

## Minutes WBAI LSB Regular Monthly Meeting in Public Session 12-10-25

Present: Milton Allimadi, Carolyn Birden, John Brinkley, Elliot Crown, Joan De Lorenzo, Paul De Rienzo, Simon Fitzgerald, Eleanor Elizabeth Forman, Sally Gellert (PNB Director), Gloria Guillo (Vice-Chair), Bob Hennelly (Interim General Manager and Ex-officio LSB Member), Queen Mother Imakhu, Bounubti Khammentou, Alejandrina Murphy, Katherine O'Sullivan (Chair), Cerene Roberts (PNB Director), James Sagurton (PNB Director), Sharonne Salaam, Max Schmid, Alex Steinberg (PNB Director on suspension), M. Kay Williams (Secretary)

Absent: Gail Bey, Randy Credico, Jim Dingeman

Also Present: Keziah Glow (Interim Program Director), R. Paul Martin (Treasurer), Neale Vos (CAB Chair)

### ----- Final Agenda

1. Convene meeting- Ask for recording of the meeting to be started. Identify Time Keeper. Note how chat is to be used, plus other preliminary remarks by Chair including to note that, as noted and discussed the last two months, the Pacifica National Board has taken action forbidding LSB/PNB member Alex Steinberg participation in this meeting and others.
2. Adopt Agenda. (20 minutes)
3. Roll Call. (5 minutes)
4. Excuse Absences. (5 minutes)
5. Approve outstanding minutes: November 12, 2025 Meeting. (5 minutes)
6. Accept Nominations for Election of LSB Officers and Setting up of up to Four Sequential Confidential (OpaVote) IRV Elections, if two candidates, IRV if more than two candidates. (Also, explanation of background that PNB Representative Elections occur in January Meeting; Population of Committees and Task Forces will be in February Meeting.) (20 Minutes):
  - a. Chair, b. Vice-Chair, c. Treasurer, d. Secretary
7. Report From Radio Committee. (12 minutes) — Shawn Rhodes
8. Reports of interim General Manager and interim Program Director. (12 minutes report 10 minutes discussion- Questions limited to One minute- Responses limited to 90 seconds) Bob Hennelly and Keziah Glow
9. Report from Pacifica National Board Directors. (20 minutes & 15 minutes discussion- Questions

limited to one minute) — Sally Gellert, Cerene Roberts, James Sagurton, Alex Steinberg

10. Motion (Cerene) To sub-divide Public Comment from listeners/attendees to 15 minutes at 7:45 pm ET and 8:45 pm ET.

11. 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.)

12. One minute of silence. (One minute)

13. Treasurer's Report. (5 Minutes report 8 minutes discussion) — R. Paul Martin

14. Report from Community Advisory Board (2 Minutes) – Neale Vos

15. Report From Town Hall Committee. (5 minutes) — Jim Dingeman

16. Report from the Committee of Inclusion. (5 minutes) – Carolyn Birden, John Brinkley, Joan De Lorenzo, Cerene Roberts

17. Report from the LOFT Committee Including Resolution About LSB On Air Pitching. (7 minutes) – Joan de Lorenzo.

18. Management Search and Review Committee, Discussion. (5 minutes) – Jim Dingeman

19. Discussion and Possible Resolution: Dealing appropriately with attacks on Public and/or Listener Supported media. (7 minutes) – Jim Dingeman

20. Discussion: Launching additional streaming of (HD) WBAI channels (5 minutes) — Jim Dingeman

21. Using Current WBAI Studio Camera Capacity to Start YouTubing WBAI Content (5 minutes) — Jim Dingeman

22. New Business.

23. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must begin no later than 9:16 PM ET.)

24. Adjourn no later than 9:46 PM ET (Note this, and start time for public comments is one minute later to reflect the meeting's one minute of silence).

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7:08 pm ET The Chair convened the meeting, herself, the secretary, and a quorum being present, and made her introductory remarks. She appointed Jack de Palma as Timekeeper.

7:12 pm ET The Chair called for a motion to adopt the agenda, which had been sent to the members and was screen-shared.

Motion (Gloria Guillo) To adopt the agenda. Seconded (Carolyn Birden).

Amendment (Cerene Roberts) To reinstate her motion from last month, which didn't get considered, to split the public comment into two segments at 7:45 pm for 15 minutes and 8:45 pm for 15 minutes, on the agenda, and place it after the minutes. Seconded (Eleanor Elizabeth Forman)

Amendment to the Amendment (Kay Williams) To move it up to after the Station Management Reports, so as not to delay some important items that come before that. Seconded (Gloria Guillo)

Cerene objected to the amendment of the amendment.

The Board discussed the two amendments.

Amendment (Gloria Guillo) To place the item after the PNB Reports. Kay Williams accepted this as a friendly amendment.

A roll call vote was taken to place Cerene's Motion at item 10. Passed by 8 yeses and 7 nos, with the Chair voting to break a tie.

The Board continued to discuss the agenda.

Point of Information (John Brinkley) Joan de Lorenzo chaired the LOFT meeting and will be presenting this report.

The Chair asked if there was any objection to passing the agenda with Cerene's motion at item 10 on the agenda.

There was some disagreement as to whether there were objections to this.

A roll call vote was taken and adopting the amended agenda with this motion added passed with 9 yeses and 6 nos.

7:47 pm ET Roll Call was called. Results as above with some late arrivals.

8:00 pm ET The Chair called for a motion to excuse all absences.

Motion (James Sagurton) So moved. Seconded (John Brinkley)

The Chair asked if there were any objections. Eleanor Elizabeth Forman objected. The Chair asked if there were any other objections, and there were none, so the Chair stated that this objection would be noted in the minutes, and that all absences were excused.

8:03 pm ET The Chair called for a motion to accept the minutes from the last meeting 11-12-25.

Motion (James Sagurton) So moved. Seconded (Carolyn Birden)

The Chair asked if there were any objections to this motion. There were two abstentions from John Brinkley and Cerene Roberts. The Chair stated that if the secretary would note these abstentions in this month's minutes, then last month's minutes would be accepted. The secretary stated it would be so noted.

8:06 pm ET The Chair called for nominations for Board officers.

Motion (Cerene Roberts) To affirm all present officers to continue in their offices, given the current PNB's insistence on continuing all members, officers, and directors until January 2027. If they don't intend to resign, we don't have to take a vote. Seconded (M. Kay Williams).

Amendment (Eleanor Elizabeth Forman) that we must vote on all 4 officers. Seconded (Sally Gellert)

Amendment (James Sagurton) that we proceed with nominations for officers. If only one candidate is nominated for each office, we can vote them in by acclaim. If more than one candidate, we can set up serial Opavotes. Seconded (Sally Gellert).

After discussion, the second amendment was accepted as a friendly amendment to the first amendment. The Chair asked if there were any objections and there were none. Cerene Roberts chose to abstain, and the Chair asked again if there were any objections; and, hearing none, stated that we were going to proceed with nominations for officers.

The Chair called for nominations for Treasurer.

R. Paul was nominated by James Sagurton as Treasurer of the LSB and Chair of the Finance Committee. Seconded by Sally Gellert.

Point of Order (R. Paul Martin): Nominations do not have to be seconded. The nominee has to accept.

The Chair asked if R. Paul accepted the nomination and he did.

Then the Chair asked if there was any objection to closing the nominations.

Point of Order (John Brinkley): If the chair announces that nominations are closed three times and there are no objections, then nominations are closed.

Then Chair then asked if there were any objections to closing the nominations two more times, and there were none.

Point of Information (James Sagburton): Chair, then I believe you can go to a vote for R. Paul. You can ask if there are any objections to R. Paul being elected as Treasurer.

The Chair then asked if there were any objections to R. Paul being elected as Treasurer. Cerene Roberts and Eleanor Elizabeth Forman abstained. The Chair announced that abstentions would be noted in the minutes, and that, hearing no objections, R. Paul is our Treasurer.

The Chair then asked for nominations for Secretary.

M. Kay Williams was nominated for Secretary by James Sagurton.

The Chair asked if M. Kay Williams accepted the nomination, and she did. Then the Chair asked if there were any other nominations. Then the Timekeeper informed her that the time was up for this item.

8:09 pm ET Motion (James Sagurton) To extend 10 minutes. Seconded (Sally Gellert) Passed without objections.

The Chair then asked three times if there were any other nominations and there were none.

Then the Chair asked if there were any objections to “calling” M. Kay Williams the Secretary. Cerene Roberts and Eleanor Elizabeth Forman abstained. The Chair first noted these two abstentions as objections. Eleanor clarified these were abstentions, not objections. Then, the Chair asked again if there were any objections to voting/” naming” M. Kay as Secretary; and, hearing none, stated M. Kay Williams is Secretary.

Then James Sagurton nominated Gloria Guillo as Vice Chair of the LSB.

The Chair asked if Gloria accepted and she did. Then the Chair asked if there were any other nominations.

Alejandrina Murphy nominated Eleanor Elizabeth Forman for Vice Chair of the LSB, and Eleanor accepted.

The Chair then asked three times if there were any other nominations, and there were none. Then she declared nominations were closed and asked the secretary to state what are the candidates for Vice Chair.

The Secretary (M. Kay Williams) stated the candidates were Eleanor Elizabeth Forman and Gloria Guillo, and that she would set up an OpaVote (according to the enabling motion passed earlier.)

James Sagurton next nominated Katherine O'Sullivan as Chair, and noted that, since her name was in nomination, perhaps she should pass the Chair's gavel to the Vice Chair for this part of the meeting.

Gloria Guillo, the sitting Vice Chair, assumed chairing the meeting and Katherine O'Sullivan accepted the nomination for Chair.

Gloria asked three times if there were any other nominations. On the third request, Eleanor Elizabeth Forman and Alejandrina Murphy nominated Eleanor Elizabeth Forman, who accepted.

Gloria asked the secretary if she would set up an Opavote for the Chair election with Katherine O'Sullivan and Eleanor Elizabeth Forman, and the secretary indicated that she would, but they have to be serial elections, since Eleanor is a candidate for both. By consensus, the Board agreed the Chair election should take place first.

Then Gloria passed the Chairship back to Katherine.

8:15 pm ET The Chair called for Shawn Rhodes to present the Radio Committee Report.

#### Highlights:

1. Concerning erroneous statements made during the Radio Committee Report at the November meeting, first, that the script for announcements of the LSB meetings has never been a responsibility of the Radio Committee, rather it is the responsibility of the LSB Secretary and/or the Chair.
2. Second, it is not in the Bylaws to have an LSB show. It is in the Bylaws to have Townhalls. The LSB Show is the result of 21 years of past practice. After 2003 Bylaws were passed, the first elected Local Station Board in 2004 asked the then-Station Manager, Don Rojas, if they could have some air time to talk to the Listeners who had elected them. Don Rojas agreed it would be a good idea, in the name of transparency, inclusiveness, and accountability. The whole point is to use real talk to inform Listeners of what is happening, both locally and nationally. It would be a disservice to Listeners to paint a rosy picture when that is not the case.
3. Third, the Pacifica National Board, in April 2021, passed a Communications Policy instituting, among a number of other things, LSB Shows at all 5 stations. So, the authority for the LSB Radio Shows comes from 21 years of past practice and 4 years of policy codifying that past practice.
4. Concerning his present report, Shawn stated that he doesn't know whether management has responded to the LSB letter that was sent to them in October, regarding the cancellation of the Radio Show, but no one has said or written anything to him about it.

The Board heard and discussed the Radio Committee Report.

The Chair gave the Interim General Manager a chance to respond.

Highlights:

1. His job is to keep the station going, such as the on-air fundraiser going on right now.
2. He appreciated hearing about the provenance of the LSB Show, some of which he knew and some of which he didn't know, but he felt the atmosphere of transparency, inclusiveness, and accountability that existed in the past has changed. He cited the example that Keziah's email mentioned, when she explained the cancellation of the show, about a defamation lawsuit of \$300,000 that Pacifica had to pay because of unfortunate remarks made on the air.
3. He said he understood that there is a civil war going on in Pacifica right now, but he feels it would be wrong priorities to talk about that on the air right now, when there are so many other pressing issues, like an impending land invasion of a Latin American country.
4. The IGM stated there are lots of neglected core issues in Pacifica, including very outdated bookkeeping.
5. In sum, he doesn't want to discuss anything on the air which would undermine confidence in Pacifica. However, he said that he was open to having a discussion about the LSB Show.

The Board continued to discuss the Report and the Interim Station Manager's response.

7:37 pm ET Motion (Carolyn Birden) To extend the discussion 10 minutes. Seconded (James Sagurton)

The Board continued to discuss the Report and the Interim Station Manager's response.

7:43 pm ET When the stack was exhausted, the Chair called for the official reports of the Interim General Manager and the Interim Program Director, who were both present.

Highlights:

- Current pledge drive: Our goal is \$150K. After 1 week, 1 day, we are up to \$54K, of which 22% is from Unions (\$12K), compared with last winter pledge drive, when goal was \$125K and we made \$147K of which 60% was from Unions. So, listeners are coming back. {Note: as of the writing of these minutes, the fundraiser closed at \$167K, well above goal.}
- Increased BAI Buddies to 1300 and revenue from Buddies from \$21K to \$25K. (Still no comparison with KPFA's 4000 "Standing Members.")
- Increased major donors' (giving more than \$500) contributions to \$650K.
- Bank balance at \$44,752.30 after last payroll of \$16K.
- Got new Health Insurance bill, increased from \$10K last month to \$13K this month, and when two new SAGAFTRA Union members are added, it could go up as much as \$20K per month (more than tower rent!)
- Jake, Grayson, and Challenger are finishing the outfitting of Studio B, a back up to Master Control, and a place to develop new programming while broadcasting is going on, such as radio dramas.

- The ad agency for the H & H Municipal Hospital System, which spent \$18K in PSA's in 2025, is planning to spend even more in the Jan-June period of 2026. We also have PSA's from Public Theater, New York Theater Workshop, and New York Theater Club.
- New Union organizations, which have donated, are Flight Attendants, CWA, a group representing immigration judges, the Taxi Workers Alliance, and the New York Central Labor Council, which represents over 1 million people in 300 Unions.
- Unsung heroes of Fundraising:
  - Gloria J. Browne-Marshall, civil rights attorney, joined the first all-night session,
  - Stephen Berhout (? spelling) paid \$17K in tower rent and \$13K in stipends toward 388 rent
  - Dr. Auerbach, involved in public health, became a \$500 per month BAI Buddy
  - Cheryl McCant, head of the ad agency of the H & H Municipal Hospital System
  - Phillip Lopate said "Long Live WBAI" at the Leonard Lopate Memorial
  - Sarah Nelson, of the flight attendants' group

#### Programming notes:

- Mumia March 12-days 103 miles from Philadelphia on 11-28-25 to Frackville, PA on 12-9-25, where Mumia Abu-Jamal is being held at the SCI Mahanoy Correctional Center
- Democracy and Destiny, about oligarchs, dark money, and January 6<sup>th</sup>, produced by a Rockefeller Brothers Foundation grant of \$15K
- Leonard Lopate Memorial, which has been looped on a recurring schedule

#### From Keziah Glow:

- Switching from recorded to live programming, as much as possible during the fundraiser, especially during the 6 am to 8 am hours, when people are most likely to call in.
- Reaching out to producers to develop carts and promos, and join as hosts on each other's programs
- Developing "Minute Pop-Ups," including from Queen Mother Imakhu, to represent all the listener's interests.

The Board heard and discussed the Reports.

#### Q&A: What can the LSB do to help?

- Bob Henneley replied that presently Ed Fanny (?spelling) and Danielle Mowry are doing the phone calling, but he would like to discuss this question off-line
- He was invited to the LOFT meetings. He will be sent coordinates of the zoom meeting.
- He was asked if he still wanted an executive session with the LSB and he stated that, yes, he would appreciate Katherine to arrange that.

9:09 pm ET The Chair called for the reports of the PNB Directors, giving them 7 minutes before Public Comment began.

#### Highlights:



We need to talk about the BAI budget before the January NFC meeting where it will be discussed with some members who have been hostile to WBAI in the past.

The Board discussed the PNB reports.

9:16 pm ET The Chair stated it was time for Public Comment and made some remarks about the conduct of public comment.

The Board heard public comment, including a report from exiled LSB member Alex Steinberg, read by a listener. (Appended to these minutes, along with the Treasurer's report, which we didn't get to.)

9:47 pm ET The Chair adjourned the meeting

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Submitted by M. Kay Williams, WBAI LSB Secretary

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Treasurer's Report (R. Paul Martin) for 12-10-25  
See attached PDF  
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## Report from Director in exile Alex Steinberg December 10, 2025

The big news in December is that the Appeals process to revoke the illegitimate hijacking of our bylaws by the New Day aligned PNB majority is moving forward. Just today the Appeals Court ruled in our favor after dismissing the counter-arguments of Pacifica's attorney. The ruling was on a procedural issue that is tertiary to our complaint but it was nevertheless significant as a negative ruling could have ended the appeals process right then and there. This gives us hope that we will prevail in our efforts to overturn the illegitimate and unjust hijacking of our bylaws.

On another matter it appears that the PNB majority has been moving to shut down all areas of communication between the PNB and Pacifica's members and listeners. Most recently it was announced that meetings of some PNB committees, including the National Finance Committee, will no longer be streamed in real time. This follows several imperious rulings by the PNB Chair, Susan Young, that Directors are prohibited from introducing a point of order at a meeting unless she agrees with it. And still another indication of the increasingly authoritarian behavior of the PNB and their contempt for the LSB's and its members was a recent demand from a KPFA representative on the PNB Governance Committee that the WBAI LSB present to them information about their fund-raising

efforts. I wish to repeat, this was a **demand**, as if the WBAI LSB Chair or Secretary reports to the Governance Committee, not a request, which would have been perfectly reasonable.

It should also be noted that recently several Directors and LSB members from KPFA are showing increasing and irrational hostility towards WBAI. WBAI is being singled out and being scapegoated for Pacifica's financial problems by the Chair of the PNB's National Finance Committee. Could this be a prelude to another attempt to shut down WBAI as was done in 2019?

As for as the financial position of Pacifica we have reached yet another month without a proper Profit and Loss statement so it is not possible to provide an educated assessment of Pacifica's situation. What we do know is that it is not good, as witnessed by the fact that we have defaulted on two loans and are being forced to pay them off at higher premiums than originally negotiated. Currently all 5 Pacifica stations are in the midst of a winter fund drive. It is too soon to say how successful they will be. We also know that,

1. Pacifica's status as a non-profit as a charitable organization continues to be suspended on the California Attorney General's list of Charitable organizations.
2. The auditing firm we expected to perform the audits for 2022 and 2023 has quit and we have yet to find a replacement for them.
3. Pacifica's non-profit status is now also listed as "automatically revoked" by the IRS. You can find that information on the IRS website at

<https://apps.irs.gov/app/eos/details/>

If you go to that website, it says the following:

#### **Auto-Revocation List**

Organizations whose federal tax-exempt status was automatically revoked for not filing a Form 990-series return or notice for three consecutive years. *Important note: Just because an organization appears on this list, it does not mean the organization is currently revoked, as they may have been reinstated.*

**Exemption Type:** 501(c)(3)

**Exemption Reinstatement Date:**

**Revocation Date:** 02-15-2025

**Revocation Posting Date:** 11-14-2025

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The full significance of this is not clear but it is obviously not good news.

In the meantime, the New Day-aligned PNB majority seems to think everything is fine and takes no responsibility for the financial problems plaguing Pacifica.

Alex Steinberg,

Director in Exile from WBAI