

Minutes of the KPFK Local Station Board Meeting of 03/17/05

UCLA Downtown Labor Center

675 S Park View St. 1st Fl, Los Angeles CA 90057-3306

A regular meeting of the KPFK Local Station Board was held on March 17, 2005. The Chair, Don White, was in the chair; Grace Aaron was the acting Secretary. Minutes were **approved** for the LSB meetings of Feb. 5, 2005 and Jun. 19, 2004.

Nineteen Members were present, constituting a quorum: Grace Aaron, Dave Adelson, Rodrigo Argueta, Maria Armoudian, Lydia Brazon, Israel Feuer, Sherna Gluck, Jan Goodman (arrives at 7:25 PM), Terry Goodman, Kimberly King, Sonali Kolhatkar (arrives at 7:35), Arturo Lemus, Casey McFall (arrives at 7:14 PM) Alan Minsky (arrives at 7:26 PM), Ed Pearl, Reza Pour, Margaret Prescod (arrives at 7:14 PM), Donna Warren (arrives at 7:36 PM), and Don White.

Also present: Casey McFall, Treasurer Pro-Tem, and Eva Georgia, KPFK General Manager (arrives at 7:24 PM)

Absent: Sara Amir, Marie Deary, Julie Rodriguez, Madeleine Schwab, Lamont Yeakey

Agenda Item I: Call to Order, Call of the roll, Review and Approval of Agenda, Approval of Minutes, Excuse Absences

Meeting is **called to order** at 7:10 PM

The proposed agenda is amended and **approved** without objection. (See Appendix A)

Approval of Minutes 7:27 PM

Motion: Grace Aaron moves that the minutes for the KPFK LSB Meeting of Feb. 5, 2005 be approved.

Motion passes: Y: 10, N: 0, A: 2

Motion: Terry Goodman moves that the minutes for the KPFK LSB meeting of June 19, 2004 be approved. 7:29 PM

Motion passes: Y: 9, N: 0, A: 6

Agenda Item II. Comments by the Chair [a] CAB [b] Treas. & Sec. elections [c] more [1 minute]

Arturo Lemus is **appointed** Timekeeper for this meeting.

The Chair **proposes** that the deadline for applications for LSB Treasurer and Secretary positions be extended, that the elections be postponed to the April meeting, that on-air announcements recruiting candidates be extended to April 6th, that the four candidates who have applied be informed and asked to attend the April meeting, that any new candidates who apply also be asked to attend, and that the Chair appoint an elections team, poll watchers, and tellers well before the April meeting to facilitate the elections. The Chair asks if there is any opposition to this plan, and there is **no objection**.

Agenda Item III. Report by the General Manager with Q & A [15 minutes] 7:39 PM

A General Manager's Report is presented by Eva Georgia and then she answers questions presented by board members

Agenda Item IV. OLD BUSINESS 7:57 PM

[a] Harrison Weil motion on listener-sponsors submitting agenda items

Motion: A resolution from former LSB Member Harrison Weil, postponed from the agenda of the December 15, 2004 meeting, is read and seconded.

MEMBER PETITIONS TO PLACE ITEMS ON THE AGENDA

Whereas the KPFK LSB wants to encourage grass roots participation in KPFK's governance, and *Whereas* the KPFK LSB can quickly dispose of any motion that two-thirds of the LSB members think is unimportant,

Be it resolved that any written resolution signed by at least twelve (12) KPFK members shall be placed on the agenda of the next LSB meeting, if the resolution is presented to the chair or secretary of the LSB at least fourteen (14) days prior to the next meeting.

Motion to table: Jan Goodman moves that this motion be tabled until a process is developed by the board.

Motion passes: Y: 10, N: 2, A: 4

[b] Leslie Radford motion on banned & fired 8:03 PM

(The Resolution on the Banned and Fired was divided in the 12/15/2004 meeting of the KPFK LSB. A substitute for the major portion of the resolution failed and the major portion of the original motion was tabled in that meeting. Further information about this motion can be found in the approved KPFK LSB Minutes of 12/15/2004, posted at http://groups.yahoo.com/group/kpfklsb_comments/message/467.)

The surviving portion of the divided main motion is as follows:

Motion from Leslie Radford (divided):

Whereas, In recent decades former KPFK management unfairly banned and fired programmers and producers in a systematic attempt to appeal to a mainstream audience; and
Whereas, This practice not only barred these alternative voices from being heard on KPFK's airwaves, but also alienated and disenfranchised communities of listeners; and
Whereas, Michael Taylor's banning and subsequent violent death have come to symbolize this period of aberration from Pacifica's Mission,

Therefore, it is resolved:

That the KPFK Local Station Board apologizes to those who were banned and fired in opposition to the Mission and to those listeners who were thereby alienated from KPFK; and
That the KPFK Local Station Board asks all those who were harmed by this practice to forgive KPFK; and
That the KPFK Local Station Board assures its listeners that it will oppose such practices in the future; and
That the KPFK Local Station Board will make every reasonable effort to remedy the past with efforts to provide programming for listeners disenfranchised by these events; and
That the following statement will be read on the air twice a month during drivetime broadcasts for one year, and be made available to other programmers and producers to air as they wish:

"The KPFK Local Station Board apologizes to those programmers and producers who were banned and fired during prior management in opposition to the Mission, and we apologize to those listeners who were alienated from KPFK by these actions. The KPFK Local Station Board assures its listeners that it will oppose such practices in the future, and will make every reasonable effort to remedy the past by providing programming for listeners disenfranchised by these events. We ask our listeners and those who were our listeners to keep us vigilant and work with KPFK to help us make amends.

Vote after public comment:

ROLL CALL VOTE (10:04):

Grace Aaron N
Dave Adelson A
Sara Amir ABSENT
Rodrigo Argueta N
Maria Armoudian A
Lydia Brazon N
Marie Deary ABSENT
Israel Feuer N
Bill Gallegos N
Sherna Gluck N
Jan Goodman N
Terry Goodman N
Kimberly King N
Sonali Kolhatkar A
Arturo Lemus N
Alan Minsky A
Ed Pearl N
Reza Pour Y
Margaret Prescod N
Julie Rodriguez ABSENT
Madeleine Schwab ABSENT
Donna Warren N
Don White CHAIR
Lamont Yeakey ABSENT

Motion fails: Y: 1, N: 12, A: 5

[c] Flynt/Hustler Magazine letter 8:17 PM

Motion: Lydia Brazon moves that no statement or letter response to Hustler Magazine be issued at this time and that the KPFK LSB appoint an ad hoc committee to develop an appropriate response with regard to the Hustler Magazine issue discussed at the Feb. LSB meeting in consultation with the General Manager and Aura Bogado and that the committee report back to the LSB at the April LSB meeting.

Vote after public comment:

Motion passes (as amended, amendments included in above wording): Y: 11, N: 6, A: 2

[d] listener-sponsors on Finance & GM Evaluation Committees 8:44 PM

Further information about this subject can be found in the approved KPFK LSB Minutes of 02/05/2005 posted on the kpfk.org website.

Motion to refer: Dave Adelson moves to refer the matter of non-LSB KPFK members on Finance and GM Evaluation committees to the Structure/Governance Committee

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

[e] On-air "Report to Listeners" by LSB 8:47 PM

Motion: Dave Adelson moves that as the KPFK management is willing and ready to have an on-air "Report to Listeners" by the LSB that the Programming Oversight Committee work with the General Manager to establish the show.

Vote after public comment:

Motion passes (as amended, amendments included in the above text of motion): Y: 17, N: 0, A: 0

[f] Terry Goodman motion on board training 9:03 PM

The following Motion was TABLED at the LSB meeting of 12/01/2004. The phrase 'to take place in February or March, 2005,' which appears at the end of the text of the motion in the approved KPFK LSB Minutes of 12/01/2004, posted at http://groups.yahoo.com/group/kpfklsb_comments/message/466, was omitted when the motion was put to a vote at this meeting, having become obsolete.

Motion from Terry Goodman:

Whereas: The PNB has budgeted \$25,000 for board training in Fiscal Year 2005, *Resolved:* That the KPFK Local Station Board requests that the Executive Director approve allocation of up to \$4,000 to fund professional board training of the KPFK LSB.

Vote after public comment:

Motion passes: Y: 15, N: 0, A: 2 10:14 PM

Agenda Item VI. KPFK LSB Committee Reports 9:11 PM

Structure/Governance Advisory Committee Report presented by Lydia Brazon (See Appendix B for written report)

Motion from Structure/Governance Committee: That the LSB Structure Committee be empowered to establish a working group to propose formalized written procedures for STV/IRV elections by the LSB or assembly of Delegates that is approved by the Structure Committee and then brought to the LSB for ratification.

Vote after public comment:

Motion passes: Y: 14, N: 0, A: 3 10:16 PM

Agenda Item V. Motion by Rodrigo Argueta/ translation/interpretation 9:30 PM

Motion: That the LSB has a translation system for the Spanish speaking audience for the LSB general meetings. It can be done with a dedicated person appointed by the LSB or by an electronic device if there are many people in the audience and that this be analyzed by the Finance Committee. In this way the Spanish speaking shows can invite people to these meetings. Also, there should be on-air announcements in Spanish of all LSB meetings and that translation into Spanish will be provided.

Vote after public comment:

Motion passes (as amended, amendment included in above text of motion): Y: 16, N: 1, A: 0 10:18 PM

PUBLIC COMMENT 9:41 PM

VOTING ON MOTIONS 10:00 PM

Agenda Item VII. Pacifica National Board/Directors' Report 10:37 PM

Dave Adelson and Casey McFall each give a report about the PNB, no written reports were submitted.

Agenda Item VI. KPFK LSB Committee Reports

KPFK LSB Finance Committee

Casey McFall presents a Report of the Finance Committee (See Appendix C for written report)

Motion: Terry Goodman moves that the recommendations of the Finance Committee be approved as a resolution of the LSB, and offers the following text for that purpose.

Resolved, That the KPFK LSB supports development by the PNB Finance Committee of policies mandating:

- 1) That "bill-backs" from the Pacifica National Office to Pacifica operating units shall include detailed descriptions of costs and supporting documentation including but not limited to receipts, invoices, contracts, financial statements or other items, as appropriate.
- 2) That the National Office shall send to each LSB Finance Committee by April 15, 2005 copies of any CPB funding award letters and other station-specific grant notifications related to fiscal years 2004 through

2006 currently in its possession, and shall send copies of such notifications received in the future to each corresponding LSB Finance Committee within two weeks of receipt.

3) That the National Office shall assist local stations in obtaining credit cards as soon as possible, secured if necessary, so that station managers and foundation officers need not use their personal credit for foundation business.

4) That the PNB Finance Committee work with the National Office to restructure 2005-06 budgets for increased transparency, more workability and greater correspondence in line items to information in other reports.

5) That the National Office should be operated according to the budget approved by the PNB.

6) That the PNB Finance Committee develop a process to be approved by the PNB regarding the accounting, release, and use of "surplus" funds raised by stations in excess of goals.

Motion passes: Y: 13, N: 0, A: 0 10:52 PM

Management Evaluation Committee 10:53 PM

Management Evaluation Form (Management Evaluation Form is appended to these minutes as an MS Word attachment.)

Motion: Terry Goodman moves that an earlier motion to approve the Management Eval Form proposed by the Management Evaluation Committee be taken from the table

Motion passes: Y: 8, N: 1, A: 1

Motion: Sonali Kolhatkar moves that this board adopt the Management Eval Form proposed by the Management Evaluation Committee and fill it out for 2004 and submit it to the April LSB meeting in a sealed envelope presented to the Chair.

Motion passes: Y: 9, N: 2, A: 0

Motion: Terry Goodman moves that the excuses for absences for this meeting be taken up next meeting

Motion passes by acclamation

Meeting is **adjourned** at 11:33 PM

Grace Aaron, Secretary Pro Tem

These minutes were approved on 4/16/05.

APPENDIX A

~~~ KPFK Local Station Board [LSB] Meeting of March 17, 2005~~~

UCLA Downtown Labor Center --- 7:00 p.m.--- Parkview & Wilshire

I. Call to Order, Call of the Roll, Welcome & Acknowledgements, Review & Approval of the Agenda, Approval of LSB minutes. [8 minutes]

II. Comments by the Chair [a] CAB [b] Treas. & Sec. elections [c] more [1 minute]

III. Report by the General Manager/with Q & A [15 minutes]

IV. OLD BUSINESS [a] Harrison Weil motion on listener-sponsors submitting agenda items (10) [b] Leslie Radford motion on banned & fired (10) [c] Flynt/Hustler Magazine letter (10) [d] listener-sponsors on Finance & GM Evaluation Committees (10) [e] on-air "Report to Listeners" by LSB (7) [f] Terry Goodman motion on board training

V. Motion by Rodrigo Argueta/ translation/interpretation [8 minutes]

VI. KPFK LSB Committee Reports [a] Management Evaluation [b] Finance/Development [c] Arts [d] Programming Oversight [e] Committee of Inclusion/PNB Comm. [f] Outreach [g] Structure/Governance [35 minutes with each committee taking 5 minutes as needed]

VII. Pacifica National Board/Directors' Report [30 minutes]

VIII. Public Comment [15 minutes]

IX. Voting by the LSB/ now limited to 2 pro-2 con [7 minutes]

X. Public Comment [15 minutes]

XI. Voting by the LSB/ now limited to 2 pro-2 con [7 minutes]

XII. Next meeting, announcements, adjournment [3]

APPENDIX B

STRUCTURE/GOVERNANCE ADVISORY COMMITTEE MEETING

WEDNESDAY, MARCH 9, 2005

LSB Structure/Governance Committee Purpose: To create and propose to the KPFK LSB, rules, policies and guidelines that are in accordance with the Pacific Foundation By-Laws and Mission that facilitate the

functioning of the LSB. These duties include but are not limited to tasks assigned to it by the LSB and the following:

- 1) Make sure that the LSB is in compliance with the role set for it in the Pacifica By-Laws.
- 2) Monitor the obligations and duties of LSB committees and the LSB as a whole.
- 3) Serve as a conduit for LSB agenda items, determine their appropriateness for the agenda, the date of their placement on the agenda and their priority on the agenda itself as well as the allotment of time given to each agenda item. Also, monitor the disposition of agenda items so that motions that are passed are carried out, motions that are tabled are kept track of, etc.

Example given: The 2004 board should have completed its evaluation of GM and PD according to the by-laws. The Structure/Governance committee should make sure that we're in compliance and when not bring it to the attention of the entire body for compliance resolution.

The committee recommends the following:

To look at mechanisms to more efficiently move forward with our work

That agenda items be sent to Structure/Governance committee 10 days in advance of the LSB meeting <the committee will meet within 7 days prior to the LSB meeting to assist in developing and prioritizing the LSB meeting agenda.

That in the process of evaluating agenda items, the disposition of items such as referring them to an advisory committee, be pursued.

That internal LSB elections be held when our meetings fall on a Saturday.

That Committees bring copies of their reports to the meeting and distribute on the list-serve to minimize the amount of time of their report.

RE LSB referral to the Structure/Governance Committee of listener-sponsor participation in Finance and GM Evaluation Committees, the following were discussed as options:

1. Follow the Houston model with LSB members on both committee with no n-LSB listener sponsors on the committee. (what happens if the Treasurer is non-LSB) don was supposed to consult other LSB Chairs re this issue.

2. If non-LSB listener sponsors serve on either of those committees, that they and LSB members sign a confidentiality agreement.

3. If matters beyond policy and/or that are deemed to be confidential, and are proposed for discussion in the committees, the LSB members may go into executive session. The problem and question with this is, that once the non-LSB member listener sponsors are permanent members of a committee, can they be excluded from the committee's access to information?

As we allotted times to the various agenda items, it became clear that at our next meeting we will need to consider how to accommodate our agenda and still leave room to conduct the bulk of our business. If a 2 hr. meeting is a goal, it becomes a major challenge given that 30 minutes are by-laws required for public comment, LSB voted for 30 minutes for PNB update, an average of 10 minutes each for GM report and Committee reports=2hrs. Realistically, this leaves no time consideration of resolutions etc.

MOTION: That the LSB Structure Committee be empowered to establish a working group to propose formalized written procedures for STV/IRV elections by the LSB or assembly of Delegates that is approved by the

Structure Committee and then brought to the LSB for ratification.

(Not part of the motion: current participants in the working group are: Art Stasney, Roger Zimmerman, Jack VanAken, Fred Blair and Casey Peters.)

#### APPENDIX C

KPFK Local Station Board - Report of the Finance Committee Meetings - March 15, 2005

A quorum of the committee was present

Fiscal Position:

1. Cash position for the station is good at approximately \$900,000.

2. Income for the month of February 2005 was \$ 412,914.

Income for March 1 - 15, 2005 totaled \$ 297,303.

3. Actual expenditures compared to the budget can not be reported due to discrepancies in budgets and financial reporting from the National Office.

4. The recent fund drive exceeded the \$950,000 goal, exceeding \$1,000,000 pledged.

5. The station is maintaining an 85% fulfillment rate.
6. Financial statements are not being submitted to the LSB until a determination of actual variances is made. The committee anticipates that this information may be available at the next meeting.

Issues to be Addressed:

1. Station payments to the National Office (NO) beyond the regular 19% will be addressed by the committee and taken to the National Finance Committee (NFC) for discussion as well. Currently, stations receive an "invoice" for costs incurred by the NO, but those invoices do not include a detailed description of the billed costs. The committee requests LSB support for a motion to the NFC that all "billbacks" include a detailed description of costs and supporting documentation.
2. The station does not receive copies of the CPB funding award letters, contracts, or amounts provided to individual stations. The committee requests that the LSB support a motion to the NFC or the PNB that each station finance committee receive a copy of the CPB funding levels.
3. Currently, the station and the Foundation do not have credit cards. General Managers consistently use personal credit cards for station expenses and are later reimbursed. The committee requests that the LSB support our request to the NFC that local stations be approved to apply for a credit card for local use.
4. The current budget line items do not match other reports and do not clearly indicate the types of expenditures included in each line item. We are requesting that the 2005-06 budget be restructured for increased transparency and workability.
5. The NO has not been operated according to the budget approved by the PNB. Numerous problems result from this issue and the NFC is working to address them. Those issues include extreme discrepancies in reported expenditures, in budget variances and in forecasting.
6. A clear process for budget modifications has not been identified and approved. The committee will be developing recommendations that will facilitate the handling of budget modifications and enable us to utilize funds to meet the goals determined by the LSB and the GM.
7. There is a discrepancy in the amounts determined by the committee and the NO with regard to surplus of funds raised over goal. The committee will meet on March 24, 2005 to address the issue and determine the actual amount of the surplus. The committee requests that the LSB support a motion to the NFC or PNB that a process be determined regarding the release and use of surplus funds by stations.

Respectfully submitted,  
Casey McFall  
Treasurer Pro Tem  
March 17, 2005