

Minutes of the KPFK Local Station Board Meeting--December 6, 2008

A meeting of the KPFK Local Station Board was held on Saturday, December 6, 2008 at the Echo Park Methodist Church, 1226 N. Alvarado, Los Angeles, CA 90026. Ricco Ross Chaired, Sue Cohen served as Secretary Pro Tem.

**Twenty delegates were present, reaching quorum:** Grace Aaron, Dave Adelson (late), Jonathan Alexander, Chris Condon, Israel Feuer, Sherna Gluck, Ian Johnston, Rufina Juarez (late), Tracey Larkins, Ali Lexa, Shawn Casey O'Brien, Reza Pour, Margaret Prescod (had to leave early), Leslie Radford, Ricco Ross, Jack VanAken, Donna Warren (left early), Steve Weatherwax and Yosh Yamanaka

**Also present:** General Manager Sean Heitkemper, and secretary Pro Tem Sue Cohen and a large turnout of listeners from the community.

**Absent were 6:** Yolanda Anguiano, Jan Goodman, Summer Reese, Donna Warren, Gabrielle Woods, Lamont Yeakey

**Six members were excused,** no objections: Jan Goodman, Lamont Yeakey

**Authority and Notice:** This meeting was scheduled by the LSB at the February 9, 2008 regular LSB meeting. A preliminary notice was posted on the KPFK website on February 23, 2008, and updated on February 27, 2008 (see Appendix A).

**I. CALL TO ORDER, WELCOME & ACKNOWLEDGEMENTS, CALL OF THE ROLL, MOTION FOR EXCUSED ABSENCES, REVIEW AND APPROVAL OF THE AGENDA, APPROVAL OF MINUTES**

The **LSB** meeting was **called to order** at about 1:40 p.m.

**Roll was called**

A **motion** was called to excuse the absences of the following members: Jan Goodman, , Lamont Yeakey  
**Motion passed,** no objections.

**The agenda was distributed** see APPENDIX A

**It was moved to strike III,** no objections, passed

**Moved to allot** 1:45 for public comment  
55 mins. Max (?)

**Moved to approve as amended, Gluck,** passed without objection

**Moved to delay** approval of minutes  
No objections, approved  
By Dec. 31 new ones must be nominated

Point of information- public- how many to elect?

IV Election of Officers

**Move-Governance committee** Van Aken recommends that a special rule be applied to postpone election to January meeting

13, 1, 1, passed

The secretary and treasurer are not LSB members, and are volunteers

Must elect 4 Directors in January, elected for 1 year

1 staff and 3 listener delegates.

Discussion to include the following: alternatives to loan; responsibility of PNB delegates to consult with LSB and listeners; appropriate use of Executive Session

:50 minutes for item

Each :90 secs

Got a listener to volunteer to keep time

**VanAken-** Gave out information for the listeners (and all) about how we got here.

The Iraq war was a boost in income, All units got too comfortable and added staff & projects, Salaries & related, We paid down the 5 million surplus in 2001, 2002, The surge in funds was seen as an Aberration 2005,6,7 at that time, The stations were supposed to be keeping a surplus, When told to economize Pacifica likes to spend, not cut, Last year the surplus was used up, The Lines of declining income and increasing expenses crossed each other (this is a simplification), In March we heard that we (Pacifica?) were hemorrhaging money, KPFFK stopped paying its central services money, about 18, 19%, That included Democracy Now, and FSRN, Cash flow problem, When ED was hired she gave dynamic solutions, A Plan was worked out in closed sessions a reorganization plan, Some folks were laid off, Only September layoffs were approved, Some folks left by Attrition, Maybe they have 5 to 8 Full time Equivalents, Reorganization: line of credit of \$300k was taken out against a \$400k cd, It was gone quickly, A Loan 1 million dollar loan (it grew to) with collateral of KPFA's building was proposed, It Changed in Nov. 9 to KPFFK's building, There's little Accountability

Figures were given that indicated that a loan was absolutely necessary

The ED was not in favor of using KPFFK building as collateral, said they should use KPFA building Language slipped into a motion (at a PNB meeting) that we have to develop a policy to do underwriting

The Governance process has been corrupted by money among many not mainly any one or group WBAI is said to be worth ¼ of a billion, What is the value of KPFA's building, Why is there suddenly a crisis, It was hard to find out what happened for the PNB also, financially, The GM's are now having weekly meetings

Ian-re Jack from 2000-2004 there was a fundamental weakness in programming

Finances at KPFFK was seeming to be slightly better, now it's worse

Staff has been getting bonuses(?)

PNB Member report-Yosh-E.D. Sawaya was talking about KPFA because environmental report has been done

Aaron-PNB finance committee member's report, only person here on national finance committee (Reese had to work)

Has Chosen to respect that executive session confidentiality (there were 2 reasons for the executive session)

Now can't pay bills, National Finance Committee spent a huge amount of time to work out budgets for the units and national, Income and listenership are both down with similar looking graphs, WBAI owes \$100k to national, (Aaron) Loan Application Not acceptable in present form, We have not shown that we can manage ourselves, KPFA has reserves, KPFT is going into the red, WPFW is going behind, WBAI not solvent, KPFK is recovering, This was covered by national reserves, now there are none,

In 07 the deficit was mainly due to legal problems, The 3<sup>rd</sup> largest expense is from lawsuits, approx \$5 million during last 5 years or so, We have 22 sexual harassment cases now \$199K for year 2007 legal fees

Layoffs produce severance costs

\$200k legal expenses, \$100k for Democracy Now, \$300k Wells Fargo,

Lots of KPFK workers are not in AFTRA

You should ask the workers why all this happened, they know

There is no worker protection in hiring and firing procedures

If you had good sexual harassment policies and procedures you wouldn't have the lawsuits

We need legal and financial second opinions

Legal suits are the rule not the exception

Public: why are you meeting without exact figures? Etc.

We need a policy on underwriting, against it

PNB needs to take responsibility, make layoffs where necessary including GMs if appropriate  
Vote on more than :90 secs

**Move:** to extend 5 mins, (compromise), no objections, passed

A plurality can stop an action, it's hard to do anything, There was a surge of income when we got the network back, We need a sustainable plan before accepting the loan, Changing programming is always a political war, Any loan must have conditions, It's a loan, not a line of credit, governance people who despise each other have to work together, but frequently don't

Public: Why a million dollar loan on a building worth much more? Why 30 years, how will the organization pay it back

The stations have an unequal responsibility to pay it back,

KPFK's building is worth more and would be easier to be foreclosed upon is why they chose it

We have no guarantee that it won't all fall on KPFK & its supporters

There are always warring factions

This is not a movement or a religion but a radio station, and dysfunctional

**Point of information** a motion is on the floor

**GM report**-The Best year was 1.15 % percent of total Pacifica \$22 mil  
Juarez-Where is the statement of financial info I asked for last meeting  
Operation USA ?

There will be a phone bank the week of the 15<sup>th</sup> to garner unpaid pledges, Hope to gain \$30k from a Direct Mail, There will be a pledge drive in which medical supplies for the needy is their thank-you gift to local health clinics, health care being inadequate in the US, KPFK has around \$700K in unpaid pledges, Town hall coming up-several times per year, All station meeting is coming up Dec. 20? IPC was interim program council, Site issues-air conditioning is incapable of serving the whole building, will cost tens of 1000's of \$ to fix

**Public GM Q&A** what is the value of KPFK's building- don't know, Why not?

In the process of changing programming your friends will get air time

What is left of the IPC,

The PrOC has no power, really

No one will benefit by favoritism from me (GM)

Zuberi will present to the finance committee and they will bring recommendations to the LSB

In 1976 KPFK's building was valued at over \$500k; His location has multiplied in value 8 times, and KPFK's location is better, The value may be 4 to 8 million he guesses

Juarez: Requests that the GM submit a comparison of staff structure before and after the changes, in writing

The 140k come in LA is the listenership we have, Operation USA is telethon, Operation collective cause, Problem is what about donor fatigue, burnout

We should get outside input on programming

We get more money from fewer people than other local public radio, 10% of our listeners contribute,

The alternative is off-air fundraising

Were the 350k\$ staff cuts not enough?

\$150k in December

KPFK is \$400k in arrears

**Public comment**-power politics is delaying solving problems

Now he has to listen to other sources than KPFK because of weak programming

KPCC, CSPAN have call-ins he can get involved with, so he listens to them instead

Radioforall.net is a good source

The Aware show and other programming is embarrassing

Candidate slate card last year cost \$7000, done by 1 faction

Now you see KPFK's factionalism problem

Chair-Give a chance to other people from public while they are here

*We note that some people are leaving*

**Point of order**- Johnston- disruptions are due to a lack of control of meeting

Listeners need to be kept to time also

Personal attacks are not allowed

This member continues to disrupt, needs to be controlled

Leilani-I cover progressive issues, works here at this time, farm workers, unions

What corporation would support these kinds of issues? None, Walmart?, KCET? no

We should take 10 minutes to talk one on one

**Move**-Gluck-Let's have 2 minutes of silence

Restart

**Chair-** You speak loudly, and feel strongly, but that doesn't mean you're right

Hear from public

I told him 3 times to leave the room, he did not, so I just don't hear or see his requests any more

Back to loan

**Public**

Move to Extend time to discuss the loan

Contains 10 minutes for other issue

Extend 20 minutes, there are objections

:90 secs. Each, on 2 issues

Johnston-move the meeting forward

I Asked Johnston to leave the meeting 3 times,

After 3 times having told him to be quiet and don't interrupt without being called upon

and a Pledge Drive

Point of personal privilege O'Brien jumps the queue because you named him in your statement

Committee to strengthen KPFK still has a website and collects money and uses KPFK's name

There was a Slate mailed out to take control of LSB

We need a network-wide fundraiser

Larkins-Staff can usually always get what they want, can get their friends as programmers

You have threatened bad things like selling WBAI, layoffs, they are clearly against the mission, We should have Pledge Drives to fix the problem

**Motion:** Preface, (should be stricken? No time to vote on this) In light of the resignation of Pacifica's Executive Director and stalemate factionalism on the National Board, Pacifica finds itself with crisis-level budget shortfalls and an application-in-process for a \$1 million mortgage collateralizing KPFK's building. This "solution" has resulted in a chaotic blame game and even broader geographic and ideological factionalism through the network, with some station Staff calling for the sale of another station's frequency rather than their building being mortgaged, board members suggesting bankruptcy might not be so bad, and others suggesting Pacifica begin to accept underwriting and hire professional financial consultants (rather than an Executive Director, as called for in the Bylaws).

*I have been instructed to include all printed motions passed out*

**Motion:** Noting the mission statement's clause that Pacifica "shall be as nearly self-sustaining as possible", the KPFK LSB requests that, in the absence of an ED, all 5 Pacifica station managers coordinate with each other to hold an immediate emergency on-air mini-fund drive to raise the financial shortfalls via Pacifica's traditional/founding revenue-generation method, in accordance with its mission, rather than incur liabilities to the Foundation by mortgaging or selling any station assets.

Preface may be stricken from minutes:

**Public** postponing the discussion of the **preface** needs to be happening

Discussions need to be on-air

Listeners didn't hear about this 'til yesterday

Such important information should be on line, and have input on line

You should use this bully pulpit to motivate listeners to contact the PNB among other things

Use the yahoo group also

Why did you not report to the listeners on air about this problem

Amend-strike the preface

The people will contribute more  
Most irresolute problem has been (the current loan and money problem) and public didn't know  
Let the people be involved  
We should have this discussion on the air  
As part of Pledge Drive? We should have it simulcast with all stations + the Pacifica Archives  
**Move** to strike preface from motion  
We need to have an evaluation of how we got here  
Gluck-motion by Larkins call the questions  
End debate  
Public: you are voting to end public comment  
Y 11, 3, 1 passes  
**Motion** Larkins-15, 0,2 passes

Excessive executive session  
Many meetings were done in private executive session by the Chair of the LSB at that time.  
Executive session is called for in cases of personnel, or of lawsuits in litigation  
Delegates and PNB shouldn't be making these decisions without prior consultation with LSB's & listeners  
**Motion** Gluck-to instruct our PNB delegates to introduce a motion to postpone decisions on any issue that has serious implications for the network until they have an opportunity to consult with their LSBs and the listeners  
**Substitute motion**, Aaron- determine clarify which matters should be in executive session  
**Amendment**-Condon-Strike "Any issue regarding " it's too much, make it more specific  
No, that's my motion  
You're asking to have a referendum on every issue  
National meetings can be heard on line  
Listening to 12 hours a week of all the meetings is ridiculous  
It's not within my capability to send emails and be on the air all the time  
Call the question  
Since it's a new motion we should resume public comment,  
**Public**-Back to public  
Give it up  
You hide behind parliamentary procedure  
Problem is lack of work in advance of meetings so that they can be public  
Why aren't the minutes of PNB and committees made public?  
An example could be underwriting, finances, etc,  
Yosh- 'any and all' is too sweeping, what about the hiring of an ED for example  
Postpone until Van Aken gets clarity on what should be in executive session or not  
It's not practical to say every problem must be brought to the public first  
The Former chair had executive session every meeting  
Most irresolute problem has been (the current loan and money problem) and public didn't know  
Let the people be involved  
**Jack**-all meetings of the PNB that should be executive session; **from bylaws**:  
There should be executive sessions only for Personnel matters, proprietary information, and litigation currently under way, Purchase of property, should be exec session if there is any risk of damage to the business interests

of the foundation

Closed-board shall notice that the meeting will be closed

Post the basis on why it's closed

Motion is unworkable-what things are significant?

**Motion**-lets bring the motion to the governance committee and make it better

Chair will not recognize Johnston, has been asked to leave 3 times

We should put Johnston on the agenda for January meeting for possible censure

A financial firm would go for the expense of programming by "professionals", costs more\_

They would move for national "must-carries", national news, like "NPR lite"

Re: Consulting firm –Dan Segal was executive director interim for a while, now he initiates some lawsuits against us

We need an outside agency to consult & get clarity within our bylaws

We need a Human Resources director

**Public:** what is consultant firm candidate? Gutierrez? Lincoln?

The national Board is considering expensive outside help on programming costing hundreds of thousands for them (\$100k or more), new outsiders in the face of our workers who were laid off

On Financial Consulting from Radford:

One of the duties of this and all Pacifica Local Station Boards is to prepare the station budget. Hiring a financial consulting firm to advise Pacifica potentially impinges on this duty. Hiring such a firm also intrudes on the responsibility of the LSB's elected representatives to the Pacifica National Board to approve a budget without bias, and it threatens the autonomy and even the Mission of Pacifica, which requires that the stations be as self-sufficient as possible.

**Motion**-The KPFK Local Station Board urges the Pacifica National Board not to hire a financial consulting firm at this time.

I fear our bylaws are compatible with corporate, not public radio

This is one reason why we need a second opinion

Our bylaws are used to cover things up

Slate mailing was brought up and partly explained

There is a lack of transparency, things are not followed up, there is factionalism, disconnect

It sounds like Pacifica National is in trouble and KPFK is being called upon to bail it out

The LSB is in a schism with the listeners

Chair is disruptive, doesn't move along meeting

Public

You should Use a flatbed truck with a huge KPFK banner to carry food to poorer areas of LA

You should have more meetings in this part of town

**Chair**- The listeners are speaking the truth, we should work together toward a common goal

This is your station

We want to hear you

30 yr loan, large monthly payments

Risk of bankruptcy with each creditor

Point of order motion is Gluck motion

**Motion** Juarez to extend time 20 mins

**Motion (substitute)**-We should postpone all pending motions and go directly to personnel committee report which includes showing the LSB the survey that we're going to use for the PD evaluation

Question called on substitute motion

End debate on substitute motion postpone all actions & go to personnel business

12, 1, 2 passes

Vote question go to personnel committee report

8,9,0, requires 2/3, fails

PD evaluation form passed out, (can be done any time without a motion?)

**Motion**-Juarez- -let the public continue to speak

Passed, no objections

Approved :20 mins. extension

**Public**- appalling lack of order, chair must control according to your bylaws

All LSB members should know the bylaws & there should be a copy at all meetings

Must also use Robert's Rules, the chair should know them

There's chaos and mayhem

Although I've never seen such agreement

You're just playing a blame game, you are structurally dysfunctional

I don't know if I believe that there is a real financial crisis

You're blaming WBAI, Democracy Now and FSRN

The real truth about what's happening is hidden

Aura said Pacifica has the money to pay FSRN (by email)

They got money from CPB but is sitting on it or it's being spent some unknown place

Taking underwriting would destroy the network, the threat of it would be stabbing Pacifica in the heart

Barnett- When PNB had their meeting, they were like kids in a candy store with the prospect of having the money from the loan

Chair has denied the right to speak to 2 members

Juarez- I remove myself from this meeting (?)

Thanks to folks who came to this meeting

Please look on us with merciful eyes

Increase listenership should be a part of every motion

**Chair**-The chair has the prerogative to ask folks to leave,

It has been said by the public that this meeting is unruly I'm addressing that

These LSB members got together despite their disagreements and got big things done

A budget, a new GM, a new ethics committee, etc

Dave Adelson listens, and had office hours

PNB members should be in constant contact

You're supposed to vote according to your LSB and constituents, the listeners

You are out of touch

You are not listening to listeners, nor reaching them, you're not inviting them to participate, you don't

represent them

There is transparency now that wasn't here a year ago

You allow your friends to abuse others

I don't have any friends on this board

*Some people grumble*

Don't lie to me

You called down Larkins and Johnston, but you let Warren and Condon speak out

I don't care what people say, I'm responsible to the community, the entire board & listeners

I only got on those two because they were so persistent

The National chair said that the loan has been approved today

I contacted the chair of the PNB

Is it a done deal? There's a meeting tomorrow night

Point of information- how can it be approved if the PNB has not met yet?

They will approve loan regardless of our representatives

We don't have enough power

Listeners could contact the PNB, the PNB already know what the KPFK reps. think

There should be carts on the air alerting the listeners to the dire situation that risks our building, but the GM might be liable if KPFK did this

There need to be Changes of cost structure

Dave-on air campaign against with a website

We should have more and transparent Report to the Listeners

**Motion**-Adelson-The KPFK LSB requests that the KPFK GM develop an immediate plan to inform the listeners of the intent to take out a loan using the building as collateral and providing the listeners with the address of a web page that the station will set up to publicly register comments to the PNB regarding this issue.

Aaron- I insisted that they include wording that the loan would not go through unless the PNB votes it so. If they make it happen, they will be vulnerable to a lawsuit. That may be what it takes to force either compliance or a clear statement that they won't comply.

The PNB didn't vote to enact this loan.

Gluck-Call the question

Point of order Van Aken this might be a misapplication of a motion to reconsider

Should have been in that same meeting when put forward again, not now in a subsequent meeting

**Motion** to refer accepted by Gluck

**Motion** to reconsider

We need to be on record anyway

**Motion** -Gluck -We should reconsider the vote to just say no

We should instruct our PNB Directors to oppose this according to the wishes of our LSB

The motion we passed about a plan to become sustainable and to pay back the loan was not passed on to the PNB

**Motion**- Condon- the KPFK LSB is opposed to Pacifica agreeing to any loan using any Pacifica assets as collateral, at this time

End debate 10,1,1

**Roll Call Vote**- Yes: Aaron, Adelson, Alexander, Condon, Feuer, Gluck, Johnston, Lexa, O'Brien, Pour, Radford, Van Aken, Weatherwax

No: 0; Abstains: Larkins, Ross, passes

13, 0, 2

With this they can say it was passed with no objections

Was there a motion passed by us last meeting that was not considered by the PNB?

Dave's motion last meeting was not carried to PNB by our directors

They did not bring up Adelson's motion from last meeting, to have a plan to sustain the budgets and pay back the loan

Point of information if we passed this, will you carry it to the PNB?

Jack 3<sup>rd</sup> part may be unworkable is why-the finance department would have to determine how much of the loan went to each unit and what proportion has to be paid back by each unit

Gluck-when board LSB passes-reps must bring it to the PNB

**Motion**-the KPFK LSB instructs our PNB directors to vote according to the vote on the previous motion regarding the loan

End debate on second motion-PNB, 13, 0, 0

**Roll Call Vote**- Yes: Alexander, Condon, Gluck, Johnston, O'Brien, Pour, Radford, Weatherwax

No: 0, Abstains: Adelson, Feuer, Larkins, Ross, Van Aken

8, 0, 5, passes

You best learn to enact representative democracy

Aaron- if there is a bankruptcy the judge will liquidate the assets he sees fit

A Trustee will deal with the assets

Or selling any frequencies

You first have the obligation to introduce motions from your LSB, then you can amend, object, whatever

Condon-pass the just say no resolution and the directors are responsible to bring our motion to the PNB

From Gendelman this am said the loan is approved by the lender

Condon-accepts friendly amendment-

Who has to sign this on our side?

The PNB open teleconference happened-they voted to submit for the loan,

The lender and the committee met

The loan is there for the taking

PNB should be on record for violating their fiduciary responsibility by taking loan, so if all else fails they can be sued

The Perception from this side of the table is that prejudice by the chair happening in this meeting

**Public comment**-next board member if someone leaves the LSB, is in jail

You have censored Larkins & Johnston

Goodman-The body has to uphold decorum not the chair, chair can ask for noticing in the minutes, etc.

3 violations of decorum-each should be named in the minutes

Parliamentary procedure is followed by the chair, can be appealed by the body

Chair will entertain a motion to take action on these breaches

Public

I move to amend *repeatedly, loudly*

I see no chairperson here, so I must take over this meeting

If you won't listen to me I will turn over this table

This is getting ridiculous

The Chair cannot take away members' votes

**Appeal**-Radford I appeal the action taken by the chair against Johnston

Must have discussion

Call the motion

*Rebellion from some*

She has the right to amend-you are being out of order *shouted & repeated*

I can't even complete a thought and you are letting them interrupt me

You are preventing a vote

Who signed the loan application?

Make sure you know the law before you do anything

LSB members should stay for a vote

Divide the question

You have censored Larkins and Johnston from participating and voting

Aaron was not censored from speaking while the other two were

I read Robert's Rules and it said after the 3<sup>rd</sup> mention, they could be excluded from the meeting

**Radford**-I don't have to be recognized to rise to a question of personal privilege on a motion

You are not conducting this meeting, I insist you do so

*Loudly "roll call vote" and "point of order" repeatedly*

**Friendly amendment**-Alexander-include the word unit instead

Someone says work has been done to unite the Archives with another non-profit

The archives are worried

Condon-"asset"

After a motion is made, it belongs to the body, can't just be changed by the originator

Chair persuaded to reverse his decision

**Motion** -to end debate

10,1,1 passes

**Motion** -against loan

13, 0, 2

**Motion** -to end debate on second motion-passed, no objections

**Motion**-that PNB member must carry motions to national PNB meeting

8, 0, 5

passed

Moved to adjourn, no objections, adjourned

Susan Cohen

Secretary Pro Tem, surely it's obvious

APPENDIX A

Agenda

I. Call to order (Items I,II,III – 10 mins.)

Welcome

Chairs report – Announcement – opening of nominations of PNB delegates

Call of the Roll

Motion for excused absences

II. Approval of Agenda

III. Approval of minutes

IV. Election of officers (5 mins.)

Motion to postpone: The Governance Committee recommends that a special rule be applied to postpone election to January meeting

V. PNB Report (50 min.)

Discussion to include following: alternatives to loan; responsibility of PNB delegates to consult with LSB and listeners; appropriate use of Executive Session

VI. Motion to reconsider (motion on loan) (10 mins.)

VII. GM Report (20 min. including Q&A) Time certain 3:00 +/-

VIII. Committee reports (55 hr maximum, with action items prioritized)

A-Personnel (25 mins) B-Finance (10 mins.) C-Outreach (10 mins.); D-Programming Oversight (5 Mins.); E-Governance (5 mins.) Conflict Resolution Committee (0)

IX. New Business – 0

X. Public Comment

Listener comments

(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.)

XI. Adjournment

(3 hrs.)