

## **Minutes for the WBAI Local Station Board meeting in Public Session on December 14, 2022.**

Meeting convened at 7:15 PM (ET) a quorum being present, the Chair being present.

Attending: Rachel Barr, Scottye Battle, John Brinkley, Jack DePalma, James Dingeman, DeeDee Halleck, Maxine Harrison-Gallmon, Bounnubti Kamenthou, R. Paul Martin, Basir Mchawi, Kathryn O’Sullivan, Hazel Pinder, Shawn Rhodes, James Sagurton, Sharonne Salaam, Doc Shya, Max Schmid, Marilyn Vogt-Downey, and Michael D.D. White

Not in attendance: Priscilla Cancar, Jack Devine, William Heerwagen, Errol Maitland, and Andre Ward.

Also Present at the meeting: John Hoffman (Secretary), Berthold Reimers (General Manager), and Linda Perry (Program Director)

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### **Final Agenda as Amended**

#### **WBAI Local Station Board (“LSB”)**

**7:00 PM ET, Wednesday, December 14, 2022 Meeting**

#### **Remote Participation Meeting Via Zoom**

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. First, welcome new staff representative LSB member with departure from the LSB of Amy Wilson (5 minutes)
4. Excuse Absences. (5 minutes)
5. Approve outstanding minutes: November 9, 2022 Meeting (5 minutes)
6. Accept Nominations for Election of LSB Officers and Setting up of up to Four Sequential Confidential (OpaVote) IRV Elections. (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. Motion Appreciating Staff (5 minutes) — William Heerwagen
8. Discussion & Resolution: Creation of Programming Advisory Committee— (5 Minutes) – Michael D. D. White.
9. Motion to Create Programming Committee (5 minutes) — William Heerwagen
10. Resolution for the WBAI LSB to Begin Fulfilling Specific Powers and Duties (5 minutes resolution 8 minutes discussion) — Marilyn Vogt-Downey
11. Report from Pacifica National Board Directors. (7 minutes & 5 minutes discussion) — Shawn Rhodes, James Sagurton, Sharonne Salaam, Jim Dingeman.
12. General Manager’s Report. (10 Minutes report, 10 minutes discussion) — Berthold Reimers
13. Programming Updates. (5 minutes report, 5 minutes Q&A) — Linda Perry
14. Report from Community Advisory Board (2 Minutes) – Neale Vos
15. Treasurer’s Report. — (10 Minutes report 5 minutes discussion) — R. Paul Martin
16. Resolution on Pacifica Underwriting Policy. (4 minutes & 8 minutes discussion) — Jim Dingeman
17. Report on Debating Debates Town Hall Discussions: — (3 Minutes) – Michael D. D. White.

18. Competing Successfully with the Internet vs and/or Becoming Internet Successful - (5 minutes) — Michael D. D. White
  19. Discussion: Improving WBAI and Pacifica Reputation and Brand.— (10 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)
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Call to Order: 7:15 PM ET

Timekeeper was identified as J DePalma

The agenda was read at 7:19 pm ET by John Hoffman

**Motion:** (Kathryn O’Sullivan) “To adopt the agenda” at 7:23 pm ET.

**Amendment:** (Michael D.D. White) “To move item #8 to after items # 16 & 17.” At 7:24 pm ET.

Due to an objection, the Board discussed the Amendment.

The Amendment failed by roll call vote with 9 yes and 9 no.

**Motion:** (Jack de Palma) “To cancel agenda items brought forward by LSB members not present.” (Not seconded, withdrawn).

**Motion:** (Michael D.D. White) “To move items # 16 & 17 above item #8.” At 7:38 pm ET

Due to an objection, the Board discussed the motion.

The motion passed by a roll call vote with 9 yes and 8 no. Tie was broken by Chair Dee Dee Halleck.

**Call for the Orders of the Day:** (R. Paul Martin) “A motion to change the agenda requires a 2/3 vote.”

**Motion:** (Kathryn O’Sullivan) “To adopt the agenda as amended.” At 7:44 pm ET.

The motion passed by roll call with 11 yes, 5 no, and 2 abstentions.

**Official Roll Call** by John Hoffman. At 7:48 pm. 18 present.

Those not present were: Priscilla Cancar, Jack Devine, William Heerwagen, Errol Maitland, and Andre Ward. Sharone Salaam joined later by phone.

Dee Dee Halleck shared that she had spoken to Andre Ward, staff runner up, who agreed to take Amy Wilson’s place, who resigned. He was unable to be at tonight’s meeting due to a prior commitment.

**Motion:** (Dee Dee Halleck) “To accept all absences.” Passed without objection at 7:50 pm ET.

**Motion:** (Dee Dee Halleck ) “To approve outstanding minutes: November 9, 2022 Meeting.” Passed without objection at 7:53 pm ET.

John Hoffman shared that he will be absent starting in January.

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**Nominations** were opened for LSB officers at 7:54 pm ET..

John Hoffman stated that if there were only one nomination for an office, that person would be elected by acclamation. If there were more than one, then election of these officers would go to an OPA vote, with automatic tie-breaking, which is in the by-laws.

**Nominations for Chair** were John Brinkley and Dee Dee Halleck

**Motion:** (R. Paul Martin) “To close nominations for Chair.” Passed without objection at 7:55 pm ET.

**Nominations for Co-Chair** were Doc Shya and Michael D.D. White

**Motion:** (R. Paul Martin) “To close nominations for Co-Chair.” Passed without objection at 7:57pm ET.

**Nominations for Secretary** were M. Kay Williams and Rachel Barr, but Rachel Barr declined, and M. Kay Williams was elected by acclamation.

**Motion:** (Jack de Palma) “To close nominations for secretary.” Passed without objection at 7:59 pm ET.

**Nomination for Treasurer** was R. Paul Martin, who was elected by acclamation.

**Motion:** (Jim Dingeman) “To close nominations for treasurer.” Passed without objection at 8:00 pm ET.

**Motion:** (William Heerwagen) “To appreciate staff.” Tabled due to the absence of William Heerwagen at 8:04 pm ET.

Chair Dee Dee Halleck shared that she particularly appreciated staff who participated in a successful Report to the Listener.

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The Board then discussed the following agenda items:

8. Discussion & Resolution: Creation of Programming Advisory Committee— (5 Minutes) – Michael D. D. White.
9. Motion to Create Programming Committee (5 minutes) — William Heerwagen
10. Resolution for the WBAI LSB to Begin Fulfilling Specific Powers and Duties (5 minutes resolution 8 minutes discussion) — Marilyn Vogt-Downey

Written versions of #8 & #10 appended to these minutes. No written version of #9 was available at the time of the writing of these minutes.

Michael D.D. White shared his written proposal in the Zoom meeting and also read it for those participating in the meeting by phone.

**Point of Information** (R. Paul Martin) 8:06 pm ET. “When was this proposal first presented?”

**Point of Information:** (Michael D.D. White) Originally presented in September 2021.

**Motion:** (M.D.D. White) "To extend discussion of Item #8 7 minutes." Passed without objection 8:09 pm ET.

**Motion:** (Jim Dingeman) "To extend discussion of Item #8 5 minutes." Passed without objection 8:22 pm ET.

**Motion:** (John Brinkley) "To table discussion of all three of these proposals until their sponsors can get together and come up with one proposal everyone can agree on." 8:28 pm ET.

Since there was an objection, the board began discussion of the motion.

**Point of Information:** (R. Paul) "A motion to table cannot be discussed."

**Amendment:** (John Brinkley) "To withdraw his motion to table and change it to motion to postpone discussion to a future meeting."

**Point of Information:** (R. Paul) "A motion cannot be withdrawn without unanimous consent."

There was an objection to withdrawing the motion.

**Called the Question** (Michael D.D. White) The motion to table passed without objection at 8:38 pm ET.

The Chair wanted to continue with the agenda and give Marilyn Vogt-Downey a chance to read her proposal which was Item # 10 on the agenda.

**Motion:** (Marilyn Vogt-Downey) "To table discussion of her proposal, agenda item #10." Passed without objection at 8:43 pm ET.

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The Board then heard

11. Report from Pacifica National Board Directors. (7 minutes & 5 minutes discussion) — Shawn Rhodes, James Sagurton, Sharonne Salaam, Jim Dingeman.

Topics included

- controversies around proposals to increase revenue by selling assets.
- controversies around underwriting motion already passed by the Pacifica National Board

**Motion:** (James Sagurton) "To extend discussion 5 minutes" Passed without objection at 9 pm ET.

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The Board was ready to hear the following agenda Items but Berthold Reimers and Linda Perry were not present at this time, although they came later and abbreviated reports were heard.

- 12. General Manager's Report. (10 Minutes report, 10 minutes discussion) — Berthold Reimers
- 13. Programming Updates. (5 minutes report, 5 minutes Q&A) — Linda Perry

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The Board then heard the following report:

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

Suggestions included:

- More PSA's targeting the 9 out of 10 listeners who listen and don't contribute
- Move Ralph Nader show to morning
- Bring back evening news
- Bring back the opera show
- Bring back the early (medieval) music show
- Take more listener phone calls
- Cut down on premium delivery time
- Change the name to "Report to and from the listener"
- Board ops to break in with correct number if a recorded program gives an old number
- Administration to provide a programming policy statement how a program gets either added or removed from the air.

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Programming Updates (Linda Perry) began at 9:10 pm ET.

Discussed how she handles the PSA's.

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Public Comment Began at 9:15 pm ET.

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**Motion:** (Jack de Palma) "To hear from the General Manager, who arrived late, for 5 minutes" Passed without objection at 9:47 pm ET.

The Board heard and discussed the report from the General Manager.

**Motion:** (Jack de Palma) "To extend discussion 5 minutes" Was not seconded.

**Point of Information:** (R. Paul Martin) "No time for the Treasurer's Report however reminded people he had sent it to the list serve that morning."

Meeting Adjourned 9:55 pm ET.

Submitted by M.K. Williams, Secretary

**Resolution for the WBAI LSB to fulfill its Specific Powers and Duties as defined in Article Seven, Section 3.G. of the Pacifica Bylaws**

**Submitted by John Brinkley and Marilyn Vogt-Downey**

Whereas, Article Seven, Section 3.G. of the Pacifica Bylaws authorizes the LSB “to work with station management to ensure...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.”

*Therefore, be it resolved that:*

*The WBAI LSB elect an ad hoc Programming Changes Oversight Committee, whose first item of business will be to work with management and the producers to put in place a fair, collaborative and respectful process for evaluating programming and for making program changes and then to see to the proper implementation of these processes.*

*The work of the Programming Changes Oversight Committee [hereinafter referred to as the PCO] ] will include but not be limited to 1) requesting from management the procedures that Management currently has in place to evaluate producers and programs and the process management has in place for making program changes; and, likewise, 2) requesting from producers their experiences with management with regard to management's process for making program changes, and 3) working with both management and producers to put in place a process for making program changes that is fair, collaborative and respectful.*

*This PCO shall be composed of*

*3 LSB Listener Representatives  
2 LSB Staff representatives  
1 non-LSB listener representative  
1 non-LSB staff representative*

*Nomination of candidates for the PCO shall be made by 12 pm, Wednesday, January 11, the date of the next LSB meeting.*

*The STV voting to elect the PCO will be held online following the January LSB meeting so that The PCO will be able to commence work in February 2023.*

*1. Staff and Listener representatives who are not members of the LSB must submit an application form (see the attached) that is emailed to both the LSB Chair and Secretary no later than 12 pm, January 11, 2023.*

*2. The application form shall consist of the applicant's name, contact information, whether the person wishes to be a Staff or a Listener representative, and a brief explanation of why the applicant wishes to be on the PCO. The applicant must attest to being a current (either Listener or Staff) member in good standing. A sample application form will be immediately posted on the*

LSB Public List. An announcement that the PCO is open to non-LSB Staff and non-LSB Listener applicants will be placed on the [wbai.org](http://wbai.org) home page and made into a cart to be played on the radio.

3. All members of the PCO will be required to sign a confidentiality agreement to be executed by the PCO's 2nd meeting in order to remain on the PCO.

4. The PCO will act only when a quorum (a majority of the members) is present (RONR Art. IX, sec. 52). The PCO will elect a chairperson, (RONR Art. IX, sec. 52) who will guide the work of the PCO.

The PCO shall make regular reports to the LSB of the progress of its work as the situation merits.

*Application for membership in the WBAI Local Station Board Programming Changes Oversight Committee (PCO):*

1. Name and contact information (including address, email, phone numbers).

NAME \_\_\_\_\_

EMAIL ADDRESS \_\_\_\_\_

ADDRESS \_\_\_\_\_

CITY \_\_\_\_\_ STATE \_\_\_\_ ZIP \_\_\_\_\_

HOME PHONE \_\_\_\_\_

WORK PHONE \_\_\_\_\_

2. Are you applying to be a Listener representative or a Staff representative? (circle one)

Listener

Staff

4. Please provide a brief explanation of why you want to be a member of the PCO.

5. Is there any other information that you think is relevant or the PCO should know. (If you think you may have a conflict of interest being on the PCO or you have some special skills and/or background that make you suitable for this task, this is the place to tell us about it.)

6. I attest that I am currently a (Listener or Staff) member in good standing.

\_\_\_\_\_  
(print name)

## **Resolution Of The WBAI Local Station Board Establishing Ad-Hoc Programming Committee**

**Submitted by Michael D.D. White, Vice Chair, WBAI LSB**

WHEREAS, Article Seven, Section 3 Paragraph G in the Pacifica Foundation bylaws provide that one of the specific powers and duties of the Local Station Board ("LSB") is:

"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."

WHEREAS, for this purpose, the LSB desires to establish an ad-hoc Program Committee to amplify and facilitate its current interactions with the Program Director and station management; now therefore, be it resolved as follows:

Section 1. The LSB hereby:

a.) establishes an ad-hoc Programing Committee (the "ad-hoc Programing Committee") to meet with the Program Director regularly:

- to provide the Program Director with a sounding board about programming decisions, including but not limited to ideas for new programming, program improvement and or removals and changes.

- to increase opportunity for LSB members to be informed well and efficiently about programming.

- for its members to be an additional liaison keeping the LSB informed about programming decisions.

b.) The ad-hoc Programing Committee shall be comprised of any LSB members wanting to attend its meetings and any LSB member may at any time attend and participate.

c.) As with other LSB committees, committee meetings shall be publicly noticed and shall be open to the public to attend, except as and when it is necessary to go into executive session for any reason, including but no limited to discussion of personnel issues related to programming decisions.

d.) The committee may, when the occasion merits, invite members of the public or producers to make presentations to or address the committee.

e.) The committee shall be co-chaired by the Program Director and a representative of the committee.

f.) The LSB is creating the committee to aid and assist the LSB in its work; the LSB is not delegating its responsibilities under the bylaws to the committee; those powers and duties remain the responsibility of the LSB.

Section 2. This resolution is to take effect immediately.