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DRAFT MINUTES

Local Station Board Meeting of April 19th, 2020

Teleconference

Local Station Board (LSB) Meeting

I. Call to Order / Opening Business 10:49 a.m.

A. Roll Call Taken

Grace Aaron, Ken Aaron, Michael Adler, Allan Beek, Fred Blair, Jeanette Charles, Sandy Childs, Bella DeSoto, Jan Goodman, Eric C. Jacobson, Evelia Jones, Ali Lexa, Michelle Manos, Barbara Marbach, Michael Novick, James Osborne, Nancy Pearlman, Lawrence Reyes, Paul Roberson, Mansoor Sabbagh, Oscar Ulloa, Polina Vasiliev, Beth von Gunten, Kiana Williams.

Anyel Fields is present.

B. Approve Agenda

Motion passed to approve the agenda. (unopposed)

C. Approval of Excused Absence Requests

None.

D. Minutes Approval

J. Rohn explained that the minutes from various previous meetings are not ready. She had spoken to the chair about getting some assistance. Members volunteering are B. DeSoto and M. Novick.

E. Set Time to Adjourn

MOTION passed to set Time to Adjourn at 2pm Open Session; 2:30pm (to include Executive session).

II. General Manager Report & Discussion

A. Report

Anyel Fields spoke on what he thought was the reason for the Exec Session meeting and would be forwarding a report on remaining updates in the coming days.

B. Discussion

L. Reyes, B. DeSoto, M. Novic, J. Osborne, B. Marbach, J. Goodman and O. Ulloa participated in discussion.

MOTION passed to extend discussion for another 20 mins.

III Public Comment #1

49 listeners/members spoke. All spoke in opposition to Jacobson's motion asking the LSB to respectfully request Jan Goodman's voluntary resignation from the PNB (NOT the LSB), and in support of Ms. Goodman.

IV MOTION –By Eric C. Jacobson asking the LSB to respectfully request Jan Goodman's voluntary resignation from the PNB (NOT the LSB). Debate and vote thereon:

Eric C. Jacobson gives 7 minute statement motivating his motion. (See verbatim transcript below.*)

Jan Goodman calls on Jim Osborne and Evelia Jones to speak on her behalf in opposition. Following their statements Jan speaks in opposition. See verbatim transcripts below (at Jan's option).

MOTION passed to extend the time for the entire Agenda to 2:30 pm so the members of the board can address Jacobson's motion. Grace Aaron (Y), Ken Aaron (N), Michael Adler (Y), Allan Beek (not avail), Fred Blair (N), Jeanette Charles (not avail), Sandy Childs (N), Bella DeSoto (Y), Jan Goodman (A), Eric C. Jacobson (Y), Evelia Jones (A), Ali Lexa (N), Michelle Manos (), Barbara Marbach (N), Michael Novick (Y), James Osborne (N), Nancy Pearlman (Y), Lawrence Reyes (Y), Paul Roberson (A), Mansoor Sabbagh (N), Oscar Ulloa (Y), Polina Vasiliev (Y), Beth von Gunten (Y), Kiana Williams (N). Yes (10); No (8); Abstain (3); Pass (1)

Upon time certain to adjourn, P. Vasiliez states that RROR stipulate that when time certain is reached, discussion is dispensed-with and the item goes to a vote.

G. Aaron moves to extend the discussion for 6 mins.

Vote taken on Motion proposing that the LSB respectfully request Jan Goodman's voluntary resignation from the PNB (NOT the LSB): Grace Aaron (Y), Ken Aaron (A), Michael Adler (Y), Allan Beek (N), Fred Blair (Y), Jeanette Charles (Y), Sandy Childs (N), Bella DeSoto (Y), Jan Goodman (N), Eric C. Jacobson (Y), Evelia Jones (N), Ali Lexa (A), Michelle Manos (N), Barbara Marbach (N), Michael Novick (Y), James Osborne (N), Nancy

Pearlman (N), Lawrence Reyes (Present not voting), Paul Roberson (A), Mansoor Sabbagh (N), Oscar Ulloa (A), Polina Vasiliev (Y), Beth von Gunten (A), Kiana Williams (N). Yes (8); No (10); Abstain (4); Present not voting (1). Motion fails.

Open session of LSB meeting adjourned.

V Executive Session (No separate agenda)

The KPFK LSB convened a closed Executive Session to discuss personnel matter.

Report

* <https://kpftx.org/archives/pnb/kpfk/200419/kpfk200419a.mp3>

Transcript of Jacobson's motivational statement beginning at the 2:56:15 mark:

Thank you Madame Chair.

The year 2020 marks the 17th year since Pacifica instituted democratic governance.

I remember attending the vote-counting for the first KPFK LSB election in February of 2004. It was held at the old Peace Center and . presided over by Local Election Supervisor Casey Peters, someone I had met just over a decade earlier when we both ran for separate seats on the Los Angeles Community College District Board of Trustees—and we both lost.

And I also attended the first KPFK LSB meeting on February 29, 2004 held at the Southern California Library. Our KPFK membership had elected an excellent group of people including our LSB colleagues Grace Aaron and Jan Goodman as well as Sonali Kolhatkar, Maria Armoudian and Jim DiEugenio.

The late great CISPES organizer Don White was elected LSB Chair. That LSB's first resolution was to protest the kidnapping of Haitian president John Bertrand Aristide. And it was introduced by LSB member Margaret Prescod and supported during the listener comments by Lawrence Reyes, who, if memory serves, narrowly lost his first effort to join the KPFK LSB despite my vote for him.

In March 2004 that first elected LSB elected its first delegates to the PNB.

In neither of those first LSB and PNB elections nor in ANY LSB and PNB elections since, has ANYONE campaigned for the LSB or the PNB on a platform that included ENDING Pacifica's democratic governance structure. I know because I followed and carefully voted in ALL of those LSB elections.

2020 was not an exception. But during and after the 2020 LSB elections a rump faction of Pacifica members, led by Carol Spooner and Bill Crosier, forced a Bylaws Amendment to a Pacifica membership vote, the core objective of which was to ABOLISH Pacifica's system of democratic governance that had well-served Pacifica OVERALL for 17 years.

The Bylaws Amendment proposed to ABOLISH all LSBs and prevent ANY staff member from serving on Pacifica's [National] Board.

The Bylaws Amendment also presented an affront to Pacifica's legally and morally indivisible 5-city 5-station 1-network institution. Ms. Spooner is on the record favoring the "amicable divorce" of Pacifica's 5 stations from one another. And Mr. Crosier personally participated in the forcible shut-down of WBAI in October 2019.

The latter action not only violated the solidarity and unity of the Pacifica Foundation, but also violated the Golden Rule. How would WE feel if one day intruders entered our beloved KPDK, ended its local autonomy entirely, and removed memorabilia off the North Hollywood station's walls as Alex Steinberg has publicly said Mr. Crosier personally did in WBAI's hallway? We would be OUTRAGED!

When our LSB met on January 19th of this year Ms. Goodman sensibly voted with the overwhelming majority of the LSB AGAINST the infernal Bylaws Amendment. And received my support for her PNB candidacy in material part based on her opposition to the Bylaws Amendment.

Ms. Goodman's startling March 10th 2020 flip-flop and campaign in ardent SUPPORT of the Bylaws Amendment simultaneously disavowed:

- 1) Pacifica's current Bylaws and governance structure of membership democracy;
- 2) the competence of her PNB colleagues; and
- 3) the competence and judgment of her LSB colleagues who had overwhelmingly opposed the Bylaws Amendment and honored her by re-electing her to the PNB.

Which brings me to the crux of my motion:

Given this obvious import of Ms. Goodman's flip-flop and support for the Bylaws Amendment, she had to have known that it would be wholly untenable for her to continue serving on the PNB in the event the Bylaws Amendment was defeated.

Yet Ms. Goodman has not voluntarily resigned [from] the PNB in the wake of the defeat of the Bylaws Amendment by a lopsided margin by the membership during the membership vote.

She evidently wishes to remain OUR LSB delegate to the PNB even after blatantly disregarding our will as expressed in our 21-3 with 1 abstention vote on January 19th. And wants to continue serving on the PNB even after resoundingly expressing no-confidence in that body's existence as we know it AND no-confidence in all of her colleagues on the PNB, including herself!

I say far more in sadness than in anger that Ms. Goodman's flip-flop and non-resignation following the membership's rejection of the Bylaws Amendment constitutes untoward conduct and compels this body to attempt to cure it by formally requesting Ms. Goodman's resignation from the P-N-B--NOT from the LSB. Please do not associate me with anything to do with those who wish, or might wish, Jan not to continuing serving on the LSB. That is NOT my position.

At the first KPFK [LSB] meeting in 2004 the issue was the Haitian crisis. Today it's the Covid crisis. Pacifica is the indispensable broadcast media voice of independence and sanity.

The membership's resounding "No" vote was also a repudiation of the PNB's in-fighting, intrigues and wrecker tactics of the sort that brought the Bylaws Amendment to a vote. This must stop! PNB members must be ready, willing and able to work diligently and cooperatively with one another in the best interests of Pacifica. Ms. Goodman's actions have made it effectively impossible for her to do so.

Accordingly I call upon this LSB to adopt the resolution formally and respectfully requesting Ms. Goodman's resignation from the PNB, and if she does comply with that request replace her as soon as possible with a new PNB delegate. Thank you.

**MOTION PROPOSING THAT THE LSB REQUEST JAN GOODMAN'S
RESIGNATION FROM THE PNB.
FOR INTRODUCTION AT OUR
APRIL 19, 2020 KPFK LSB MEETING:**

Whereas KPFK's Local Station Board ("LSB"), meeting as a delegates assembly, elected delegates to the Pacifica National Board ("PNB") on Jan. 19, 2020 ("election");

Whereas due to the PNB's essentially plenary powers of stewardship and management of Pacifica's 5-city 5-station network, this election was a solemn exercise undertaken by KPFK LSB members/delegates assembly;

Whereas the election coincided with a forthcoming Pacifica membership-wide vote on a highly controversial Bylaws Amendment that called-for, among other provisions, the abolition of KPFK's LSB and all other LSBs and the reconstitution of the PNB without any membership of Pacifica staff;

Whereas said Bylaws Amendment was forced to a Pacifica membership-wide vote by a lawsuit brought by, among others: Carol Spooner, who had in August 2012 published an article calling for Pacifica stations to "amicably divorce" one another; and by Bill Crosier, who had in October 2019 co-led the forcible takeover of Pacifica station WBAI without the authorization of the PNB, a takeover that was quickly countermanded both by the PNB and the New York state judiciary;

Whereas in advance of said Jan. 19th LSB election vote the KPFK LSB/delegates assembly passed (by a very lopsided 21-3 margin with 1 abstention) a resolution of forthright opposition to the controversial Bylaws Amendment;

Whereas each of the KPFK LSB candidates nominated for the PNB on Jan. 19th had hitherto announced their opposition to the Bylaws Amendment, so voted on the Jan. 19th LSB/delegates assembly resolution pertaining to same, and made PNB candidate statements on Jan. 19th either consistent with- or non-inconsistent with such opposition;

Whereas some or all LSB members took said announced opposition to the Bylaws Amendment by PNB candidates strongly into consideration when casting their vote for KPFK's PNB delegation;

Whereas following her election to the PNB on Jan. 19, 2020 one LSB member, Ms. Goodman, on March 10, 2020 wholly reversed course and announced her forthright support for the controversial Bylaws Amendment and ardently urged Pacifica members to vote Yes on the referendum via multiple mass emails and other forms of personal communication;

Whereas in one such Pacifica-membership-wide mass email sent by the Pacific Restructuring Project on March 16, 2020 Ms. Goodman deceptively employed a photo of herself with Bernie Sanders falsely implying Bernie's familiarity with the Bylaws Amendment and co-endorsement with her of a Yes vote on same;

Whereas this startling flip-flop and advocacy constituted resolute expressions of:

- 1) no-confidence in Pacifica's extant Bylaws and institutional structure of membership democracy;
- 2) no-confidence in her colleagues on the PNB on which Ms. Goodman sat as an incumbent member and might continue to serve on as a re-elected member in the event the Bylaws Amendment was defeated; and
- 3) no-confidence in the role in- and utility to Pacifica of the KPFK LSB and each of its members; and (in light of the LSB/delegates assembly's 21-3-1 vote against the Bylaws Amendment) utter disregard for the will of the very body and colleagues of Ms. Goodman that had recently placed her on PNB;

Whereas, further importantly, due to the aforementioned (well-known) track records of Ms. Spooner and Mr. Crosier, Ms. Goodman's flip-flop and ardent support for the Bylaws Amendment constituted a blatant affront to Pacifica's structural integrity as a 5-city, 5-station indivisible network;

Whereas, Ms. Goodman's aforementioned actions constituted untoward conduct that no KPFK LSB member could have taken while reasonably expecting to continue serving on the PNB in the event the Bylaws Amendment was defeated;

Whereas an overwhelming majority of KPFK's membership and Pacifica's membership voted against the controversial Bylaws Amendment;

Whereas this lopsided No vote by KPFK's membership constituted a clear expression of membership accord with the KPFK LSB/delegates assembly's overwhelming Jan. 19, 2020 resolution vote against the Bylaws Amendment;

Whereas this lopsided No vote by KPFK's membership further constituted in material part an expression of membership disapproval of in-fighting, intrigues and wrecker tactics between factions of Pacifica's Board of Directors; and a corresponding constructive directive that PNB members henceforth commence working diligently and harmoniously in the best interests of Pacifica;

Whereas non-profit institutions roughly comparable to Pacifica, such as the old Berkeley Co-op (a once thriving group of Bay Area supermarkets and other stores) have been entirely destroyed in material part by in-fighting, intrigues and wrecker tactics such as those employed by the Spooner/Crosier faction preceding and during the Bylaws Amendment referendum;

Whereas the PNB is now in vital need of surcease from factional antagonism and requires PNB members ready, willing and able to work diligently and cooperatively with one another in the best interests of Pacifica;

Whereas this need for PNB comity is essential if Pacifica is to continue to well-fulfill its educational, social justice and counter-cultural mission in 2020, the 40th anniversary of America's baleful and backwards Second Gilded Age and the dawn of a sudden global novel-coronavirus pandemic with all the serious unprecedented challenges it presents to Pacifica as a progressive mission-driven organization and the communities it serves;

Whereas Ms. Goodman's sharp expressions (in alliance with the Spooner/Crosier faction during the Bylaws Amendment campaign) of no confidence in her PNB colleagues and no confidence in Pacifica's extant Bylaws and institutional structure of membership democracy, have made it effectively impossible for Ms. Goodman to work productively and cooperatively with her PNB colleagues as a PNB member;

Whereas Ms. Goodman has not voluntarily resigned her position on the PNB in the wake of the overwhelming vote against the controversial Bylaws Amendment by KPFK's membership and Pacifica's membership; and

Whereas, for all the above reasons the KPFK LSB, including one or more of those members who cast votes for Ms. Goodman during the Jan. 19, 2020 PNB election, now deems Ms. Goodman's continued presence on the PNB inconsistent with: the will of the KPFK LSB/delegates assembly that elected her on Jan. 19, 2020; the best interests of KPFK and Pacifica, and the public good.

Accordingly it is hereby resolved:

That the KPFK LSB respectfully requests Ms. Goodman to forthwith voluntarily resign her position on the PNB and that upon Ms. Goodman's compliance with such request that an election for a replacement KPFK LSB member on the PNB be held as soon as it is practicable to do so.

Respectfully submitted,

Eric

Eric C. Jacobson
Public Interest Lawyer
KPFK LSB Member

Fundraising Committee Motion – Development Task Force

Moved that the LSB create a Development Task Force, seeking participation from volunteers with development expertise. The Development Task Force will collaborate with management and will assist in designing and implementing a campaign for greater off-air fundraising for the station, with the goal of reducing the number of days spent in on-air fundraising by at least a week a year beginning in FY2020. This will include a sustaining membership campaign, a major donor campaign, grant-writing efforts for specific station activities, such as training, an investigation of appropriate and remunerative community events, a crowd-funding strategy, and a concerted effort to obtain bequests and the inclusion of KPFK in listeners' wills. The task force will make recommendations on a capital campaign for physical and technical improvements (for making the building physically accessible, securing the parking lot and monetizing its use, upgrading and restoring facilities, etc.). It will promote "directed giving" for specific projects and productions (e.g, the news department, interns and training program; etc.) The Development Task Force will also investigate and try to adapt and recommend the adoption of the best practices of other Pacifica stations in this regard.

(Governance Motion - Strategic Planning)

The LSB urges the PNB to approve the motion calling for a strategic planning process at each station incorporating management, paid and unpaid staff and governance to deal with COVID-19 and its consequences and plans for the survival and growth of the station.

Whereas the impact of the COVID-19 pandemic is being felt throughout the network, along with the rest of the country, and necessitates concerted, collaborative, urgent action throughout Pacifica to meet the needs of the communities we serve, as well as to insure the survival of our institution,

Resolved that the Pacifica National Board instructs the interim Executive Director to direct all station managers to immediately convene a strategic planning group at each station, including members of national and local governance selected by those bodies and members of paid and unpaid staff at the station to develop a short-range and long-range strategic action plan covering the following:

- a) how to ensure the health and safety of station staff (paid, unpaid and managerial), volunteers, guests and visitors;
- b) how to produce and air fresh content for the duration of the crisis through the provision of and training on remote production technologies for all paid or unpaid producers and programmers;
- c) how to raise funds effectively on- and off-air for the duration of the crisis and beyond;

and

d) how best to apply the resources, skill sets and talents available to the station in the most effective manner to meet the highest priorities for the station's functioning survival and growth, including: 1) program evaluation, improvement and development; 2) community engagement; 3) membership services and fulfillment; 4) fundraising and money-saving measures and accurate financial record-keeping; 5) training and 6) internal and external communication mechanisms. The planning process may include surveys and interviews with paid and unpaid staff, volunteers, listeners, LSB members, the Community Advisory Board, and other community members, stakeholders and experts.

Such strategic planning groups are to be constituted within two weeks of the adoption of the motion, and their membership reported to the iED and the PNB by each station manager. Each group is then to produce an initial plan of short- and long-term goals, priorities and steps for implementation within a month after constitution of the group for review by the iED, the local station board and the PNB. Plans should include step-by-step actions to be taken, designation of accountable parties for implementation, as well as methods and criteria for assessing the success of steps taken and for adjusting plans accordingly in response to either successes or failures in accomplishing the steps in the plan.