

Minutes for the regular National Finance Committee meeting February 13, 2024.

Meeting convened at 8:36 PM (ET) a quorum being present, the Chair and Secretary being present.

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Attending: Lynden Foley, Kamau Harris, Julie Hewitt, Christina Huggins, Kim Kaufman, R. Paul Martin (Secretary), James McFadden, James Sagurton (Chair), Elizabeth von Gunten also attending were Pacifica Executive Director Stephanie D. Wells and Director Serene Roberts.  
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Agenda:

1. Convene Meeting
2. Roll Call
3. Adopt Agenda
4. Chair's announcements (2 minutes)
5. Minutes (5 minutes)
6. Set next meeting date (10 minutes)
7. Review the Draft FY24 KPFA Budget (KPFA Business Manager, Maria Negret presenting, if available) (30 minutes)
8. Report from the Executive Director with Q & A (30 minutes)
9. Discuss definition of "Major Donor" for financial reporting, outreach and other purposes (15 minutes)
10. Rationalize reporting Central Services in Consolidated Financials Separately for each Unit and as Revenue to the National Office and PRA (20 minutes)
11. Updates from the National Office and WPFW on when the NFC may expect to receive their budgets (5 minutes)
12. Adjourn no later than 10:15 PM (ET)

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**Motion:** (James Sagurton) "To approve the agenda." (Passed as amended 6 for, 2 against)

**Amendment:** (R. Paul Martin) "To set the following time limits on these agenda items: 'Set next meeting date, 10 minutes;' 'Discuss definition of "Major Donor" for financial reporting, outreach and other purposes, 15 minutes;' 'Rationalize reporting Central Services in Consolidated Financials Separately for each Unit and as Revenue to the National Office and PRA, 20 minutes.'" (Passed 6 for, 0 against, 2 abstentions)

The Committee discussed the motion.

**Amendment:** (Kim Kaufman) "To remove the following items: 'Review the Draft FY24 KPFA Budget (KPFA Business Manager, Maria Negret presenting, if available);' 'Discuss definition of "Major Donor" for financial reporting, outreach and other purposes,' and 'Rationalize reporting Central Services in Consolidated Financials Separately for each Unit and as Revenue to the National Office and PRA.'" (Divided and parts voted on separately)

The committee discussed the amendment.

**Motion:** (James Sagurton) “To divide.” (The amendments must be divided on demand)

**Amendment:** (Kim Kaufman) “To remove the item, “Rationalize reporting Central Services in Consolidated Financials Separately for each Unit and as Revenue to the National Office and PRA.” (Fails 2 for, 5 against, 2 abstentions)

The committee discussed the amendment.

**Point of Order:** (Christina Huggins) “It’s out of order to divide the amendment.”

The Chair ruled that the separate parts of the amendment can be separated under *Robert’s Rules of Order Newly Revised* 12<sup>th</sup> ed.

**Point of Order:** (Kim Kaufman) “The substitute motion is on the floor.”

The Chair ruled the point well taken.

The committee discussed the amendment.

**Point of Order:** (Kim Kaufman) “Three members of this committee are no longer Directors.”

The Chair ruled that the point was not well taken; that the Bylaws say they serve until replaced.

**Amendment:** (Kim Kaufman) “To remove the item, ‘Discuss definition of “Major Donor” for financial reporting, outreach and other purposes.’” (Fails 2 for, 5 against, 2 abstentions)

The committee discussed the amendment.

**Amendment:** (Kim Kaufman) “To remove the item, ‘Review the Draft FY24 KPFA Budget (KPFA Business Manager, Maria Negret presenting, if available).’” (Fails 1 for, 5 against, 1 abstention)

Chair’s announcements 9:26 PM (ET)

“Tonight we will review the Draft FY24 KPFA Budget (KPFA Business Manager, Maria Negret presenting, if available)

“Also, tonight we will have a regular report from the Executive Director, Stephanie Wells.

“Please look at any documents posted by National Finance Committee Secretary R. Paul Martin on the NFC list.”

Minutes 9:26 PM (ET)

**Motion:** (R. Paul Martin) “To approve the minutes of the January 30, 2024, and February 6, 2024, public session meetings, and the February 6, 2024, executive session meeting.” (Passed 6 for, 1 against, 1 abstention)

The Committee discussed the motion.

Set next meeting date 9:31 PM (ET)

**Motion:** (Christina Huggins) “That the NFC meet on February 20, 2024.” (Fails 4 for, 4 against)

The Committee discussed the motion.

Members complained that there was an echo on the line which made it hard to hear.

**Motion:** (Lynden Foley) “To recess for two minutes and call back in.” (Passed without objection) 9:50 PM (ET)

Members reconvened from the recess and the problem is gone.

**Motion:** (Elizabeth von Gunten) “To extend the time for this item by five minutes.” (Passed without objection) 9:54 PM (ET)

**Amendment:** (Kim Kaufman) “To add, “to seat new members of the NFC if the PNB chooses to do so.” (Fails 3 for, 3 against, 2 abstentions) 10:02 PM (ET)

The committee discussed the amendment.

**Call for the orders of the day:** (R. Paul Martin) 10:02 PM (ET)

Review the Draft FY24 KPFA Budget (KPFA Business Manager, Maria Negret presenting, if available) 10:07 PM (ET)

The KPFA Business Manager was not available.

The committee discussed the KPFA draft FY24 budget and actuals.

**Point of Order:** (Lynden Foley) The second part of the member’s comments were not germane.

The Chair ruled that the member’s comments were in order.

The Committee continued discussing the KPFA draft FY24 budget.

**Motion:** (Elizabeth von Gunten) “To extend the time for this item and the meeting by 15 minutes.” (Passed 4 for, 1 against, 2 abstentions) 10:16 PM (ET)

The Committee continued discussing the KPFA draft FY24 budget.

In answer to a question the Executive Director told the committee that with regard to the KPFA draft FY24 budget she hadn't had a chance to discuss it with the KPFA Business Manager. She said she could review it with her before the next meeting. She said that she was getting view-only access to the KPFA bank account. She said that the National Office was getting assistance to reconcile bank statements, including KPFA's.

The Chair referred some questions to the Executive Director to bring to the KPFA Business Manager. There were questions about whether the actuals cited were for 11 or 12 months. There was a request to put some questions in writing.

The committee discussed how Central Services were represented in the KPFA draft FY24 budget

The Executive Director said that she didn't know how it's determined if a station is not going to pay Central Services based on money they say is owed to them. She said that in her world where money doesn't change hands, or where she has that conversation with the station, Central Services are not paid until the National Office receives payment. She said that if a station has made a loan that counts against Central Services the National Office will on paper show that as a payment and it would show that they'd been paid back so that there is a transaction that can be tracked which is necessary for the National Office's accounting. She said that KPFA is paying half their Central Services amount right now, and she didn't know who determined that. She said that she didn't know who makes the determination of who pays Central Services and when they cannot.

**Motion:** (James Sagurton) "To extend the time for this item by 10 minutes for the item and for the meeting." (Passed without objection) 10:30 PM (ET)

The committee discussed whether determinations of loans should be the purview of governance or of Management. The Executive Director said that when Central Services was discussed and that stations in distress could pay less in Central Services if they were in distress that it was not determined what constituted distress. She said she did not know if it was up to the NFC to make that determination. She said that it all has to go through the National Office so there is a paper trail and accountability for it. She said that declaring a station to be in distress doesn't solve the problem of the station being in distress. She asked the question of if they don't have to pay Central Services at what point do you say they don't have to pay bills. She said that it doesn't address fixing the problem at the station or division level. She said it just pushes the problem down the road and it doesn't address the problem.

Report from the Executive Director with Q & A 10:36 PM (ET)

**Point of Order:** (Kim Kaufman) The Chair moved to extend for 15 minutes for the KPFA draft FY24 budget and to thank people.

The Chair noted that the committee was near the end of its time extension and asked the

Executive Director if she had anything to add. The Executive Director said there was nothing new from the last time.

The Chair thanked everyone and adjourned the meeting.

Adjourned 10:39 PM (ET)

Submitted by R. Paul Martin, Secretary