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February 21st, 2021 - LSB Agenda (10:30 a.m.)

(180 minutes)

- I. Call to Order / Opening Business (10 minutes)
 - a) Land Acknowledgement
 - b) Roll Call
 - c) Approve Proposed Agenda
 - d) Pacifica Mission Statement
 - e) Consider Excused Absence Requests
 - f) Approve Minutes from previous meeting
 - g) Set Time Certain to Adjourn.
- II. Review of powers and duties of LSB (5 mins)
- III. Discussion of GM submitted report (10 mins)
- IV. Public Comments #1. (7.5 mins)
 - * *Additional Public comments can be submitted at: LSBoard@kpfk.org*
- V. Finance Committee and Treasurer's report and discussion (15 mins)

Reschedule proposed special meeting on finances?

- VI. Public Comments #2. (7.5 mins)
 - * *Additional Public comments can be submitted at: LSBoard@kpfk.org*
- VII. Discussion of PNB Directors' submitted Reports (15 mins)
- VIII. Election of LSB members to PN committees (30 mins)
 - a) Audit Committee (2 delegate seats)
 - b) Committee of Inclusion (1 director seat; 1 delegate seat)
 - c) Governance Committee (2 delegate seats)
 - d) Programming Committee (2 delegate seats)
- IX. Public Comments #3. (7.5 mins)
- X. Committee Reports. (45 mins)
 - a) Governance Committee. (15 mins)

MOTION - To request that at every official KPFK LSB meeting or LSB sponsored event, an appeal for donations will be made.

(P. Roberson, J. Goodman, B. De Soto KPFK LSB)

WHEREAS the financial condition of the Pacifica radio network including station KPFK is in crisis;

and

WHEREAS It is appropriate for listeners, volunteers and supporters to be reminded of the necessity to fund and financially support the network;

BE it resolved that at every official KPFFK LSB meeting or LSB sponsored event, the agenda will reflect a request for donations and the LSB chair, vice chair, or designated speaker will reiterate that the station is funded by grassroots listeners and verbalize the necessity of donations by listeners, by emphasizing the importance to the station of sustainer memberships.

Further, during such meetings an official appeal and request for financial support of the station will be made and a verbal link to a donation portal, or code for text or telephonic donation will be provided and inserted into the chat (if the meeting is by zoom, or similar platform) or other location by the Secretary or another designated person.

- b) Outreach Committee (15 mins)
- c) Fundraising (5 mins)
- d) Programming Oversight (5 mins)
- e) Community Oversight (5 mins)

- XI. Solicitation of committee members (5 mins)
Affiliate Task Force;
- XII. Public Comments #3. (7.5 mins)
- XIII. Set future meeting dates and times (5 mins)
- XIV. New business (10 mins)
- XV. Adjourn

PNB COMMITTEE DESCRIPTIONS:

PNB: Audit Committee: (see attached for more detailed description)

There is a distinction between a Finance and Audit Committees, in that the FC is hands on with every aspect of the daily Accounting process within an Organization, whereas the Audit Committee concentration is more targeted within a specific scope of certain data compilation from a specific list of requirements submitted by an Auditor to the Accounting Department of the Organization. The purpose is to reconcile all data at year end.

This process enables certification of good standing or reasonable financial position by the Organization. In turn, it provides trusted documentation for YE Income Tax filings, provide Financial Statements that are used for Loan applications, Grants, CPB Funding, etc.

PNB: Committee of Inclusion: (from the Bylaws)

Standing committee of the Board to monitor the under-representation of communities in their respective radio station areas. These "Committees of Inclusion" shall include one Director and three LSB members from each radio sta-

tion area who shall be elected by their respective LSBs, and such additional individuals as those four shall choose by majority vote. The Committees of Inclusion will monitor both station programming and staffing in consultation with the LSBs. They will also monitor the diversity of election candidates and work with the LSBs' appropriate committees to improve the diversity of election candidates at the local and national level. These Committees of Inclusion shall monitor diversity participation in consultation with the general manager, local committees and the Board, the status of which will be published and maintained in each respective radio station area. Communities deemed to be under-represented by the Committees of Inclusion will be identified and the extent of their under-representation shall be communicated to the Board, the respective LSBs and any local outreach committees. Station managers and appropriate LSB committees will be expected to consider these communities in their future decisions about staffing, programming, and candidate outreach, subject to any applicable state and federal laws and regulations. All station managers and Committees of Inclusion will report to the Board and their respective LSBs quarterly on the status of diversity within their radio station areas. The Board shall query and monitor radio station areas with identified under-represented communities and any plans for addressing these under-represented communities' increased participation. Where necessary with due notice, the Board will suggest and/or direct managers and committees to implement specific measures to improve the status of under-represented communities in their respective radio station areas. The Board will assist and encourage station managers and Committees of Inclusion in finding new ways to improve recruitment efforts in their respective radio station areas.

PNB: Programming Committee:

Composition of the Committee -

2 LSB's representatives per the 5 Station LSB's plus 1 Affiliate Director.

Function of the Committee to ensure programming and Policies are compliant with the Pacifica Mission and that programming is Mission Driven also the committee vets programming policy and makes recommendations reflecting the same.

PNB: Governance Committee:

To ensure that Democratic Governance Processes according to the most recent Ratified Pacifica By-Laws as stated or restated are moving forward by reviewing propose By-Laws Amendments and all Petitions and Concerns regarding Violations of the By-Laws or any Actions Detrimental to the Pacifica Foundation Network and its Mission. The committee may from time to time address Motion's and Resolution's from the body Pacifica National Board of Directors.

Here is a brief run down on some range of duties of an Audit Committee *(notes by Bella De Soto)*:

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By the way, at Pacifica Foundation, the Audit Committee meets infrequently and only during the auditing time cycle. Normally with the auditors and CPA preparing the documents for the Auditor (s). Some time, the PNB Finance Committee Chair and the Foundation Executive Director attends certain of the meetings.

The key area is the Q&A sessions with the CPA and Auditors, as well their intro to their process. However, an effort to broaden the existing separation bet. the FC and Audit is ongoing...BDS

Excerpts from several material sources, shared at the PNB Audit Committee. These sources introduce various levels at the Audit process.

National Council on Nonprofits:

What is the difference between an audit committee and the finance committee?

The board of directors as a whole has the ultimate fiduciary responsibility for the accuracy of the nonprofit’s financial reporting. Not every nonprofit has a separate audit committee that is responsible for the organization’s internal financial controls and independent audit. In some nonprofits, the finance committee serves the dual role of both finance and audit committee.

The following chart demonstrates the distinct roles of the audit committee versus the finance committee in a nonprofit (Audit Committee Member Roles and Responsibilities, AICPA Toolkit)

Audit Committee	Finance Committee
The audit committee:	The finance committee:

<i>(a)</i> Reviews the organization’s financial statements and other official financial information provided to the public;	<i>(a)</i> Oversees the preparation of the annual budget and financial statements. The finance committee ensures that budgets and interim financial statements are prepared;
<i>(b)</i> Ensures that reports are received, monitored, and distributed correctly;	<i>(b)</i> Oversees the administration, collection, and disbursement of the organization’s financial resources, in addition to the related policies and procedures;
<i>(c)</i> Oversees the organization’s internal controls, including management’s compliance with applicable policies and procedures and risk management (for example, for organizations that are part of a national network, annually reviewing whether the organization meets the re-chartering requirements of its national organization);	<i>(c)</i> Advises the board with respect to making significant financial decisions, such as correcting or restructuring the organization's books and accounting procedures when fiscal problems arise;
<i>(d)</i> Usually oversees the annual independent audit process, including engaging the independent auditor and receiving all reports and management letters from the auditor;	
<i>(e)</i> Reviews the annual information returns (IRS Form 990, related schedules, and forms) and recommends it for approval, signature, and submission by the appropriate officer. The audit committee also transmits the returns to the board for its review before signing and submitting it. The audit committee engages (on the board’s behalf) and interacts with the independent auditor or auditing firm. Many audit firms also prepare the federal and state tax returns for their nonprofit audit clients; and	<i>(e)</i> Oversees the preparation and implementation of the governance policies referenced in the Form 990: conflict of interest, document retention, whistle-blower, review of executive compensation, etc.; and
<i>(f)</i> Reviews the organization’s procedures for reporting problems. The audit committee may exercise primary responsibility to review the whistle-blower policy and process, anti-fraud policies, and policy and procedures related to the discovery of errors or illegal acts, whistle-blower hotline, and other communication methods and determine the process for “special investigations” (whistle-blower allegations, anti-fraud compliance, discovery of errors or illegal acts).	<i>(f)</i> Should ensure that joint membership between the audit committee and the finance committee meets local laws and regulations (if an organization has both committees).
<i>(g)</i> The board may delegate other authority and/or duties to the audit committee.	

More resources on the differences between an audit committee and finance committee:

[Nonprofit Finance vs. Audit Committees \(Minnesota Council of Nonprofits\)](https://www.nonprofitaccountingbasics.org/organizational-structure/finance-committee)
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