

Minutes WBAI LSB Regular Monthly Meeting in Public Session 2-14-24

LSB Members Attending: Rachel Barr, Scottye Battle, John Brinkley, Elliot Crown, Joan De Lorenzo, Paul De Rienzo, Jim Dingeman, Simon Fitzgerald, Eleanor Elizabeth Forman, Sally Gellert, Gloria Guillo (Vice Chair), Bounubti Khamentou, R. Paul Martin (Treasurer), Alejandrina Murphy, Matthew Reiss, Shawn Rhodes, Cerene Roberts, Michael D.D. White (Chair), Doug Wood

Absent Members: Gail Bey, Jim Freund, Katherine O'Sullivan, Hazel Pinder

Also present: Berthold Reimers (General Manager), M. Kay Williams (Secretary)

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Final Amended Agenda

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. Announce, per the elections now having been held the new Pacifica National Board members representing WBAI are: Shawn Rhodes, Cerene Roberts, Jim Dingeman and Paul De Rienzo (1 minute) M. Kay Williams
6. Two minutes of silence for show hosts James Irsay and Jazz Hayden plus add two minutes to end of meeting.
7. Report from Pacifica National Board Directors. (7 minutes & 5 minutes discussion) - Shawn Rhodes, Cerene Roberts, Jim Dingeman and Paul De Rienzo.
8. Approve outstanding minutes: January 10, 2024 (5 minutes)
9. 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)
10. 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)
11. Elect WBAI LSB Committee of Inclusion (1 PNB director and 3 LSB members) (voting by OpaVote) unless no challenge). (10 Minutes)
12. 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)
13. Review status of WBAI standing Finance Committee (1Minute)
14. Review: Creation of other non-standing committees and review of status. (5 Minutes)
15. Motion to Establish a "LSB Outreach and Fundraising Taskforce (LOFT)" Subcommittee as a Standing SubCommittee of the WBAI LSB to replace the WBAI LSB Outreach Taskforce and the LSB Fundraising Taskforce. (4 minutes presentation 8 minutes discussion) — Sally Gellert
16. Motion to Automatically Schedule LSB Executive Sessions following Any Pacifica National Board Release of Confidential Information. (4 minutes presentation 8 minutes discussion) — Cerene Roberts
17. Treasurer's Report. - (10 Minutes report 5 minutes discussion) - R. Paul Martin
18. Reports of General Manager and Program Director. (8 minutes report 8 minutes discussion) — Berthold Reimers & Linda Perry

19. Report from Community Advisory Board (2 Minutes) - Neale Vos
20. Discussion LSB communications Policies and Procedures including Zoom and Recording and Communication with Listeners. — (5 minute background presentation by Secretary, 15 minute discussion.)
21. Motion: Improving Communication with Listeners (10 minutes) – John Brinkley
22. Motion to require reserves to be held from funds received to cover procurement and sending of premiums within 6 weeks. (10 minutes) – Cerene Roberts.
23. Competing Successfully With the Internet vs And/or Becoming Internet Successful - (5 minutes) - Michael D. D. White
24. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must always begin no later than 9:15 PM.)
25. New Business. (5 minutes)
26. Adjourn no later than 9:47 PM. (ET) (Two minutes added to honor our lost WBAI producers).

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7:12 pm ET – Meeting convened by the Chair, Michael D.D. White, having determined that a quorum, chair and secretary were present.

Timekeeper was identified as Eleanor Elizabeth Forman, after it was determined she did have a copy of the agenda.

The Chair announced the next agenda item was to adopt the agenda.

7:17 pm ET Point of Order (Cerene Roberts) Roll Call to determine quorum should precede adopting the agenda.

The Chair ruled this point of order out of order as it had been challenged and defeated at two previous meetings.

Challenge to the Ruling of the Chair (Cerene Roberts) Seconded.

Roll call vote was called regarding “Shall the ruling of the Chair stand?” and the challenge was defeated with 7 ayes, 6 nos, and 2 abstentions.

7:23 pm ET – Agenda screen shared and read by the Secretary

Motion (Jim Dingeman) To adopt the agenda as read. Seconded.

Motion (Eleanor Elizabeth Forman) To extend the adjournment time of the meeting two minutes to honor James Irsay, who died. Seconded.

Amendment (Cerene Roberts) To add one minute of silence for Jazz Hayden, a producer who also died, to the minute of silence for James Irsay and to extend the adjournment time of the meeting two minutes to honor both James Irsay and Jazz Hayden. Seconded.

Both Amendment and motion passed without objection.

The Chair asked if there were any objections to passing the motion to adopt the agenda. There were.

Amendment (Joan de Lorenzo) To extend the adjournment time of the meeting to cover all reports. Seconded. Objected to.

Amendment (Cerene Roberts) To extend the adjournment time of the meeting until 10:15 pm ET. Seconded. Objected to.

The Board discussed the amendments and the original motion.

Roll call votes were taken and the amendment failed with 7 ayes, 8 nos, and the original motion failed by 7 ayes, 7 nos, and 1 abstention. Both amendments failed because they needed 2/3 votes since they were seeking to amend the agenda.

Then the original motion to adopt the agenda as amended passed without objection.

7:52 pm ET – Official Roll Call was taken (results as above, adding late arrivals)

7:55 pm ET Motion (Jim Dingeman) To excuse all absences. Seconded. Objected to.

Roll Call vote was taken and the motion passed with 10 ayes, 4 nos, and 1 abstention.

7:58 pm ET The Chair announced the next item on the agenda: results of our election of PNB Directors. Kay Williams announced the winners were Jim Dingeman, Paul DeRienzo, Jim Dingeman, Shawn Rhodes, and Cerene Roberts.

8:00 pm ET The Chair announced two minutes of silence for James Irsay and Jazz Hayden.

Board members also gave testimonials about the deceased.

8:10 pm ET The Chair announced the next agenda item which was reports from our PNB directors. Paul De Rienzo, Jim Dingeman, Shawn Rhodes. Cerene Roberts.

The Board discussed the reports.

8:22 pm Et Motion (Paul De Rienzo) To extend discussion of this item 2 minutes. Seconded. Passed without objection.

8:28 pm Et The Chair called for a motion to accept the minutes, sent Sunday, 2-11-24.

Motion (Jim Dingeman) To accept minutes from the 1-10-24 meeting. Seconded.

One member wanted to abstain since she hadn't read the minutes yet.

The Chair ruled that for her to record her abstention, there has to be a roll call vote and asked if she still wanted to abstain and she indicated she did.

A Roll Call vote was taken and the motion passed with 12 ayes, 0 nos, and 3 abstentions.

8:31 pm The Chair announced that nominations of delegates were in order for election to mandated PNB committees: 2 each by Opavote unless only 2 candidates for Audit, Governance, Elections, and Programming. The bylaws call for 1 Director per committee, but these are elected by the PNB, not locally, except for the Director candidate for the Committee of Inclusion.

Audit – Candidates are Katherine O'Sullivan, Sally Gellert. Both accepted their nominations and no other nominations were forthcoming.

Motion (R. Paul Martin) To close nominations. Passed without objection. R. Paul Martin also mentioned that the Chair can ask if there are any objections to closing nominations.

Governance – Candidates are Sally Gellert, Michael D.D. White, and Eleanor Elizabeth Forman. All accepted their nominations

The Chair called for closing the nominations and there were no objections. The Chair stated that the election for audit was complete, that nominations had been closed without objection, and that the election for Governance Committee will be by Opavote as per the agenda already adopted.

The Board discussed nominating candidates for committees which haven't been set up yet by the PNB, Elections and Programming. It was stated that most likely the structure would be the same as in the past, namely one PNB director elected at the PNB level and two listener delegate members, elected at the local level, and that it would save us time to go ahead and make the nominations and elections now.

Elections – Candidates are Eleanor Elizabeth Forman and Doug Wood. Both accepted their nominations.

The Chair called for closing the nominations and there were no objections. Per the adopted agenda, this election is complete for the Elections committee.

Programming - Candidates are Rachel Barr, Gloria Guillo, and Michael D. D. White. All accepted their nominations.

The Chair called for closing the nominations and there were no objections. Elections will be by Opavote as per the agenda already adopted.

The chair then called for expressions of interest in participation in the PNB Taskforces (Technology, Affiliates, and Development). These are voluntary and no limit.

Request for Information: A member asked if listeners could volunteer for these taskforces at this meeting?

The Board discussed that expressions of interest in these taskforces can include PNB directors, LSB delegates, listeners and other members of the public. They can email [lsb@wbai.org](mailto:lsb@wbai.org) to find out meeting times, once they are set up.

The Chair again asked for expressions of interest and asked for people who had participated in these task forces to describe them to motivate others to participate.

Technology – Interested participants were Jim Dingeman and Michael D.D. White. Jim Dingeman stated that this year the Technology Task Force is going to focus on developing podcasts and that anyone with expertise in that needs to volunteer for the Technology Task Force.

Affiliates – Interested participant was Michael D.D. White. Jim Dingeman stated he had participated in this taskforce last year and there are around 200 affiliates, some of which helped a lot with our CPB application, so this was a good task force to be on.

Development – Interested participant was M. Kay Williams. She stated that she had attended this taskforce last year. It was chaired by a PNB member Beth Von Gunten from KPFK, who is very nice. It focused on ideas for fundraising, like appeals for legacy gifts from older subscribers and other fundraising ideas.

8:49 pm ET The Chair called for nominations for the Committee of Inclusion.

Cerene Roberts nominated herself as a candidate for the Director position on this committee. She stated that the purpose of the committee is to oversee that the Diversity, Equity, and Inclusion goals of the Foundation are being met in both staffing and programming, and that it is mandated by the Bylaws at the same level as the LSB itself.

The Delegate nominees for this committee are Joan De Lorenzo, Alejandrina Murphy, Eleanor Elizabeth Forman, and Gloria Guillo. All candidates accepted their nominations.

The Chair called for closing the nominations and there were no objections.

8:56 pm ET Motion (Cerene Roberts): That the WBAI LSB use the services of the PNB election tellers, Terry Goodman and Sara Roos, for all PNB committee elections, instead of Opavote. Seconded. Objected to.

Point of Information (R. Paul Martin) Wanted to clarify whether she meant the elections for which we have nominated candidates tonight or all future WBAI elections.

The member specified the elections for committees for which we made nominations tonight, which still required elections where there were more nominations than open seats.

The Board discussed the motion.

Request for Information (R. Paul Martin): Asked for a specific reference from the bylaws for the assertions that the bylaws require the possibility of write-ins and a witnessed coin toss. A specific reference was not supplied but elections are dealt with in Article 15 of the Bylaws. It was stated by a member that a digital randomization is not the same as a witnessed coin toss.

Roll Call vote was conducted and the motion carried with 9 ayes, and 7 nos.

9:21 pm ET The Chair called for public comment to begin and mentioned that the ending time of the meeting would be extended in order to accommodate 30 minutes for public comment.

The Board listened to public comments.

9:56 pm ET Motion (John Brinkley) To extend the end time of the meeting to hear the General Manager's Report. Seconded and objected to.

Point of Order (Michael D.D. White) The Chair ruled that extending the meeting would have to include all topics before the General Manger's Report in order to include the General Manager's Report. (Including items 12 to 17).

Roll Call vote was called and the motion failed with 8 ayes, 6 nos, and 1 abstention (because needs 2/3 vote to amend the agenda).

10:02 pm Et The Chair called for the adjournment of the meeting.

Submitted by M. Kay Williams, Secretary.