

Minutes of the KPFK Local Station Board Meeting of 07/01/08

(Draft – Subject to LSB Approval)

A regular meeting of the KPFK Local Station Board was held on Tuesday, July 1, 2008 at the Workmen's Circle, 1525 S. Robertson Blvd., Los Angeles, CA 90035. Ricco Ross served as chair, Sue Cohen as Secretary Pro-Tem. No minutes were approved.

Twenty-one members were present, constituting a quorum: Grace Aaron, Dave Adelson, Jonathan Alexander, Chris Condon, Lich Doan, Israel Feuer, Sherna Berger Gluck, Jan Goodman (left early), Sean Heitkemper (left early), Ian Johnston, Tracy Larkins (arrived late), Ali Lexa, Shawn Casey O'Brien, Shel Plotkin (left early), Reza Pour (left early), Margaret Prescod, Summer Reese, Ricco Ross, Jack VanAken, Donna Warren (left early), Steve Weatherwax, and Yosh Yamanaka.

Two members were excused, having requested an excuse prior to the meeting: Yolanda Anguiano and Leslie Radford.

One member was absent: Gabrielle Woods.

Also present: Executive Director Nicole Sawaya (left early), Community Advisory Board Chair Kwazi Nkruma (left early), Secretary Pro-Tem Susan Cohen, and approximately twelve listener-sponsors.

Authority and Notice: This meeting was authorized by the adoption of a regular meeting schedule on May 7, 2008. Notice was posted on the KPFK web site beginning on June 22, 2008, updated on June 28, 2008 (see Appendix A). Announcements were broadcast beginning seven days before the meeting, pursuant to the schedule recommended in the Foundation bylaws.

I_Call to Order

The public meeting was convened by Ricco Ross at about 7:50 pm, subsequent to the adjournment of a closed session (minutes to be prepared separately). A Minute of Silence was observed in memory of Don White. Delegate Alternate Christopher Bayard Condon was provisionally seated on the LSB, without objection. Jan Goodman was appointed timekeeper.

II_Introduction & Q&A of GM & ED

Pacifica Executive Director Nicole Sawaya addressed the LSB and introduced new KPFK General Manager Sean Heitkemper, who also addressed the LSB. There were questions from LSB Members and approximately seven minutes of questions from the public, answered by the GM.

III_Motion for Excused Absences

Motion from Adelson to excuse the absences of Yolanda Anguiano and Leslie Radford.

Motion passed, without objection.

IV_Review and Approval of the Agenda

Motion from Adelson (as multiply amended) to adopt an agenda.

Motion passed without objection (see Appendix B).

Point of order from O'Brien that amending or rescinding the Ethics Committee motion is improper until the committee has been constituted.

Not well taken. The point is dilatory during agenda approval, but may be in order when an approved agenda item comes up for consideration.

V_ Community Advisory Board Report

CAB Chair Kwazi Nkruma updated the LSB regarding the recently reconstituted Community Advisory Board. Chris Condon withdrew from the CAB to accept the office of KPFK Delegate (see Governance Committee Report, Appendix C).

Motion by Yamanaka to recess for 30 minutes and convene a meeting of delegates to consider recommending approval of proposed bylaws amendments, as noticed.

Motion passed without objection.

The LSB **recessed** for the Delegates Meeting and **re-convened** after its adjournment.

VI_ PNB Directors' Reports

The Directors present reported on activities of the Pacifica National Board.

Motion from Prescod:

Whereas we recognize the high costs of governance, and the need to rein in these costs by any reasonable means at our disposal;

Whereas we acknowledge, with gratitude, the efforts being made to cut costs of the "in-person" PNB meetings for the remainder of the calendar year;

Whereas the Pacifica Foundation finds itself in a grave financial crisis, where every expenditure must now be weighed as to how vital it is to our survival as a network;

Whereas a July in-person meeting to be held in Washington DC will cost the Pacifica Foundation at least \$20,000;

Whereas the Pacifica National Board in supporting a July 2008 in-person meeting is running counter to strong urgings from our Executive Director and Chief Financial Officer to reduce the number of in-person meetings;

Whereas the despite the serious financial crisis facing the foundation, the Pacifica National Board has directed the CFO of the Pacifica Foundation to extract cash directly from fund drive receipts to fund a July in-person meeting;

Whereas several members of KPFFK's staff strongly oppose this action by the PNB and suggest that the PNB explore alternative and cheaper methods of meeting;

Whereas at least 2 member stations have already passed a motion allowing the PNB, given the present financial crisis to by-pass the by-laws requirement for 4 in-person meetings per year;

Whereas thus far 43 KPFFK listeners and some staff have signed a statement of concern;

BE IT RESOLVED THAT

We the KPFFK Local Station Board, strongly encourage the PNB to find an alternative method of conducting the business of the Foundation without a July in-person meeting that will allow for full participation of the Pacifica National Board as well as listener members and staff of the DC station WPFW.

Motion passed by a roll call vote after five minutes of public coment.

Yea- 8 (Adelson, Alexander, Gluck, Johnston, Larkins, Prescod, VanAken, Weatherwax)

Nay- 7 (Aaron, Condon, Feuer, Larkins, O'Brien, Reese, Yamanaka)

Abstain- 2 (Doan, Lexa)

Motion from Gluck to continue this meeting to the next scheduled LSB meeting.

Motion passed by a show of hands.

Yea: 8; Nay: 4; Abstain: 4

Notice from Reese that the Finance Committee will meet the evening of July 22, 2008 so that LSB members can provide input to FY'09 budget discussions.

Motion from Gluck that the chair after polling the body by email should call a special LSB meeting to discuss the budget.

Motion passed by a show of hands.

Yea: 16; Nay: 0; Abstained: 0

XI_ Listener Comments

About 10 minutes of public comment was heard.

Motion from Aaron to adjourn.

Motion passed by a show of hands.

Yea: 8; Nay: 4; Abstained: 4

The meeting was **adjourned** at 11:25 pm.

Susan L. Cohen
Secretary Pro-Tem

Appendix A – Meeting Notices

NOTICE - KPFK LSB Closed and Open, 07/01/08, 7:00 pm

The KPFK Local Station Board will meet in closed session regarding legal matters at 7:00 pm on Tuesday, July 1, 2008 at The Workmen's Circle, 1525 S. Robertson Blvd., Los Angeles, CA 90035-4231 (310-552-2007). A regular meeting, open to the public, will follow immediately after the conclusion of the closed session at approximately 7:45 pm.

The Workmen's Circle (<http://www.circlesocal.org>) is a few blocks south of Pico Blvd. on Robertson. By freeway, take the 10 Fwy to Robertson and go north on Robertson for under 2 miles. For exact directions enter starting and ending addresses and zipcodes at <http://www.mapquest.com/directions/>.

Refs:

<http://www.kpfk.org/lsbpbmenu/93-calenderandnotices/564-lsb-closed-and-open-07012008-700-pm.html>

http://www.kpfk.org/eventcal.html?task=view_detail&agid=90&year=2008&month=07&day=01

<http://disc.yourwebapps.com/discussion.cgi?disc=165346;article=39749>

<http://disc.yourwebapps.com/discussion.cgi?disc=203188;article=10875>

UPDATE - KPFK LSB & Delegates, 7/01/08, 7:00 pm

The KPFK Local Station Board will meet in closed session regarding legal matters and member discipline at 7:00 pm on Tuesday, July 1, 2008 at The Workmen's Circle, 1525 S. Robertson Blvd., Los Angeles, CA 90035-4231 (310-552-2007). A regular meeting, open to the public, will follow immediately after the conclusion of the closed session at approximately 7:45 or 8:00 pm. At the open meeting, there will be offered motions to amend and/or rescind the motion adopted on 5/07/08 authorizing the formation of an LSB Ethics Committee. The LSB meeting is expected to recess for a period mid-meeting to allow the convening of the KPFK Delegates for consideration of a proposal to amend the Pacifica Bylaws similar to what has been proposed at KPFA (see text below).

The Workmen's Circle (<http://www.circlesocal.org>) is a few blocks south of Pico Blvd. on Robertson. By freeway, take the 10 Fwy to Robertson and go north on Robertson for under 2 miles. For exact directions enter starting and ending addresses and zipcodes at <http://www.mapquest.com/directions/>.

Meeting as Delegates on May 10th in Berkeley, the KPFA LSB passed the following in a vote of 10 yes - 7 no - 1 abstain:

That the KPFA LSB Proposes the following Bylaw Amendment to the Pacifica National Board.

Proposed Amendment:

ARTICLE SIX, SECTION 1:

MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. TIME AND PLACE OF MEETINGS

The "Annual Meeting" of the Board of Directors shall take place in late January each year, or at such other time and place as agreed to by a majority vote of the Board of Directors. The Board shall also meet in person no fewer than three other times each year, unless by a two-thirds vote, the Board determines that financial or other emergency conditions require canceling one of the other three meetings. In the event that such an in-person meeting is cancelled, the Board shall arrange for a telephonic and/or electronic meeting that includes provisions for public comment during the meeting by broadly accessible means. In-person board meetings shall rotate among the five Foundation radio station signal areas except when the board determines by a two-thirds vote that financial or other emergency conditions require a modification in the rotation order. Each signal area shall host an in-person board meeting at least once during any 24-month period but no more than once in any 12-month period.

SECTION 3. TELEPHONIC MEETINGS

The Board may hold meetings by telephone conference, video screen communication or other communications equipment, provided, however, that telephone appearance at meetings scheduled as "in-person" meetings is not permitted. Participation in a telephonic meeting under this Section shall constitute presence at the meeting if all of the following apply:

- A. Each Director participating in the meeting can communicate concurrently with all other Directors.
- B. Each Director is provided the means of participating in all matters for the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Foundation.
- C. The Board has a means of verifying that the person participating at the meeting is a Director and that all votes cast during said meeting are cast only by Directors.

Posting References:

<http://www.kpfb.org/lspbmenu/93-calenderandnotices/564-lsb-and-delegates-closed-and-open-07012008-700-pm.html>

http://www.kpfb.org/eventcal.html?task=view_detail&agid=90&year=2008&month=07&day=01

http://www.pacificafoundation.org/pnb/component/option,com_events/task,view_detail/agid,122/year,2008/month,07/day,01/Itemid,48/

<http://www.kpfb.org/pacalendar/calresults.php?formresult=770&eventdate=20080701>

<http://disc.yourwebapps.com/discussion.cgi?disc=165346;article=39754;title=KPFB%20Listener%20Forum>

<http://disc.yourwebapps.com/discussion.cgi?disc=203188;article=10881;title=KPFB-fm%20Chat>

Appendix B – Amended Agenda

I_Call to Order

II_Introduction & Q&A of GM & ED

III_Motion for Excused Absences

IV_Review and Approval of the Agenda

V_Community Advisory Board Report

[Recess for Delegates Meeting]

VI_Pacifica National Board Directors Reports

VII_Committee Reports

A-Finance; B-Outreach; C-Personnel; D-Programming Oversight; E-Governance

VIII_ Unfinished Business (Constituting the Ethics Committee)

IX_ New Business

A-Motion to rescind Motion to form Ethics Committee

B-Motion to amend Motion to form Ethics Committee

X_ Listener Comments

XI_ Adjournment

(Consistent with Board Policy the Chair will call for Public Comment at various points in the agenda. Any unused portion of the 30 minutes assigned to Public Comment will be used in Agenda Item X)

Appendix C – Governance Committee Report

Report of the KPFK Governance Committee

The KPFK Governance Committee met on Thursday, June 26, 2008 at the Peace Center. Members in attendance: Ian Johnston, Sherna Gluck, Jonathan Alexander, Shawn Casey O'Brien, Grace Aaron, Ricco Ross, Tracy Larkins, Lawrence Reyes, Leslie Radford, Israel Feuer, Jack VanAken and Chris Condon

Community Advisory Board membership and LSB Committee membership

The following information has come from the PNB Chair regarding questions of overlapping membership between CABs and the governance structure:

From: sherrygendelman@aol.com
Subject: Fwd: CAB's and our stations
Date: June 13, 2008 4:29:08 AM PDT
To: pnb@pacifica.org

Dear PNB members: Nicole Sawaya has informed me that she is in the process of having the GM's certify that each station has a CAB per Corporation for Public Broadcasting requirements. She asked that PNB members inform their LSBs of the following:

“All members of the PNB, the LSBs, or of any committees or subcommittees thereof (including non-board members) must not be serving concurrently as members of station Community Advisory Boards. This is part of the CPB requirement to maintain the separation of the CABs from governance.”

Thank you all. Sherry Gendelman

Submitted, Jack VanAken, KPFK Governance Committee Chair