

MINUTES

Local Station Board Meeting of February 21, 2016

Aris & Carolyn Anagnos Peace Center

3916 Sepulveda Blvd, Culver City, CA 90230

Local Station Board (LSB) Meeting (180 minutes)

I. Call to Order 11:00 a. m.

Roll Call Taken, Excused absences: Per Michael Novick, Aryana Gladney has scheduling conflict, and will not attend.

- a) Lydia Brazon and Tej Grewall arrive late. Also Present are Chair Sharon Brown, Secretary Jaime Gomez, Vice-Chair Roberta Eidman, Treasurer Fred Blair, and LSB Members 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 General Manager Leslie Radford.
- b) Proposed Agenda approved, with lengthy motions on agenda to be tabled, and referred back to their respective committees.
- c) Chairperson, Sharon Brown, details procedures for communicating motions to the Local Station Board. Motions need to be worked on through respective advisory committees in order to present a final draft for each motion to be discussed at Local Station Board meetings. Motions should be submitted by respective advisory committee chairperson.
- d) Approval of 01/24/2016 minutes by consensus, with the stipulation that Grace Aaron will work with Secretary Jaime Gomez on formatting of approved minutes.

II. General Manager's Report

(Radford): Not much to report that is new, which is why you have a small two page report. I would like to comment on upcoming motions because I have to leave. It is not fair for the LSB to advise management on programming decisions, and then say you are going to hold management accountable for this decision you are making. These motions have financial implications. No other LSB has crossed this line. I will wash my hands of these responsibilities if you want to decide what programs should be on the air, and who should be hired and fired. I cannot talk about employee salaries in this forum.

Fredricks: Motion to go into closed session

15 ayes, 4 opposed, 2 abstentions.

LSB agrees by consensus to allow Secretary and Parliamentarian (J. Gomez and B. Marbach) to remain present during closed session.

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11:25-Closed Session: Discussed confidential personnel matters.
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Regular session resumes at 12:05.

Radford: These decision are difficult.

III. PNB Directors' Report

- a) Jan Goodman: The PNB has been in chaos. The first report was incomplete because the national board did not seat any representatives from WBAI. The body that met to elect officers was inadequate. There was also a problem with affiliate director's being seated, as they were not properly seated. Irregularities included proper notice and voting used. Affiliate directors were not qualified to be seated because they did not come from affiliate stations. Subsequent meeting on 01/28 was disrupted by playing Mozart music. On 02/04, the same thing happened. However, at 02/04 meeting people were disconnected from conference call, but they continued having the interim director, Lydia Brazon, continue.
- b) Michael Novick: Both meetings were disrupted by people who were not members of the PNB. It was very unfortunate. The background is that there has been no meeting of WBAI to elect directors.
- c) Jonathan Alexander: It was impossible to understand what was going on, especially at the second meeting. There was no way to understand if you responded to a vote or not.
- d) Grace Aaron: Before any meeting disruptions, a number of actions were taken by the PNB that egregiously violate the bylaws, and are illegal in CA corporations code. PNB illegally chose to not recognize Directors from WBAI. In the past, the outgoing directors could have continued to serve as directors. That was not done. No WBAI directors were seated because of legal actions being instigated from WBAI.
- e) LSB Members question PNB Directors about the status of the Pacifica National Board.

IV. PNB KPFK Committee & Task Force Reports

- a) Treasurer Report (Fred Blair): I attended committee on 02/09, which was an abbreviated meeting to seat new members.

(12:30 p.m.). Close to the beginning of Fred Blair's Treasurer Report, community member Bella DeSoto walked up to LSB member Myla Reson and hit Myla with a stack of papers, also striking Myla's mobile phone with the papers. Myla was recording the meeting with her mobile device, and Bella expressed her displeasure at being recorded by Myla. The LSB Chair admonished Bella DeSoto that she was not to enter the horseshoe area of the Local Station Board, and that she was not to put her hands on anyone or she would be "ejected" from the meeting.

Treasurer Report (resumes): PNB has not met to elect new members to the Finance Committee, many members were holdovers from the old committee. Our new CFO appears to be competent, we will give him the benefit of the doubt, and see how he performs. His top priority is getting the 2014 audit out. He is working on getting out financials for the independent stations. Yes, the CFO has taken over the books for a couple of the stations because they don't have business managers. It has been about a year since we have really received financial statements. Prior chair continues pro tem until all members have been elected. Management has to be asked about status of financial reporting for KPFF station.

b) Elections Committee Report (Myla Reson): We will have a task force to make sure we have robust elections. Motion passed to have an itemization of all expenses of 2015 election, including postage, printing, salaries, and all miscellaneous expenses. The CFO said he would provide that information.

c) LSB Members discuss upcoming elections protocols, etc.

V. PNB Committee Elections

PNB Audit Committee: We need two members on this committee. Nominated Reza Pour, Myla Reson, Dorothy Reik. Barbara will serve as teller. Candidates may not be on National Finance Committee.

Elected are Myla Reson=10, and Dorothy Reik=9.

Elections Committee: Nominated Fredricks, Reson, Velasquez, Sabbagh, Blair. Reson withdraws.

Public Comment

Elected are Charles Fredricks=13, Fred Blair=8.

PNB Governance Committee: Nominations Brazon, Ken Aaron, Fox, Sabbagh, Grewall.

Public Comment

Elected are Ken Aaron=12, and Leslie Fox=7.

Programming Committee: Nominations Beck, Sabbagh, Velazquez, Pride, Grewall, Kaiser, Childs.

Elected are Christian Beck=11 and Mansoor Sabbagh=7.

Inclusion Committee: Director Nominations Novick and Goodman

Elected is Jan Goodman=14

Inclusion Committee: Delegate Nominations Sabbagh, Velazquez, Grewall, Pride, Pour.

Elected are Mansoor Sabbagh=6, Steve Pride=6, and Feranando Velazquez=5)

Steve Pride will be Convener of Inclusion Committee

Election report should be communicated to Janet Kobren, PNB Secretary

VI. Public Comments

Public comments are heard.

The results of STV elections for PNB Committee Elections were contested because of the use of faulty procedures (except for Inclusion Committee). It was agreed that neutral 3rd party John Garry review the election results. *(See Appendix C)

VII. Announcements, Schedule, Location

- a) Grace Aaron moves to adjourn meeting.
- b) Sharon Brown notes that future meetings had previously been scheduled for the year at the January 24th LSB meeting.
- c) Motion to adjourn carries with 15 ayes, 2 opposed. Meeting Adjourned at 3:00 p.m.

Appendix A:

Meeting Required Notice (kpftx.org\pacalendar)

Sunday, February 21, 2016	1:30 PM ET
KPFK Local Station Board	
Address: Aris & Carolyn Anagnos Peace Center, 3916 Sepulveda Blvd, Culver	
City, CA 90230	
Purpose: Monthly Meeting of the KPFK Local Station Board	
Jaime Gomez	
Posted: 01/26/2016 - 9:09 AM	
Appendix B:	
Results of PNB Contested Committee Elections	
John Garry verified the PNB Committee STV election results with the help of	
Terry Goodman. The following results come from Terry Goodman:	
By my reckoning, based upon the raw ballot data that I was sent, the results	
of the KPFK LSB elections for non-director seats on PNB committees are as	
follows:	
AUDIT	
Myla Reson	
Dorothy Reik	
ELECTIONS	
Charles Fredericks	
Fred Blair	
GOVERNANCE	
Ken Aaron	
Leslie Fox	

PROGRAMMING
Christian Beck
Steve Pride OR Mansoor Sabbagh

Appendix C:

Minutes from 1/24/2016 Meeting and Requested Response for Documents from GM

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 1st, 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 KPDK. 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 3rd Sunday of each month, unless holiday, when it will be 4th 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 21st, holiday weekend, so it moves to February 28th.

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. 21st, instead of Feb. 28th, because of Democratic Party activities on Feb. 28th. LSB passes motion by consensus.

Public comments occur.

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

Appendix D:

KPFK Minutes for 01/24/2016: Delegates Assembly Meeting

Meeting convenes at appx: 2:00 p.m.

Michael Novick chairs, takes roll call. Delegates 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

Motion to approve prior minutes. Motion to table approval of minutes. Seconded. Approval of minutes is tabled.

First order of business is election of officers.

Jan Goodman motions to seat same officers as were elected to LSB. Seconded. No objections. So done.

Motion for five additional minutes of public comment related to Officer elections. Motion is approved by consensus.

Jan Goodman, Grace Aaron, Ken Aaron, and Michael Novick are nominated as candidates to the Pacific National Board. All candidates accept nominations.

Candidates make statements.

LSB members provide questions for candidates, and candidates answer questions

Public Comments

Candidates respond to public comments

Vote Teller Terry Goodman coordinates voting process for Pacifica National Board delegates.

Terry details Instructions. Threshold for Listener Candidates being elected during the first round is 7.

Ballots counted. 24 ballots. Grace Aaron=6, Novick=7, Goodman=10, Ken Aaron= 1, First Round
Jan Goodman and Michael Novick elected during first round. Grace Aaron elected during second
round with 9 votes.

Staff elections: Ali Lexa, Jonathan Alexander, Steve Pride, and Fernando Velazquez are nominated.

Nominated candidates make statements.

Questions of nominees from the board. Nominees respond to questions.

Public comments offered for Staff election to national board.

Candidates respond to public comments. Ali Lexa decides to decline to run and recommends votes
for him be given instead to Jonathan Alexander instead.

Vote Teller Terry Goodman coordinates voting process for Pacifica National Board delegates.

Vote results: Jonathan Alexander=13, Steve Pride=4, Fernando Velazquez=7. Jonathan Alexander is
elected to National Board.

Lydia Brazon: Pacifica National Board meeting is this Thursday at 5:30.

Delegates meeting adjourned at appx. 3:00 p.m.

KPFK GENERAL MANAGER RESPONSE TO REQUEST FOR INFORMATION BY LSB

Feb 16 at 4:23 PM-Jaime, here is what I've compiled in response to the LSB request for information.
Please distribute to the LSB.

Leslie Radford

General Manager, KPFK 90.7FM

1. Operating budgets 2014-16.

I provided the FY11-FY16 budgets at the January LSB meeting. I don't know the bases for
estimates in past years, but FY16 started with FY15 actuals less FY14 expenses that had been
rolled into FY15.

The first version of the budget was distributed to the finance committee on June 14. Changes
recommended by the committee were addressed, and the budget was transferred to the
template provided by the National Office in July. After the LSB's approval, I worked with the
treasurer to conform the budget to the premises below and recommendations from the PNF.

The Pacifica Finance Committee's premises:

- a. We could not anticipate more income in any ledger account than FY15
- b. The end of the year cash flow could not be a loss
- c. We were to reduce listener support to 80% of FY15
- d. Liabilities for which I didn't anticipate legal action could be taken off budget. I removed premiums and N.O. expenses on this basis, so they need to be paid with additional income or further expense reductions.
- e. Depreciation could be added to expenses

The budget you have was the product of that process and approved by the PFC in December subject to two line-item changes that have been incorporated in the version distributed.

2. *Profit and Loss FY14-16.*

FY11-15 provided at the January meeting. I have provided current income statements to the board and its finance committee as they are received here from the National Office and corrected. None have been received since the January meeting.

3. *List of payables, aged.*

Provided at the January LSB meeting and to the local finance committee on 15 Feb.

4. *Cash on hand.*

Provided in my report for the January meeting. The current bank operating account balance was provided to the local finance committee in my report yesterday. The bank savings account balance is unchanged.

5. *Unpaid premiums.*

Invoices as of 02/16/16 below by type of product. The number of Film Club members whose membership lapsed after 09/30/2016 must wait until after the fund drive, when the subscriptions director will have time to compile it.

Premiums Invoiced		
10	DVD/CD	Animals United
240	DVD/CD	Blythe Natural Living
107	DVD/CD	Democracy Now
1	dinner	Democracy Now
659	book	Forest Incentives
190	DVD/CD	Forest Incentives
41	card	Forest Incentives
89	olive oil	Global Healing Center

89	DVD/CD	Global Healing Center	
50	book	Global Healing Center	
42	air sanitizer	Guardian Technologies	
84	DVD/CD	Harvest of Empire	
77	DVD/CD	Barbara Honnegar	
150	book	Kiss For Health	
50	DVD/CD	Luv2flo Entertainment	
52	DVD/CD	Mangusta	
690	creams and balms	Medicine Mama's Apothecary	
340	pack	Medicine Mama's Apothecary	
95	book	Sounds True	
10	DVD/CD	Sounds True	
66	pack	Thedr.com	
458	file	Mark Robert Waldman	
Total quantity does not represent the total number of members missing			
premiums, as many of these are combined in packs.			

6. *Status of GL, journals, and donor records.*

As I reported, although expenses are all journaled (direct ledger entries excepted), many are posted in the wrong ledger accounts because of the series of temporary bookkeepers from July-November who were unfamiliar with the chart of accounts. I corrected the income statements as I can (and have provided the corrections to the finance committee chair), but, as I don't have GL downloading, cut-and-paste, or posting privileges, the ledger corrections await the hiring of a permanent business manager.

The subscriptions director reports, "Between Fund Drives we keep up with our accounting fairly well. Once the Fund Drive starts, things fall behind because of the influx of new pledges and payments and the management required to import the data into Memsys, from the pledges entered in the phone room and from the website as well."

7. *Status of fundraising.*

A Memsys collections report was provided at the January meeting. The subscriptions director is not able to provide the requested detailed fund drive report until after the February fund drive is reconciled.

8. *Status of union arbitration.*

Provided in my report for the January meeting, no change to date.

9. *Status of pending lawsuits and settlements.*

None.