

Minutes WBAI LSB Regular Monthly Meeting in Public Session 3-13-24

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

Absent Members: Gail Bey, Mark Crispin Miller, Alejandrina Murphy, Matthew Reiss

Also present: Berthold Reimers (General Manager), Linda Perry (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. Minute of Silence after permitting remarks of remembrance to honor Malachy McCourt (3 minutes)
6. Approve outstanding minutes: February 14, 2024 Meeting (5 minutes)
7. Chair’s Announcement About New Spam Algorithms (1 minute)
8. Report from Pacifica National Board Directors. (7 minutes & 5 minutes discussion) - Shawn Rhodes, Cerene Roberts, Jim Dingeman and Paul De Rienzo.
9. Treasurer’s Report. - (10 Minutes report 5 minutes discussion) - R. Paul Martin
10. Reports of General Manager and Program Director. (8 minutes report 8 minutes discussion) — Berthold Reimers & Linda Perry
11. Announce and affirm results to complete elections for the following delegates to PNB committees and the Committee of Inclusion each of which requires acceptance of nominations by write-in candidates to be elected.(8 Minutes- M. Kay Williams):
 - a. Governance-
 - b. Programming- Not yet authorized PNB this year
 - c. Committee of Inclusion.
 - d. Elections (per decision to do it by acclaim)
 - e. Audit (per decision to do it by acclaim)
12. Resolution Establishing Management Evaluation Subcommittee to Commence Annual Reviews of General Manager and Program Director, and Acceptance of Nominations For Committee Membership in elections to be held by OpaVote. (27 Minutes) - Katherine O’Sullivan
13. Radio Committee Motion (10 Minutes) – Shawn Rhodes
14. Report from Community Advisory Board (2 Minutes) - Neale Vos

15. Motion to Automatically Schedule LSB Executive Sessions following Any Pacifica National Board Release of Confidential Information. (4 minutes presentation 8 minutes discussion) — Cerene Roberts
16. Discussion LSB Communications Policies and Procedures including Zoom and Recording and Communication with Listeners. — (5 minute background presentation by Secretary, 15 minute discussion.)
17. Motion: Improving Communication with Listeners (10 minutes) – John Brinkley
18. Motion to require reserves to be held from funds received to cover procurement and sending of premiums within 6 weeks. (10 minutes) – Cerene Roberts.
19. Competing Successfully With the Internet and/or Becoming Internet Successful - (5 minutes) - Michael D. D. White
20. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must always begin no later than 9:15 PM.)
21. New Business. (5 minutes)
22. Adjourn no later than 9:45 PM. (ET)

7:06 pm ET The meeting was convened by the Chair Michael D.D. White, noting that himself, the Secretary, and a quorum were present. Recording was started, he noted how chat was to be used.

Jack de Palma volunteered to be timekeeper and there were no objections.

The chair called for a motion to adopt the agenda.

Point of Order (Cerene Roberts) It is improper not to take roll call before any other business. The chair ruled this out of order noting that it had been ruled out of order at the previous three meetings, and noting that there was a motion regarding this later on the agenda. The member stated she would not appeal the ruling of the Chair.

The agenda was screen shared and read by M. Kay Williams

Motion (Sally Gellert) To adopt the agenda. Seconded. (Gloria Guillo)

Amendment (Jim Dingeman) To move the Treasurer's Report and the Report of the GM and PD ahead of the affirmation of the committee elections and add 12 minutes to the GM report. Seconded (John Brinkley) Passed without objection.

Amendment (Eleanor Elizabeth Forman) To add 2 minutes of silence for Malachy McCourt and three minutes to the end of the meeting to honor him and Ralph Poynter. Seconded (Joan De Lorenzo). Passed without objection.

Point of Order (R. Paul Martin) Item 13, the motion regarding the LOFT is out of order as it is written here. There is no such thing as a "standing subcommittee." Also can't go from being a taskforce to being a standing committee without advance notice. Also noted that item 20 is out of order because we cannot change a standing rule without advance notice.

The Chair stated that he would consider ruling these items out of order when we get to them.

Motion (R. Paul Martin) Move to strike items 13 and 20. Seconded. (Gloria Guillo)

Point of Order (John Brinkley) Item 13 was brought up at the last meeting but the Board didn't get to it, so there has been advance notice of this item.

Point of Information (Cerene Roberts) Re Item 13, the LOFT wants to keep the acronym LOFT, but wants to be a standing committee, so “Taskforce” would be in quotes. Also there was an email in advance to all about item 20.

The Board discussed these two objections until the Chair called the question.

Point of Information (R, Paul): Re Item 13 previous notice requires a proper wording of a motion sent out in advance. Item 20 requires not only prior notice but a 2/3 vote to change a standing rule.

The Board continued to discuss the motion.

7:26 pm ET Jim Dingeman called the question. Roll call vote was taken on the original motion to strike the items 13 and 20, which passed with 8 ayes and 7 nos and 1 non-vote.

Official Roll Call was taken, results as above, although 3 members came late. It was noted by the chair that two members submitted requests to excuse their absence, Alejandrina Murphy and Mark Crispin Miller.

Motion (Jim Dingeman) To excuse all absences. Seconded (Gloria Guillo). Objected (Paul De Rienzo) Seconded. (Rachel Barr)

Roll Call vote was taken and the motion passed with 11 ayes, 3 nos, and 2 abstentions.

7:36 pm ET The Chair called for three minutes for Malachy McCourt, to include remembrances and a minute of silence.

Members of the Board shared testimonials regarding Malachy McCourt.

The next item on the agenda was to approve minutes from last meeting 2-14-24.

7:39 pm ET Motion (R. Paul Martin) To approve minutes from 2-14-24. Seconded. Objected to.

There were four objections (Cerene Roberts):

1. It was mentioned that the affiliates helped with the CPB application, but only one helped with the CPB application.
2. The spelling of Beth Von Gunten’s name.
3. That Point of Information should be used only when a question is being asked, not when someone is just giving information.
4. The spelling of Sara Roos name.

Amendment (Cerene Roberts) To table the approval of these minutes until the next meeting since the secretary mentioned that she needed to research these changes. Seconded. Passed without objection.

7:47 pm ET The Chair moved on to Item 7 on the agenda and announced that new algorithms are being deployed on all major email platforms, and that we now need to look carefully in our spam folders for email that used to come directly to our inboxes. Notices of our Board meetings can go into spam, so need to look there.

The Chair ruled that there was no time left for discussion of this item, as it was just listed as an announcement.

Shawn Rhodes: Made an announcement that the Radio Committee was going to have its first meeting, listed on kpftx, even though its empowering resolution has yet to be renewed, and we may not get to it during this meeting. It’s an important committee which plans LSB on air presentations to listeners.

7:56 pm ET The Chair called for the Reports from the PNB Directors, Paul De Rienzo, Jim Dingeman, Shawn Rhodes, and Cerene Roberts.

Highlights:

- There was a complaint by individuals from the Pacifica Safety Net group out of KPFA to the FCC to adjudicate the issue of whether Gary Null, Christine Blosdale, and the “Hackers” at WBAI violated the conditions of a 501-C-3

organization. Some believe that this is just another way of attacking WBAI since these two producers raise 30% of our revenue.

- We have to aim high with our fundraising goals to get WBAI out of its deficits. This is the only thing that will shut up our critics.
- Some think we must move to a model of increasing revenue through programming not through premiums. Not sure we can fill the gap with supportive PSA's and underwriting.
- A member reported that the "Hackers" stated that a disgruntled employee who was mad at their show was involved in making this complaint, and if they get to testify to the FCC the motive behind this complaint will be clear.
- Respect is a two-way street, have to give to get. This goes for how we treat each other as well as how we treat our donors.

The Board discussed the reports.

Motion (John Brinkley) To extend the discussion 3 minutes. Seconded. Passed without objection.

Announcement (Eleanor Elizabeth Forman) Stated that there were irregularities in the LSB election last year that she wanted included in the next meeting agenda as Unfinished Business.

8:16 pm ET The Chair called for the Treasurer's Report. R. Paul Martin.

Highlights

- ❖ R. Paul objected to the PNB chair calling the 2-20-24 NFC meeting outside of usual procedure where the committee itself decides the next meeting. He was overruled by the new chair.
- ❖ The Executive Director stated that she wants the NFC to work more closely with stations on a monthly basis.
- ❖ Total payables, including interest payments on our loans = \$1.3 million
- ❖ Total FJC loan = \$2.1 million, late fee was going to be 18% but she negotiated it down to 2% plus prime (normal interest).
- ❖ Total EIDL (Economic Injury Disaster Loans) = \$2.5 million, Interest payment = \$104K. She has been working with the Small Business Administration to reduce liens on the Los Angeles property now that it is sold.
- ❖ The ED wants to put together teams to work on programming (grids and training), underwriting, and program sharing.
- ❖ The new close of escrow date for the sale of the KPFK building was set for March 14.
- ❖ The new secretary of the PNB had to start all the work over for setting up the BOA account to receive the \$25K stock option gift that came to WBAI last year. The signatures are supposed to be complete end of this week.
- ❖ At the 2-27-24 NFC meeting the KPFA budget was discussed and approved. Most of their revenue comes from a few major donors, donating a total of about \$50K per month.
- ❖ Elections were held and Darlene Pagano was elected Chair and R. Paul was elected Secretary.
- ❖ At the 3-12-24 NFC meeting, the ED presented a new Chart of Accounts, the list of categories of revenue and expenses used for recording transactions in Pacifica's General Ledger. The old Chart of Accounts has about 450 categories and she wants to simplify that to about 84 categories. She wants all general managers to use the new Chart of Accounts. Some of the new codes are:
 - On the Revenue Side:
 - 5000 – Listener Support
 - 5011 – Website Income
 - 5651- Sponsorships Underwriting
 - On the Expense Side:
 - 6000 – Salaries
 - 6300 – Consultant/Temps/Contractuals
 - 6560 – Interest/Bank Charges.
- ❖ The total accounts payable for WBAI stands at \$250K to pay 4Times Square, the Studio Rent, and the Call Center.
- ❖ The NFC decided to continue to meet on the second and fourth Tuesday of every month at 8:30 pm ET.

❖ FY23 report will be released when its reviewed.

The Board heard and discussed the Treasurer's Report.

Motion (Jim Dingeman) To extend discussion 1 minute. Seconded. Passed without objection.

8:32 pm ET The Chair called for the report of the General Manager and the Program Director, Berthold Reimers and Linda Perry.

Highlights:

- We are in dire financial straits. Gary Null and Christine Blodale have resigned and new hosts are trying to take up the slack. Gary Null clocked 14-15K listeners an hour and raised over \$140 million over the years.
- We need a Local Station Board to be more involved in fundraising.
- Berthold called a special meeting with the PNB Directors to discuss premiums, programming, and underwriting. He also directed Jim Dingeman to set up a town hall to involve listeners in the discussion. However, he doesn't want the conversation to be exclusively about the FCC complaint. Our lawyer has submitted an answer. He's quite sure there was no wrong doing, so all we need to do is await their answer and focus on fundraising.
- Profit and loss reports from 2021 and 2022 were sent to the Directors.
- Berthold wanted to remind the community that we lost over \$300K during the shut down in 2019 and that's when our deficits began.
- Calls to lapsed listeners increased the amount raised from \$18K to \$21K and we need to continue doing that. Volunteers can come in on Mondays 1-6 pm and Fridays 11 am-7 pm, and Berthold and/or Linda will set up times to do it on the weekends also. We can ask for BAI buddies to add just \$3 to their monthly donation. Need a schedule of people over the next month so know who is coming in when.
- Berthold is planning a Tower Fund Drive from May 6th to May 19th where the premium will be CD's the "Best of WBAI" including our recent Gaza programming.
- Linda is talking to the Board of Community and Ethnic Media about listing WBAI as a member and hence eligible for a grant.
- We made money from a day long memorial to James Irsay and we have one planned for Malachy McCourt.
- The new rules for evaluating the producers on fundraising are the same as the old rules and she has made these rules available to producers and will do so for LSB Members.
- She wants producers to complete information about their programs in kpftx, at least topics discussed and guests.

The Board discussed the report.

Point of Information (Jim Dingeman) Reminded members that his motion to move this item up on the agenda included increasing the time limit 12 minutes.

The Board continued to discuss the report.

8:58 pm ET Motion (John Brinkley) To extend the discussion 15 minutes. Seconded. Passed without objection.

The Board continued to discuss the report.

9:13 pm ET Motion (Paul De Rienzo) To extend the discussion until 9:15 pm, time certain for Public Comment. Seconded. Passed without objection.

The Board continued to discuss the report.

9:21 pm ET The Chair called for Public Comment to begin, noting 2 minutes per speaker, and noting that the time for this item and hence the end of the meeting would be extended to allow 30 minutes for this item if needed since the discussion of the GM report went overtime.

The Board heard comments from the public.

9:46 pm ET Public Comment ended due to no more persons in queue wanting to speak. The Chair noted that we now have the extra three minutes voted to add to the meeting time to discuss the results of the recent elections.

Motion (Sally Gellert) To extend the time of this discussion and the meeting 5 minutes to cover this material. Not seconded.

M. Kay Williams screenshared a list of the status of all committees and taskforces, noting who was elected and how they were elected, and noting that there had been two final reports from the Election Tellers, one sent to the membership on Sunday March 2nd, the day after the election ended, and one sent the day of this meeting reflecting last minute changes. Gloria Guillo, one of the coin toss write-in candidates for the Governance Committee, had withdrawn her candidacy. Hence there would be no coin toss and Terry Goodman's final report agreed. Michael D.D. White affirmed he had withdrawn his candidacy for the Programming committee, and that according to STV rules, that would make Gloria Guillo the co-winner with Rachel Barr. Both emails from Gloria and Michael have been sent to the Board members.

Request for Information (Eleanor Elizabeth Forman) A question was asked whether Joan De Lorenzo won as a write-in for the Programming committee.

Point of Information (M. Kay Williams) The election teller's report ruled her out for the Programming Committee. She was elected to the Committee of Inclusion.

The Chair called for a motion to affirm these results.

Motion (R. Paul Martin) To affirm these results. Seconded.

Amendment (Cerene Roberts) To table further discussion and affirmation of the election results until the next meeting to allow the members to study all of the Election Tellers final reports and possibly for the whole group to meet with Terry Goodman. Seconded. Objected to.

Roll Call vote was taken and the motion passed with 9 ayes, and 6 nos.

9:57 pm ET Motion (Cerene Roberts) To adjourn. Not Seconded.

9:57 pm ET The Chair adjourned the meeting.

Submitted by M. Kay Williams, WBAI LSB Secretary

Point of Information from Your Secretary: Terry Goodman's participation in our meeting tonight and commenting during public comment was a surprise. He had told me he "didn't have the bandwidth on his computer to allow participation in any Zoom meetings anywhere anytime." That was why I had to arrange for Sara Roos to be present at this meeting when we thought we needed a coin toss for the Governance Committee.