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DRAFT AGENDA

LSB Monthly Meeting, November 15, 2020

Teleconference

Local Station Board (LSB) Meeting

Nov. 15th, 2020 - LSB Agenda (10:30 a.m.)

OPEN SESSION

(195 minutes)

- I. Call to Order / Opening Business (30 mins)
 - a) Reading Mission Statement (B. DeSoto)
 - b) Roll Call
 - c) Approve Proposed Agenda
 - d) Approval of Excused Absence Requests
 - e) Approve Minutes from previous meeting

- II. Public Comments #1 (7.5 mins)

- III. Budget and Finance Presentation and Discussion (60 mins)
 - a) General Manager Report & Budget Presentation.
 - b) Finance Committee Report & Response to Budget Proposal.
 - 1. Treasurer Report
 - 2. Finance Chair Report
 - 3. Motion from the Finance Committee:
The LSB does not approve the budget. It fails to meet the requirement of a balanced budget based on realistic revenue and expenses.


- IV. Public Comments #2 (7.5 mins)

- V. Directors Reports & Discussion (20 mins)

- VI. Public Comments #3 (7.5 mins)

- VII. Committee Reports (40 mins)
 - a) Governance Committee. (15 mins)
 - b) Outreach Committee (15 mins)
 - c) Fundraising. (5 mins)
 - d) Programming Oversight Committee (5 mins)

- VIII. Public Comments #4 (7.5 mins)
- IX. New Business (5 mins)
- X. Closing Business (5 mins)
- XI. Announcements (5 mins)
- XII. Adjourn

From: Anyel Z. Fields Anyel@kpfk.org 
Subject: FYI: KPFK Budget
Date: November 15, 2020 at 9:20 AM
To: LSB lsb@kpfk.org
Cc: staff staff@KPFK.ORG, Programmers programmers@kpfk.org, Pacifica Executive Director ed@pacificafoundation.org



I will be at the meeting to work on, discuss the budget, take suggestions, and answer questions pertaining to fundraising/ fund drive, and budget issues.

Attached is the budget and an updated fund drive report for the month of October. The updated fund drive report includes (consolidated total update for Andrea Billows Global Village Specials), member count, and a web break out of the overall totals. It is unclear as to how much the PRA and National fundraiser will affect local fund-raising efforts. In the future, it would be helpful to roll these separate fund drives into the stations' fund drives, ideally as the first day. Having an idea of who supports Pacifica and the respective local station will help us better understand our donors, and possibly many of these donors could be considered super donors. Especially if they have the means to support our organization with major donations, legacy giving, and relationships should be fostered with these donors.

This has been a challenging budget to draft and has gone through several revisions. Especially the moments trying to reach an understanding of a host of issues and the way data is reflected. There have also been many enlightening moments during this process and have helped all parties to understand our finances more. We have also discovered that structural and operational changes will streamline our budget and financial reporting process. Some of these changes will include defining categories and where expenses are recorded more clearly and in lockstep across the network.

For the past four years, KPFK has been recovering from disasters and, in many cases, not of its design. These unfortunate events, mismanagement, neglect, and little to no effort to develop the station and the Pacifica Foundation have contributed to a lengthy healing process.

The healing process has included; reconciling massively unpaid retirement funds, audits, remedying destructive decisions made by the previous official General Manager, paying back misused restricted funds, and the damages caused by reducing the workforce with total disregard to the process and the collective bargaining agreement between SAG-AFTRA's members and Pacifica Foundation DBA KPFK.

For our immediate future in the wake of underperforming fundraising efforts during the pandemic, change in fundraising practices, and fiercer competition for funding, we will be implementing all some of the following:

1. A Fund and Member Drive campaign schedule for the remainder of the fiscal and calendar year.
2. Nontraditional fundraising includes institutional support, added gift campaign, sustainer campaigns, and an end of year direct mail campaign.
3. Improving upon the old Pacifica Membership Model
 - a. Reduce premium costs

- b. Postponed the launch of the Member Benefits program due to the ongoing Corona Virus shutdowns.
 - c. Brought on a volunteer consultant to assist with modern and practical donor stewardship tools and fundraising strategies.
4. Reduction in personnel costs.
5. Reduced production services that were available to volunteer programmers.
6. In current negotiations with SAG-AFTRA
7. Continue to establish operations for grant prospecting and application process, grow our annual grants, and fund specific projects.
8. Improving our programming and opening up the station to new talent, enthusiasm, and community partnerships.
9. Continue to grow our multimedia inventory and build upon the successes of our daily publications to KPFK.org.
10. As we look to the future, I implore that Pacifica changes the level of central services KPFK pays monthly. Perhaps all stations move to a dynamic payment system based on revenues from the previous year. KPFK has spent over \$30,000 more annually than KPFA.

As per the PNB mandate, KPFK reduces its budget and revenue projections by 30%; the following measures have been taken or being undertaken. KPFK shows a projected loss for the period of \$700K compared to a prior YTD loss of \$129K due to a 25% decrease in income from the previous fiscal year.

Revenue

Listener support revenue has decreased by 18% from last year's actual, and total revenue has reduced by 11% from last year's actual.

We are in accord with the Finance committee's suggestion in basing listener support at \$15k per day for six fund drives in the year, which was arrived at based on the historical data. However, we will continue through strong messaging, special campaigns on and off the air, and community partnerships to raise funds throughout the year. None of these additional efforts are reflected or included in projecting revenue in this budget.

We project 128 days during this fiscal year of full on-air drives; this does not include silent campaigns. Silent campaigns are defined as fundraising events that primarily utilize direct mail, social media, email, stream pre-roll, and minimal on-air time to make appeals. These efforts aim at the least disruption to regular programming while still impressing the audience on the importance of donations to support KPFK's programming and operations. We will need the flexibility to do what we must to reach and or exceed financial goals.

Personnel

Four individuals were laid off, one non-union, and three union employees.

All executive managers (including GM, BM, PD, DD, and Chief Engineer) have taken a 10% cut in salary effective on the Sept 30th payroll, totaling a \$35,320 reduction in salary expenses annually.

Grand Total of workforce reductions as of now \$215,320 currently.
As per the PNB's mandate, the iED, Legal Counsel, HR, and the GM are currently negotiating with SAG-AFTRA for the contract renewal. One goal is to reduce personnel costs by an additional \$340k to meet the 30% threshold in reductions as mandated by the PNB.

The negotiations are ongoing; details will not be shared or discussed outside the negotiation table and the PNB executive meetings.

Attached is the less detailed version of our timeline in workforce reductions.

Any additional layoffs come at a cost financially and in our service to the community and volunteers. The average layoff cost is \$26,500 per person.

Central Services

Currently, KPFK has outstanding payments to CS at \$220,974 as of FY2020. Accounts for the second largest expense in the KPFK budget will need to be reduced to achieve a balanced budget.

This should be considered a temporary measure as KPFK restores its revenue levels and takes necessary steps to reduce its overhead, make changes required to grow listenership, and improve fundraising.

Here are what other stations are paying and their respective listener revenue (before 2019)

<u>Monthly Central Services</u>	<u>Listener Support Revenue</u>
KPFA \$34,666	\$2,082,184
WBAI \$16,890	\$1,225,419
WPFW \$15,307	\$1,214,192
KPFT \$11,884	\$701,802
KPFK \$25,780	\$1,724,794 (Proposed)

KPFK is budgeting \$25,780 in central services as opposed to \$36,829.

We have included a \$42,000 interest payment for the JFC loan of \$3.6 million in the budget.

Operations

KPFK has decreased its Telecom services by 23% from the previous year's actual. This includes disconnecting all ISDN lines and currently looking to eliminate all copper line services to VOIP. Some minor investments in infrastructure and equipment may be necessary. This project is now taking place.

KPFK has put on hold any capital campaign to remodel or upgrade the studio equipment at the station.

Repairs and maintenance will be deferred on a priority basis. We decreased the number of

IT monitoring hours on computers being managed through Tech Soup.

Programming

The Consortium Radio Research, a radio data measurement program, will be suspended for a savings of \$17,000 per year.

We have reduced the hours of independent contractors for on-air hosting and producing on-air programming.

Development

KPFK has decreased the number of premiums and relied on inexpensive premiums being offered during fund drives to achieve a 41% reduction in expenses. As we reduce premiums that require mail and rely on digital downloads, we will see an overall decrease in costs in these areas.

With the new Pitney Bowes mail package machine, we should realize some savings on bulk mail packages. The new machine is directly connected to the post office that should reduce our postage cost.

From the Nov 11th Finance Committee Meeting Bella Motions:

That the Finance Committee calls for an Executive Session next Wed., 11-18-20, to review the current status of the deals with the most urgent resolution concerning the status of Union Contracts at KPFK. Further, that Pacifica Foundation IED Lydia Brazon, KPFK GM Anyel Fields, PNB Finance Committee Chair Jim Sugerton be invited to this meeting. Whereas, this area must be resolved ASAP, since the station has no means to sustain itself.

Currently as per the PNB by Grace Arron, Legal Counsel, the iED, and me meet bi-weekly on the workforce reduction, SAG-AFTRA negotiations, and other budget concerns. I do not see a reason why we need to do this locally as the PNB ultimately will decide to approve the negotiated union agreement. 2

In close

KPFK will be ready to pivot and adjust any recovery aspect to a prosperity plan that will need to be fluid to adapt to the changing economy, world circumstances, media landscape and seize upon any opportunities present. We will also continue to engage with NETA in our financial reporting and assessment of our finances, as we have since January.

We met three times with the FC Chair and NETA on the budget, and some of the takeaways included changes in reporting, redefining categories, and what goes in them that need to be done. Correct ways of itemizing some expenses will streamline cash flow reporting difficult. It is recommended that all of Pacifica's business managers and NETA do this. It will help in areas of audits, reporting, and benchmarking the network. We still need to work on some of the structure of the budget.

We are in the process of putting operations in place to have a running cash flow projection conducted bi-monthly, that will help us navigate the thin margins we are operating from.

For the past decade, KPFK and much of Pacifica have been primarily raising revenue on long, urgent cycles that have taken energy away from the pursuit of our mission and a bigger-picture strategy. Living and dying from an on-air campaign to an on-air campaign is not sustainable and works against growing our listener base. Some people want to support KPFK's service and give back to the community. Still, others have a more transactional view, often having a premium/ gift to be the motivating factor to support. We will need to deploy messaging in new member campaigns and focus on presenting the transactional donors to the organization to develop their desire to be a part of something larger than themselves.

Our membership and fundraising priorities include:

1. Streamlining the membership process.
2. Continue our acclimation of Allegiance.
3. Increasing the value of our Member Benefits beyond just the right to vote.
4. Reinstating renewal and end of the year direct mail campaigns that were ceased nearly ten years ago.
5. Focus on donor-centered fundraising
6. Move away from premium driven fundraising practices to member-focused and rely on the stations'/ programs value to its members.
7. Multi-channel promotions for fundraising.
8. Increase listener revenue outside of on-air fund drives through silent campaigns and other off-air fundraising initiatives.
9. Improve station relations with its members.
10. Improve donor service.
11. Provide support and engage with programs that are involved in on-air fundraising. This is a two-way street, and programmers need to engage with the station in these efforts.
12. Nurture a culture of philanthropy at KPFK
13. Develop partnerships with community organizations
14. Seek additional grants.

If we are going to position KPFK and all of Pacifica on a path of growth and more significant income over the years, it will ultimately need seed money/ a considerable infusion of cash to set it on a path beyond recovery. For KPFK, a minimum injection of \$650,000 to vastly improve our cash flow set us on a path of balancing our expenses and giving us breathing room in between drives for other station business, training, and development.

By Pacifica adopting growth strategies if it will stand a chance in remaining relevant in the media sphere, the plethora of media options is growing exponentially. We risk losing relevance if we do not look to invest in our future. Benchmarking ourselves against other public radio stations will help us develop broader strategies and encourage us to pivot when necessary. Benchmarking and essential data will help us better gauge our successes and failures. Strategic business decisions that expanded revenue and organizational

capacity allow for innovation to ensure economic and social values. By focusing on our listening channels' specific expectations and understanding how to communicate with them, we will be in an ideal situation to further develop our media organization that better serves its communities.

I look forward to your comments, questions, and suggestions.

Anyel Z. Fields

General Manager

KPFK a Pacifica Foundation Radio Station

[Without Your Support, organizations like KPFK do not survive](#)

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90.7 FM Los Angeles - 98.7 FM Santa Barbara



OCT 2020
FUND...ted.xls



KPFK Budget
FY202... (1).xlsx

DIRECTOR'S REPORT

BY

JAN GOODMAN

To the

KPFK Local Station Board

November 15, 2020

The report by my co-Director and Secretary of the PNB, Grace Aaron touches on most of the issues dealt with by the Pacifica national board during the last month so this report will just go into some more detail on some of those issues.

FINANCES AND MICROMANAGING

As we are all only too well aware, the finances of Pacifica are very problematic. That is the case at virtually all of the stations except KPFA. However, the focus of the PNB has been on the finances of KPFK virtually to the exclusion of any other station. One aspect of this focus has been that the P can be passed a resolution to have the GM of KPFK and the interim executive director meet with the PNB once a week until the income of the station was aligned with the expenses. This once per week reading was reduced to once every other week after a few weeks. **Query: Is this twice monthly confab on the finances at KPFK a good use of time of the 22 members of the PNB, the GM of KPFK and the IED and/or is it micromanaging?** At this point, the result of attempting to balance the budget has been that the news department of KPFK has been decimated with the 3 people in that department being furloughed, and other cuts are on the way.

LOCAL CONTROL VS NATIONAL CONTROL

Grace mentioned that The PNB passed a resolution to “rectify a flawed KPFA management evaluation process”. In my last report I mentioned that there seems to be a new strategy evolving regarding how minority factions at LSBs around the country are proceeding to achieve their goals, when they are outvoted on the LSB level, but when their compatriots on the National Board are in the Majority. This is exactly what happened with at KPFA, with regard to their management evaluation process. It seems that there is always lots of talk about local control being so important, but whenever the “locals” (an LSB) acts in a way that the National Board majority doesn't approve of, then the national board undoes whatever the LSB did. I'm not expressing an opinion as to whether or not a national board should be involved in this way, (because maybe it should in the abstract) but it could be that people who speak loudest about local control might to be the people who are most interested in reversing LSB decisions that they don't agree with

At Pacifica, the Board Majority sees that no Good Deed Goes Unpunished

At the last LSB meeting we discussed how FJC had offered to extend the \$3.2 loan to Pacifica, after I spoke with them. At the following PNB meeting, instead of nailing down the details of what the extension of the loan should look like or what Pacifica would want to have secured in that loans, or even talking about what alternatives Pacifica has to extend the loan, after going into closed session the PNB came out with a long motion, containing quite a few untrue or deceitful statements censuring me, and making sure that that censure was “public”. It was a perfect example of how the PNB can use up it’s time on personal attacks instead of dealing with the true economic crises facing our network.

I list some of the deceits &/or untruths here, for the record:

“Director Goodman initiated an unauthorized communication with the officers of the lenders to whom Pacifica is obligated” -- Yes, communication by Goodman was unauthorized, but there was no reason or requirement whatsoever that it needed to be authorized, by anyone or anybody, because such a direct communication by a fiduciary is appropriate. (Someone asked “what if everybody did things like this” and the answer is “probably more things would get done and we would not be stuck in gridlock”)

And in the course of her unauthorized communication with the lenders Director Goodman made certain assurances—untrue. Goodman made no assurances of anything as evidenced by the letter from FJC & the letter from Goodman. The letter from Goodman stated that she told FJC “that there was a Bylaw amendment process underway which had the potential of changing the governance structure of Pacifica, **but made it clear that the PNB was divided on the subject.** “ What kind of “assurance” is that? The censure language about her conversation “creat[ing] unrealistic expectations on the part of the lender that make negotiations over the loan more difficult and therefore are harmful to the Pacifica Foundation” is untrue and is simply made of whole cloth.

“And whereas Director Goodman has made public her unauthorized negotiations with the lender, thereby breaching the confidentiality of an ongoing contract negotiation,”

- A. There were no negotiations, authorized or not, Goodman told FJC the facts, and FJC made a tentative offer. She left it for Pacifica to do the negotiations.
- B. There was no confidentiality, because there was no negotiation by Goodman, nor were there “ongoing contract negotiations, by Pacifica”. At least not that FJC was aware of. (FJC had contacted Pacifica to let Pacifica know that one of its buildings was in danger of being sold for past due taxes but those conversations were not “negotiations” and certainly not ongoing, in the normal sense of that word since no one from Pacifica had spoken to FJC about anything in months..
- C. If there were ongoing negotiations, why didn’t the IED or corporate counsel or anyone ever let anybody know about, as they do every other significant issue? (Like the COVID loans, for instance) if there were ongoing negotiations, why weren’t the committees who were charged with dealing with the loans or fundraising or finding some solution to

dealing with the loans ever in informed about these negotiations? The answer: there were no ongoing negotiations.

And whereas Director Goodman has sought to benefit from this unauthorized negotiation with the lender by touting her role in this as a reason to support her attempt to rewrite the Pacifica bylaws,

Goodman did not “tout her role as a reason to support the New Day Pacifica (NDP) bylaws” Goodman simply announced that she had contacted FJC and they had made this offer. Goodman of course has become quite identified with New Day Pacifica bylaws and therefore anything which she does is associated, with NDP--especially by the PNB majority. And that was really problematic for the board majority --that neither they nor the iED, nor Counsel had taken the initiative to do the simple straightforward thing of contacting FJC, that others in Pacifica could have done during the past year to 2 ½ years. Whether they would have been successful we will never know. However, essentially the 3 committees and management had spent a lot of time talking and planning, but not actually removing the sword from over Pacifica’s head. Then, after the offer to extend the loan was made, rather than even starting to focus on the finances, they preferred to focus on criticizing Goodman who actually did something. And then to make it even more clear how focused they were on personal attacks, rather than financial solutions, they made sure to make the censure public. Perhaps it is unclear upon whom this censure reflects most poorly.

THE TARDY/SHAMING ISSUE

As Grace, the PNB Secretary pointed out, in her director’s report, the PNB resolved that if someone were present at any part of the meeting that they would be marked present. However in the minutes of a subsequent meeting another “censure-like” or “shaming” technique peeped its head out, again. This time, the minutes noted who was there at the time of the roll call, and at what point members later appeared in at the meeting. When the question came up as to why the Secretary was noting this after a motion had been passed stating that if someone were present during any part of the meeting that they would be noted present, she said that the corporations’ code required such detailed information. When requested to let the rest of the PNB know what section of the corporations code this requirement could be found she said that she would supply it. At about that point, the issue was referred to the governance committee. That was several weeks ago, and the citation has not been forwarded yet. (When I researched the corporations code I could find no such requirement, but maybe it is there, hiding someplace)

NEW DAY PACIFICA BYLAWS REPORT

NEW DAY PACIFICA had collected about 3500 signatures on a petition to revise the bylaws. They turned them in and asked to have a notice date set, to start the election cycle. To bolster the NDP position that the election process could start in October and extend through the beginning of the year, They pointed to the corporations code section indicating that deadlines should be extended when mailing lists had been withheld, as well as the ruling in the bylaws case that occurred earlier this year, which extended the bylaws election calendar into the next calendar

year. Note the current mailing list was requested in May but has still not been supplied. Access to The out of date mailing list which was current as of January 2, 2020 was not even given until August 2020... However, despite all of this the board majority refused to set a notice date, stating that “they always follow the Bylaws”, although, obviously they didn’t follow the bylaws in giving the NDP people even the old list., for instance.

Don't use my donations to block big changes Pacifica needs

A PNB committee has been formed to respond to emails from listeners to PNB Directors regarding allowing the NDP Bylaws reform to be voted on. Such a response would use Pacifica’s resources to respond, although Pacifica should be neutral on the subject of whether a Bylaws referendum should pass or not. When I asked to be on the committee to form the response, from the PNB or Pacifica, my request was denied. This is like a legislature saying that only those people in favor of a piece of legislation can be on the committee to discuss it. Here is a copy of one of the letters:

“Don't use my donations to block big changes Pacifica needs

I am a listener and regular donor to Pacifica through my local station.

I support Pacifica financially so Pacifica can produce programs I can't hear anywhere else, not to block big changes needed at Pacifica so Pacifica can survive for future generations.

By blocking the bylaws referendum, you will be causing my member donations to be used without my permission for unnecessary legal expenses.

Respect your members’ rights, comply with the law, and set a date for the bylaws referendum.

The only thing that I can see that one could possibly argue with is the question of whether the PNB might be causing unnecessary legal expenses by blocking the bylaws referendum.

The Corporations code and the Pacifica Bylaws both require Pacifica to supply access to a current mailing list within 10 days of being asked. Pacifica has yet to supply such a list, although it was requested in on May 27, 2020 by Beth Kean, who requested access to the list. The Pacifica Board intentionally and knowingly refused to comply with its Bylaws when not supplying this list to her¹. She could go to court today and not only get an order to have that list produced but would also have a right to get attorneys’ fees. The fact that the list was intentionally blocked for these many many months is just the tip of the iceberg of how the Pacifica national board has been flouting the law² and endangering Pacifica’s finances by

¹ Secretary of PNB, Grace Aaron says in urging a vote not to supply the list ““I would like to quote the person who requested the list in question.

‘ My list request is reasonably related to interest as member, because I need to communicate concerning proposed Bylaws amendments ...’ [so she wants to] really quickly to circumvent the increase in the threshold for a petition originated Bylaws amendment. They want to get it under the wire while it is still 1%, before it gets raised to 5%.

² Director Lawrence Reyes' comments re voting down motion to allow NDP access to the list: [1:04:18 – 1:06:00]

Lawrence Reyes

...

creating a situation in which the only way to enforce our very own bylaws is by going to court. One could list 3 or 4 more violations of our bylaws the national board has intentionally done, which may only be able to be rectified by going to court.

Another indication of how our national board is failing to live up to its fiduciary duties is instead of trying to figure out how they might avoid forcing their members to go to court to obtain their rights under the bylaws, the PNB majority is spending their time figuring out how to make their position look tenable &/or NDP look bad. (If they wanted to simply answer the question, why would they want to exclude me from the committee?). (The chairperson of the national board called these letters from listeners spam instead of focusing on their true concern)

“I believe the intent of the person that is seeking the list; I believe the intent is to engage in another referendum that would be detrimental to the network. So ... That makes me feel very uncomfortable. So, I am going to vote down this motion...”

Director's Report for November 2020 by Grace Aaron

Dear KPFK LSB Members,

As I have served 5 years in a row on the Pacifica National Board, I cannot be re-elected to the PNB until I have taken 1 year off. Therefore, I intend to resign from both the KPFK LSB and the PNB at the end of this month. If I resign before the December LSB meeting, my replacement will be able to complete 1 year on this LSB and, therefore, be eligible to run for the National Board in 2022 should she choose to do so. My replacement will be Rocio Rivas, who is on this call. I would like to introduce her to you all.

Quite a bit has happened in both open and closed meetings of the National Board. I have put down just about everything that has taken place in the last month. I have first listed what has occurred in our open meetings and after that I have listed all everything that was reported out from our closed sessions.

Open Sessions Sept. 17, 2020 through Nov. 12, 2020:

On September 17, 2020:

The PNB passed a resolution to rectify a flawed KPFA management evaluation process.

The PNB passed a resolution to allocate \$2,500 to be used in the search for a permanent Executive Director.

The Pacifica National Board adopted a resolution to allow free Audioport access to Pacifica producers so that they can upload their content so it can be accessed and aired by Pacifica Affiliate stations as well as download contents from our Affiliates to air on our stations.

On Oct. 1, 2020:

The PNB passed a motion that only the terms absent or present be reported on the PNB minutes by the Secretary. A member is considered present if they attend any part of a PNB meeting. – Dewayne Lark

(In a later meeting it was decided that this matter would be referred to the Governance Committee.)

The PNB approved the creation of an Ad Hoc Comm on Loan Repayment.

On Oct. 19, 2020:

The PNB decided against opening up a Bylaws Amendment cycle on the grounds that it would not be possible to complete a petition generated bylaws amendment referendum before the end of the year as prescribed by the Pacifica Bylaws.

On Oct. 22, 2020:

The PNB approved a stipend to be paid for a Recording Secretary for the National Board

Be it resolved that the Pacifica National Board approves the expenditure of \$25 per hour for a recording secretary to take minutes at PNB meetings. A maximum of 6 hours per meeting will be allocated for this purpose. The Officers of the Board will be tasked with hiring a recording secretary who will be a contract, part time, temporary employee without benefits paid by the National Office.

The PNB passed a resolution regarding station budgets that came from the National Finance Committee:

The NFC requests that the PNB request that the LSBs submit a proposed draft FY21 budget within two weeks to the NFC. If a budget is not submitted within 2 weeks the NFC will begin to create a budget for the stations based on available financial data." (Passed in NFC: 5 for, 2 against)

Motion passes without objection. 10:13 pm

The PNB approved a motion to create a Listserve so that all programmers are able to communicate to each other.

In the meeting of Nov. 5, 2020 continued on Nov. 12, 2020:

A resolution was adopted to create a Taskforce to respond to examine and create responses to correct factual inaccuracies in emails sent out by New Day Pacifica.

After being informed that the iED would be unable to attend the PNB continuation meeting of November 12th, the Chair and the Secretary sent the following email to her:

On Thu, Nov 12, 2020 at 3:43 PM Alex Steinberg <pnbalex@gmail.com> wrote:

Dear Lydia,

A number of PNB Directors have noticed your absence from recent PNB and NFC meetings. We fully understand how busy you are and how overwhelming the current situation at Pacifica is.

Financial reports from NETA show a dire financial situation across the network.

Reports about KPFT are grim. You have had the names of GM candidates for at least 3 weeks now and haven't made a decision yet. KPFT is badly in need of a general manager. KPFT fund drives are doing very poorly and they don't have the facility to do remote broadcasting we have heard. What happened to the promised Technical assistance they were supposed to get?

The PNB needs an update on the EIDL loan. Is it true that the maximum we can expect is \$150,000, not around \$2 million?k

If you absolutely cannot attend the PNB meeting tonight please send the PNB a written report including an update on:

- a) The EIDL loan.
- b) The KPFT situation.
- b) The KPFA property tax issue.
- c) How much money the Archives fund drive netted.
- d) Update on KPFK Union negotiations and expense cuts.
- e) Other fundraising activities.

We are very mindful of how hard you have been working. We also feel that as Officers of the PNB we have an obligation to address the problems we are facing before they spin out of control.

Alex Steinberg
Grace Aaron

The iED responded:

From: Pacifica Executive Director <ed@pacifica.org>

Date: Thu, Nov 12, 2020 at 5:39 PM

Subject: Re: Some critical items we need reports on

To: Alex Steinberg <pnbalex@gmail.com>

Cc: Lydia Brazon <hlp@igc.org>, Grace Aaron <graceaaron@gmail.com>

1. partly true, after PNO drive on the 17th I'll send raw sources
 2. I should be ready to name the GM by end of next week
 3. The PNB gave the green light, Quincy agreed to pay for legal re writ of mandate
 4. Archives raised \$60,000 vs the \$30,000 raised in March
 5. Warren Anyel Cynthia were on with union into the late afternoon, I did not attend and won't until after the 17th but spoke with Warren and have kept up with their emails
 6. So far for Tuesday, we have John Densmore's (drummer for the Doors) book released on Tuesday, Director, Greg Nava, El Norte, Selena, A Time of Destiny etc., among the draws and a rollout of new Wear Your Mask by several.
- I'm spending tonight nailing down the rundown and premiums. Polina has been key and can fill you in.

On Nov. 14, 2020 the iED sent the following update about the EIDL loan (Economic Injury Disaster Loan) Pacifica has applied for:

Yesterday \$149,900 was deposited to our account by SBA for the EIDL loan.

In the interest of time and my sanity, I'm providing a very compressed account of the events and process in securing the loan.

To recap: As you know, we applied on April 3 on their site which read \$2 million as the loan maximum and we received the \$10,000 in Pacifica's operating account just for the initial application effort. WBAI erroneously applied on April 8 but did not receive the \$10,000 Pacifica did. I placed dozens of calls since May, to SBA, waiting on hold for 4 to 5 hrs each. The response was that the Pacifica initial application of April 3 was still viable but that WBAI's April 8 application was considered the primary application and Pacifica's the duplicate. Finally on June 9, SBA called Berthold to confirm the withdrawal and our expectation was that we would immediately have our case escalated to a loan officer. Unfortunately, they waited until August 27 to re-confirm with Berthold that he had withdrawn WBAI's application. Once again, I was told we would be assigned a loan officer but it wasn't until I contacted former PNB Chair Julie Rodriguez, one of Senator Harris' top advisors. She in turn, contacted the staff member dealing with SBA. Finally on October 19 I received the email below from the loan officer assigned to us and Tamra proceeded with uploading our financial docs to the portal we finally had access to. However, the site now capped the loan at \$150,000. We of course, had read about the reduction in the press in late May re new SBA applications capped at \$150,000 but given our timely April 3 application and the March \$10,000 deposit in

acknowledgement of same, had a reasonable expectation of the \$2 million which I communicated and queried SBA about. This, I believe to be key in appealing this matter at some point, once election issues are resolved and new administration agents named. I believe we still have a case for reconsideration re the \$2 million, I am nothing if not resolute in my quests. For now, we can only factor in what we've received and proceed in December with a primary focus on the FJC Loan.

P.S. The Pacifica National Fund Drive is Tuesday, November 17. The special programming will include interviews with John Densmore (The Doors) re his new book release. Another with Director Greg Nava (El Norte, Selena etc.) and a rollout of wear your mask PSA's. Polina has been essential and tireless in producing, recording, and editing our pre-recorded programs for Tuesday.

Closed sessions from September 3, 2020 through November 12, 2020

Everything that has been Reported Out from the closed sessions of the Pacifica National Board from September 3, 2020 through November 12, 2020:

Report Out from the PNB Closed Session of September 10, 2020 (continuation of September 3, 2020).

The PNB instructed the KPFK GM and iED to expedite the PNB mandated 30% reductions in KPFK expenses.

The PNB authorized a settlement in the Brown case.

Report Out from the PNB Closed Session of September 24, 2020

The PNB continued discussions with KPFK GM, Anyel Fields, iED, Lydia Brazon. and Union Attorney, Warren Nelson, regarding the PNB directed cuts to expenses at KPFK of at least 30%.

The PNB also discussed sensitive financial, legal and contractual matters.

Report Out from the PNB Closed Session of October 8, 2020

The PNB continued discussions with KPFK GM, Anyel Fields, iED, Lydia Brazon. and Union Attorney, Warren Nelson, regarding the PNB directed cuts to expenses at KPFK of at least 30%.

The PNB also reviewed the 2018 Auditor Management Letter, got an update from the iED, Lydia Brazon, about sensitive issues and also got a legal update from Arthur Schwartz, Pacifica Legal Counsel.

October 23, 2020 Pacifica National Board Executive Session Report

Report Out from the PNB Closed Session of October 22, 2020 The Pacifica National Board adopted the following resolution on October 22, 2020. This resolution is to be reported out to the public.

Motion to Censure Director Jan Goodman

Whereas notice was filed on August 8 informing the PNB of a breach of confidentiality by Director Jan Goodman regarding confidential discussions on the KPFK LSB, and Whereas since the notice that was filed on August 8 Director Goodman has engaged in other actions detrimental to the Pacifica Foundation, to wit: Director Goodman initiated an unauthorized communication with the officers of the lenders to whom Pacifica is obligated on in October without the knowledge of any member of the Pacifica National Board or any of its Officers, including the interim Executive Director of Pacifica and the interim Chief Financial Officer of Pacifica,

And in the course of her unauthorized communication with the lenders Director Goodman made certain assurances to the lenders about the possibility of a restructuring of Pacifica and the direction Pacifica is moving toward which may have created unrealistic expectations on the part of the lender that make negotiations over the loan more difficult and therefore are harmful to the Pacifica Foundation,

And whereas Director Goodman has made public her unauthorized negotiations with the lender, thereby breaching the confidentiality of an ongoing contract negotiation,

And whereas Director Goodman has sought to benefit from this unauthorized negotiation with the lender by touting her role in this as a reason to support her attempt to rewrite the Pacifica bylaws,

Be it hereby resolved that for these actions Director Goodman is publicly censured for her unauthorized action and breach of confidentiality. Director Goodman is directed to have no further contact with Pacifica's lender and to refrain from any further breach of confidentiality. Violation of this directive will result in further disciplinary measures.

This motion shall be reported out to the public at the conclusion of the closed session of Oct 22, 2020.
Submitted by Ron Pinchback and Lawrence Reyes on Oct 22, 2020

Report Out from the PNB Closed Session of October 29, 2020

In the Closed Session of Oct. 22, 2020, the PNB authorized an amendment of the Articles of Incorporation approval by a court.

The PNB met with Anyel Fields, KPFK GM, Warren Nelson, Union attorney and Lydia Brazon, iED about expense cuts at KPFK.

The PNB also discussed an extension of the \$3.2 million loan and the New Day Pacifica petition process.

Report Out from Closed Session of November 5, 2020 continued on November 12, 2020

The Pacifica National Board directs the iED to hire a National Election Supervisor to make sure that the membership lists at all stations are up to date and accurate.

That's all folks!

In peace,

Grace Aaron, Pacifica National Board Secretary, Pacifica National Board Chair and iED in 2009, Chair for part of 2019 and iED for 4 weeks in 2019, PNB Director in 2008, 2009, 2015 through 2020.

KPFK Director's Report – Lawrence Reyes 11/15/20

As Chairperson of the PNB Personnel Committee, continues in its Executive Director search with Livingston and Associates as the Search Partner and we are meeting in Executive Session our next PNB Personnel Committee will be convening on Monday, November 16th at 8:30 PM Eastern Time stream on www.kpftx.org

As Chairperson of the PNB Governance Committee will be convening on the November 18th at 8:30 eastern time to address refer motions and By-Laws, Policy Working Groups reports.

PNB Repayment Loan Sub-committee has met and is addressing ideas and proposals to address paying back the FJC Loan and a possible loan extension as it has been discuss with FJC in ongoing Conversation's by PNB Officers, IED and Pacifica Counsel since March of 2020. An unauthorized PNB Director Jan Goodman enter into discussions with FJC willfully without PNB Board authorization leading to Jan Goodman Censure by the majority of the PNB please refer to the embedded Censure Resolution. All PNB Committee Meetings and PNB Board meetings could be stream on www.kpftx.org

Also, I have submitted a Director's Inspection Request to Anyel Fields on Thursday, November 5, 2020 with a request for specific information to be provided with 10 business days cc KPFK LSB Finance Comm. KPFK LSB Treasurer and IED this Director is awaiting a response at this time.

In service to Pacifica
Lawrence Reyes
KPFK Listener's Director
Chairperson of
PNB Personnel/Governance Committee's

Motion to Censure Director Jan Goodman

Whereas notice was filed on August 8 informing the PNB of a breach of confidentiality by Director Jan Goodman regarding confidential discussions on the KPFK LSB, and

Whereas since the notice that was filed on August 8 Director Goodman has engaged in other actions detrimental to the Pacifica Foundation, to wit:

Director Goodman initiated an unauthorized communication with the officers of the lenders to whom Pacifica is obligated on in October without the knowledge of any member of the Pacifica National Board or any of its Officers, including the interim Executive Director of Pacifica and the interim Chief Financial Officer of Pacifica,

And in the course of her unauthorized communication with the lenders Director Goodman made certain assurances to the lenders about the possibility of a restructuring of Pacifica and the direction Pacifica is moving toward which may have created unrealistic expectations on the part of the lender that make negotiations over the loan more difficult and therefore are harmful to the Pacifica Foundation,

And whereas Director Goodman has made public her unauthorized negotiations with the lender, thereby breaching the confidentiality of an ongoing contract negotiation,

And whereas Director Goodman has sought to benefit from this unauthorized negotiation with the lender by touting her role in this as a reason to support her attempt to rewrite the Pacifica bylaws,

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Director Goodman is directed to have no further contact with Pacifica's lender and to refrain from any further breach of confidentiality. Violation of this directive will result in further disciplinary measures.

This motion shall be reported out to the public at the conclusion of the closed session of Oct 22, 2020.

Submitted by

Ron Pinchback

Lawrence Reyes

Oct 22, 2020