

Draft Minutes WBAI LSB in open session Feb 12, 2025

Present: Milton Allimadi, Carolyn Birden, John Brinkley, Elliot Crown, Joan de Lorenzo, Paul de Rienzo, Jim Dingeman, Simon Fitzgerald, Eleanor Elizabeth Forman, Sally Gellert, Gloria Guillo (Vice Chair), Queen Mother Imakhu (Elaine Lloyd-Nazario), Bounubti Kamenthou, Alejandrina Murphy, Katherine O'Sullivan (Chair), Cerene Roberts, James Sagurton, Max Schmid, Alex Steinberg, M. Kay Williams (Secretary)

Absent: Gail Bey, Jim Freund, Sharonne Salaam, Doug Wood

Also present: Doug Hennelly (Interim General Manager), Keziah Glow (Interim Program Director), R. Paul Martin (Treasurer)

Final Agenda

1. Convene meeting- Ask for recording of the meeting to be started. Note how chat is to be used, plus other preliminary remarks by Chair.
2. Adopt Agenda. (20 minutes)
3. Roll Call (5 minutes)
4. Excuse Absences. (5 minutes)
5. WBAI LSB GM PD Search Subcommittee: Confirm adoption of, and nominate candidates pursuant to, the Resolution Reestablishing and Continuing the Work of Search Subcommittee – (STV voting by OpaVote unless no challenge.) Jim Dingeman (12 minutes):
 - a. Nomination of two LSB staff representatives
 - b. Nomination of seven LSB listener representatives
6. Approve outstanding minutes: January 8, 2025, Meeting (5 minutes)
7. Elect delegates to PNB committees, two each, (STV voting by OpaVote unless no challenge):
 - a. Audit (10 minutes)
 - b. Governance (10 minutes)
 - c. Elections- Not authorized PNB this year- (5 minutes)
 - d. Programming- Not authorized PNB this year- (5 minutes)
8. Population of PNB Task Forces- (Voluntary and no limit-- LSB and non LSB-- not yet authorized by the PNB 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 (1 Minute)
12. Reports of interim General Manager and interim Program Director. (10 Minutes report 8 minutes discussion- Questions limited to One minute- Responses limited to 90 seconds)
13. Report from Pacifica National Board Directors. (10 minutes & 7 minutes discussion- Questions limited to One minute) — Sally Gellert, Cerene Roberts, James Sagurton, Alex Steinberg

14. Treasurer's Report. — (6 Minutes report 5 minutes discussion) — R. Paul Martin
15. Report from Community Advisory Board (2 Minutes) – Neale Vos
16. Discussion: Countering attacks on WBAI and other media. (7 minutes)
17. Discussion: Appropriate thoughts for observing minutes of silence during LSB meetings and chance to express opinions about what people might choose to keep in mind. (5 minutes.)
18. One minute of silence. (One minute)
19. Discussion: Improving LSB Meetings efficiency including steps to obviating things that take extra times during meetings on a recurring basis. (5 minutes)
20. Discussion: Appropriate conduct when using the listserv created to assist communication among present and former members of the WBAI Local Station Board. (5 Minutes) – Gloria Guillo
21. Discussion and Update: Non-Disclosure Agreements (5 Minutes)
22. Motion for new special rule: Any changes, additions, or corrections to the minutes should be submitted to the Secretary and the private listserv at least 24 hours before any LSB meeting. Any LSB member may abstain from approving the previous minutes without requiring a vote of the LSB. (5 Minutes) — Doug Wood
23. New Business. (5 minutes)
24. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must begin no later than 9:16 PM.)
25. Adjourn no later than 9:46 PM (Note this and start time for public comments is one minute later to reflect the meeting's one minute of silence). (ET)

7:04 pm ET The Chair convened the meeting, herself, the secretary, and a quorum being present.

Among other announcements, the Chair confirmed the election of PNB Directors, Sally Gellert, Cerene Roberts, James Sagurton, and Alex Steinberg.

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

Motion (Gloria Guillo) To adopt the agenda. Seconded by James Sagurton.

Amendment (Eleanor Elizabeth Forman) To add one minute to the Treasurer's Report time. Seconded by James Sagurton. Passed without objection.

Amendment (Eleanor Elizabeth Forman) To open the Chat. Seconded by Sally Gellert.

The Chair ruled this amendment out of order as it violates Robert's Rules, even for electronic meetings, which do not allow side chatter. Rather anyone who wants to communicate must be recognized by the Chair. The Chat is for specific purposes, which the Chair had already specified in her announcements at the beginning of the meeting.

Eleanor objected to the ruling of the Chair. Not seconded. The Chair asked if there were any other objections, and, since there were none, she stated that her objection would be noted in the minutes.

Then the chair asked if there were any other objections to the agenda, and there were none.

7:20 pm ET Roll Call by the Secretary, results as above.

There was a vacancy among listener members of the Board, and the first listener member runner up, Queen Mother Imakhu (Elaine Lloyd-Nazario), answered roll call and agreed to take her seat on the Board.

7:25 pm ET Motion (Sally Gellert) To excuse absences. Seconded by John Brinkley.

Objected to by Eleanor Elizabeth Forman. The Chair asked if there were any other objections, and there were none, so she stated that the objection would be noted in the minutes, and we would move on to the next agenda item.

7:26 pm ET Motion (Jim Dingeman) To re-authorize the GM PD Search Committee so they can continue the work they had begun last fall, and take nominations for 7 Listener LSB members, and 2 Staff LSB members. Seconded by Gloria Guillo

Amendment (Jim Dingeman): Since the functions, sensitivity, and membership of this committee and the Management Evaluation Committee overlap, add these functions to the enabling resolution for the GM PD Search Committee. Seconded by Gloria Guillo.

Amendment (Cerene Roberts): Move that additional management functions be considered provisional depending on legal opinion on whether or not we can evaluate interim management. Seconded by Sally Gellert. Accepted by Jim Dingeman as a friendly amendment to his amendment.

Amendment (Cerene Roberts): Since legal opinion in the past has varied on whether the California statute that requires a 25% limit on staff participation on a Board also applies to that Board's subcommittees, move to strike section 3 of this enabling resolution, pending legal opinion on this matter. In the meantime, we can nominate 4 staff members tonight, of which the candidates who win the top two spots will be considered definite members of the committee, and the next two candidates will be provisional members. Seconded by Sally Gellert

The Board discussed the amendments and the motion.

Motion (Sally Gellert) To extend discussion 3 minutes. Seconded by M. Kay Williams. Passed without objection.

The Board continued to discuss the amendments and the motion.

A roll call vote was taken on the second amendment (regarding listener/staff ratio), which passed with 11 yeses, 8 nos, and no abstentions.

Then the first amendment as amended (regarding adding management evaluation duties pending legal opinion as to evaluation of interims) passed without objection.

Then the original motion also passed without objection.

The Chair called for nominations for Listener Members of this committee, nominated as follows:

Carolyn Birden – declined later

Elliot Crown – declined

Paul de Rienzo – declined later

Jim Dingeman – accepted

Eleanor Elizabeth Forman - accepted

Gloria Guillo – accepted

Katherine O’Sullivan – accepted

Alejandrina Murphy - accepted

Cerene Roberts - accepted

James Sagurton – accepted

Sharonne Salaam – not present at the meeting, the secretary confirmed acceptance later.

Then the Chair called for staff members of this committee, nominated as follows:

Milton Allimadi – accepted

Simon Fitzgerald – accepted

Sally Gellert – accepted

Max Schmid – accepted

Motion (MKW) to close nominations. Seconded by James Sagurton. Passed without objection.

7:04 pm ET Motion (Sally Gellert) To accept the minutes for Jan 8, 2025, previously sent to the Board on Feb 6, 2025. Seconded (Jim Dingeman)

Cerene Roberts stated she wished to abstain because she had not read the minutes. The Chair asked if there were any other abstentions or objections, and seeing none, stated that this abstention will be noted in the minutes, and the minutes are accepted.

The Chair then moved on to nominations for the PNB Audit Committee.

First, she asked for a brief description of what the Audit Committee did. PNB Directors stated that this year, a company to do the audit has already been engaged, so the task of the audit committee is to receive, review, and accept the final report, and it will most likely meet only 4-5 times this year.

Then the Chair asked for nominations to the Audit Committee, which proceeded as follows:

Milton Allimadi - accepted

John Brinkley – declined

Elliot Crown – declined

Joan de Lorenzo – declined

Simon Fitzgerald – later declined

Queen Mother Imakhu – declined

Alejandrina Murphy - accepted

Katherine O’ Sullivan – later declined

M. Kay Williams - accepted

Max Schmid – declined

Doug Wood – not present, the secretary later confirmed that he declined

Point of Order (Alex Steinberg) It was his opinion that staff members could not be members of the Audit Committee.

Point of Order (James Sagurton) He had inquired about this and found out that paid staff members cannot be members of the Audit Committee, but unpaid staff members can be.

Motion (Carolyn Birden) To close nominations for this committee. Seconded by James Sagurton. Passed without objection.

The Chair then moved to the PNB Governance Committee, asking first for a description of what this committee does.

PNB Directors volunteered that the Governance Committee is charged with reviewing the Bylaws and governing practices in general.

The Chair then called for nominations for the Governance Committee, which occurred as follows:

Carolyn Birden – later declined

Elliot Crown – declined

Joan de Lorenzo – declined

Paul de Rienzo – accepted

Jim Dingeman – later declined

Simon Fitzgerald – later declined

Eleanor Elizabeth Forman - accepted

Gloria Guillo – later declined

Max Schmid – declined

M. Kay Williams – declined

Motion (MKW) To close nominations for this committee. Seconded by Eleanor Elizabeth Forman. Passed without objection.

8:25 pm ET The Chair called for the next item on the agenda which is PNB committees (Election and Programming), and PNB Taskforces (Technology, Affiliates, and Development).

Motion (MKW) Since there are people at the meeting who have prepared reports and hope to give them, move to postpone nominations for committees and task forces which are not re-authorized by the PNB this year. If the PNB later decides to stand them up, we can bring nominations at another meeting. Seconded Gloria Guillo and James Sagurton. Passed without objection.

The Chair then called for the next item on the agenda which was the Committee of Inclusion.

Cerene Roberts presented a description of what this committee does, namely examines the station's programming, staffing, and operations, to insure that the diversity represented matches that of the station's listenership. It is established by the By-laws and consists of one Director member and 3 Listener Members, elected by the Local Station Board.

The Chair then called for nominations for the Director Member of the Committee of Inclusion, which occurred as follows:

Sally Gellert – accepted, later declined

Cerene Roberts – accepted (self-nominated)

Motion (James Sagurton) To close nominations for this Director position. Seconded by M. Kay Williams. Passed without objection.

The Chair then called for nominations for the Local Station Board members of the Committee of Inclusion, which occurred as follows:

Carolyn Birden – accepted (self-nominated)

John Brinkley – accepted (self-nominated)

Joan de Lorenzo – accepted

Eleanor Elizabeth Forman – accepted (self-nominated)

Motion (M. Kay Williams) To close nominations. Seconded by Eleanor Elizabeth Forman. Passed without Objection.

8:34 pm ET The Chair then moved on to LSB Taskforces.

Motion (John Brinkley) To combine for effectiveness, the Outreach and Fundraising Taskforces, which had overlapping membership and had been meeting as one taskforce from August 2022 to February 2024. Seconded Eleanor Elizabeth Forman.

The Board discussed this motion which then passed without objection.

Subsequently, a late objection was brought up by Carolyn Birden. The Chair asked again if there were any other objections; and, since there were none, stated that Carolyn's objection would be noted in the minutes but meanwhile the joint taskforce was authorized.

Point of Order: (M. Kay Williams) Taskforces are voluntary and no limit but require at least two Board members willing to commit to volunteering for them. They do not require an election.

The Chair called for volunteers for the Joint Outreach and Fundraising Taskforce, which occurred as follows:

Carolyn Birden

John Brinkley

Joan de Lorenzo

Queen Mother Imakhu

The Chair then moved on to the Townhall taskforce.

Jim Dingeman stated the purpose of townhalls was to organize community meetings about topics of general interest to the community, including discussion of the state of the station, and other topics. It often turns into a more free Report to the Listener.

Point of Inquiry: (Cerene Roberts) What do members of the Board think about combining the Joint Outreach and Fundraising Taskforce and the Townhall Taskforce.

The Board discussed this topic, and the consensus of the discussion was not to combine them at this time.

The Chair then asked for volunteers for this taskforce, which occurred as follows:

Jim Dingeman

Eleanor Elizabeth Forman

Cerene Roberts

8:51 pm ET The Chair moved on to discussion of the next item on the agenda which was discussion of the status of the standing Finance Committee.

The Board discussed the status of the Finance Committee and came to the consensus that it had been functioning well as constituted for 21 years and should continue its work.

8:52 pm ET The Chair called for the reports of the Interim General Manager and Interim Program Director

Highlights of Bob Hennelly's report:

- Assets:
 - \$36K in the bank, enough for the next payment of \$25K in Payroll plus \$7K in Disability. This cost is incurred twice a month.
 - \$ 3,240 in a donation from Charitable Adult Rides.
 - \$ 24,500 in listener donations from recent on-air fun drive, thanks to volunteers.
 - \$66,500 total from the American Federation of Government Employees, which is defending the jobs of 1000's of government employees right now. Received \$60K previously, plus \$6,500 in a renewal pledge.
 - Chris La Pilusa received a donation from Melissa Krichmer, who usually sends a yearly donation to the Pacifica Foundation, but last year her donation unaccountably was sent to a now dysfunctional post office box #30540.
- Clarification of the status of the sub-carrier rent. These are smaller organizations who receive their low frequency signals off our Tower signal. It used to be \$75K per year, but they were told by [a previous person in management at the Pacifica Foundation] they could skip payments during the Pandemic.* (See note below) Queen Mother Emaktu (Elaine Lloyd-Nazario), We have received \$35K from Radio Maria and \$4K from another in the past 7 months. His position is they should pay the full amount, or we should terminate their contract. He thanked those on the Board who were persistent for him to investigate this source of income, especially now that the PNB has moved it from their intake to WBAI's in our last budget.
- Through our labor reporting on WBAI, we have put Reverend Billy Barber [founding director of the Center for Public Theology & Public Policy at Yale Divinity School] and Everett Kelley, [President of the AFGE] in touch with each other.
- Premium income from the past was an illusion. In reality, it ran up more debt, since we are now having to pay people for premiums they never received.
- Rebecca Myles will start soon as news director and will help with applications for grants.
- He has also been working with Ursula Ruedenberg from the Affiliates.
- Our Tower Rent bill has crept up to \$70K again.
- We also haven't paid Central Services.

Highlights of Keziah Glow's Report:

- First, she thanked the Board for allowing the management to speak at this meeting.
- She is working on finding a "headliner" for a memorial at the People's Voice Café on May 3rd. Suggestions have been made for Eddie Palmieri or a reading from a famous author. She is specifically looking for contacts aligned with Pete Seeger.
- She also agreed that it is important for all our working committees and taskforces to work together with management for the benefit of WBAI; however, she suggested that contact be done through an appointed liaison or committee chair, rather than everybody at once approach them, since she doesn't know who every one is, and is quite busy.

The Board discussed these reports.

9:16 pm ET The Chair called for Public Comment to begin.

The Board heard public comments.

9:46 pm ET The Chair adjourned the meeting.

Submitted by M. Kay Williams, WBAI LSB Secretary

*The interim General Manager said “previous management,” but it was Lydia Brazon, the previous ED of the Pacifica Foundation, prior to Stephanie Wells. The subcarrier rent at that time was going directly to the Pacifica Foundation.
