

Minutes of the KPFK Local Station Board Meeting of 12/17/2005

(Draft Pending LSB Approval)

A regular meeting of the KPFK Local Station Board was held on Saturday, December 17, 2005 at Echo Park United Methodist Church, 1226 North Alvarado St. (near Sunset Blvd.), Los Angeles, CA 90026-3127, the Chair being in the chair and the Secretary being present. The minutes of the LSB meeting of November 17, 2005 were approved.

Nineteen members were present, constituting a quorum: Grace Aaron, Dave Adelson, Maria Armoudian (left at 12:15pm), Rodrigo Argueta (arrived at 11:45am and left at 12:05pm), Lydia Brazon, Israel Feuer, Bill Gallegos, Sherna Gluck, Jan Goodman, Terry Goodman, Kimberly King, Sonali Kolhartkar (arrived at 10:45am), Arturo Lemus (left at 2:33pm), Ed Pearl, Reza Pour (arrived at 11:09am), Julie Rodriguez (arrived at 10:55am), Madeleine Schwab, Donna Warren and Don White.

Also present: General Manager Eva Georgia (arrived at 11:17am), Treasurer Casey McFall (arrived at 10:50am) and Secretary Carol Nealy.

Five members were excused having requested excuses prior to the meeting: Sara Amir, Alan Minsky, Marie Deary, Margaret Prescod and Lamont Yeakey.

Authority and Notice: This meeting was authorized by the adoption of a regular meeting schedule on January 10, 2005. Notice was posted on the KPFK web site beginning on December 5, 2005 (See Appendix A). Announcements were broadcast beginning 7 days before the meeting, pursuant to the schedule recommended in the Foundation Bylaws.

AGENDA ITEM I. CALL TO ORDER, CALL OF THE ROLL, WELCOME &

ACKNOWLEDGEMENTS, REVIEW AND APPROVAL OF THE AGENDA, APPROVAL OF LSB MINUTES, APPROVAL OF EXCUSED ABSENCES

The meeting was **called to order** at 10:40am

APPROVAL OF THE AGENDA

The proposed Agenda was amended and **approved** (See Appendix B), with some parts of item I postponed.

AGENDA ITEM III. (a) ELECTING REPLACEMENT FOR EARL GRANT TO IPC BY LSB (b) TIME SENSITIVE ISSUE 10:54am

(a) ELECTING REPLACEMENT FOR EARL GRANT TO IPC BY LSB

Motion: Terry Goodman moved that Arturo Lemus be appointed by acclamation as the new additional LSB representative to the Interim Program Council.

Motion passes: Y:18, N:0, A:0

(b) TIME SENSITIVE ISSUE FROM COMMITTEE CHAIR LYDIA BRAZON 11:01am

Lydia Brazon **discussed** a proposal regarding the election of alternate Directors.

Point of order from Ed Pearl, that the item should have been placed later in the agenda.

Not well taken, however the item was vague in the approved agenda.

Point of order from Jan Goodman: the issue is a matter for the Delegates, not the LSB to decide.

Well taken. The proposal would be more appropriate at the Delegates' meeting in January.

Appeal by Grace Aaron. The choice to elect a runner-up as alternate could impact the decision of a candidate to run for the office of Director, and the nomination deadline is in December.

Chair's ruling sustained: Y:11, N:3, A:3

APPROVAL OF LSB MINUTES

Motion: Terry Goodman moved that the minutes of the previous meeting be approved.

Motion passes: Y:13, N:0, A:3

APPROVAL OF EXCUSED ABSENCES

Motion: The chair asked if excused absences from today's meeting should be granted for Sara Amir, Alan Minsky, Marie Deary and Lamont Yeakey.

Motion passes: Y:16, N:0, A:1

Motion: The Chair asked if an excused absence from today's meeting should be granted for Margaret Prescod.

Motion passes: Y:15, N:1, A:1

Point of order by Bill Gallegos: We have no timekeeper.

Well taken.

The Chair **appointed** Arturo Lemus as timekeeper for the meeting.

AGENDA ITEM IV. NOMINATIONS AND ELECTION OF NEW LSB OFFICERS; NOMINATIONS FOR SECRETARY AND TREASURER MAY INCLUDE LISTENER-SPONSORS

The following nominations were made:

Nominated for Chair: Grace Aaron.

Nominated for Vice-Chair: Kimberly King and Terry Goodman

Nominated for Secretary: Carol Nealy

Nominated for Treasurer: Casey McFall

Motion: Jan Goodman moved that elections in the future for officer positions open to listener-sponsor candidates be announced on the radio.

Motion passes: Y:18, N:0, A:0

Motion: Terry Goodman moved to amend by addition: "and that the General Manager be requested to send to the LSB Secretary the text of governance-related broadcast announcements when the announcements are scheduled."

Motion referred to the Governance Committee.

Motion: Jan Goodman moved that the proposed amendment be separately referred to the Governance Committee.

Motion passes: Y:13, N:0, A:3

Statements and responses to questions were heard from the nominees. 11:30am

Jack VanAken of the Elections Task Force, collectively serving as tellers, explained the STV voting procedure. Grid format ballots were distributed, marked, collected, and tallied.

The results of the LSB officer elections were later **announced** as follows: Grace Aaron **elected** to Chair, Kimberly King **elected** to Vice-Chair, Carol Nealy **elected** to Secretary, and Casey McFall **elected** to Treasurer.

AGENDA ITEM V. COMMITTEE REPORTS: [a]Diversity & Diversity Training - Bill [b]Management Review [c]Programming Oversight [d]Governance [e]Finance [f]Outreach [g]Arts [h]Committee of Inclusion

[a] DIVERSITY & DIVERSITY TRAINING 11:46am

Bill Gallegos **gave** a verbal report.

After discussion, Saturday, March 18, 2005 was confirmed as the date for the Local Station Board Diversity training.

[b] Management Review 12:02pm

Sherna Gluck **gave** a verbal report. See Appendix C for written report.

Motion: The Management Review Committee requested an affirmation confirming LSB approval of its recommendation that only 2004 LSB members be surveyed for the 2004 Program Director evaluation.

Motion passes: Y:8, N:4, A:3

Motion: The Management Review Committee moved to rescind the motion previously adopted on 10/15/05 that staff evaluation votes be tabulated separately provided that the Staff Delegates agree to this separation, since no staff member of the committee supports such separate tabulation.

Motion passes: Y:13, N:0, A:1 (2/3 required)

[c] Programming Oversight 12:19pm

Sherna Gluck **gave** a verbal report. See Appendix D for written report.

Motion: The Programming Oversight Committee presented the following motion:

The Programming Oversight Committee recommends that the tenure of the iPC continue until the completion of the next LSB election cycle (October, 2006)

Motion tabled temporarily.

Motion: Dave Adelson moves to table this motion until after the next committee motion has been considered.

Motion passes without objection.

Motions: The Programming Oversight Committee presented the following motion (as divided on the motion of Dave Adelson):

A). The Program Council (PC) will be an elected committee advisory to the station management, working closely with the Program Director.

Divided motion first part tabled to next meeting.

B) The Local Station Board (LSB) oversees management and reviews Mission fulfillment and fairness of decision making in programming, and thus LSB oversight would extend to the PC.

C) The PC shall operate in conjunction with management, incorporating into local programming policies and recommendations the Pacifica Mission Statement, the recommendations of the Community Advisory Board (which would conduct community needs assessments), the reports from the Committee of Inclusion, and the Pacifica Race and Nationality Policy.

Divided motion second part passes: Y:15, N:1, A:0

Motion: Dave Adelson moved to divide part A of the committee motion from parts B and C.

Motion passes without objection.

Motion: Kimberly King moved to postpone consideration of part A of the committee motion until the next meeting, and that the next LSB meeting agenda include thirty minutes of presentation and discussion from the Interim Program Council.

Motion passes: Y:11, N:2, A:1

Point of order: Dave Adelson asks the Chair to rule on whether the LSB has authority to mandate how the Program Council will operate.

Not well taken. Local Station Boards have an oversight responsibility with regard to program decision-making.

Motion: The Programming Oversight Committee re-introduces the motion postponed earlier in its report, recommending that the tenure of the iPC continue until the completion of the next LSB election cycle (October 2006).

Motion passes: Y:10, N:4, A:1

[d] GOVERNANCE COMMITTEE 1:32pm

Lydia Brazon **gave** a verbal report. See Appendix E for the written report.

[e] FINANCE 1:36pm

Casey McFall **gave** a verbal report. See Appendix F for the written report.

[f] OUTREACH 1:47pm

Arturo Lemus **gave** a verbal report.

VI. PACIFICA NATIONAL BOARD / DIRECTOR'S REPORT

Dave Adelson **gave** a verbal report concerning a Comprehensive Programming Policy, Policies on Surpluses and Reserves, Policies on Contracts Oversight, the Volunteer Handbook - Draft Version Under Consideration and Payola Sponsorship Identification Rules. 1:50pm.

Julie Rodriguez **gave** a verbal report on the Executive Director search, Director's inspection of documents within the Foundation and the issue of a General Counsel for the Foundation. 2:04pm

Donna Warren **gave** a verbal report 2:06pm

Listener Comments were heard.

VII. SETTING NEXT MEETINGS: DELEGATES MEETING FOLLOVED BY LSB MEETING IN JANUARY 2006 2:20pm

Motion: Lydia Brazon moved that the next LSB meeting be Saturday, January 7, 2006 at 10:30am

Motion passes: Y:10, N:0, A:1

VIII. GENERAL MANAGERS' REPORT / INCLUDING REPORTS BY GM AND CHAIR REGARDING CAB AND GM TIMELINE FOR STAKEHOLDER INPUT MEETINGS

General Manager, Eva Georgia **gave** a verbal report. See Appendix G for written reports. 2:23pm

IX. NOMINATIONS FOR PACIFICA NATIONAL BOARD FROM KPFK SIGNAL AREA. NOTE: NOMINATIONS WILL NOT CLOSE TODAY; NOMINATIONS MAY BE SUBMITTED TO AN OFFICER OF THE LSB UP UNTIL DEC. 30, 2005 - 2:35pm

The following persons were **nominated** for Listener-Sponsor Representative Director: Arturo Lemus, David Adelson, Don White, Lydia Brazon, Kimberly King, and Israel Feuer. The following persons were **nominated** for Staff Representative Director: Alan Minsky and Margaret Prescod.

X. LISTENER COMMENTS 2:43pm

The meeting was **adjourned** to executive session at 2:45pm.

Carol L. Nealy

KPFK LSB Secretary

APPENDIX A - Meeting Notice

The KPFK Local Station Board [LSB] will meet Saturday, December 17, 2005 at 10:30 a.m. at Echo Park United Methodist Church, 1226 Alvarado Street, one long block north of the intersection of Alvarado and Sunset Blvd. A map to the church is available at www.mapquest.com by writing in the address and zip code 90026.

IMPORTANT NOTICE: While a complete agenda for this meeting will be

issued soon, all stakeholders should be aware that an election for officers of the LSB will be conducted at this meeting.

IMPORTANT NOTICE REGARDING SECRETARY AND TREASURER: Nominees for secretary and treasurer of the Board do not have to be elected members of the Board but can come from the community and nominations for those positions will be in order just as nominations for chair and vice-chair will be.

The December 17 meeting of the LSB will not elect Directors to the Pacifica Foundation. A Delegates' meeting in January, 2006 will conduct that election.

Refs:

http://www.kpfk.org/index.php?option=com_content&task=view&id=1138&Itemid=100

http://www.kpfk.org/index.php?option=com_events&task=view_detail&agid=611&year=2005&month=12&day=17&Itemid=63

<http://disc.server.com/discussion.cgi?disc=165346;article=38928>

<http://disc.server.com/discussion.cgi?disc=203188;article=8124>

APPENDIX B - Proposed Agenda

=== Including Proposed Executive Session Following LSB Meeting===

---- Saturday, December 17, 2005 ---- 10:30 a.m. -----

Echo Park United Methodist Church 1226 No. Alvarado near Sunset

~~~ In keeping with Board policy, the chair will take public comment before votes and at other appropriate moments during the meeting. Any unused public comment time will come under Agenda item XI at the end of the meeting. To the degree possible, public comment during the meeting should address the issue at hand at that time.~~~~~

I. Call To Order, Call of the Roll, Welcome and Acknowledgements, Review and Approval of the Agenda, Approval of Minutes, Approval of Excused Absences {6 minutes}

II. Comments by the Chair {1 minutes}

III. {a} Electing replacement for Earl Grant to iPC by LSB {b} time sensitive issue from committee chair Lydia Brazon {5 minutes}

IV. Nominations and election of new LSB officers; nominations for secretary and treasurer may include listener-sponsors. {10 minutes}

V. Committee Reports: [a] Diversity & Diversity Training -- Bill [b] Management Review [c] Programming Oversight [d] Governance [e] Finance [f] Outreach [g] Arts [h] Committee of Inclusion {each committee has 11 minutes if necessary}

VI. Pacifica National Board/Directors' Report {15 minutes}

VII. General Managers' Report/ Including Reports by GM and Chair regarding CAB and GM timeline for stakeholder input meetings {15 minutes}

VIII. Announcement of Results: LSB Officers Election {3 minutes}

IX. Nominations for Pacifica National Board from KPFK signal area. Note: Nominations will NOT close today; nominations may be submitted to an officer of the LSB up until Dec. 30, 2005. {3 minutes}

X. New Business {6 minutes}

XI. Remainder of Public Comment

XII. Setting next meetings: Delegates Meeting followed by LSB Meeting in January, 2006 {3 minutes}

XIII. KPFK LSB Executive Session {Personnel Issue at request of management}

IX. Adjournment

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#### APPENDIX C - Report of the Management Review and Evaluation Committee

##### **Report of Management Review Committee:**

##### **Sherna Gluck, acting convener**

At the October LSB meeting, the MRC reported that we had considered several alternatives for completing the 2004 PD evaluation. In an effort to expedite the completion of this review so that we can move forward on the 2005 evaluation, the MRC recommended that the 2004 evaluation forms be sent only to the 2004 LSB members. No formal vote was taken on this recommendation, but Jan Goodman introduced a motion that implied an endorsement of the MRC recommendation.

1. To move the process forward as quickly as possible and get out the PD evaluation forms right after the holidays, we need an affirmation of our proposal that the evaluation forms for PD for 2004 will be sent only to LSB members.
2. We are calling for a reconsideration of the Goodman motion that the staff responses be separated out in the analysis. It would expose the staff, undermine the anonymity of their responses and is not supported by a staff member of the MRC.

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APPENDIX D - Report of the Programming Oversight Committee

**Report of Programming Oversight Committee:  
Sherna Gluck, convener**

Growing out of discussions with the iPC about their proposals for a permanent Program Council, the PrOC approved the following two motions. We view these as a start and will continue to hold joint meetings to further develop proposals re responsibilities, composition, tenure, and election process for a permanent Program Council.

1. Tenure of iPC

The PrOC recommends that the tenure of the iPC continue until the completion of the next LSB election cycle (October, 2006).

2. Relationship of Program Council to Station Management and Governance

The PrOC recommends adoption of the iPC proposal, as follows:

A). The Program Council (PC) will be an elected committee advisory to the station management, working closely with the Program Director.

B) The Local Station Board (LSB) oversees management and reviews Mission fulfillment and fairness of decision making in programming, and thus LSB oversight would extend to the PC.

C) The PC shall operate in conjunction with management, incorporating into local programming policies and recommendations the Pacifica Mission Statement, the recommendations of the Community Advisory Board (which would conduct community needs assessments), the reports from the Committee of Inclusion, and the Pacifica Race and Nationality Policy.

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APPENDIX E - Report of the Governance Committee

**KPFK LSB Governance Committee  
Report for LSB Meeting 12/17/05**

From Governance Committee meeting, Dec. 7, 2005

Attendees: Grace Aaron, Lydia Brazon, Israel Feuer, Jack VanAken, Roger Zimmerman

Agenda 1 - Bill Gallegos' resignation from the PRoC

Jack VanAken resigned from the PRoC which, therefore, brings that committee back to balance

Next Governance Committee Meeting, Wed., Jan. 11, 2005 at 9 PM Meeting

Ethics working Group at 8 PM and Bylaws Working Group at 7Pm

Ethics Working Group

We all volunteer to be in this Working Group. This working group will meet on the same day as the Gov. Committee Meeting at 8 pm. Lydia suggests that we all think about local ethicists who may want to be in this working group.

Director/Alternate situation

MOTION: Resolved that at the time of the election of directors that the next highest vote getter for each class be designated as the alternate for that class in the event of a vacancy. Said alternate would complete the un-expired term. In the case of subsequent vacancies new elections would be held.

MOTION PASSES: Yes: 3, N: 1, A: 1

**By-Laws Working Group Meeting was held Dec. 7, 2005**

Attendees: Grace Aaron, Lydia Brazon, Jack VanAken, Roger Zimmerman, Israel Feuer arrives later

Agenda 1. Update on By-Laws Amendment and its passage by the PNB 2. Recap the succession for PNB

Reps issue and revisit question of alternates 3. Biographical sketches required of LSB candidates

Proposed Bylaws Amendment passed by the PNB failed to pass at the needed 3 LSBs although it won by a majority of those LSB members present at two of three LSBs that we know of, the bylaws stipulates that a majority of ALL members is required NOT simply those in attendance. Therefore, the Working Group recommends a By-Laws amendment to allow voting by written ballot on by-laws amendments on both the LSB and PNB level. Further, that the ballots are signed and dated and made public as one would for a roll

call vote, and that the results be announced as well as the individual votes at the next open LSB or PNB meeting. All members of the working group agree with the above 2 amendments.

#### **BYLAWS WORKING GROUP REPORT for 12/17/05 LSB MTG.**

This working group agrees advocate for the following: By-Laws amendment to change 'calendar month' to '30 days' after the PNB passes a bylaws amendment for the LSBs to vote on the amendment.

Agenda Item 2. Recap the succession for PNB Reps issue and revisit question of alternates We agree that there should be a By-Laws change for clarification re: how to handle replacing a Director who resigns/Delegate who resigns. We note that the by-laws currently do not state how this should be done aside from stating that it should be done 'immediately'. Table this item to the next meeting.

Agenda Item 3. Biographical sketches required of LSB candidates Israel feels that the by-laws should state that an election booklet should be created to delineate election policy. Lydia suggests that something should be inserted into the by-laws that requires that candidates for LSBs submit a biographical outline/resume that would be included in the booklet that goes out to members along with the candidate statement. Grace suggests that there be a by-laws amendment that specifically states what should be in a biographical outline that might include: education level, specific skills, job history, organization history that would show skills related to LSB duties, etc. Lydia, Israel and others feel that specific wording would make the amendment too difficult to pass. Table this until exact wording can be worked out. Work out schedule for next year's governance and by-laws working group meetings:

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APPENDIX F Report of the Finance Committee

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APPENDIX G General Manager's Reports

#### **DEVELOPMENT**

#### **Fall Fund Drive Update- Summary:**

Pledge 1,088,273.70 Web: \$56,725

9491 Pledges made.

Payment in of 7577 pledges paid or \$843,613.07 for a Fulfillment of 79.8% as of 12/7/05

#### **Major Donors:**

In the last month: \$5500- non-fund drive

Major donors being called, thanked and asked for appointments.

Example: Being Planned for Jan.- KPFK to host Brunch at Friendship Manor in Isla Vista with select group of Santa Barbara donors arranged through major donor Art Schwartz. Brunch can handle 15 people and costs \$3.50.

#### **Direct Mail:**

September 15 - to 32150 mailed; Total Income date as of 12/7: \$44,541.41

#### **End of Year Direct Mail:**

Dropped in early December.

#### **Planned Giving:**

We added check off on direct mail response slip as follows:

- I am thinking about including KPFK in my Will or Estate Plan.***

***I would like someone to call me with more information.***

DD reviewing KPFA site for model for KPFK web site on Planned Giving information.

Planned Giving Brochure in the works.

#### **Car Donation: Total since start of program: \$8941.80**

Charitable Auto Resources, Inc. Successful, easy to implement program.

Special toll free # is (877) 573-5288 (877-KPFK-AUTO) and button on KPFK website.

End of year holiday appeal for car donations will run through Dec. 31, 2005

**Voices of Tomorrow-** Youth Training Grant in preparation for first group of ten youth in Spring, 2006

From Community Technology Foundation of California based in San Francisco -- \$50,000 project for youth training in radio and digital technologies for social change.

#### **Proposals Pending:**

California Council for Humanities. Stories of Katrina Survivors in California.

Submitted 12/1/05--. \$50,000 (includes \$25,000 KPFK in-kind services match)

Skyllark Foundation: Submitted Letter of Inquiry on August 12 for youth training. Pending.

Streisand Foundation pertaining to their focus on youth in L.A. for Sept. 1 round.  
Proteus Media Fund is reviewing our proposal for special programming re HIV/AIDS.

**Outreach Committee:**

(Meeting monthly. Development director attends. Chaired by Arturo Lemus)

Final Meeting of 2005 on December 8.

Anticipated:

- Reports back from Subscriptions Director on membership card possibilities & Webmaster to develop on line interactive site for members.

- Creating handouts to stimulate new listeners.

- Build Outreach teams in communities within KPFK signal. Ventura group met Nov. 13.

Development December

- Planning Outdoor screening events.

- Launch Spanish Language outreach.

- Maximize Media Sponsorships with increased tabling and circulating outreach sign up cards for follow-up calls

- Recruit young adults to serve on Outreach Committee.

**€Taste of Pine Avenue€ :**

Fundraising event in collaboration with Downtown Long Beach Associates resulted in \$1000 dispersed to a nonprofit organization in Long Beach serving 50 families who have relocated to Long Beach.

**WEB REPORT FOR  
KPFK.ORG  
Dec 8th, 2005**

Total Website Hits for November, 2005: 3,131,198.

Online Listener Poll - The online polls are a great way for listeners to interact. The current poll running asks whether clemency should be granted for Toolie Williams.

PODCASTS - Our Podcasts are starting to show usage.

The use of the online live feed and the audio archives continue to grow. People around the world are tuning in to our webcasts.

The most popular destinations on KPFK.ORG are:

Listen Live (Live Webcast) - 444,053

KPFK Contacts and Location - 24,030

Audio Archives - 15,131

Program Highlights - 11,169

Film Club Info - 10,988

Something's Happening Program Guide - 5,579

Democracy Now! Info Page - 5,539

Today on Beneath the Surface at 5 pm - 5,466

In depth statistics for KPFK.org can be viewed at <http://www.kpfk.org/awstats/awstats.pl>

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