Delegate's removal due to conduct by the Delegate that is specifically alleged in the petition to be adverse to the best interest of the Foundation or the local radio station. In the event of a removal proceeding pursuant to this Section 9(D) or 9(E), the Delegate must be afforded reasonable and appropriate due process according to the circumstances, including notice and an opportunity to be heard at the meeting or in writing if a written ballot is submitted to the Members. Any Delegate who is removed who was simultaneously serving as a Foundation Director or

an officer of the Foundation or an LSB shall also be deemed removed from any and all of these positions and from any positions on a committee that s/he held by reason of his/her role as a Delegate or Director. Notice of a meeting to remove a Delegate must be given in writing at least thirty (30) days in advance. A Delegate removed pursuant to this Section 9(D) or 9(E) shall not be eligible for reelection as a Delegate for a period of three (3) years.

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From the PNB Minutes of August 23-28, 2009:

### **Procedures for Delegate Recall: By Class from which the Delegate came.**

1. The recall petition is to be sent to the secretary of the LSB, c/o the radio station. The petition may be delivered in person, or via US mail or commercial delivery service. Notice of the delivery of the petition shall be sent to the secretary via e-mail. The secretary will forward it within 2 days to legal counsel, previously designated by the PNB, for a determination of whether or not the petition is alleging behavior that is "adverse to the best interest of the Foundation or the local radio station". The Secretary will notify the Chair of the PNB and the Pacifica Executive Director of the arrival of the petition at the same time. Counsel is to return it to the Chair of the PNB within 5 working days. The PNB at a special meeting if necessary, will decide, upon the advice of counsel, whether the charges in the petition meets the standard in the bylaws for actions "detrimental to the best interests of the foundation". If the decision is affirmative, the Chair of the PNB will notify the GM of the station within 2 days of the need to certify the petition. If it is negative, the PNB chair will notify the petitioners that their charges have not met the legal standard necessary, and the recall will not occur.
2. The General Manager will have 10 working days from receipt of the petition to certify that the names on the petition are authentic and of sufficient number to satisfy the bylaw requirement of 2% of the membership of the class of the delegate. The GM will notify the secretary of the LSB immediately when that determination is made. The number of required signatures shall be clearly stated in this letter of determination.
3. The record date for the recall election will be the date that the GM certifies the petition, and only members in good standing at that time are entitled to vote. The secretary, upon receipt of the certification will immediately notify the Chair of the PNB that a recall election must be held, with the record date of the petition. The Chair will immediately notify the delegates subject to recall of the record date. To be a valid signature on an LSB Recall Petition, the person signing must be a member on the date of signing the petition.
4. The PNB or their appointed representative shall appoint an agent to supervise the conducting of the election or otherwise see that the election is conducted fairly. The ballots are to be distributed between 45 and 60 days from the record date. They are to be returned within 35 days of their mailing date. Ballots are to be counted and a result declared by the election supervisor within 15 days of the return date of the ballots.
5. The ballot will consist of the text of the recall petition of 1000 words or less, exactly as submitted, a statement from the delegate subject to recall of no more than 1000 words, and the ballot question which will be comprised of only yes or no as a response to whether the delegate shall be recalled. The delegate's statement is required to be filed 21 days before the mailing date determined by the election supervisor.
6. Delegates subject to recall and petitioners shall have equal access to the mailing list for the eligible members. Any challenges to the names on the lists will be resolved by the appointed supervisor in consultation with the General Manager.
7. All recall elections must be completed prior to 90 days before the date for sending out of ballots for a general election, if any delegate subject to recall is eligible for election in that general election.
8. The election shall be subject to the quorum rules for the class, and the recall will be deemed to have failed if a quorum is not reached.

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Appendix C—General Manager Report

**PACIFICA RADIO KPFK 90.7 FM  
MANAGER’S REPORT TO THE LOCAL STATION BOARD  
Saturday, May 17, 2014**

**(Richard Pirodsky, Interim General Manager)**

**Manager’s Overview**

All Pacifica stations claim the mantle, “listener sponsored radio.” Since sponsorship and the revenues derived therefrom are vital to the survival of each outlet, it follows that when listeners won’t sponsor a given show (and especially when they won’t even listen to it), said show should be dropped from the schedule and replaced by programming which will generate listenership and revenue.

For all the caucus driven sturm und drang, Pacifica’s network-wide failure to recognize and address that its outlets offer far too little programming that attracts listeners and produces revenue, is the number one reason why the network is in such a precarious financial state. It is why for over ten years WBAI has been debt ridden with no money to address its crushing operating costs. It explains why WPFW is on WBAI’s heels down the path to financial ruin. It is the reason behind KPFT’s recent pledge drive difficulties and its inability to purchase a much needed transmitter in order to keep its license. Even Pacifica’s two “successful” CA stations are barely keeping their fiscal noses above the rising water because they offer so many programs that are appreciated by so few and supported by even fewer.

For those who think we have “turned the corner” financially, in a sense we did... and plowed right into a brick wall. In a recent past pay period (April 30), the PNO had to meet the healthcare obligations of the East Coast stations. This drained Pacifica National to the point where it had to request an (in part) advance payment on central services from KPFA. As has been the case with every central service payment made by KPFA during my twelve month

tenure as iGM, those payments did NOT go toward paying the salary of a network HR director who could help us with a broad range of human resources concerns and avoid lawsuits, nor to a network web master to provide national content and technical support to make our struggling websites attractive and compelling to browsers. Those payments did not to a network PD for overseeing the development and distribution of short and long-form programming to attract listeners, nor even to a network Director of Marketing and Development to open up new (and DESPERATELY needed) off-air revenue streams while coordinating and enhancing on-air pledge drives. No, instead of going to greatly valued and highly important REAL central services which could improve the stations while cutting expenses and generating revenue, this payment went to subsidize long-standing failure and incompetence.

But it gets even worse. On top of the six thousand dollars (\$6,000) which KPFA recently (April 14) loaned (It was supposed to be repaid later that week. It remains unpaid.) to WBAI to help it meet its April 15 payroll, the PNO had the station “loan” WPFW almost twenty-five thousand dollars (\$25,000) to meet its April 30 payroll. KPFA had to kick in over fifteen thousand dollars [\$18,000] for WBAI’s payroll of the same date.

This forced KPFA and KPFA to delay paying due and past due invoices to valued vendors, risking the cut off of goods and services. It also left them with no available cash until monies from the Spring Fund Drive came in. Instead of using fund drive money to pay future debts, it is being used to pay back debts, further threatening an already difficult cash flow and pushing the beginning of the Summer Fund Drive ever closer to the end of the Spring drive.

The “good” news is that KPFA will not be making any more “loans.” It can’t. The cupboard is bare. The station has no more good money to throw after all the bad money that has been doled out over the years. And while that may be cold comfort to KPFA, it could be the bitterest of brews for the national office. If payrolls go unmet, the union and labor board will make certain there is hell to pay. If healthcare coverage is cut off due to nonpayment of funds, the PNO must assume responsibility for the medical expenses of its employees.

Despite all this, the focus still seems to be on the court decision, on the continued caucus warfare, and the seemingly endless bickering. I even hear that there is “no political will” within any caucus to sell any station, pursue a frequency swap, move forward on the stalled LMA, or even consider the leveraging of any station/network asset. The mantra seems to be: “Preserve Pacifica exactly as it is.”

Anyone who thinks that is even remotely possible had better put forth a plan, and do so quickly. Because the network “as is” is crumbling. It can be saved, but it must change as a result of the times, the advancing technology, the current fiscal crisis, and the years of subsidizing its failure to live up to its mission to serve others instead of pleasing itself. “As is,” it is a lumbering dinosaur, a bloated beast of self-interest ready to fall into a self-dug pit of extinction.

If you overindulged for a decade and abused your health, your very survival would depend on acknowledging and learning from your past mistakes while doing everything you can to get yourself in shape. Your limited options will force you to do not what you want to, but what you have to. Part of that will be “taking your medicine.” So open wide, folks. Or as the saying goes, “forever hold your peace.”

## **Programming**

With modest assistance from other Pacifica entities (KPFT, KPFA, the PNO), KPFK will be taking the lead at this year's Left Forum. The forum has always been and will continue to be an invaluable source of over-the-air content and fund drive thank-you gifts for the entire network. However, due to Pacifica's fiscal distress, not all of the network's outlets will contribute to the expenses involved in making the forum available to all of Pacifica Foundation Radio.

Currently, the Program Directors of both KPFK and KPFT are in discussions with representatives of Link TV. In the future, Link TV could become a valuable partner in helping all of Pacifica's stations generate content and premiums. For now, it is hoped that together, Pacifica and Link TV can combine modest resources in a strategic fashion to cover more of the Left Forum, generating program material, and expanding the amount of forum-related video thank-you gifts available to Pacifica.

Link TV came to Pacifica via KPFA, and has interest in videotaping KPFA's regular “events series” of lectures by authors, journalists, poets, etc. At that time, it was suggested that there were other areas of mutual interest which would benefit from thoughtful collaboration. The Left Forum will inaugurate this new and hopefully productive relationship.

Similar collaborations will and must be sought. Pacifica has like-minded colleagues and organizations with equally modest resources who are eager to do more within the structure of a mutually beneficial partnership.

For those who think “breaking up the network” is the solution to Pacifica's problems and those who believe keeping Pacifica “as is” can be achieved, please consider the possibilities of actually EXPANDING the network and all that it can do, simply by applying the network's mission statement to its operational methodology: to reach out to and work with peoples and groups of diverse backgrounds to achieve common goals.

## **Operations**

As mentioned in previous reports, the long-time troublesome air conditioning unit which had, over the years, cost more in repairs than the price of replacement, has finally been replaced. Adjustments to the air ducts were also accomplished at the time of installation so the new unit is fully operational and operating at maximum efficiency. The basic comfort of staffers and volunteers, as well as the operation of the station equipment, has been ensured as we head into the summer months.

## **Fund Drive**

At this date, the Spring Fund Drive is running behind schedule. In order to make its goal, the final week will have to be exceptional. Due to the start of the Memorial Day weekend on May 24, the drive must end on Friday, May 23, even if we have not made our goal. Continuing through the holiday weekend or stopping the drive and then restarting it after the weekend have in the past proven to be ineffective. Our only option will be to start the Summer Fund Drive earlier in July than originally planned.

While the Comnet rollover phone service has proven to be more effective than the service used in the Winter drive, problems with the stations VOIP phones have limited the number of calls the service has been able to handle. However, the exceptional results at KPFK's sister station to the north are most encouraging as we look forward to the Summer drive.

Membership Director Terry Guy, and his counterpart(s) at KPFA, feel we will be able to employ a full-service phone system for the Summer Fund Drive. From capturing every phone call, even when premiums of limited quantities are offered, to freeing up phone volunteers for use in other areas of station operations (ESPECIALLY fulfillment), from full PCI compliance to more effective and more secure data transmission, from instant processing of credit cards to the economies of scale achieved by using one website for all Pacifica stations using a full-service system (KPFK, KPFA, and WBAI for certain; WPFW and KPFT quite likely), KPFK will be able to upgrade its efficiency while lowering its overall costs related to this aspect of over-the-air fundraising.

Still, there will be resistance. Even in a progressive organization, change (seemingly any kind of change, no matter what the benefits) is resisted in some quarters. No forward progress is achieved without some losses, especially when one such loss involves tradition. But the positive achievements far outweigh any potential losses.

In a general sense, this particular change is one which involves little choice. From technological necessity to industry standard compliance, staying where we are is not an option. Going forward, every effort will be made to assure those with reservations that what must be achieved will be achieved. Every entity either adapts to change or it ceases to exist. KPFK will adapt, will succeed, will survive, and will thrive.

## **Engineering**

In order to move KPFK in the direction away from being “just a legacy medium” to the status of a full-service media outlet, the station pursued an Indiegogo “crowd funding” campaign for the purchase of video equipment. By working with Free Speech Television, the crew of Uprising! lead the campaign to generate all necessary funds for the purchase by the end of April. The goal of \$60,000 was not just met, but exceeded.

Soon Uprising! and other programs will be available as video offerings. In addition, the equipment will be used throughout all phases of station operations, including the generation of premiums through the recording of KPFK-produced and other special events. It will also

generate training/procedural videos covering all aspects of production, for use by all staffers, both new and long-time.

With the turnover of human resources and upgrades in equipment/technology, the need for institutional memory in the service of instruction is vital. KPFK will soon have a video archive dedicated to this most important function.

### **Business Office**

According to Otis Maclay, Pacifica's CPB Compliance Officer, and Bernard Duncan, Pacifica's interim Executive Director, the CPB Community Service Grant (CSG) monies should NOT be counted upon to arrive anytime before the end of the fiscal year (Sept. 30, 2014). In fact, they may not arrive at all. The concerns on the part of the Corporation for Public Broadcasting related to each of Pacifica's five outlets, issues of compliance, and the long delayed audit, COULD defer the payment process to a date beyond which the funds currently owed would be available.

KPFK has already been put on notice about its failure to meet minimum requirements related to listenership and gross revenue numbers. It may soon come to pass that all Pacifica outlets will have to adjust to the permanent loss of CSG monies and the need to make up for that loss via additional revenue streams.

Richard Pirodsky  
Interim General Manager  
May 17, 2014

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