

# MINUTES

Local Station Board Meeting of May 15, 2016

Aris & Carolyn Anagnos Peace Center

3916 Sepulveda Blvd, Culver City, CA 90230

## Local Station Board (LSB) Meeting

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

Roll Call Taken, Excused absences: Sharon Brown, Steve Pride, and Steve Kaiser have requested excused absences. Moved and approved by consensus that these absences be approved as excused absences.

- a) Present are Acting Chair Roberta Eidman, Secretary Jaime Gomez, Treasurer Fred Blair, and LSB Members Grace Aaron; Ken Aaron; Jonathan Alexander; Christian Beck; Sandy Childs; Leslie Fox; Charles Fredricks; Jan Goodman; Maggie Lepique; Ali Lexa; Michael Novick; Reza Pour; Steve Pride; Dorothy Reik; Myla Reson; Mansoor Sabbagh; Fernando Velasquez; and General Manager Leslie Radford. Lydia Brazon and Aryana Gladney arrive at about 11:30 a.m. Tej Grewall arrives at about 1:30 p.m.
- b) Secretary Jaime Gomez reads Decorum policy established for meeting participation.
- c) Proposed agenda approved with addition of audit report from PNB Audit Committee.
- d) Minutes of 04/17/2016 approved by consensus.
- e) Time certain to adjourn of 2:00 agreed upon by consensus, with time certain of 1:50 to hear new motions.

### II. General Manager's Report

Leslie Radford: Just to summarize, we are interviewing for Business Manager. Results have been disappointing. We will hit desired numbers on fund drive. We have also brought back film club. We are current with central services, including pra. We will get current by June. Problem with compressor breaking down on roof. We have fans blowing, but we may need to concentrate on facilities repairs, which have been ongoing. We are discussing with Pacifica Archives to have a joint fundraiser. Outreach is going well. People's school of public broadcasting is in their third cohort. Comment on one motion: That we transfer money to archives, as said, we are current with archives. I don't know if this refers to past money due to national office, because we are current on current debt owed. National has informed us that this is not a priority for us to pay back at this time. This is a national problem, not occurring only at KPDK. It is a tradeoff between pra and needs of our listeners. Candidates for Business Manager need to be trained in Great Plains software. The progress on motions concerning return of staffing positions is what I told you before you passed the motions. I cannot respond to your request regarding return of Something's Happening, Sonali Kolhutkar, and Webmaster. I have been told by my boss to not respond to your inquiries about programming decisions. I report to the I.E.D.

(Interim Executive Director). I have been told by the I.E.D. (Lydia Brazon) not to respond to your inquiries regarding these matters as the LSB has no purview over staffing considerations.

Board Q&A

### III. PNB Directors & Treasurer Reports

#### PNB Directors

*Grace Aaron:* Nothing to add except to stress what Jan said, that CFO tried to impress upon board the financial crisis we are in, particularly with WBAI and WPFW. Also, several of us have protested that WBAI representatives are not properly in place at the national level. They do not have representation for their station.

*Jonathan Alexander:* Time Ceded to Myla to give Audit Committee Report

*Myla Reson:* Audit report for CPB for next year, 2015 audit should be completed by June 13 of this year, which is why it is so important to hire Business Manager at KPFK.

*Jan Goodman:* Briefly, and most importantly, Sam Agarwal our CFO has emphasized that we are in crisis at the national level so far as finances. He plans to present a plan to sell or lease licenses of some of our stations: WBAI or WPFW. Our finances are that critical. I am happy to hear that at least KPFK is current on payments to Central Services. It is crucial that we work figure out how to support personnel at PRA (Pacifica Radio Archives). These are highly trained people that are not easily replaced.

*Michael Novick:* We did receive six month financials, and the only station operating in the black is KPFK. WBAI and WPFW are badly in the red. CFO is trying to work on corrections for those stations. We never received reports from the national election supervisor. But we did receive reports from local election supervisors.

*Treasurer's Report by Fred Blair:* We solidified our membership of the Finance Committee. I am pleased to hear from GM that we are doing better on fund drive. I need detailed fundraising data from GM, who did not attend our scheduled meeting of the Finance Committee.

Board Q&A to PNB Directors/Treasurer

### IV. Public Comments #1: 11:55

(15 minutes)

### V. OLD BUSINESS

#### a) Resolution for KPFK-LSB to Condemn Exclusion of WBAI Directors

Passes 13-4, with 2 abstentions. Roll call vote requested. Results follow:

*Ayes: D. Reik, J. Alexander, L. Fox, K. Aaron, F. Blair, G. Aaron, C. Beck, A. Lexa, M. LePique, S. Childs, M. Sabbagh, M. Reson, J. Goodman. Nays: L. Brazon, F. Velazquez, R. Pour, M. Novick. Abstentions: C. Fredricks, R. Eidman*

#### b) Motion to create a Fundraising Committee for KPFK: Motion passes by consensus

#### c) Motion to Report All Sound Exchange: Passes 14-3, with 2 abstentions.

#### d) Motion for GM to Report Projects Overseen by Volunteer Coordinator: Passes 14-0, with 4 abstentions.

#### e) Motion to Hire Full-Time Business Manager for KPFK: Passes 13-4, with 2 abstentions. Roll

call vote requested. Results follow:

*Ayes: D. Reik, C. Fredricks, L. Fox, K. Aaron, F. Blair, G. Aaron, C. Beck, A. Lexa, M. LePique, S. Childs, M. Sabbagh, M. Reson, J. Goodman. Nays: L. Brazon, F. Velazquez, R. Pour, M. Novick. Abstentions: J. Alexander, R. Eidman*

**VI. Public Comments #2: 12:45**

(15 minutes)

**VII. . NEW BUSINESS**

- a) Motion to seat Non-LSB Members to Governance Committee: Passes by consensus.
- b) Motion to seat Non-LSB Members to Finance Committee: Passes by consensus.
- c) Motion to Form Ad-Hoc Committee to Evaluate KPFK GM (Personnel): Passes by a vote of 11-5, with 3 abstentions. STV requirement handled by Fred Blair. Elected to ad-hoc committee are: Leslie Fox, Grace Aaron, Jan Goodman, Michael Novick, and Charles Fredricks.
- d) ALTERNATE MOTION to Evaluate KPFK GM (Personnel): Not taken up as original motion passed.
- e) Motion to Form Search Committee for PD (Personnel): Tabled
- f) Motion to Complete Financial Reporting and Apply for CPB Funding (Finance):Tabled
- g) Motion to Protect and Assist Pacifica Archives (Finance): Tabled
- h) Spanish Language programming motion: Tabled
- i) Town Hall Motion: Passes by consensus.

**VIII. CLOSING BUSINESS**

LSB Regular Meeting June 19, 2016 10:30 AM (Peace Center)

Motion by Dorothy Reik to extend meeting 5 minutes to discuss fundraising, needs 2/3 votes because it is past 2:00 p.m. 9 ayes, 8 nays. Motion does not pass.

Meeting Adjourned at 2:05 p.m.

**Appendix A – Agenda Items Not Addressed**

- a) Motion to Form Search Committee for Program Director (Personnel):
- b) Motion to Complete Financial Reporting and Apply for CPB Funding (Finance)
- c) Motion to Protect and Assist Pacifica Archives (Finance)
- d) Spanish Language programming motion

**Appendix B – Meeting Notice**

Proper notice of this meeting was posted on the KPFK Calendar and at the Pacifica Calendar as required.

**Appendix C – Passed Motions**

**C1.**

## **RESOLUTION BY KPFK-LSB CONDEMNING EXCLUSION OF WBAI DIRECTORS**

Whereas: The bylaws of the Pacifica Foundation state that the Pacifica National Board (PNB) shall be composed of 22 Directors [1], and

Whereas: The California Corporations Code Section 5151(a) & (b) states that once the number of Directors is fixed by the Bylaws of a corporation that the only way to change the number of directors is by a vote of the members [2].

The PNB by its actions has purported to change the number of Directors by excluding any representation from any Directors from WBAI (citation to minutes) at its meetings of January 21, 2016, January 28, 2016 and February 4, 2016.

Wherefore, be it resolved that the KPFK LSB hereby condemns the unlawful action of the Pacifica National Board for excluding any representation by Directors from the WBAI Station Board, and respectfully requests that they seat four directors from that Station Board forthwith.

[1] PACIFICA BYLAWS, Article Five, Board of Directors of the Foundation<[http://pacificafoundation.org/indexed\\_bylaws/art5.html](http://pacificafoundation.org/indexed_bylaws/art5.html)>. Section 1: Board of Directors - Eligibility, Number, Powers and Duties . . .

### **C. NUMBER**

There shall be a minimum of twenty-two (22) and a maximum for twenty-three (23) Directors of the Foundation. The Board of Directors shall fix by resolution, from time to time, the exact number of Directors within the minimum and maximum numbers permitted herein. The Board shall have equal representation from each of the Foundation's five radio stations. The Delegates from the five Foundation radio stations shall each elect four (4) Directors : three (3) of whom shall be Listener-Sponsor Delegates and one (1) of whom shall be a Staff Delegate --for a total of twenty (20) "Station Representative" Directors, as set forth in Section 3 of this Article of the Bylaws. In addition, the Board shall elect two (2) "Affiliate Representative" Directors from nominees submitted as set forth in Section 4 of this Article of the Bylaws.

[2] 5151. (a) The bylaws shall set forth... the number of directors of the Corporation...  
(b) Once members have been admitted, a bylaw specifying or changing a fixed number of directors or the maximum or minimum number or changing from a fixed to a variable board or vice versa may only be adopted by approval of the members (Section 5034).

### **C2. MOTION to Create KPFK Fundraising Committee to Develop New Sources of Revenue**

Whereas, KPFK is in great need of additional revenue, exceeding the capabilities of the Station's on-air fundraising drives

Whereas, the LSB does not have a Fundraising Committee dedicated to exploring new and promising sources of revenue for the Station

Whereas, LSB members have identified possible initiatives that could supplement on-air fundraising and membership drives,

- 1) Each Board Member will endeavor to recruit 5 sustainers at the \$5 per month level or more
- 2) Join Smile.Amazon. This will bring revenue to KPFK whenever a registered user of logs into Amazon.com for personal transactions.
- 3) Do an event with John Perkins, author of Confessions of an Economic Hit Man. That book has been updated, and Perkins is currently on a book tour.

It is hereby moved that, The Local Station approve the creation of a Fundraising Committee, to be convened by Dorothy Reik with the objective of increasing revenue and resources for KPFK. The LSB authorize to Fundraising Committee to explore the above-named projects and report to the LSB regularly as to their status. This should include identifying any costs that might be incurred by the Station, and any staff time required to support them.

### **C3. MOTION to Report All Sound Exchange**

Whereas failure to promptly and accurately report all use of third party music and recordings exposes KPFK and Pacifica to excessive fines and lawsuits,

Whereas some of the new programmers may not have been trained on these requirements and how to fulfill them,

It is hereby moved that,

- The Program Director immediately verify by personal inspection of all pertinent records and logs, if all the required reporting to Sound Exchange has been accomplished and is currently up to date, and that all programmers and technical staff are trained in these requirements and how to fulfill them.
- That these tasks are complete no later than **May 31, 2016**
- That the General Manager will keep the Chair of the LSB directly and promptly informed about compliance with this motion.

### **C4. MOTION For General Manager To Report Projects Overseen By KPFK Volunteer Coordinator (Adam Rice)**

Whereas the KPFK General Manager is required to oversee the activities an projects or staff as well as volunteer personnel

Whereas several current initiatives may absorb the time and resources of KPFK, to the determinant of other projects

It is hereby moved that, General Manager inform the LSB on the following projects of Volunteer

Coordinator, Adam Rice. This report can be included in April GM Report to the LSB and should include the following information.

#### People's School of Broadcasting

- Contracts
- Records - Attendance
- Numbers enrolled, graduated
- Subjects
- Cost
- Commitments
- Recruitment
- Advertisement - Diversity
- Admission Selection Requirements Age
- Accreditation
- Course Materials, syllabus
- Instructors training & experience

#### Internships

- Cost
- Recruitment

#### KPFK Staff Support (if any)

- Hours of paid staff time to support these efforts
- Dollar amount of paid staff support

### **C5. MOTION TO HIRE A FULL-TIME BUSINESS MANAGER FOR KPFK**

Whereas, CFO Sam Agarwal approved to hire a full time Business Manager for KPFK on January 6<sup>th</sup>, 2016,

And Whereas the CFO has stipulated that the lack of a Business Manager will impact our ability to meet the June 15<sup>th</sup> deadline for meeting Audit requirement for CPB funding,

And Whereas the 6 week and possibly more timeline communicated by the GM to the Finance committee will leave little time for any new Business Manager to accomplish the necessary tasks to assist in said audit,

And whereas the CFO is presumably competent to complete the task of hiring the Business Manager,  
Be it resolved that the General Manager and the CFO cooperate to hire a full-time Business Manager no later than 3 weeks time, else the CFO undertake to do so himself,

And that the position be advertised on the air on KPFK at least five times per day between the hours of 7am and 7pm,

And that the position be posted obviously on KPFK website splash-page with an easy ability to reply and send the resume, and that the Pacifica.org also have the easy ability to reply and send the resume added.

#### **C6. Motion to seat Non-LSB Members to Governance Committee**

The following two non-LSB members were nominated and elected to be members of the 2016 KPFK Governance Committee. This vote was conducted by 6 seated LSB members as per the Staffing Policy passed by the LSB on April 17, 2016.

The KPFK Governance Committee requests that the KPFK LSB vote to accept the following two members in good standing to be voting members of the Governance Committee for the term of year 2016: Jaime Gomez, Barbara Marbach.

The following 6 LSB members of Governance were seated on May 12, 2016 and are forwarding their nomination to the full LSB set to meet on May 15, 2016: Roberta Eidman, Grace Aaron, Ken Aaron, Steve Pride, Mansoor Sabbagh, Charles Fredricks.

#### **C7. Motion to seat Non-LSB Members to Finance Committee**

The following 4 non-LSB members were nominated and elected to be members of the 2016 KPFK Finance Committee on May 11th, 2016 by five LSB member seated as per the Staffing Policy Motion passed by the LSB on April 17, 2016.

The KPFK Finance Committee requests that the KPFK LSB Vote to accept the following 4 non-LSB members in good standing to be voting members of the Finance Committee for the term of the year 2016: Allen Beek, David Johnson, John Wenger, Kim Kaufman.

The following five LSB member of the Finance Committee were seated on May 11, 2016, and have nominated and voted to seat the above non-LSB member on Finance, and are forwarding this recommendation to the full LSB on May 15, 2016: Fred Blair, Grace Aaron, Ken Aaron, Myla Reson, and Roberta Eidman.

#### **C8. Motion to Form Ad Hoc Committee to Evaluate the General Manager**

Whereas, the Local Station Board is charged with the duty to prepare an annual written evaluation of the station's General Manager, Article Seven, Local Station Board, Section 3: Specific Powers and

Duties C. to Prepare an Annual Written Evaluation of the station's General Manager.

And, whereas, the Personnel Committee has many pressing matters to take care of,

Therefore, an ad hoc committee of the LSB shall be formed to accomplish the task of preparing this evaluation of the General Manager. This GM Evaluation Committee shall be composed of 5 members of the LSB to be nominated by the LSB and elected by the Single Transferable Voting method.

This committee shall create an email address for the purpose of accepting comments from LSB members and paid and unpaid staff. These comments shall be kept confidential and reviewed only by LSB members.

The committee shall evaluate the General Manager's job performance based on the GM job description as well as the general state of the station in relationship to the GM. Increases or decreases in listenership, membership, income/expenses and adherence to Pacifica Bylaws and Mission shall be considered.

When this Ad Hoc General Manager Evaluation is completed, it shall be presented to the LSB in Executive (closed) session for discussion or amendment. After consideration, the LSB may vote to accept said evaluation, amend it or send it back to the committee for more work.

Once the LSB has finished its review of the Committee's evaluation and decided that the Committee's work is complete, this committee shall be dissolved.

#### **C9. Motion to Create LSB Town Hall Task Force**

Whereas, the Local Station Board is required under the bylaws to hold two community town halls per year to provide an opportunity for the board and station management and staff to hear from listeners,

Resolved that the LSB immediately create a Town Hall Task Force, whose membership can include as many non-members of the LSB as can productively participate, to facilitate the successful holding of two town halls in the remaining 8 months of the year.