

## **Draft Minutes WBAI Local Station Board meeting in Public Session on Mar 8, 2023.**

Attending: Rachel Barr, Scottye Battle, John Brinkley, Jack DePalma, James Dingeman, Eleanor Elizabeth Forman, DeeDee Halleck, Maxine Harrison-Gallmon, Bounnubti Kamenthou, R. Paul Martin, Basir Mchawi, Katherine O'Sullivan, Hazel Pinder, Shawn Rhodes, James Sagurton, Sharonne Salaam, Doc Shya Bey, Max Schmid, Marilyn Vogt-Downey, and Michael D.D. White

Not in attendance: Priscilla Cancar, Jack Devine, Errol Maitland (participated in agenda approval at beginning of meeting, then absent), Andre Ward.

Also Present at the meeting: Kay Williams (Secretary)

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## **Final Agenda WBAI Local Station Board in Regular Session 7:00 PM ET, Wednesday, Mar. 8, 2023 Remote Participation Meeting Via Zoom**

1. Convene meeting- (Ask for recording of the meeting to be started and confirm designated time keeper. Note how chat is to be used.)
2. Adopt Agenda. (20 minutes)
3. Roll Call. (5 minutes)
4. Excuse Absences. (5 minutes)
5. Approve outstanding minutes: February 8, 2023 Meeting (5 minutes)
6. Report from Pacifica National Board Directors. (7 minutes & 5 minutes discussion) - Shawn Rhodes, James Sagurton, Sharonne Salaam, Jim Dingeman.
7. Elect delegates to PNB committees, two each, STV voting (by OpaVote) unless only two non-director LSB candidates:
  - a. Audit (10 minutes)
  - b. Governance (10 minutes)
  - c. Elections- Not authorized PNB this year- (10 minutes)
  - d. Programming- Not authorized PNB this year- (10 minutes)
8. Population of PNB Task Forces- (Voluntary and no limit-- LSB and non LSB-- Latest from PNB is ????? they are not yet authorized and created this year). (3 minutes)
  - a. Technology Task Force (3 minutes)
  - b. Affiliates Task Force (3 minutes)
  - c. Development Task Force (3 minutes)
9. Elect WBAI LSB Committee of Inclusion (1 PNB director and 3 LSB members) (voting by OpaVote) unless no challenge). (10 Minutes)
10. Population of WBAI LSB Task Forces. (LSB only- Voluntary and no limit) (15 minutes)
  - a. Fundraising (5 Minutes)
  - b. Outreach (5 Minutes)
  - c. Town Hall (5 Minutes)
11. Review status of WBAI Standing Finance Committee (1Minute)
12. Radio Committee Motion (10 Minutes) – Shawn Rhodes
13. Review: Creation of Other Non-standing Committees and Review of Status. (5 Minutes)
14. Treasurer's Report. - (10 Minutes report 5 minutes discussion) - R. Paul Martin
15. General Manager's Report. (10 Minutes report 10 minutes discussion) - Berthold Reimers
16. Programming Updates. (5 minutes report, 5 minutes Q&A) - Linda Perry
17. Review of Mechanism for Public To Contact The LSB. (5 Minutes- Possible Resolution from Eleanor Elizabeth Forman) - Kay Williams
18. Report from Community Advisory Board (2 Minutes) - Neale Vos
19. Competing Successfully with the Internet vs And/or Becoming Internet Successful and Recent Anti-Trust Litigation Against Corporate Legacy Media's "Trusted News Initiative"- (5 minutes) - Michael D. D. White
20. Report on Debating Debates Town Hall Discussions: - (3 Minutes) - Michael D. D. White.
21. Discussion: Improving WBAI and Pacifica Reputation and Brand. - (10 minutes) - Michael D. D. White
22. Discussion: Adjournment Time of LSB meeting(s)-(5 minutes) Dr. Shaya Bey
23. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must always begin no later than 9:15 PM.)

- 24. New Business. (5 minutes)
- 25. Adjourn no later than 9:45 PM. (ET)

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7:13 pm ET Meeting convened, a quorum, chair, and secretary being present. Recording started. Marilyn Vogt-Downey accepted role of timekeeper. Michael D.D. White noted how chat is to be used.

7:23 pm ET, Motion (M D D White) To adopt the agenda. Seconded and objected to

The Board discussed the agenda.

7:30 pm ET Motion (Eleanor Elizabeth Forman) To Exempt Zoom Chat from Roberts Rules By Opening It Up For Deregulated Use. (Originally item 19 on draft agenda) Seconded and objected to.

The Board discussed how chat is to be used.

Highlights: Pacifica Bylaws Article 16 requires Robert's Rules be used for all meetings.

Participating in the chat is the same as carrying on side conversations during an in-person meeting when the chair has recognized a particular speaker.

The chat is permanent part of the recordings record of our meetings and if anyone can post anything in the chat, it might not be in the station's best interests.

It is also inaccessible to those who are calling in by telephone and can't see the chat.

The same person who made the argument that it should be deregulated on the basis of free speech, also claimed it wasn't disruptive because it wasn't actually speech.

7:32 pm ET The Chair ruled this motion out of order and would not be added to the agenda.

A member challenged the chair's ruling.

Point of Information: (R. Paul) According to Robert's Rules, if a member objects to a ruling of the chair, the chair can hear two opinions on each side and after hearing them, then the chair can have the final say and then we vote.

The Board discussed the chair's ruling.

7:41 pm ET (M. D.D. White) Call the Question. Voting yes means to uphold the chair's ruling. Voting no is against the chair's ruling.

A roll call vote was taken and the chair's ruling was upheld 10 yes to 5 no with 3 abstentions.

7:55 pm ET Motion (John Brinkley) To extend discussion of the agenda 1 min. Seconded and objected to.

Rather than waste time in another roll call vote, the chair ruled we would hear John Brinkley's suggestion.

John Brinkley stated the Outreach and Fundraising Task Forces were combined last year and he wanted to correct this on agenda item 10.

The Chair asked if there were any objections to correcting this on agenda item 10. There were objections.

The Chair then ruled we would discuss this under item 10 on the agenda.

8:00 pm ET - M. D.D. White renewed his motion to accept the agenda. Seconded and passed without objection.

8:01 pm ET Roll Call was taken revealing 4 absences.

M. D.D. White noted Priscilla Cancar sent an email stating she could not attend today.

R. Paul Martin noted Errol Maitland was present at the beginning of the meeting even though he was absent at the time of roll call and for the rest of the meeting.

Marilyn Vogt-Downey noted that Andre Ward had texted her he was stuck in traffic.

8:06 pm ET Motion (J. Dingeman) To excuse all absences. Seconded and objected to on the grounds that 2 of the absentees haven't been present for several meetings.

8:08 pm ET Amendment (M. D.D. White) If any absences are not to be excused, then all absences are not to be excused, not to select some absences to excuse and others not to excuse. Seconded and objected to.

The Board discussed excusing absences.

Motion (Bashir M.Chawi) To table the motion to excuse absences. Seconded and objected to.

Point of Order (MDD White) What is on the floor is his amendment to the motion to excuse absences.

Point of Order (R. Paul) The motion under consideration is to table the motion to excuse absences.

A roll call vote was taken on the motion to table the motion to excuse absences and the motion to table failed 8 to 10.

Then the Board discussed the amendment to either excuse all or not excuse all rather than be selective which absences to excuse and which not to excuse. This amendment then passed without objection.

Then a roll call was taken on the original motion to excuse all absences which passed 18 yes to 1 no.

8:28 pm ET Motion (M D D White) To Approve Minutes from last meeting 2-8-23. Seconded and passed without objection.

8:29 pm ET Report from the PNB Directors, Shawn Rhodes, James Sagurton, Jim Dingeman, and Sharonne Salaam

Highlights: There is commitment to apply for CPB funding this year. It requires that each station raise at least ½ million dollars a year in non-federal funding sources and presently all stations are doing that. Deadline is May 24<sup>th</sup>.

Details of the KPFK building sale proposal are considered confidential and for any director to talk about it outside of executive session would be a violation that would get that director ousted from the PNB. (PNB Executive Director's public statement regarding this matter and public rebuttal of outgoing KPFK general manager appended to these minutes.)

Each station is recommended to have only 4 FTE's (full-time equivalents) on staff. Some have more. Some have less.

The Board discussed the PNB Directors' reports.

8:46 pm ET Nominations for PNB committees proceeded as follows:

Audit – Marilyn Vogt-Downey  
Katherine O'Sullivan

8:47 pm ET Motion (R. Paul) To close nominations for Audit Committee. Seconded and passed without objection.

Governance – Michael D. D. White  
Rachel Barr

8:48 pm ET Motion (MDD White) To close nominations for Governance Committee. Seconded and passed without objection.

Elections- Eleanor Elizabeth Forman  
Jack de Palma

8:51 pm ET Motion (MDD White) To close nominations for Elections Committee. Seconded and passed without objection.

Programming – Rachel Barr  
Michael D D White

8:52 pm ET Motion (MDD White) To close nominations for Programming Committee. Seconded and passed without objection.

8:53 pm ET Discussion of PNB Taskforces – open to the public, can't bring motions to the PNB unless a PNB member is also a member of the taskforce. Those interested in PNB taskforces were:

Technology – Michael DD White  
Jim Dingeman  
Affiliates - Michael D D White  
Development – Kay Williams

8:57 pm ET Nominations for Committee of Inclusion which requires 1 PNB director and 3 LSB members

PNB Director – Sharonne Salaam  
LSB Members – Eleanor Elizabeth Forman  
Michael D D White  
Scottye Battle

Note: Hazel Pinder volunteered then withdrew her name for this committee.

9:02 pm ET Motion (James Sagurton) To close nominations for Committee of Inclusion. Seconded and passed without objection

Point of Information: (James Sagurton) A description of the purpose of the Committee of Inclusion may be found on the PNB website using the search function under the Bylaws tab.

9:04 pm ET Discussion began of WBAI LSB local taskforces. No limit on members both from the Board and from the public. No quorum requirements.

Outreach and Fundraising Taskforces were approved last year at Feb 9, 2022 meeting. John Brinkley asked and was given permission to enter in the chat a copy of an LSB resolution giving approval to the joint taskforce. His resolution was undated and James Sagurton asked him to supply the date of this resolution at a later time and stated that he would.

The Board discussed the LOFT (joint taskforce)

Highlights: Overlapping membership and meeting jointly 2-3 times a month since June, 2022.

Chair and co-chair are John Brinkley and Hazel Pinder, Secretary and alternative zoom host is Rachel Barr.

Accomplishments include:

WBAI Billboard on highway

Palm cards downloadable and printable on the web site. Passed out at several public events.

Producer presentations at meetings

Working on a fundraising letter for larger donors coming out of a discussion with David Rothenberg

Working on an online auction

Zoom link to recordings of previous meetings are available on kpftx.

Next meetings: Mar 13 and Mar 27 at 7 pm (See kpftx for zoom log in info)

Town Hall Taskforce - Jim Dingeman  
Michael D. D. White  
Eleanor Elizabeth Forman

Discussion of WBAI LSB Standing Committees

Finance Committee (R. Paul) – Reviews in -depth finance reports. Functional for 19 years

Radio Committee (Shawn Rhodes) – Plans reports to and from the Listener. Approved by resolution 3-10-21

9:14pm ET Motion: (Shawn Rhodes) To continue LSB authorization for the Radio Committee. Seconded. Passed without objection.

9:15 pm ET Public Comment began on schedule.

9:42 pm ET Due to no further listeners in queue to speak, public comment ended.

9:45 pm ET Motion (Marilyn Vogt-Downey) To extend the meeting 15 minutes for the Treasurer’s Report Seconded and passed without objection

9:48 pm ET Treasurer’s Report – R. Paul Martin

Highlights: BAI’s FY 23 budget projected a deficit of \$144K for the entire year, but we are already approaching that in only the first quarter, so we are already behind in fundraising.

Next NFC meeting Mar 14, 2023

Next LSB Finance Committee meeting Mar 15, 2023

10:04 pm ET Motion (James Sagurton) To extend discussion of the Treasurer’s Report 5 min. Seconded and passed without objection

10:09 pm ET Motion (Marilyn Vogt-Downey) To extend discussion of the Treasurer’s Report since R. Paul’s presentation had been interrupted by technical difficulties. Not seconded. R. Paul stated he had finished.

10:11 pm ET Motion (Michael D. D. White) To adjourn the meeting. Seconded and passed without objection

Meeting adjourned at 10:11 pm  
Submitted by K. Williams, Secretary

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Message from the Chair of Pacifica National Board Re: Sale of the KPFK Studio Building in Los Angeles.  
Julie Hewitt, March 9, 2023

Dear friends and affiliates,

I am writing to update you on a noteworthy event at Pacifica Foundation. Pacifica is selling the building we own in Los Angeles that houses Pacifica-owned KPFK Community Radio, because of the poor financial situation in which we find ourselves. We are an asset-rich and cash-poor nonprofit and have been running deficits for years. Declining membership and the consequent decline in revenue are the cause. Operating at a loss can’t be sustained over time.

KPFK is also the station among the five Pacifica owned stations that has suffered the deepest losses most recently. Those losses have been covered by Pacifica’s other stations and the affiliate Network Unit. We have appreciated the role that income from the affiliate network has played in helping us through hard times in the

past few years. The six units of Pacifica that operate our Pacifica-owned stations and Affiliates Network are meant to be self-sustaining. The Pacifica Radio Archives unit is supported by the other units.

Through the pandemic, we have learned that we can use a much smaller footprint to run our radio stations. The building that houses KPFK also includes space for our national office and a portion of the Pacifica Radio Archives. Still, we are only using about 25 percent of the space in the building. To rent out that space for income would require modifications for which Pacifica doesn't have the funds. Selling the building makes the most financial sense. That does not mean that it was easy to arrive at this decision.

However, in the last two years, we were able to sell another building that we owned and find a new home for our Pacifica-owned station in Houston – KPFT in Houston – while paying off some of our debt. Staff there pulled together with listener volunteers to invest sweat equity into their new home, making the move an opportunity for renewal of their station. Listenership is up at KPFT, and so are their finances. Pacifica is optimistic that the very same thing will happen at KPFK.

The sale can have other up-sides. Some of the proceeds could be used to create a development department, bringing Pacifica into the 21st century, and shoring up KPFK's finances. We could retire some nagging debt and hire professionals who, among other things, could help us succeed with applications for the CPB to resume funding for Pacifica, as in the past. The sale can be win-win, like it was in Houston, with the distinction that here it would lift the entire foundation.

Assertions that Pacifica is looking to sell KPFK's signal or to close the station are completely incorrect. Pacifica would lose the largest signal area west of the Mississippi if we were to do so. Pacifica owns the radio tower for KPFK. There are no plans to sell this. While we have too much debt, that debt is tiny compared to the value the KPFK signal holds for Pacifica. We are selling the building precisely to avoid having to swap or sell a signal.

While things may sound dire, there is some good news. After some difficulty, Pacifica is up to date on its financial audits and our auditors deemed our accounting records to be sufficiently reliable for the auditors to express an opinion about our financial status.

While we aren't yet financially sound, we hope to use the proceeds of the sale of the KPFK building to make some critical investments that will help keep Pacifica going strong for decades. Thank you for your affiliation with us, your interest, concern, and solidarity with Pacifica Foundation.

In solidarity,  
Julie Hewitt, Chair of the Pacifica National Board of Directors

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**From:** Ziri Rideaux <ziri@zirus.org>  
**Date:** March 9, 2023  
**Subject: Setting the Record Straight about the KPFK Building Sale**

Dear Pacifica Family,

I'm writing to you to update you on crucial developments at KPFK Los Angeles. The PNB in 2022 has voted to investigate "the most advantageous sale" of our KPFK building. The final PNB vote to sell the KPFK building has not yet been taken. Our KPFK LSB has responded a week after the PNB motion unanimously with a resolution to condemn and protest the sale of our building. Nevertheless, the Pacifica Foundation has put our building on the market – without a contingency plan on how KPFK is supposed to survive after this sale. The building is listed for \$4.999 million. The majority of these funds are already allocated to pay off the FJC loan of \$2.5 million and accounts payable of about \$2 million - still leaving Pacifica in debt with the \$2 million EIDL loan and a first quarter operating debt of \$740,000. The KPFA LSB has also demanded that money from the sale be used to reimburse KPFA for the \$300,000 that were seized by Federal Marshalls from their accounts in payment of the Vernile defamation lawsuit. In this lawsuit 3 KPFA members voluntarily acted as witnesses against Pacifica.

In all this, KPFFK, the station that has over the years paid millions for the other stations, is now being cannibalized by PNB decision makers from the other stations that throw KPFFK under the bus. This is not how the Pacifica family has functioned in the past – and this is not good business sense.

PNB Chair Julie Hewitt sent out a letter yesterday stating one side of the facts only. Here is what she left out:

-The KPFFK building is not only used 25% as she claims but about 60%. And every month, more shows are moving their operation back into the building, which only recently ended its Covid lockdown. Julie's claim that building modifications were necessary to sublease other parts of the building is incorrect. We are currently negotiating with an audiobook company to use some of our remaining space.

-KPFFK is on the rise. Its market share has more than doubled in the past 3 months since IGM Michael Novick took over. We've had 4 GMs in 2 years who ran the station down. It would only be fair to help KPFFK to cover expenses while the station is recovering – just like KPFFK has done for other stations in the past.

-Los Angeles real estate market is among the most expensive in the nation. While Julie Hewitt compares the KPFFK situation with KPFT's building sale and purchase of a new place in Houston, KPFFK's situation is entirely different. We will not be able to buy another location nor will we be able to rent a reasonable location. In order to broadcast, KPFFK needs expensive, large antennas on its roof with a direct line of sight to Mount Wilson. The move of the current antennas requires a crane and will be very costly. It may be financially impossible to find a rental location that accepts the installation of the large antennas, allows 24/7 access, be in a location where the antennas work with our transmitter on Mount Wilson, be in the inner city AND be affordable. The PNB Technology Task Force will hear from professional radio engineers about costs and consequences of the forced move on the 18 of March to this effect. This assessment should have been done BEFORE all hopes of Pacifica recovery were focused on the KPFFK sale. The claim that the KPFFK building needs repairs of \$1 million made by counsel Arthur Schwartz is simply untrue. The building is in good conditions and needs repairs in the \$30,000 range, according to our Chief Engineer.

-Every business MBA will tell you that you don't sell off your most expensive asset to cover running costs. The PNB has made multiple questionable decisions to steer Pacifica through the crisis: they have not used the EIDL loan of \$2 million in 2022 to hold bylaws-mandated elections that would have cost \$50,000, but might have unseated the PNB. The PNB has also failed to direct policies towards substantial savings in staff and operations in time, nor raised any funds - allowing the Foundation to run ever deeper into debt. As a result of the cancelled elections (a new date for elections has yet to be set), the PNB currently includes 5 termed out members that served past the allowed 6 years (the Chair Julie Hewitt being one of them). For this reason, the PNB is not a legally functioning entity to make far-reaching decisions and is challenged in court for this very reason. The hurried KPFFK building sale attempt without contingency plan, coinciding with illegal suspensions of 5 KPFFK LSB members/officers and disempowerment of the KPFFK LSB appears as a retaliatory move to destroy KPFFK, muzzle any opposition and turn KPFFK into a repeater station.

Since the Foundation has disallowed our KPFFK-LSB from talking about our situation on the airwaves nor allows us to post meetings to kpftx – nor use ANY Pacifica resources, we are holding press conferences at all 5 stations to inform the public and our members of how KPFFK has been treated by its Foundation: We have been bullied, disrespected and threatened in letters and in our LSB meetings by PNB members and Pacifica counsel Arthur Schwartz to stay quiet and to accept the dismantling of our station. We have not had representation on the PNB in months since 3 of our elected PNB members have not been allowed onto the PNB. KPFFK Director Elizabeth von Gunten, who was accepted by the PNB, has refused to give Director's reports to the KPFFK LSB. To top it all off, the PNB has now initiated a meeting of a "parallel LSB" with handpicked KPFFK members (including 3 members that termed out after 6 years in December 2022) and excluding the 4 illegally suspended LSB members. The PNB is seeking to supplant the rightful KPFFK LSB to bend it to its will, disrespecting the voters' choices. This is no way to run a network.

I am asking the Pacifica family to reconsider the sale of the KPFFK building and to ask the current PNB to come back into compliance with the bylaws, the California Corporate Codes and the wishes of our voting members, which they have violated with their recent actions. The board members who have served past 6 years need to

voluntarily step down and be replaced by runner ups in their place, so proper PNB elections can be held - and a legal PNB can be reconstituted. All this can be accomplished within a week!

In a time of corrupt governments, reckless corporate greed and loss of public trust in authority, Pacifica must hold itself to higher standards to be the beacon of hope we set out to be. Our mission statement demands that we stand together "contributing to a lasting understanding between nations and individuals of all nations, races, creeds and color and are committed to peace and social justice". The same principles must be upheld within the Pacifica Foundation.

Ziri Rideaux

Suspended Chair of the KPFK LSB (suspended without due process for upholding the bylaws)

Elected to the PNB but not allowed to be seated by the PNB