

Minutes for the WBAI Local Station Board Monthly Meeting in public session on January 12, 2022.

Meeting convened at 7:06 PM (ET) a quorum being present, the Chair being present.

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Attending: Charlotte Albrecht, Rachel Barr, Scottye Battle, Shya Bey, John Brinkley, Jack DePalma, Jack Devine, James Dingeman, Maxine Harrison-Gallmon, DeeDee Halleck, William Heerwagen, R. Paul Martin, Basir Mchawi, Katherine O’Sullivan, Shawn Rhodes, James Sagurton, Sharrone Salaam, Max Schmid, Marilyn Vogt-Downey, Michael D.D. White and Amy Wilson.  
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Final Agenda (adopted at 7:51PM EST) :

1. Convene meeting- and designate time keeper.
2. Adopt Agenda. (20 minutes)
3. Roll Call. (5 minutes)
4. Excuse absences. (5 minutes)
5. Approve outstanding minutes: November 10, 2021 and December 8, 2021 meetings (5 minutes)
6. Report from Pacifica National Board Directors. (18 minutes) — Alex Steinberg, Ralph Poynter, Shawn Rhodes, James Sagurton
7. Report from Committee of Inclusion (3 minutes) — William Herrwagen
8. Schedule Executive Session to discuss PD Search Committee –Shawn Rhodes (3 minutes)
9. Recess to Delegates Assembly.
10. Convene Delegates Assembly to be chaired by the LSB Chair.
11. Adopt minutes of January 8, 2020 Delegates Assembly. (2 minutes)
12. Acceptance of Nominations of Directors for Election to PNB (Voting to follow by Opavote after meeting) a. One Staff Director IRV (10 minutes)  
    b. Three listener Directors STV (15 minutes)
13. Reconvene LSB meeting.
14. Review of Current Population of Committees and Task Forces preparatory to February Meeting. (3 Minutes)
15. Review and Reading of bylaws section “Specific Powers and Duties” of the LSB (5 minutes- rotation reading)
16. General Manager’s Report. (14 minutes for report & 3 minutes for discussion) — Berthold Reimers
17. Programming Updates. (3 minutes report, 5 minutes Q&A) — Linda Perry
18. Treasurer’s Report. — (5 Minutes report 5 minutes discussion) — R. Paul Martin
19. Proposal to Review and/or Revisit the Results Election of LSB Officers (5 Minutes) — Basir Mchawi

20. Discussion- Program Director Search Sub-Committee (5 Minutes) — Basir Mchawi
21. Report from Community Advisory Board — (2 Minutes) – Neale Vos
22. Town Hall Respecting Possible WBAI Partnerships, Affiliations and Collaborations (3 Minutes)
23. Resolution Respecting Contact Email for LSB– (10 minutes) — Rachel Barr
24. Discussion: Pacifica Communication Policy- (8 minutes) — Rachel Barr
25. Discussion: Public Comment– (8 minutes) Dr. Shya Bey
26. Discussion: Listener Phone Calls - (4 minutes) — Rachel Barr
27. Discussion: Creation of Programming Advisory Committee— (5 Minutes) – Michael D. D. White
28. Discussion: Improving WBAI and Pacifica Reputation and Brand.— (10 minutes) – Michael D. D. White
29. Discussion: Adjournment Time of LSB meeting(s)—(5 minutes) Dr. Shya Bey
30. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must always begin no later than 9:15 PM.)
31. New Business. (5 minutes)
32. Adjourn no later than 9:45 PM. (ET)

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**Motion:** (Michael D.D. White) “To strike items 18 through 28 from the agenda.” Objection: Sharrone Salaam 7:21 PM (ET) (Failed 5 for, 10 against, 2 abstentions)

The LSB discussed the motion.

**Amendment:** ( Shawn Rhodes ) “Amendment to discuss adding after Report from Committee of Inclusion to Scheduling an Executive Session to vote on renewed motion PD Search Committee (3 minutes)” Objection by Shya Bey 7:2PM (EST)

The LSB discussed the amendment.

**Motion:** “move Shawn Amendment to be included in number 19” (later became #20 in the final agenda) voted at 7:40 PM (EST) ) (Tied (thus failed) 9 for, 9 against, 2 abstentions)

**Motion (vote on Shawn Rhodes amendment):** “Amendment to discuss adding after Report from Committee of Inclusion to Scheduling an Executive Session to vote on renewed motion PD Search Committee (3 minutes)” 8:16PM (EST) (Passed 10 for, 8 against, 1 abstention)

**Motion:** (Katherine O’Sullivan) “To adopt the agenda as amended” 7:51PM (EST) (Passed 13 for, 4 against, 2 abstentions)

**Motion:** (Jim Dingeman) “That all absences be excused” (Passed without objection)

**Motion:** (Shawn) “Schedule an Executive Session on Tuesday, February 1, 2022 from 7:00PM-9:30PM to discuss and vote on the renewed motion that originally came from the now defunct WBAI PD Search Sub-Committee. The non-LSB members of that committee will be invited. The non-LSB Secretary of the LSB will be invited to the meeting as well.” 8:25PM (EST) (Passed 12 for, 6 against, 0 abstentions)

The following items were then discussed:

5. Approve outstanding minutes: November 10, 2021 and December 8, 2021 meetings (5 minutes) These minutes were not available.
6. Report from Pacifica National Board Directors. (18 minutes) — Alex Steinberg, Ralph Poynter, Shawn Rhodes, James Sagurton
7. Report from Committee of Inclusion (3 minutes) — William Herrwagen

**Recess To Delegates Assembly:** (covered in separate set of Minutes) 8:27PM (EST)

**Reconvene LSB Meeting:** 8:37PM (EST)

The following agenda items were covered:

14. Review of Current Population of Committees and Task Forces preparatory to February Meeting. (3 Minutes)
15. Review and Reading of bylaws section “Specific Powers and Duties” of the LSB (5 minutes-rotation reading) (excerpt of the by-laws that were read during the meeting appear at the end of these minutes)
16. General Manager’s Report. (14 minutes for report & 3 minutes for discussion) — Berthold Reimers
17. Programming Updates. (3 minutes report, 5 minutes Q&A) — Linda Perry

**Motion:** (Jack DePalma) “Extend Time Linda Perry by 5 Minutes” 9:05PM (EST) (passed without objection)

The following agenda items were covered:

18. Treasurer’s Report. — (5 Minutes report 5 minutes discussion) — R. Paul Martin

**Motion:** (R.Paul Martin) “motion to move make public comments to 9:20 PM ” 9:14 PM (EST) (passed without objection)

Public Comments:

Neale Vos gave CAB report during open comments time (Agenda Item #21) during Public Comments time period.

Public Comments concluded at 9:44 PM (EST)

**Motion:** (Basir Mchawi) “Opavote Vote Results to be Nullified (the random determination of a winner to be overturned)” 9:45 PM (EST)

R. Paul Martin indicated that the motion should be out of order. Roberts Rules of Order: after election has ended, it may not be challenged) Election to office cannot be rescinded or amended--should not be allowed on the floor as flagrantly out of order” raised issue that the Chair needed to rule on whether the voting results could be overturned. 9:47 PM (EST)

The Chair ruled that the results of the Election could not be overturned 9:48 PM (EST)

Discussion on the ruling ensued.

**Motion:** (Charlotte Albrecht): “move to adjourn the meeting” 9:50 PM (EST)

The chair adjourned the meeting at 9:51 PM (EST)

Adjourned 9:51 PM (ET)

Submitted by John Hoffman, Secretary

Excerpt of Pacifica Foundation by-laws that were read aloud at the meeting:

**Article Seven, Local Station Boards, Section 3: Specific Powers and Duties**

Each LSB, acting as a standing committee of the Foundation's Board of Directors, shall have the following powers, duties and responsibilities related to its specific radio station, under the direction and supervision of the Foundation's Board of Directors:

A. To review and approve that station's budget and make quarterly reports to the Foundation's Board of Directors regarding the station's budget, actual income and expenditures.

B. To screen and select a pool of candidates for the position of General Manager of its respective radio station, from which pool of approved candidates the Executive Director shall hire the station's

General Manager.. The LSB may appoint a special sub-committee for this purpose.

C. To prepare an **annual** written evaluation of the station's General Manager.

D. Both the Executive Director and/or an LSB may initiate the process to hire a station General Manager. However, to effectuate it, both the Executive Director and the LSB must agree to fire said General Manager. If the Executive Director and the LSB cannot agree, the decision to terminate or retain said General Manager shall be made by the Board of Directors.

E. To screen and select a pool of candidates for the position of station Program Director, from which pool of approved candidates the station's General Manager shall hire the station's Program Director. The LSB may appoint a special sub-committee for this purpose.

F. To prepare an **annual written evaluation** of the station's Program Director.

G. To work with station management *to ensure that station programming fulfills the purposes of the Foundation and is responsive to the diverse needs of the listeners (demographic) and communities (geographic) served by the station, and that station policies and procedures for making programming decisions and for program evaluation are working in a fair, collaborative and respectful manner to provide quality programming.*

H. To conduct "Town Hall" style meetings *at least twice a year*, devoted to hearing listeners' views, needs and concerns.

I. *To assist in station fundraising activities.*

J. To actively reach out to underrepresented communities to help the station serve a diversity of all races, creeds, colors and nations, classes, genders and sexual orientations, and ages and to help build collaborative relations with organizations working for similar purposes.

K. To perform community needs assessments, or see to it that separate "Community Advisory Committees" are formed to do so.

L. To ensure that the station works diligently towards the goal of diversity in staffing at all levels and maintenance of a discrimination-free atmosphere in the workplace.

M. To exercise all of its powers and duties with care, loyalty, diligence and sound business judgment consistent with the manner in which those terms are generally defined under applicable California law.

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  - a. One Staff Director IRV (10 minutes)
  - b. Three listener Directors STV (15 minutes)
13. Reconvene LSB meeting.

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**Motion:** (Michael D.D. White) “To Approve Minutes from the Delegates Assembly.” (Passed without objection)

Nominees for the Pacifica National Board Staff Director position were presented. Shawn

Rhodes accepted nomination for the one Staff Director position for the PNB.

**Motion:** (R. Paul Martin) “To Close Nominations for Staff Director or PNB” 8:33PM (EST)  
(Passed without objection)

Nominees for the Pacifica National Board Listener Director position were asked to accept nominations. James Sagerton, James Dingeman and Sharrone Salaam all accepted their nominations. ed to presented. Shawn Rhodes accepted nomination for the one Staff Director position for the PNB.

**Motion:** (Michael D.D. White) “To Close Nominations for Staff Director or PNB” 8:35PM (EST) (Passed without objection)

**Motion:** (Michael D.D. White) “Move to accept all Nominees by Acclamation” 8:36PM (EST)  
(Passed without objection)

Chairman ended Delegated Assembly at 8:36PM (EST)

Adjourned 8:36 PM (ET)  
Submitted by John Hoffman, Secretary