

**Minutes for KPFK Local Station Board Meeting
February 4, 2024
Via Zoom**
(including Appendices of Notices and Resolutions)

LSB Meeting convenes at 10:38 a.m. (PST) (see Appendix 1, below).

I. OPENING BUSINESS.

- (a) Call to Order; Roll Call; Establish Quorum.
Meeting is called to order by Chair Tatanka Bricca, with introduction and opening statement. Roll is taken by Leslie Dione Emge. Quorum is established (19 Members present at initial roll call).

Members Present:

Christina Avalos, Listener
Doug Barnett, Listener
Mike Bressler, Listener
Chair, Tatanka Bricca, Listener
Rachel Bruhnke, Listener
Sue Cohen Johnson, Listener
Ace Estwick, Listener
Vic Gerami, Staff
Jan Goodman, Listener
Wendell Handy, Staff
Vice-Chair, Nikki Haun, Listener
Michael Heiss
Evelia Jones, Listener
Robert Payne, Listener
Nancy Pearlman, Listener
Myla Reson, Staff
Oscar Ulloa, Staff
Rodrigo Argueta -Vargas, Staff
Harvey Wasserman, Listener
Carlos Zavala, Listener

Members Excused:

Oye Oyeyipo

Members Absent

Veronica Becerra, Listener
John Cromshow, Staff
Aryana Gladney, Listener

Reson moves to excuse all absences; Haun seconds; motion approved without objections.

Also Present:

Michael Novick (Interim General Manager)
Kim Kaufman (Treasurer)
Leslie Dione Emge (Secretary)
Steven Meeks

(b) Land Back Acknowledgment/ Comportment
Evelia Jones

(c) Pacifica Foundation Mission Statement.
Steven Meeks reads [Pacifica Affiliates] Mission Statement.

(d) Request for Timekeeper/Time Limits.
Mike Bressler is timekeeper for segments/topics; Doug Barnett is timekeeper for time limits (90 seconds initial, 60 seconds subsequent) including points of order and unless otherwise noted.

(e) Agenda Approval.
Goodman proposes amendment to agenda to include Resolution re LSB Programming Oversight Committee, with discussion. Goodman moves to elect members to that committee, Rodrigo seconds; Motion to elect members passes without objection. Bricca invites motion to approve the amendment to agenda as noticed, Goodman so moves, Reson seconds; Motion to amend agenda passes without objection.

(f) Approval of Minutes.
Bricca moves to approve the January 7, 2024, Minutes as noticed; Motion passes without objection and Minutes are approved.

(g) Schedule for Regular LSB Meetings for 2024 (day and time)
Open discussion re time for regular LSB Meetings to be held on the second Sunday of the month. Bricca proposes 10:30 a.m. for March 10, 2024, meeting, with further discussion at that time re schedule for remainder of 2024. Reson so moves, Heiss seconds; Motion passes without objections.

II. Elections of KPFK Non-Director Delegates to PNB Audit (not yet set) and Governance Committees (Feb. 28, 2024) (see Appendix 2, below).

Reson reads Resolution Authorizing Non-Director Delegate Elections to PNB Committees. Bricca moves to approve the Resolution, Heiss seconds; Motion passes without objections.

Discussion re roles, responsibilities, time commitment required for each committee; Reson requests time extension to complete nominations.

For Audit Committee: Reson nominates Bricca
 Ulloa self-nominates
 Goodman nominates Estwick
 Barnett self-nominates

For Governance Committee: Cohen-Johnson self-nominates
 Reson nominates Avalos and Haun (both
 accept)

III. Election of LSB Members to Programming Oversight Committee (Feb. 19, 2024)

Goodman moves to approve Programming Oversight Committee nominations and voting procedures. (See Appendix 3, below)

Programming Oversight Committee constituency and responsibilities, including roles of convener and Chair, are summarized. Discussion re staff versus listener representatives. Goodman moves to approve motion as read, Reson seconds. Objections raised, and time extended (five times) to address and discuss.

Reson moves to accept motion as read, Bricca seconds; Motion passes without objection (with acknowledgment that it overrides previous policy). Nominations are:

Goodman nominates Gerami
Cohen-Johnson nominates Bruhnke

Following vote, Gerami is elected as Convener.

Time extended past planned adjournment to accommodate nominations to National Programming Committee and PNB Committee of Inclusion, .

IV. Elections of LSB Members to National Programming Committee and PNB Committee of Inclusion (not yet set)

Novick reads Bylaws re Committee of Inclusion.

Goodman moves for election of one director and three members to Committee of Inclusion at March meeting, Argueta-Vargas seconds; Motion passes without objection.

V. Formation of Fundraising Committee

Bricca reads Resolution (see Appendix 4, below)

Bricca moves to accept the Resolution as read, Goodman seconds; Motion passes (with one objection raised).

Time extended to accommodate nominations to Fundraising Committee. Nominations are:

Reson nominates Bricca as convener; Bricca accepts
Cohen-Johnson nominates Haun; Haun accepts
Avalos nominates Bruhnke; Bruhnke declines

Following vote, Haun is elected Convener for Fundraising Committee.

Reson moves to extend time past time-certain for adjournment to accommodate mandatory Public Comment, Bricca seconds; Motion passes without objection.

Discussion re Chat function on Zoom.

PUBLIC COMMENT (30 minutes)

Myla moves to extend time past time-certain for adjournment to accommodate Directors' Reports Haun seconds; Motion passes without objection.

VI. LSB Directors' Reports

Novick gives Interim General Manager's Report (posted at kpfk.org)
Kaufman gives Treasurer's Report

VII. PNB Directors' Reports

Beth von Gunten gives report

PUBLIC COMMENT (30 minutes)

Reson moves to extend time in order to exhaust the stack, no objections; Motion passes.

VIII. Adjournment

Meeting adjourned at 2:00 p.m.

******* APPENDICES *******

Appendix 1

Meeting Notice

Posted Sunday, January 21, 2024

KPFK Local Station Board

Sunday, February 4, 2024

10:30 AM PT

Join Zoom Meeting

<https://us02web.zoom.us/j/86983420905>

Meeting ID: 869 8342 0905

One tap mobile

+14086380968,,86983420905# US (San Jose)

+16694449171,,86983420905# US

Dial by your location

408 638 0968 US (San Jose)

669 444 9171 US
669 900 6833 US (San Jose)
719 359 4580 US
253 205 0468 US
253 215 8782 US (Tacoma)
346 248 7799 US (Houston)
360 209 5623 US
386 347 5053 US
507 473 4847 US
564 217 2000 US
646 876 9923 US (New York)
646 931 3860 US
689 278 1000 US
301 715 8592 US (Washington DC)
305 224 1968 US
309 205 3325 US
312 626 6799 US (Chicago)

Meeting ID: 869 8342 0905

Find your local number: <https://us02web.zoom.us/j/86983420905>

Appendix 2

Resolution Authorizing Non-Director Delegate Elections to PNB Committees

WHEREAS, Article Eight, Section 2 of Pacifica's bylaws states that "Except as otherwise provided in these Bylaws, all committees shall include at least one Director from each Foundation radio station and two Delegates, who are not then serving as Directors, from each radio station,

Be it RESOLVED, that the elections of KPFK non-Director Delegate representatives to the PNB Audit and Governance Committees for the 2024 term shall be conducted via electronic mail, with Terry L. Goodman serving as Chair of Tellers and Sara Roos serving as Teller.

FURTHER RESOLVED, that all voting members of the KPFK LSB will be sent ballots and voting instructions via email by the Chair of Tellers on or before Wednesday, February 14, 2024. Polls shall close on Friday, February 16, 2024, at midnight.

After adoption of this motion, the LSB Secretary shall send to both tellers the roster of current LSB members with email addresses, the names of nominated candidates and the

offices to which they have been nominated, and the exact text of this motion as finally adopted.

The Chair of Tellers shall distribute preliminary tally results to all voters soon after the tellers agree upon those results. The election results should be ratified at the noticed LSB meeting following distribution of the preliminary tally results.

In the event that the PNB Governance Committee and/or the PNB Audit Committee meet after the results distribution, but prior to ratification by the LSB, the noticed winners shall immediately represent KPFK on said committees.

If quorum is not met by the close of polls, the LSB requests the Chair of Tellers to report to the LSB the number of ballots received. The Chair of Tellers is then authorized to reopen the polls and declare a new deadline. Election ties are to be resolved and the results declared by the Chair, Chair Pro Tem, or Convener at the next meeting of the Local Station Board.

Appendix 3

Resolution Proposing/Designating KPFK LSB Programming Oversight Committee & Convener

Whereas Article Seven, Section 10A of the Pacifica Foundation Bylaws allows a Local Station Board (LSB) to designate by resolution one or more advisory committees to serve at the pleasure, direction, and supervision of the LSB. And that any such committee shall include at least two (2) LSB members. And that members affiliated with that radio station shall be eligible for appointment to a committee.

And Whereas, Article Seven, Section 3G of the Pacifica Foundation Bylaws requires the LSB to work with station management to ensure that station programming fulfills the purposes of the Foundation and is responsive to the diverse needs of the listeners (demographic) and communities (geographic) served by the station, and that station policies and procedures for making programming decisions and for program evaluation are working in a fair, collaborative and respectful manner to provide quality programming.

Be it Resolved, that the KPFK LSB hereby designates a Programming Oversight Committee to achieve the objectives as stated above in Article Seven, Section 3G.

Said committee shall consist of up to 11 members, including LSB members. The LSB will elect which 11 members shall serve.

Be it further resolved that a convener for said committee shall be a voting member of the KPFK LSB, selected on February 4, 2024, by a majority of voting members of the KPFK LSB.

The convener shall announce a meeting date and time to be determined at a later time. If either an LSB member, Listener or Staff Member wishes to serve on the committee, they should contact the convener directly.

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Appendix 4

Resolution Designating KPFK LSB Fundraising Committee

Whereas Article Seven, Section 10 A of the Pacifica Foundation Bylaws all a Local Station Board (LSB) to designate by resolution one or more advisory committees to serve at the pleasure, direction, and supervision of the LSB. And that any such committee shall include at least two (2) LSB members. And that members affiliated with that radio station shall be eligible for appointment to a committee.

Be it resolved, that the KPFK LSB hereby designates a Fundraising committee to focus on raising money for KPFK.

Be it further resolved that a convener for said committee shall be a voting member of the KPFK LSB, selected on February 4, 2024, by a majority of voting members of the KPFK LSB.

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Minutes approved at the March 10, 2024 meeting of the KPFK Local Station Board