

DRAFT

# Agenda

## KPFA Local Station Board

8/18/07

11:00 AM to 4:00 PM

Café De La Paz

1600 Shattuck Ave

Berkeley, CA

ITEM #	Type of meeting:	Regular	
	# MIN.	Agenda Topic	
1	1	Call to Order	Chair
2	6	Introductions & Announcements	Chair/LSB
3	3	Excusing Absent Members	LSB
4	5	Agenda Review and Approval	Chair
5	5	Minutes Review and Approval	LSB
6	5	Consent Calendar	
7	<b>30 minimum</b>	Public Comment	Audience
8	10	Break	All
9	10	Treasurer's Report	Treasurer
10	10	GM Report	IGM
11	10	Committee Reports	
12	15	POSTPONED 5-19-07 – Motion re: PNB Voting Oversight	LSB
13	15	Motion re: Fundraising Premia	LSB
14	15	Motion re: Event Announcements	LSB
15	15	Motion re: PNB minutes	LSB
16	15	Motion re: LSB Code of Conduct	LSB
17	15	Motion re: Program Council	LSB
18	15	Discussion re: UPSO Situation	LSB
19	15	Discussion re: LSB-Management Protocols	LSB
20	15	Discussion re: Scheduling Board Retreat	LSB
21	15	Discussion re: Youth Radio	LSB
22	15	Discussion re: Accessibility	LSB
23	15	Discussion re: Town Hall Meeting on the State of the Media and KPFA/Pacifica's Place	LSB
24	15	Motion re: Community Advisory Board	LSB
25	60	<b>Special Order</b> 2:15 PM Executive Session	LSB only
26	60	<b>Special Order</b> 3:40 PM Adjournment	LSB only

Special notes:

**THIS AGENDA SUBJECT TO CHANGE.**

Times shown are for guidance only, with the exception of special orders.

1	<b>Call to Order</b>	Chair
2	<b>Introductions &amp; Announcements</b> I. Seat & Welcome Akio Tanaka II. Introduction of LSB Members III. Announcements	Chair/LSB
3	<b>Excusing Absent Members</b> I. Chandra Hauptman	LSB
4	<b>Agenda Review and Approval</b>	Chair
5	<b>Minutes Review and Approval</b> I. July 21, 2007	LSB
6	<b>Consent Calendar</b> I. The regular meeting of the KPFA LSB will take place at the Glaser Center, 547 Mendocino Avenue, Santa Rosa on September 15, 2007 starting at 11AM.	LSB
7	<b>Public Comment</b>	Members/ Audience
8	<b>Break</b>	All
9	<b>Treasurer's Report</b>	Treasurer
10	<b>General Manager's Report</b> I. Lemlem Rijio/Interim General Manager	iGM
11	<b>Committee Reports</b> I. GM Hiring Committee II. Election Committee (Henry Norr)	
12	<b>Motion re: PNB Voting Oversight (Richard Phelps)</b>  <b>Resolved:</b> One week before each monthly LSB meeting our PNB members, individually or together, shall present a written report which will include all motions and votes taken at each PNB meeting since the last report. This report may be primarily the PNB minutes and must also show how our PNB members voted on each motion or ruling of the chair that was challenged. The report shall be submitted to the LSB on the LSB list and the first report shall cover all PNB meetings after this motion is passed.  <b>Proposed Substitute</b>  There shall be a regular agenda item under "committee reports" on the LSB agenda for PNB members to answer questions about recent votes and seek input from the body on upcoming votes. PNB reps shall provide the LSB with	LSB

[insert: public] meeting records, minutes, and agendas via email.

The PNB report shall be restricted to questions from LSB members, PNB members' requests for input, and motions advising the PNB.

Brian Edwards-Tiekert

**13**

**Motion re: Fundraising Premia (Richard Phelps)**

LSB

WHEREAS, the primary goal of our Mission is to air news, public affairs and culture that is directed toward peace and social justice, and is of interest to the diverse communities in our broadcast area and not generally aired by the corporate media, and,

WHEREAS, a basic use of radio is to allow people to be present at an important event when not physically possible or to hear the event as soon as possible after it happened and it is still timely, and,

WHEREAS, broadcasting speeches, debates etc. of interest live or closely after they occur has greatly contributed to the goodwill and progressive reputation of KPFA , and

WHEREAS, fundraising is important to support the Mission and for no other reason, and,

WHEREAS, it is contrary to our Mission to make some news, public affairs and culture available only to those with money to purchase it, and

Thus it is Resolved that KPFA shall offer no programs for donation that it has not played in its entirety prior to said fund drive or has scheduled it for play, and does play it in its entirety, within thirty days of its offering. The airing of such programs must be done within the broadcast day starting no earlier than 7 a.m. and finishing no later than 10 p.m. Each such program must be promoted no less than ten times in the two weeks before it is played during the times that it will play and the times that it will be or was offered for donation and at least four times from 7 a.m. to 9 a.m. and from 5 p.m. to 7 p.m.

It is also Resolved that speeches worthy of airing should be played live when possible or as soon after being given as possible and in no event held back for weeks or months to use in a fund drive.

**14**

**Motion Re: Event Announcements (Henry Norr)**

Whereas

- Promoting struggles for peace and justice is an essential part of the Pacifica mission; and
- KPFA currently allows three kinds of public service announcements -pre-recorded announcements ("carts"), community calendar announcements, and "live read scripts" – but all three options are subject to a series of conditions detailed at <http://www.kpfa.org/psa/>, such as
  - "All events must be submitted by an organization that qualifies as tax-exempt under Internal Revenue Service Tax Code 501 (c) 3,"
  - "Organizations are allowed one announcement per month,"
  - "Pre-recorded public service announcements are recorded for events that collect an entrance fee for admission that will benefit a particular cause"

- "Events may not be announced if received less than 21 days in advance;" and

These restrictions make it impossible for many groups to have public service announcements for their demonstrations, rallies, and other events aired on KPFA unless the group happens to have the connections and clout necessary to persuade individual programmers to mention their events; therefore

Be it resolved that

The LSB calls on interim general manager Lemlem Rijio and interim program director Lilley to:

- a) Establish a political calendar, separate from the current community calendar, for listing progressive political demonstrations, rallies, and other events, including those that may not meet the current requirements for the community calendar or other public-service announcements. In particular, the proposed calendar would allow groups that don't have 501(c)3 legal status to submit events; groups would not be limited to one even per month; and the calendar would be updated daily, so events could be included even if submitted with as little as 24 hours lead time before they happen.
- b) Set up a web form, e-mail address, and phone extension through which activists could easily submit events to be listed on the proposed political calendar.
- c) Arrange to have the political calendar posted on the KPFA website.
- d) Direct the news department to announce at least several imminent events on the political calendar as part of regular news broadcasts, like a weather report, including the morning and evening news broadcasts.

**15**

**Motion re: PNB (Richard Phelps)**

Whereas, California Corporations Code Section 6320 requires non-profit corporations to keep minutes of its proceedings, and,

**(§ 6320.**

**(a) Each corporation shall keep:**

*(1) Adequate and correct books and records of account;*

*(2) Minutes of the proceedings of its members, board and committees of the board; and*

*(3) A record of its members giving their names and addresses and the class of membership held by each.*

**(b) Those minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the foregoing....)**

Whereas, California Corporations Code Section 6333 requires that these minutes be available for review by any member of the corporation, and,

**(§ 6333.**

*The accounting books and records and minutes of proceedings of the members and the board and committees of the board shall be open to inspection upon the written demand on the corporation of any member at any reasonable time, for a purpose reasonably related to such person's interests as a member.)*

Whereas, Pacifica Bylaws Article 12, Sections 1 A and 4 also require that

minutes be kept and made available for member review, and,

Whereas, since Pacifica has five (5) stations, some thousands of miles from the corporate headquarters, it has been our practice to put the minutes up on the web site for easy access for all members regardless of their geographic location, and,

Whereas, a recent check of the Pacifica web site PNB minutes section shows that **the last minutes up for public review is March, 2006**, and,

Whereas, last week I sent a message to the PNB regarding this failure to follow the law and our Bylaws and received NO response, not even an official acknowledgment of the problem or my communication, and,

**Thus it is resolved that the KPFA LSB directs its elected PNB members, and each of them, to demand that the PNB do whatever is necessary to correct this violation of law, bylaws and principle of transparency, immediately.**

**Comment:** How can an organization possibly move forward in a responsible manner when there is no chronicle of what it has done, the decisions of the Board of Directors, (PNB). How do the subscribers have any chance of knowing if the PNB is doing a responsible job of advancing our Mission? How do we hold Directors accountable if we have no way of knowing how they and the PNB have voted? Who benefits by any lack of transparency?

**Suggested PNB Resolution:** Minutes of all PNB meetings, in-person and phone meetings, must be transcribed and approved within thirty (30) days or no later than the first meeting after thirty (30) days has expired. No new meetings shall be held unless all the minutes are approved in the time described above and posted on the web site within one week of their approval.

This may sound strict and in fact it is quite liberal compared to most corporations practices. The general practice is to have the minutes of the last meeting approved at the next meeting so that people can go forward conscious of what has previously been enacted.

16

**Motion re: LSB Code of Conduct (Annie Hallat)**

Resolved that the KPFA LSB supports the recommendations of the Executive Director, Greg Guma for making change possible at Pacifica, in these ways:

- that LSB Board members contribute as much as they demand.
- that LSB Boards bring skills and resources together in a spirit of cooperation and mutual respect
- that LSB Board members offer as much positive reinforcement as criticism
- that LSB Board members actually enjoy their time together and see their work more in terms of shared responsibilities than authority,
- that LSB Boardmembers lead by inspiring respect and being the change they wish to see.
- that LSB Boardmembers agree that Pacifica Radio is an educational media organization, not a tool of any movement, group or faction, no matter how just its cause.

that LSB Boardmembers agree that as an educational organization, Pacifica, is dedicated to self-management of information, to empowering people with the capacity for full self-expression, to diversity as well as unity, to freedom of expression as a personal and not an institutional right and the freedom of the

press as the right of people to use all means of communication.

**17**

**Motion re: Program Council (Joe Wanzala)**

Whereas the LSB is charged with "ensuring that programming decisions are made in a fair, respectful and collaborative manner (Article 7, § 3 G). Be it resolved that:

The LSB and KPFA management should work together to develop a set of policies and procedures for programming decisions consistent with the Pacifica bylaws, and to clarify the program council's role, specifically the way in which the Program Council interacts with staff, management and the LSB. A joint management staff and LSB committee should be formed to facilitate this process.

**18**

**Discussion re: UPSO Situation (Sasha Futran)**

LSB

**19**

**Discussion re: LSB-Management Protocols (Sarv Randhawa)**

LSB

**20**

**Discussion re: Scheduling Board Retreat (Andrea Turner)**

LSB

**21**

**Discussion re: Youth Radio (Sasha Futran)**

LSB

**22**

**Discussion re: Accessibility (Chandra Hauptman)**

LSB

**23**

**Discussion re: Town Hall Meeting on the State of the Media and KPFA/Pacifica's Place**

LSB

**24**

**Motion re: Community Advisory Board (Joe Wanzala)**

LSB

Whereas, Section 396(k)(8) of the Communications Act provides that:

"(A) Funds may not be distributed pursuant to this subpart to any public broadcast station (other than any station which is owned and operated by a State, a political or special purpose subdivision of a State, or a public agency) unless such station establishes a community advisory board. Any such station shall undertake good faith efforts to assure that: (i) its advisory board meets at regular intervals; (ii) the members of its advisory board regularly attend the meetings of the advisory board; and (iii) the composition of its advisory board are reasonably representative of the diverse needs and interests of the communities served by such station.

"(B) The board shall be permitted to review the programming goals established by the station, the service provided by the station, and the significant policy decisions rendered by the station. The board may also be delegated any other responsibilities, as determined by the governing body of the station. The board shall advise the governing body of the station with respect to whether the programming and other policies of such station are meeting the specialized educational and cultural needs of the communities served by the station, and may make such recommendations as it considers appropriate to meet such needs. "

(C) The role of the board shall be solely advisory in nature, except to the extent other responsibilities are delegated to the board by the governing body of the station. In no case shall the board have any authority to exercise any control over the daily management or operation of the station..."

Be it therefore Resolved,

- 1) That the KPFA Community Advisory Board (CAB) will comprise a minimum of \_\_\_ members, and a maximum of \_\_\_.
- 2) That \_\_\_\_\_ members of the CAB will be elected to one-year terms by the KPFA Local Station Board (LSB), voting by Single Transferable voting, with such vote occurring not later than July 28.
- 3) That the KPFA Local Station Board Governance Committee will develop a form for candidate statements/résumé's to be posted on the KPFA website so that community members can nominate themselves or be nominated.
- 4) That candidates for the KPFA Community Advisory Board will submit a candidate statement/resume to the KPFA Local Station Board Structure Committee not later than \_\_\_\_\_.
- 7) That no Community Advisory Board member may serve more than 3 consecutive one-year terms, nor more than six years in total.

According to the iGM April 2007 report to the LSB, four community members have been nominated / appointed to the CAB, however the iGM did not provide any names.

Be it therefore resolved,

That the iGM submit the names and relevant backgrounds of the CAB members to the LSB.

<b>24</b>	<b>Discussion re: Pending Bylaws Amendment (Henry Norr)</b>	LSB
<b>25</b>	<b>Special Order 2:15 PM</b> Executive Session	LSB only
<b>26</b>	<b>Special Order 3:40 PM Adjournment</b>	LSB only