



3729 Cahuenga Blvd. West - N. Hollywood, CA 91604

Main phone: (818) 985-2711 - Fax: (818) 763-7526 - Studio phone: (818) 985-5735

MINUTES (approved 1/19/22)

Local Station Board Meeting of March 15, 2020

*Teleconference *

Local Station Board (LSB) Meeting

I. Call to Order / Opening Business 10:41 a.m.

A. Roll Call Taken

Grace Aaron, Ken Aaron, Michael Adler, Fred Blair, Sandy Childs, Bella De Soto, Jan Goodman, Eric C. Jacobson, Michelle Manos, Michael Novick, James Osborne, Nancy Pearlman, Lawrence Reyes, Paul Roberson, Mansoor Sabbagh, Oscar Ulloa, Polina Vasiliev, Beth von Gunten and Kiyanna Williams.

Eric C. Jacobsen joined at 11:45am.

B. Approve Agenda

MOTION passed to move Director's Report to before Public Comment #1.

MOTION passed to move Public Comment #3 until after the Treasurer's Report and before New Business.

MOTION fails to table all non-essential non-emergency matters and all proposed new matters until a later meeting.

Grace Aaron (N), Ken Aaron (N), Michael Adler (A), Fred Blair (N), Sandy Childs (Y), Bella De Soto (N), Jan Goodman (A), Michelle Manos (A), Michael Novick (N), James Osborne (Y), Nancy Pearlman (N), Lawrence Reyes (N), Paul Roberson (N), Mansoor Sabbagh (Y), Oscar Ulloa (N), Polina Vasiliev (N), Beth von Gunten (A) and Kiyanna Williams (A).
- Yes (3); No (10); Abstain (5)

MOTION to add a fair campaign violation discussion and MOTION to censure Jan Goodman in regards to her using Pacifica resources to send out propaganda before New Business. The Chair states that the issue can be undertaken during the Status and Discussion of Information Campaign Re: Bylaws Amendment Vote.

Amended Agenda approved.

C. Approval of Excused Absence Requests

Possible Technical difficulties - Allan Beek, Evelia Jones, Eric C Jacobsen.

Requested Absence - Jeanette Charles & Ali Lexa (travelling), Barbara Marbach (illness).



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MOTION passes to approve all absences due to the extenuating circumstances.
(1 objection from B. DeSoto)

Chair agreed to add agenda item for next meeting to address persistent Excused Absences.

D. Minutes Approval

A draft meeting minutes for February were forwarded earlier in the day. Approval is postponed.

E. Set Time to Adjourn

1:45pm was set to adjourn.

II. Directors Reports

Jan Goodman reported that the PNB is still dealing with financial issues that are remaining (and the \$3.2 mil debt), along with voting on prospective bylaws and things related. There is also no move to elect a permanent Executive Director.

Lawrence Reyes defended the interim director Lydia hard work with the management team without any payment (volunteer basis) and has been keeping the organization united. He pointed out some campaign violations related to individuals at the PNB supporting the new Bylaws Amendment. There are significant court costs in fighting to keep the current Bylaws intact.

Grace Aaron urges Jan Goodman who is on the Personnel committee to start the search for permanent director. There was an auction of the KPFA building because of default due to property taxes (over \$470,000). It was cancelled due to the two experienced lawyers that were hired. A non-profit should either not be paying or should be able to write off much of it. The national board instituted a "Management Team" which consisted of all officers of the national board, including the Executive Dir.. Any major decision that the ED wants to take needs to be approved by the team. Now there are checks and balances. NETA conveyed reports 2018 and 2019 reports had erroneous expenses in the P&L statement WBAI. Board members are working to correct this before the audit. Motion passed to approve voter education and empowerment. The shut down of WBAI cost Pacifica Foundation over \$400,000 (\$200,000 in lost income and \$200,000 legal firm justifying the shut down). In addition, there has been another \$100,000 in cost due the Bylaws Amendment agenda.



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Mansoor Sabbagh commented that the statement of how he and Jan Goodman were in support of shutting down WBAI in NY is a lie.

Questions –

Polina asked what is the status of the national Audit Committee and is it because NETA has not been paid. G. Aaron responded that there are huge errors in rent payments. It's unclear who is responsible. Chris Cory with the Finance Committee has not yet responded to issues. It was suggested that P. Vasiliev ask the chair Eileen to convene a meeting. L. Reyes reiterated the support of M. Sabbagh and J. Goodman in the closing of WBAI. He also explained that the court order kept the committees from being populated. B. DeSoto stated she is also concerned that she and P. Vasiliev haven't yet been contacted as members of the Audit Committee by the national board. Jan Goodman stated that the institution of the litigation cost everyone around Pacifica a boatload of money. But that litigation was not done by her and/or M. Sabbagh.

III. Public Comments #1 (12:18pm)

The Dial-in and Pin numbers were announced for streaming listeners and Public Comment was conducted.

IV. Status and Discussion of Information Campaign re: Bylaws Amendment Vote:

Jan Goodman explained she used her own personal email to let her personal contacts know that she changed her mind regarding the new Bylaws Amendment - and wrote to the LSB to just explain how it came about. It was an honest change of mind. James Osborne states that there's due process and prior notification required regarding charges of misconduct of members. M. Novick is concerned that there are issues with the members lists. Many members haven't received ballots. Also, voting responses from KPFK members trails other stations in members opening email about Bylaws Amendment vote. It reflects serious issues with the fundraising - where listeners donating don't understand they're members and they can vote. It also reflects serious problems in the management and operation of the station and in terms of the communication between management and staff and the maintenance of a good list of who is on the staff. This exposes tremendous weaknesses in the station to engage listeners and are driving listeners away and is manifest in this election. He thanks P. Vasiliev and the Task Forces efforts and effectiveness. The chair is concerned and will bring up with the GM.

P. Vasiliev reports that she is hearing verbal complaints from staff that they are intimidated by management about voting a certain way. Specifically they feel that their job may be in danger. She is also hearing that there has been discussion with donors calling in about the upcoming Bylaws Amendment vote.



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Lawrence states that regarding Jan Goodman's violation pertains to her creating and attaching a publicity piece encouraging a yes vote is direct infringement to the fair campaign provisions. He also had concern that a director board member was flagged for fair campaign provisions and a staff member wrote up a complaint and it was founded. L. Reyes states that it leads to an ethics complaint. The Bylaws doesn't state a 30 days notice of censure. Jan Goodman asked L. Reyes to clarify asked what resources she used that were a violation. M. Sabbagh stated that his matter with the staff complaint was a mistake and rectified. He agrees with James Osborne that the censure matter should be handled by the national Governance Committee. He also requested the resource that was misused be identified. B. DeSoto says the LSB email list was used as an explanation as well as an outreach for a yes vote. B. von Gunten has no issue receiving outreach emails from both sides of the argument and thinks of it as healthy communication. P. Vasiliev reviewed the fair campaign provisions written by the NES for 2020 election.. She stated her issue was that J. Goodman needed to define her changed view as now being a descension stance from the LSB body (so to not confuse that the body was changing their view as a whole). She also pointed out that the core of the issue was whether the stations email list (to board and staff) was considered a resource. S. Childs stated that other board members use the email list. L. Reyes stated that the use in question was in relation to the campaign. M. Sabbagh stated again that any fair practices violation issues should be filed as a complaint to the fair practices commission. L. Reyes conveys that he did file a complaint, but he is also

J. Goodman made a MOTION for a vote to clarify whether contacting LSB members is an abuse of station resources. It was withdrawn and substituted for another:

MOTION passed to postpone any action of the LSB to censure J. Goodman until after the fair practices reviewed the formal complaint by the NES.

Arguments for (by J. Osborne) and against (B. DeSoto) were presented.

Grace Aaron (Y), Ken Aaron (Y), Michael Adler (Y), Fred Blair (Y), Sandy Childs (Y), Bella DeSoto (N), Jan Goodman (Y), Eric C. Jacobson (Abstain - may not be the best grounds for censure), Michelle Manos (Y), Michael Novick (A), James Osborne (Y), Nancy Pearlman (Y), Lawrence Reyes (Y), Paul Roberson (Y), Mansoor Sabbagh (Y), Oscar Ulloa (A), Polina Vasiliev (Abstain - this is a delegate legal matter), Beth von Gunten (Y) and Kiyanna Williams (Y). Yes (14); No (1); Abstain (4).

G. Aaron commented re: Bylaws in general, that the foundation needs to improve is government and bylaws changes are likely needed, but this Bylaws Amendment are dangerous and damaging. The two items that would be omitted - regarding involvement of individual committed to peace and social justice involved in it's government and



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operations; and commitment to diversity in programming staff, management and governance. These omissions take the heart and soul out of Pacifica.

E. Jacobson restated that he believes the entire referendum is legally invalid. In addition, the yes campaign and portrays a no confidence in the current national board and the LSBs and proposes replacements by persons that are strangers to the foundation and to the entire electorate. This means those PNB members in favor of a yes vote portray a no confidence vote in themselves. How could a director honorably expect to stay on that board (that they have no confidence in)? That is an issue of censure.

B. DeSoto reminded that she was the only voted No to postpone the censure. She stated that the programmers have been intimidated and not received their ballots. K. Aaron stated that B. DeSoto was filibustering and it was abusive to the other members. B. DeSoto responded that it was the boards fault to not have made the demand to inform the listeners. K. Williams stated what is important to remember that in the big picture, the LSB members may not be the best people to be making decisions for the network. Members need to get out of their headspace and understand it is not about each of them. E. Jacobson took the statement to be a personal attack. The chair closes the topic in the interest of time.

MOTION to extend the meeting by 70 minutes to adjourn at 3:00pm. (1 objection, withdrawn).

V. Public Comment Session #2 (approx. 1:45pm)

Public comments were presented.

VI. Reports from Committee

A. Finance Committee

Fred Blair sent motions passed at last meeting to the GM. The exchanged a few emails that then came to a stop (GM unresponsive). F. Blair then forwarded the email exchanges to the Finance Committee. He then received an email from the GM that he had committed an HR violation. F. Blair stated that the LSB may have to deal with this in an Executive Session at some point. The board members may want to listen to the NFC meeting where the auditor was invited to make some comments. Anita Simms from NETA spoke as well. There is not a lot of money owed to the auditor. However NETA is owed over \$190,000 at the moment. They continue to supply documents, but they would like to get paid.

F. Blair tried to cancel the last Finance Committee the day prior due to not receiving any reports from the Business Manager. However, it convened without him.

B. DeSoto reported there was progress during the meeting in that they were able to discuss the discrepancies they had been seeing. She was concerned about the salary increases and reminded the board about the motion that the expenditures needed to be reduced by \$700,000, which has been ignored. L. Reyes is concerned about the lack of compliance with the motion to submit requested reports and offered to request a Director's Inspection if need be. G. Aaron drew attention to the extensive report submitted by the Treasurer. She suggests the board address the financials earlier in the meeting the following month.

B. Personnel Committee

B. DeSoto reported that there has only been approximately 45 responses out of 145 programmers to the GM evaluation. It's not sufficient to gauge for evaluation. They are taking on various efforts gathering other feedback. Terry Guy said he could not assist because of that. B. von Gunten informed the board that she was not noticed of the meeting and the site had incomplete information.

C. Outreach Committee

B. DeSoto reported that the committee met and was going to coordinate to distribute information about the Bylaws restructure. It didn't happen. She distributed some herself.

VII Treasurer's Report

F. Blair sent his report that morning and reviewed the fund drives. This year's fund drive is at 90 days so far, which is 15 days more than the same period last years. It has also raised the \$136,000, which is less than 2019. The audit looks to be done by April. Operating costs have gone down, while the salaries have gone up. The GM said that the increase in pay is due to union wage increase.

F. Blair discussed with M. Novick that the state payroll taxes are still missing payroll in the BM's last report. M. Novick noted the increase seemed more than 2%. He added that regarding having our own programmers pitching for funds, that the status quo is not working and we won't know what if the programmers making pitches on shows will work until it's implemented. E. Jacobson restated his comment about Tom Steyer from the previous meeting and asked who's responsibility to identify who would be good to approach for donation (through a delegation, etc.). F. Blair responded it is likely the GM as well as the LSB members. E. Jacobson volunteered to be on the team

and to initiate a letter and looked to have others join as well. He suggested something to show to prospective donors showing the history of Pacifica, etc.. Oscar is concerned that the management has been able to influence the staff. He reminds the members that the community is the best way to fund the station - and that the focus should be there. The station is failing at leadership in that. He recommends focusing the progressive energy on that instead of shallow discussions. G. Aaron recommends the members look at the fund drive report. She states that the problem is the fund raising that brings in the most funds are the ones that the members want to remove. They would need to be replaced. P. Vasiliev stated that there needs to be considerations on what are the times and frequencies and promotions of the successful fund-raising programming.

MOTION is passed to extend to 3:20pm

B. von Gunten volunteered to join E. Jacobson with starting a Fund Development committee. It will be necessary to have the books in order. L. Reyes commented that M. Novick tried to convene a committee in the past and he supports the forming of one again. He also says the current fund-raising programming does not serve the mission of a diverse community based programming. F. Blair stated that a change in programming will require a management that communicates with the LSB. J. Goodman discussed the survey she suggested that the donors calling are asked which shows they favor. F. Blair explained that syndicated shows (such as Democracy Now) fund-raise for their own show (not extending to Pacifica). N. Pearlman stated that the LSB should be about the exchange of ideas (such as just presented), instead the contentious exchanges which waste time.

VIII Public Comment Session #3 (approx. 2:44pm)

Public comments were presented.

MOTION passes to Adjourn.

Grace Aaron (Y), Ken Aaron (Y), Michael Adler (Y), Fred Blair (Y), Sandy Childs (Y), Bella DeSoto (N), Jan Goodman (Y), Eric C. Jacobson (A), Evelia Jones (Y), Michelle Manos (A), Michael Novick (Y), James Osborne (pass), Nancy Pearlman (N), Lawrence Reyes (A), Paul Roberson (A), Mansoor Sabbagh (not present), Oscar Ulloa (Y), Polina Vasiliev (N), Beth von Gunten (A) and Kiyanna Williams (not present).
Yes (8); No (3); Abstain (5).

Chair M. Manos stated in the event that the LSB does not convene again under the Bylaws Amendment that she has been honored to have served. She acknowledged everyone's passion and dedication to the foundation and the station.



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IX New Business

No new business was discussed.

X Adjourn