

# MINUTES

## **KPFK Minutes for 01/24/2016: Local Station Board Meeting**

Meeting starts approximately 1:00 p.m.

Interim Chair, Tej Grewall, is seated as Chair pro-tem by consensus.

Tej takes roll call. LSB Members present are: Aryana Gladney, Tej Grewall, Sharon Brown, Roberta Eidman, Fred Blair, Grace Aaron; Ken Aaron; Jonathan Alexander; Christian Beck; Sandy Childs; Leslie Fox; Charles Fredricks; Jan Goodman; Stephen Kaiser; Maggie Lepique; Ali Lexa; Michael Novick; Reza Pour; Steve Pride; Dorothy Reik; Myla Reson; Mansoor Sabbagh; Fernando Velasquez; and Lydia Brazon arrived late. All elected members are present.

Fred Blair moves to revise agenda to agenda given out by Roberta Eidman, seconded. LSB reviews agenda.

Tej asks for volunteer to be Secretary for meeting. Jaime Gomez volunteers. No other volunteers.

Tej: Motion on floor to change to revised agenda. Is there any objection to change of agenda? There is no objection to new agenda? OK, we will use the new one.

Jan Goodman: Moves to amend time for candidate questions to be limited to one minute instead of two minutes. Seconded. Passed with no objections.

Tej: Any other proposed amendments?

None, agenda is approved as amended without objections.

Jan: Nominates Sharon Brown for Chair.

Reza Pour: Nominates Michael Novick, who declines.

Sharon Brown makes statement of candidacy

Grace: Move to accept by acclamation since there are no other candidates.

Tej: So accepted.

Brown: Nominations for vice chair.

Ken Aaron: Roberta Eidman. Seconded.

Fernando Velasquez nominated.

Charles Fredericks nominated.

Nominees for Vice-Chair make statements of candidacy.

LSB members provide questions for candidates. Candidates respond to questions about their qualifications to be Vice-Chair.

Ken Aaron: Moves for public comment regarding election of Vice-Chair. Seconded. Passes by consensus.

Public comments occur.

Move on to voting. Proposal that Terry Goodman be election supervisor (teller). No objections.

Terry counts 24 ballots collected: Eidman=17, Fredericks=5, Velazquez=2. Roberta Eidman is now our Vice-Chair.

Mansoor nominates Fred for Treasurer, Myla seconds. Aryana Gladney is nominated, but declines.

Fred Blair makes statement of candidacy.

No LSB questions for Fred

Public Comments occur regarding election of Treasurer.

With no objections, Fred Blair is seated as Treasurer.

Jaime Gomez nominated as Secretary, and accepted. No other nominations.

Gomez gives qualifications

Public comments occur regarding election for Secretary.

Gomez is seated as Secretary.

Meeting is recessed at appx. 2:00 p.m.

### **LSB meeting continues at appx. 3:00 p.m.**

Motion that continuing board members look over prior minutes for approval at later date. Seconded.

Eidman to pass out sign-ups for standing committees.

Novick asks to add fundraising committee.

Eidman will pass sheet around for fundraising committee.

Eidman reads description of Outreach Committee.

Steve Pride clarified details for Inclusion Committee.

Report from Station Manager L. Radford: Advises of upcoming fundrive beginning in February. Summary of report, recent history. Station has tried to expand, maximize income, but did not work. Station is near broke. Since approximately June 1<sup>st</sup>, about half of station debt has been eliminated. Our staff is at about 80% of payroll, want to get them to 100%. Recovery is mainly on backs of staff. We are on road to recovery. We are on top of audit report, and hope to get it together. Our listenership is at the bottom of the market, and we cannot survive like that. We cannot afford nielsens, arbitrons. Facebook continues to show interest in station. Our engagement and reach to others is up. We have taken on a number of initiatives including budget, signal (Malibu), and programming adjustments. Working on outreach funding and development. We are doing pretty good for a company without an audit. I would like your [LSB] opinion on free speech and paying back the national office vs. paying premiums.

Jan Goodman speaks about need for higher quality programming (needs better editing). Also advises of need to do both, make premium payments and pay something to national office.

Eidman: I think it is unfair [for Radford] to say that people go on the air trashing the station.

Reik: Discusses need for better fundraising strategies.

Novick: Are you asking for the board to help with phone calls? As for paying debt, we owe the listeners for the premiums they were promised. Central services payments should be deferred.

Radford: From top to bottom, the training program does create programs, and they are reviewed before they go on the air. We are paying current fees to national office, the amount owed is a past due amount of \$60,000. We owe about \$80,000 in premiums. I have allowed free speech, but am asking this body if I should push forward with taking action against [broadcasters] who are trashing our station.

Kaiser: What is the downside to postponing payment to national board.

Radford: The national board is in dire straights, and needs the money.

Grace Aaron: Asks various questions of GM Radford.

Radford: Fundrive is about 20,000 a day. We are moving in the direction of reaching out to various of our different communities. Liberty Hill has a designated giving program for KPFK. Advises board members to look at this resource.

Jonathan Alexander: We need to pay the listeners what we have promised.

Ken Aaron: Congratulations on completing the audit. May we get copies of the completed, verified audits for 2013-2014?

Radford: We have done our part, up to national at this point.

Blair: What about 2015 audit?

Radford: Yes, we are preparing for it. Continuing food donations are important. It is hard to get donations because we are having too many fund drives.

Reik: How much money do you need for each fund drive?

Radford: Upcoming fund drive needs \$600,000. We have to do better than \$20,000 a day. Most premiums are provided for free by unpaid staff. I am responsible for fund raising.

Brazon: One of the duties of board members is to assist with fundraising. We passed that in our bylaws.

Charles Fredericks: Are there plans to reach out to people who are not currently subscribers?

Radford: We compile lists at all our tabling events. We only have 15,000 listeners, we need to expand that base. Roughly 10% of listeners become subscribers. If you have specific ideas I would like to hear them.

Public comments. Motion approved to move comments from people who had not previously commented to the top of the stack.

Radford: We have \$15,000 in budget for arbitration costs, unsure how much it will actually be. Premium totals are available in reports. Accounts Payables breakdown has been provided.

**New Business:**

Novick: Clarifies e-mail address for public to send e-mails to the board.

Eidman: Motion to request various informational documents to the new Local Station Board from General Manager Radford.

Motion below provided by Roberta Eidman:

***MOTION: Direct the KPFK General Manager to Provide Documents***

***Article 7, Section 3 of Pacifica Foundation Bylaws outlines the Duties & Responsibilities of the Local Station Board. These include the following:***

- To review and approve that station's budget and make quarterly reports to the Foundation's Board of Directors regarding the station's budget, actual income and expenditures.*
- To prepare an annual written evaluation of the station's General Manager*

***Whereas, The Local Station Board must have accurate and complete information to properly perform these duties.***

***Whereas, Newly-elected Board Members may not have the same degree of familiarity with KPFK data as do incumbents or returning Board Members.***

I move to direct the KPFK General Manager to provide all Board Members with the most recently-prepared versions of the following documents, prior to the first meeting of the 2016 Finance Committee (TBA). Electronic delivery is acceptable, unless a specific Board Member requests otherwise. All Board Members (whether on the Finance Committee or not) are expected to review these materials and be prepared to present any questions or concerns they may have at the February LSB Regular Meeting.

- KPFK Operating Budgets for FY2014 through FY2016, showing the basis for estimates and projections used.
- KPFK Profit & Loss for FY2014 through FY2016 (year-to-date)
- List of Accounts Payable (aged)
- Cash on hand in all KPFK accounts
- Unpaid Premiums (aged) – including the specific premium involved (such as Film Club, DVD sets, etc.)
- Status of KPFK's Accounting Operations – e.g., General Ledger, journals and donor records
- Status of fundraising, including daily tall sheets for fund drives June 1 to present; totals by-show FY 2014, FY2015 and FY2016YTD; most recent MEMSYS Report
- Status of union arbitration
- Status of any pending lawsuits or proposed legal settlements

Complete and current information ensures that all LSB Board Members – both incumbent and new –

are working from the same data and assumptions in our deliberations.

Radford: Responds to documents requested. Will be able to provide documents within two weeks, with exception of premiums.

Eidman: Requests information about film club memberships.

Radford: In discussions with Laemmle Theaters to get tickets for film club members.

Fredericks: Proposal to making greater use of archives for fundraising. Burn on demand has a big potential. Would like to create an exploratory committee. Moved and seconded.

Brazon: Motion is well enough articulated because it is just exploratory. The relationship between KPFK and National Archives needs to be enhanced. Presently there is not a good working relationship between national and local archives.

Grace Aaron: Move to postpone motion until next meeting. Seconded. So postponed.

Brown: Move to set time and location of meetings.

Goodman: Move to hold LSB meetings at 10:30 a.m., on 3<sup>rd</sup> Sunday of each month, unless holiday, when it will be 4<sup>th</sup> Sunday of each month [Seconded]. The reason that I am moving for 10:30 in the morning is so that we can have our meeting, finish, and still have an afternoon for ourselves.

LSB discusses motion.

Michael Novick: You are talking about going through lunch. I would like to amend to start at noon.

Not a friendly amendment. It is a substitute motion. Vote on substitute motion to start at noon is tied ten to ten. Substitute motion does not pass.

Vote on original motion for 10:30 a.m: 12=ayes, 6=nayes, 1=abstention. Motion passes.

J. Goodman: Moves that next meeting be at Agnos Peace Center. Seconded. 15 ayes, 2 nayes.

Next meeting is February 21<sup>st</sup>, holiday weekend, so it moves to February 28<sup>th</sup>.

***Conveners of committees will notify respective committee members of meeting schedule.***

- Convener for Governance Committee: Roberta Eidman
- Convener for Finance Committee: Fred Blair
- Convener for Outreach Committee: Reza Pour and Mansoor Sabbagh
- Convener for Fundraising Committee: Michael Novick
- Convener for Personnel Committee: Jan Goodman
- Convener for Programming Committee: Mansoor Sabbagh

**Reik: Moved and seconded to hold next meeting on Feb. 21<sup>st</sup>, instead of Feb. 28<sup>th</sup>, because of Democratic Party activities on Feb. 28<sup>th</sup>. LSB passes motion by consensus.**

Public comments occur.

Motion to adjourn meeting. Seconded. Meeting is adjourned at appx 5:00 p.m.