

Minutes WBAI LSB Meeting in regular session 9-11-24

Present: Rachel Barr, Scottye Battle, Carolyn Birden, John Brinkley, Eliot 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), Katherine O'Sullivan, Matthew Reiss, Shawn Rhodes, Cerene Roberts, Michael D.D. White (Chair), Doug Wood

Absent: Gail Bey, Jim Freund, Alejandrina Murphy, Hazel Pinder.

Also Present: Bob Hennelly (Interim General Manager), Keziah Glow (Interim Program Director), M. Kay Williams (Secretary)

Final 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. Approve outstanding minutes: August 14, 2024 (5 minutes)
6. 1 Minute of Silence to commemorates victims of 9/11, Attica, the Allende Coup, and the death of James Earl Jones. (1 minute)
7. Announce results of elections for WBAI's Local Station Board Sub-Committee For General Manager and Program Director. (1 minute)- Jim Dingeman
8. Report from the interim General Manager and interim Program Director. (20 minutes 10 minutes Q&A - Questions limited to 60 seconds- Limit responses to 90 seconds)
9. Report from Pacifica National Board Directors. (7 minutes & 5 minutes discussion- Questions limited to 60 seconds- Limit responses to 90 seconds) - Paul De Rienzo, Jim Dingeman, Shawn Rhodes, and Cerene Roberts.
10. Announce Updates on Elections Local Station Board Members- September 30th is the voting deadline. (2 minutes)
11. Resolution Opposing By-Law Change To Alter The Way That Vacancies on the Local Station Board Are Filled. (4 minutes presentation, 5 minutes discussion)- Jim Dingeman
12. Treasurer's Report. - (10 Minutes report 5 minutes discussion) - R. Paul Martin
13. Finance Committee Interactions With interim General Manager. (10 Minutes) - R. Paul Martin [and Gloria Guillo?]
14. Report from Community Advisory Board (2 Minutes) - Neale Vos
15. Resolution recommending the PNB set up a committee to investigate the sale of its properties in Berkeley California to benefit the foundation (8 Minutes) - Paul De Rienzo
16. Report from Committee of Inclusion (5 min)- Joan DeLorenzo, Gloria Guillo, Cerene Roberts, Michael D. D. White.
17. Update on WBAI Town Halls. (3 minutes)- Jim Dingeman
18. Motion Re. Brokerage Account and recommendation to the PNB re WBAI receiving credit towards

Central Service assessments (6 min.) – Cerene Roberts.

19. Motion Re. Subcarrier Rent and recommendation to the PNB re WBAI receiving credit towards Central Service assessments (14 min.) – Cerene Roberts.

20. Motion on Gaza (4 Minutes) - Paul De Rienzo

21. Discussion LSB communications Policies and Procedures including Zoom and Recording and Communication with Listeners. — (5 minute background presentation by Secretary, 15 minute discussion.)

22. Motion: Improving Communication with Listeners (10 minutes) – John Brinkley

23. Motion to require reserves to be held from funds received to cover procurement and sending of premiums within 6 weeks. (10 minutes) – Cerene Roberts.

24. Motion to Pacifica National Board (PNB) Re. Compliance with it's lawful directives (4 Minutes presentation 8 Minutes discussion)– Cerene Roberts.

25. Motion to Automatically Schedule LSB Executive Sessions following Any Pacifica National Board Release of Confidential Information. (4 minutes presentation 8 minutes discussion) — Cerene Roberts

26. Competing Successfully With the Internet vs And/or Becoming Internet Successful - (5 minutes) - Michael D. D. White

27. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must begin no later than 9:15 pm ET.)

28. New Business. (5 minutes)

29. Adjourn no later than 9:46 pm ET.

7:05 pm ET The meeting was convened by the chair: himself, the secretary and a quorum being present.

7:06 pm ET The draft agenda was screen shared and read by the secretary.

7:10 pm ET Motion (Sally Gellert) To adopt the agenda as read. Seconded Shawn Rhodes.

Amendment (Rachel Barr) About Item 6, to add 2 minutes of silence to commemorate the 911 and Attica victims. Seconded (Eleanor Elizabeth Forman)

Amendment 2 (Eleanor Elizabeth Forman) And to add 2 minutes of silence to the end of the meeting to honor Ralph Poynter who died in December, with this being one of his last wishes. (Seconded Jim Dingeman)

The Board discussed the Amendments.

7:18 pm ET Motion (Jim Dingeman) Proposed an amalgamation of the two previous amendments, taking the discussion into account. To add 1 minute of silence to item 6 to commemorate 911, Attica, the Allende Coup, and the death of James Earl Jones, and to add 1 min to the end of the meeting, in accordance with the last wishes of Ralph Poynter. Seconded, Sally Gellert.

This amalgamation of the first and second amendments passed without objection.

7:26 pm ET Amendment 3 (Jim Dingeman) To extend the time on the Treasurer's Report 10 minutes. Not seconded.

Amendment (R. Paul Martin) To extend the time on the Treasurer's Report 5 minutes, understanding that further time can be added if necessary. Seconded by Rachel Barr

This amendment passed without objection.

7:28 pm ET Amendment (Cerene Roberts) Motion to extend agenda setting by 5 more minutes. Seconded by Jim Dingeman. Passed without objection.

7:29 pm ET Amendment (Cerene Roberts) To extend adjournment time of the meeting to 10 pm to accommodate more of the entire agenda. Seconded Eleanor Elizabeth Forman.

Objected to.

There was more discussion, then Jim Dingeman called the question.

Roll call vote was taken and the amendment failed with 10 nos, and 6 yeses. Then the original motion to adopt the agenda passed with 14 yeses, 1 no, and 1 abstention.

7:40 pm ET Roll Call was taken, results as above.

Motion (Jim Dingeman) To excuse all absences. Seconded by Doug Wood.

Amendment (Eleanor Elizabeth Forman) except those who didn't request to be excused. Seconded Rachel Barr.

Roll Call vote was taken and the amendment failed with 14 nos, 2 yeses.

Then the original motion passed without objection.

7:45 pm ET The Secretary noted when the draft minutes for 8-14-24 were sent.

Motion (Jim Dingeman) To approve these minutes. Seconded by Doug Wood.

This motion passed without objection.

7:46 pm ET A minute of silence was observed to commemorate victims of 9/11, Attica, the Allende Coup, and the death of James Earl Jones.

7:47 pm ET The Chair called for the report on the results of the election for the GM-PD Search Committee.

Jim Dingeman reported that himself, Simon Fitzgerald, Eleanor Elizabeth Forman, Sally Gellert, Gloria Guillo, Alejandrina Murphy, Katherine O'Sullivan, Cerene Roberts, and Michael D.D. White were elected, and stated the first meeting would be Tuesday 9-17-24 between 7 and 8 pm, to be decided by the committee members.

7:51 pm ET The Chair called for the iGM and iPD reports.

Highlights (Bob Hennelly, Interim General Manager Report)

- So far this year, WBAI's income is \$899,417.14, including a \$225,000 bequest and the Union contributions he has already outlined.
- BAI buddies are up to \$22,000 and web traffic is up 3%.

- We got a \$10,000 donation from the American Federation of Government Employees for Shawn Rhodes airing of “Dust,” a program about the missed female cancers in the screening of 9-11 first responders after exposure to carcinogenic dust from the collapse of the twin towers and another building in the area.
- Chris La Pilusa has delivered new phones which will be installed.
- They are working to resolve outstanding issues with the new owners of 388. A leak in the roof from an air conditioner has been repaired by Keziah Glow’s husband who is an electrician.
- They are assessing whether the books and CD’s which were stored in the area of the leak are in condition to be sent out as premiums.
- Thanks to KPFK’s Michael Novick for sending several cartons of Gary Null material to be matched with outstanding premium requests.
- We need to increase BAI buddies and listener memberships.
- He is working on the special relationships certain programs have with performing arts facilities, like David Rothenberg with Broadway theaters, and Radio Free Erin, with the Comedy Club.
- Reminder to be mindful of the Covid uptick. He got it after returning from the DNC.

Highlights (Keziah Glow, Interim Program Director)

- She is working to fill in the grid with shows we already have and how to evaluate all the shows on the grid.
- She has taken on Interns, trying to align their skills and interests while building the brand.
- We are missing a health component of the programming after the departure of Gary Null. She particularly wants to address mental health.
- They need a back up engineer to fill in when one of the four current engineers is absent.
- She is working on a Producer’s Handbook, which meets the requirements of the engineers, such as a hard stop at 5 minutes to the hour.
- She stated she and the interim general manager have received a barrage of negative emails suggesting that their work and roles are not respected. If it continues, they may have to ask the Board Chair or another to act as mediation between the Board and the management.

The Board discussed the reports.

8:21m ET Motion (Jim Dingeman) to extend the time of this discussion 5 minutes, seconded by Rachel Barr.

Amendment (Cerene Roberts) to extend the time of this discussion 10 minutes. Seconded (Eleanor Elizabeth Forman)

Both the amendment and the original motion as amended passed without objection.

The Board continued to discuss the reports.

Highlights of Q&A:

- Q. Are they really expecting each show to raise \$10,000 in underwriting per year?
- A: The Handbook for Producers is not a mandate. It shows what is standard in the marketplace.

- Q. Does he need volunteers to clean the station?
- A: The new owners, Working Capital Group, is providing the cleaner and the supplies.
- Q. Welcome to Keziah Glow. Thanks for being so helpful with the candidate carts. I know it's hard to do a new job when you have a zillion bosses.
- A: Thanks also to Michael D.D. White for helping with the carts.
- Q: Referring to expectation of \$10,000 underwriting for all programs. Shouldn't that be weighted for what time slot your program is in, like \$10 K for drivetime when there are more listeners and less for programs at non-prime times?
- A: This is less important since Covid, when a lot of workers are still working from home. But yes, prime drive time is 6-9 am and 6-9 pm.
- Q: The air filters are changed now, but the space was unusable due to the leak. Do we need a protocol who is managing the building?
- A: We owe 5 months rent @ \$5,500. We are seeking a rent adjustment due to we fixed the leak.

8:33 pm ET Motion (Eleanor Elizabeth Forman) To extend this discussion 2 minutes. Seconded by Jim Dingeman. Passed without objection.

- Q: What happened with the ACD (call center)?
- A: It was adversarial. They sued Pacifica. It is resolved now. Contributions during the litigation process may not have been posted. If you tried to contribute and it didn't go through, just do it again.

8:35 pm ET The Chair called for the next item on the agenda, the reports from the PNB directors.

Highlights:

- The New Day majority presented watered down versions of the bylaws changes that were defeated before, sabotaged the programming committee and the technical taskforce, and weakened LSB input in hiring by forming a permanent personnel committee.
- At the Sept 5th meeting, they voted to rescind the 2023 terms of the election, increasing it now from 2 years to 3 years. This will ensure they keep their majority an extra year.
- With their majority (usually 12 to 7), motions don't matter. They will do what they please.
- WPFW is also unhappy with what is going on. Thinks it's an east coast/west coast thing.
- The Board Operators are the lowest paid in the system. Haven't had a raise in years.
- There is a supermajority at KPFT now because they disqualified all the candidates except the New Day candidates. There was a similar process at KPFK where 9 Board members were kicked out.
- The breakdown of PNB representation is as follows:
 - KPFA – 3 New Day 1 Anti-New Day
 - KPFK – All 4 are New Day.
 - KPFT – All 4 are New Day
 - WPFW – 1 New Day, 1 Anti-New Day, and 2 Undecideds
 - WBAI - All 4 Anti-New Day

The Board discussed the reports.

8:50 pm ET Motion (Jim Dingeman) To extend this discussion 2 minutes. Seconded. Passed without objection.

The Board continued to discuss the reports

8:54 pm ET The Chair announced an update on the elections for our Local Station Board.

Highlights:

- The deadline for voting is September 30th and we are only at 50% quorum.
- Some concern was expressed that our number of staff voters have fallen to 105, which is 50% less than during the Bylaws changes referendum. This gives WBAI less representation in the Network.
- The management needs to see Rene's staff list and post it to the staff so omissions can be noted. If we don't complain now we may not be able to complain later.

8:56 pm ET Motion (Jim Dingeman) To extend discussion 2 minutes. Seconded by Sally Gellert. Passed without objection.

The Board continued to discuss the election.

9:00 pm ET The Chair called for the next item on the agenda, Jim Dingeman's resolution against the 9th proposed Bylaw referendum.

Point of Order (Cerene Roberts) This was declared a moot issue at last meeting because the person who proposed this referendum has withdrawn it.

The Chair ruled that the agenda including this item was already adopted and the Board will hear from Jim Dingeman on the issue.

Highlights:

- This is the referendum which will make it impossible to fill vacancies on the Board with runner ups.
- The purpose is to shrink the Boards by attrition.
- It will set a bad precedent of changing significant bylaws without needing a vote of the entire membership.

9:05 pm ET – Treasurer's Report -R. Paul Martin

Highlights:

- The sale of the KPFK building fell through and it had to be re-listed. Unfortunately, it was re-listed to the same list, some of which had been ruled out previously. The new potential buyers are not willing to give some space to KPFK rent-free for 10 years, as the previous buyers were willing to do. They are giving only 14 days after close of escrow for KPFK to find a new home.
- The ED told the NFC she was waiting for a new Central Services formula before she did budgets.
- The KPFB business manager thought the Central Services Formula hadn't been changed since 2014, but R. Paul pointed out a resolution passed the PNB in April, 2023, which changed the Central Services Formula, allowing stations which are "in distress" (as defined by the PNB) to pay

only 8% of their 6 month rolling average revenue, instead of 15%. They would still be responsible for the balance, just have more time to pay it out.

- The interim General Manager and interim Program Director both attended a special session of the WBAI LSB Finance Committee and each made presentations and answered questions.

The Board discussed the report.

Highlights of the discussion:

- The PNB needs to set spending priorities. Perhaps it needs a Development Director instead of farming out development to programmers. If all programming is turned over to underwriters, are we being forced into a new direction?

9:16 pm ET Public Comment began.

The Board heard public comments.

9:46 pm ET The Chair ended public comment as there were no more in queue to speak and adjourned the meeting, noting that we had used up the extra minute voted earlier.

Submitted by M. Kay Williams, WBAI LSB Secretary.