

## WPFW Regular LSB Meeting Minutes

September 9, 2020 Teleconference via Zoom

Washington, DC

Sabooh Hakim – Chair

Tony Leon – Vice Chair

Nick Arena - Treasurer

Ellen Williams Carter - Secretary

### **I. Call to order started at 6:40pm**

### **II. Roll call**

21 - Members that were present at roll call: Craig Hall, Eileen Rosin, Ellen Williams Carter, Julie Hewitt, Louis Wolf, Marsha Coleman Adebayo, Martha Peterson, Maskeelah Washington, Tony Leon, Vanessa Dixon-Briggs, Wayne Bruce, Arthur McCloud, Lucille Perez, Tim Willard, Kathleen Malloy, Sabooh Hikim, Nancy Sorden, Ron Pinchback, Thomas O'Rourke, Nick Arena, Jay Winter Nightwolf, Donna Grimes

1-Excused Absences: Dennis Williams

The Chair announced the resignation of 2019 runner up Stuart Anderson. He asked LSB members to ask people interested in joining the LSB to contact us.

Timekeeper: Arthur McCloud

Sergeant at Arms: John Tatum

### **III. Agenda**

### **IV. Approval of the Minutes**

The June, July and August minutes were approved.

### **V. Management Reports**

The General Manager stated:

All bills are paid through August. One Central Service payment was made. The station's air conditioner unit is broken. The compressor needs to be repaired. The GM purchased a portable air conditioner for the studio. The station is busy maintaining the studio equipment. New turntables were installed. Additionally, a new telephone system will be installed. The telephone phone system normally cost \$3,000. The GM was able to secure it for \$1500. The phone is a better quality than the present phone system. New upgrades were made on the master control switch which allow calibration of everything that is needed to be sent to an alternate source. A new computer will be installed in the main control studio. Overall 2020 will close out well. He will send the Neilson report

### **Questions:**

**Sabooh-** is the 5K walk approved? We need to schedule the airing of the PSA. He said there are development questions that need to be answered. Martha said she was trying to talk to the managers since August 17. GM- said because of the COVID-19 situation the donation situation brake down needs to be looked at. He said it is not all about money we can further our branding with this event.

**Wayne-** Does the station have a HVAC warranty insurance policy to cover the air conditioner? GM- We need to have a maintenance contract. Wayne: What type of computer is needed? GM: A windows 10 computer. Wayne: We talk offline.

**Thomas O'Rourke-** What amount was raised during the drive? GM- Nick will share that information. Thomas -Are you aware that the Programmer's Bill of Rights and the Volunteer handbook were not approved by the LSB. GM- I am aware that they are working drafts not working documents.

**Arthur-** The CD player #one was disconnected. Programmers need to be told to return the studio to the way it was before they leave. They are unplugging the turntables and other equipment. Hip hop programmers are bringing people in the studio. There are people not sanitizing the studio after going off air. Training is needed for people operating the board. GM- I will notify the Hip Hop programmers. He will also tell them that they should not touch the turntables.

**Craig Hall-** When will individuals get their masks? GM Fulfilment is in progress.

**Tony-** What programming changes are planned? GM – There are no program changes planned that I am aware of at this time.

**Martha** -Is there a Program Director report? GM- No

**NightWolf** asked that profanity used on the new Native American show be addressed. Jerry will address the engineer for not using the dump button.

## **VI. Finance (submitted a written report: See Attachment A)**

The Treasurer Nick Arena stated:

Several reports have been submitted for the boards review. Hats off to staff and programmers for a very successful pledge drive. We are still behind in our budget. We need major donors.

Questions and Statements:

Lou- What is the \$200,005 for radio research? Nick- that is the Neilson report cost.

Kathleen- Extreme kudos to staff and programmers for their achievements in fundraising GM- said that moral was high!

## **VII. Community Comment-**

Bam is just happy to listen.

## **VIII. PNB Report**

**(See Attachment B** a report From the I. E. D., Lydia Brazon)

**Eileen** stated that the 2019 audit should be completed in the next month. The 2018 audit is completed. The Governance committee is revising bylaws and organizing documents.

**Vanessa** stated that the personnel committee is continuing its search for a permanent ED. The PNB discussed a motion that was made to impose penalties to LSB's that do not complete management evaluations. The discussion did not result in a vote. The Strategic Planning committee is reviewing a pilot program for underwriting.

**Questions and Statements:**

Thomas O'Rourke stated the Program committee is trying to get more YouTube TV program subscribers to raise the profile of Pacifica. The link is in attachment B.

Tony Leon stated an email was forwarded from Nancy Saibara-Naritomi concerning the CAB. The CAB meets quarterly. They will post their meetings. Sabooh will contact them to confirm meetings and about posting since this affects receiving CPB funding.

Lucille Perez stated that we need outreach for COVID-19 information. Ron Pinchback stated that there is a COVID-19 task force and a program, COVID-19 Race and Democracy.

Ron stated the PNB Personnel Committee is working on standardizing the management evaluation process.

#### **IX. Outreach and Development (submitted a written report: See Attachment C)**

Martha Peterson stated that everything concerning the 5/K walk was on hold until there was approval from management. She needs additional questions answered. Jerry said that he will talk with the group tomorrow. The U street Jam is also up in the air. She needs to ask about pushing the 5K walk back a week. Ron Pinchback stated since the walk is virtual we don't have to worry about the weather. Martha stated they want to air the PSA each day around noon so people could hear the health specialists on the air for 20 minutes to a half hour.

#### **X. Programming Committee (submitted a written report: See Attachment D)**

Donna met on September 1st with the PC and on September 25th the LSB show will air this month. There is a list of LSB hosts for each month's show. More research was done concerning adding news to the programming at WPFW. She would like to meet with management again concerning this matter. The Programmers Bill of Rights was revisited and a report was created to make recommendations on the bill of rights. Donna said that she met with PD, Katea Stitt and she will collaborate with Donna and the PC. Other members at the meeting were Ron, Donna, Sabooh, and Craig. They discussed programs being added, operational guides, and programmers' evaluations. Evaluation documents are being reviewed throughout Pacifica. Lou revised the letter to the managers. Kathleen, Vanessa, Thomas O'Rourke and Ron discussed during the LSB meeting the purpose/mission of the PC. Ron stated that the PC and other LSB sub-Committees are allowed to be created by the bylaws but, LSB sub-committees are not required by the bylaws. Kathleen stated that the LSB should review what work they want the PC to do. At the request of Kathleen, the Chair agreed to locate and provide to the LSB the Resolution that originally created the Programming Committee to see whether that Resolution gave direction for the purpose and work of the PC.

#### **XI. Unfinished Business**

At the last LSB Meeting, Kathleen asked whether WPFW is able to consider hiring a Development Director. Pacifica has a hiring freeze. Nancy said no one can hire anyone unless they are approved by the PNB.

#### **XII. New Business**

##### **LSB Vacancies How to Proceed in the Absence of Election Runners-Up**

Tony Leon stated that Ramon Grimaldi wanted to be added as a LSB listener delegate. Ron Pinchback stated that Tony is not following the process and that he can't just bring up someone without any information for the LSB. Kathleen asked whether there is a process for filling vacancies in the absence of election runners-up. She noted that candidates participating in the election have to meet several requirements, such as 20 petition signatures, essays about their commitment to WPFW and their qualifications. Nancy suggested contacting the election supervisor. A Motion to wait to fill LSB vacancies until further review of the procedure was approved.

#### **Communication Standards & Enforcement**

Arthur made a motion for the adoption of the WPFW LSB Special Rules of Conduct to be accepted and implemented. Kathleen 2nd the motion and it was passed without objection.

#### **XIII. Adjourned the Regular Meeting at 10:21 pm**

Sabooh Hikim, Chair adjourned the meeting.

Minutes submitted by: Secretary, Ellen Williams Carter

## **See Attachment A**

### Finance Report

WPFW Finance Committee Report - Monday, September 8, 2020

1. Station Cash Flow Update: Bank Balances were \$115K as of August 31. August Pledge Drive raised over \$150K. Total Income for August was over \$182K. Congratulations to the Staff Programmers for this success and all their hard work. Off-air and other types of fundraising are needed due to shortfalls in 2019 and 2020. Certain LSB members and the General Manager will be discussing new grant opportunities and foundation going forward.

2. 2020 Budget Revenue and Expense Updates: Financial statements are being provided by NETA, the interim CFO to Pacifica who also is providing account support to the Station. Because of this, financial statements are attached in a separate file, rather than provided in previous month's format. Based on this information, the Station is behind budget by approximately \$73K.

Loan interest payments of \$3,150 per month are included in the Budget starting in Dec.'19. Budgeted Expenses of \$50K for the HD transmitter costs were not made in January due to lack of funds. PNO estimates that WPFW past due Central Services payments for FY20 are approximately \$94K. Additional payments for other expenses from FY19 are estimated at \$180K. Approximately \$20K in National Election costs that are not included in the FY2020 budget. The Station has not been asked to make payments for the National Election to date.

3. FY2021 Budget – for review and approval at the October LSB Meeting. (See attachment in the email)

## **See Attachment B**

From the I. E. D., Lydia Brazon

Some Good News from Pacifica!

August 2020

If you thought that all the news about Pacifica was doom and gloom, get ready to be surprised! The truth is that, while Pacifica still faces serious challenges in several areas, the Pacifica National Board (PNB) has been working steadily over the last several years to overcome them, and much has happened during the past ten months that gives us cause for optimism.

Financial Initiatives

- Income activity:

o In July, Pacifica received a Paycheck Protection Plan (PPP) forgivable loan to the tune of \$1.2 million, and plans to apply for a second round if and when Congress makes it available.

- o Pacifica applied for and is optimistic about receiving an Economic Injury Disaster Loan (EIDL). This is a long-term loan with a very low interest rate that will free up other income sources needed to address many of our other large debts.
- o Pacifica just completed its fiscal year 2018 audit and is now beginning work on 2019. Once that's completed, Pacifica will be current with its audits for the first time in five years (the FY2020 audit is due in California on June 30, 2021). This will be a big step towards getting Corporation for Public Broadcasting (CPB) funding restored and will make us a better candidate for foundation grants and other sources of income.
- o Novel fundraising initiatives are being developed to meet the challenge of the economic crisis caused by the pandemic. The Pacifica National Board (PNB) created a development task force with the mandate to work with the Interim Executive Director (iED), Lydia Brazon, to increase income and membership. As of this writing, they have several initiatives in progress. Additionally, a national fund drive is planned for this fall, and there was a mailing to members sent out recently from David Moore, the son of Pacifica's founder, Lew Hill. We have also started using ActBlue, a digital donation platform favored by progressives, to make donating to Pacifica on our web site easier, and have already received thousands through it.
- o At the local level, many of the stations are also pursuing new initiatives. Among them is an intriguing experiment by WBAI: its traditional seasonal fund drives, consisting of five weeks or so of daily fund raising, four times per year, is being replaced by a 52-week-a-year "soft" fund drive. In this format, pitching is limited to two to three hours a day instead of the grueling eight to twelve hours of the traditional fund drive. So far, the funds raised per day are modest, but the total is projected to be at least equal to the traditional model but with much less disruption to the programming grid.
- o Our iED came across \$26,956 in a PayPal account that hadn't been reviewed for some time. And, WBAI's General Manager, Berthold Reimers, recently discovered that \$50,000 was owed to WBAI by its credit card clearing house.
- Dealt with several large debts:
- o Pacifica has gotten its two pensions plans in order – moving funds into them as needed and bringing participant records up to date, alleviating problems that we had been trying to resolve for several years.
- o Pacifica recently repaid a debt of \$137,506 to the CPB that had been owed since 2013, removing another obstacle to getting new CPB funding in the future.
- o Speedy action by the iED and the PNB averted our KPFA building being sold off at auction! Because of an administrative error on Pacifica's part, our property tax exemption lapsed, and we unknowingly failed to pay the assessed amounts for a few years. As a nonprofit organization, the property was (and is) actually exempt from the bulk of these property taxes. We have hired a top-of-the-line law firm to negotiate with the local tax authorities to retroactively reinstate our tax-exempt status.
- Improved fiscal responsibility and oversight:

We clearly recognize that Pacifica continues to face serious fiscal challenges; our recently-completed audit still warns about our ability to continue as a "going concern" – that is, our viability for continuing operations beyond the short term. However, we have systematically been taking steps to increase revenues, cut costs, and get our financial management in order.

The timeliness and accuracy of Pacifica's financial reports has greatly improved, as a result of ongoing, close communication between the PNB and our professional accounting firm, NETA. This is already helping Pacifica to monitor cash flow problems and deficits for each of the Pacifica business units much more closely and to take corrective action

when a significant problem is identified, including hiring freezes, budget cuts, and service and labor contract renegotiations.

The PNB's National Finance Committee is currently in the process of reviewing the budgets of each of the business units for fiscal year 2021 to ensure that they are realistic and based on historical information and well-reasoned estimates.

#### Pacifica Mission and Programming Initiatives

Initiatives have been taken over the last six months in accordance with the Pacifica mission "to promote the full distribution of public information; to obtain access to sources of news not commonly brought together in the same medium; and to employ such varied sources in the public presentation of accurate, objective, comprehensive news on all matters vitally affecting the community."

- The PNB created a coronavirus taskforce with the mission to create unique national programming dealing with the pandemic and its implications. The taskforce, working together with managers and program directors at the five Pacifica stations, KPFA in Berkeley, KPFA in LA, KPFT in Houston, WPFW in Washington DC, and WBAI in New York, launched a daily national program on the Covid-19 crisis: COVID, Race, and Democracy. This is currently a weekly program while we work on funding for this important programming initiative.
- The PNB held its first-ever National Town Hall meeting in May of this year. This event was an experiment in the PNB reaching out directly to Pacifica listeners and members across the network. The first hour featured a live broadcast of a discussion between noted journalists and activists Chris Hedges and Margaret Kimberly, and was followed by questions and comments from listeners and members to the PNB through an online Zoom meeting. Future town hall meetings are being planned.
- We launched the YouTube channel Pacifica Foundation TV in January to present special programming such as Pacifica's coverage of the primary elections at the Iowa caucuses and Super Tuesday, May Day programming across the network (including our affiliate stations), the virtual Town Hall, and the new programs on Covid-19 mentioned above. Pacifica's May Day programming was a notable achievement that included participation on Pacifica stations, affiliates and YouTube.
- Pacifica's unique coverage of the Democratic and Republican conventions is coming up. Expect such issues as why Alexandria Ocasio-Cortez will only be given 60 seconds to address the Convention, or why the DNC has banned the Young Turks from the Convention, to be topics of discussion.
- Other recent pieces of national Pacifica programming: a special broadcast with our Houston station's Akua Holt on the occasion of the funeral of George Floyd (whose murder by police in Minneapolis sparked the worldwide upsurge in protests against racist police brutality); and a national livestream on Juneteenth (June 19th), including a labor action for racial justice and shutdown of the Oakland port by the longshore workers union and supported by other labor unions.

#### Stabilization of Management, Staff, and Governance

- With the support of numerous listener activists throughout the country, dedicated members of the PNB, and the sterling work of attorney Arthur Schwartz (now Pacifica's legal counsel), WBAI successfully returned its local broadcasting to the air after it had been illegally replaced in October 2019 with generic programming by a previous interim Executive Director without the approval of the PNB.
- A referendum on Pacifica's bylaws that proposed fundamental changes to our democratic governance structure was defeated in March of this year by a nearly two-thirds vote of the membership. The referendum cost Pacifica more than \$150,000 and occupied a lot of time and energy on the part of all involved; it's fair to say that it had very high

opportunity costs in that we could have been dedicating that time and energy to moving forward on other Pacifica issues.

But, since that time, PNB members have been working together more closely to achieve common goals. All of Pacifica's board members are passionate about their beliefs as to how to "fix" Pacifica, and sometimes it feels like an unstoppable force has met an immovable object. We participated in mediation sessions in which Board members engaged in frank and open dialogue about policies and goals and are trying to apply the lessons learned in those sessions to our regular business.

- Three important bylaws amendments were recently approved. Two of these are aimed at removing legal and technical obstacles to obtaining our property tax exemption. The third amendment raises the bar for a petition-initiated bylaws referendum; Pacifica will now only commit funds for a referendum if the petitioners can demonstrate significant support for the bylaw amendment they are proposing, thereby saving Pacifica the expense of costly membership-required votes on frivolous bylaw amendment petitions.
- We rehired an interim Executive Director, Lydia Brazon, who is the first Latinx to hold this position. Lydia has graciously taken this very difficult job voluntarily without compensation. Once before, when she was on the PNB as a director from KPFK, and while serving as the chair of the PNB, she had to step into the role of interim Executive Director. It's been very good having an executive director who already knows the ins and outs of Pacifica.
- Work on updating the Employee Handbook by the Personnel Committee over the past couple of years has been completed and approved. This was an important legal and personnel accomplishment.
- We contracted a human resources consultant through our accounting firm NETA. The HR consultant plays an important role in advising management and staff of possible legal issues involving personnel and thus helps keep our legal costs down.
- We moved Pacifica's National Office to Los Angeles, bringing it into conformity with Pacifica's Articles of Incorporation.

Activities of other Pacifica National Board Committees:

- The Personnel Committee has started the process of searching for a permanent Executive Director, and to this end, is working with a professional search firm.
- The Strategic Planning Committee is drafting an overall strategic plan for the network.
- The Governance Committee has the mandate to review Pacifica's bylaws on an ongoing basis, and has taken some initial steps in that process for the current year.
- The Audit Committee just finished up its work on FY2018 and is gearing up for getting FY2019 in motion.
- This year we have also staffed the Coordinating, Affiliates, Programming, and Technology Committees and they are addressing such issues as programming, fundraising, diversity, technology, the affiliates, etc. Some of these groups include volunteers from outside the PNB as well as PNB directors. It is hard to imagine how work like this could be done if we did not have a democratic governance system relying on volunteers.

Local Station Boards:

- LSBs are working with their local station management to develop the 2021 station budgets; and carrying out other LSB responsibilities outlined in the bylaws, including management evaluations, searching for candidates for General Managers and Program Directors at stations where there have been recent resignations, holding or organizing their own Town Halls, and conducting their regular listener pledge-drives and many Outreach and Development initiatives that are now unique to the pandemic.

We continue to work on challenges facing Pacifica. We are addressing the instability caused by frequent turnovers of Board and management and will be reviewing bylaws that could be changed to bring more efficiency and effectiveness. The Board continues to push for getting the needed financial controls in place; not only those mentioned by our auditors but others that will contribute to consistency in our financial management throughout the Pacifica network.

Over the last several years we have been working hard to correct problems that have come to the attention of the Board and we have gotten a lot of business done despite all the obstacles.

Without minimizing the challenges we still face, it should be clear that there is much good news coming out of Pacifica these days. We thank you for your steadfast support through the years and hope you find much here to give you reason to continue your interest and participation in Pacifica and its important work.

Signed,

interim ED      interim CFO

Lydia Brazon      Anita Sims

Pacifica National Board Members

KPFA    KPFT    WPFW

Tom Voorhees

DeWayne Lark, Vice Chair

Vanessa Dixon-Briggs

Ron Pinchback

Eileen Rosin

Nancy Sorden

KPFK    WBAI    Affiliates

Grace Aaron, Secretary

Ralph Poynter

Heather Gray, WRFG

Lawrence Reyes

Shawn Rhodes

Polina Vasiliev

James Sagurton

Alex Steinberg, Chair

**See Attachment C**

*Outreach & Development Committee Report*



Members of the O & D Committee met on Sept. 1st. Topics of discussion included the WPFW Walk to Combat COVID-19 Walk/Run, with suggestions for editing the flyer, (see attached) and the U Street Jam.

The proposed Walk was reported on in the July and August LSB meetings. In August the O & D Chair contacted the GM and the PD personally about the Walk and was told by each that they would be getting in touch. As the Chair has not heard from either, the Walk has not been approved.

Regarding the U Street Jam, in July the Committee had proposed that it be held in December; however, because of COVID-19, the Committee has not made a definite decision as to when it will be held.

## **See Attachment D**

### Program Committee Report

WPFW LSB's Program Committee Meeting held

Wednesday, September 2, 2020 7-8:30 pm

via teleconference Call 712-770-4010 Code 944567#

Attendance: Donna, Craig, Lou, Tony Norman, Martha, Dennis, Sabooh, Vanessa, Thomas

#### Agenda

##### 1. Set Agenda

2. Lou's motion - summary & status; action needed – Lou's proposal to the LSB – Motion passed 12-8 called for PD to start coming to LSB meeting, report to the LSB, and begin more collaboration; Thomas: Lou's motion passed and it supercedes the PC letter serving almost a rearguard action; Maskeelah's letter of censure was rejected; Dennis – take the letter and add a few things; Sabooh says that it wasn't sent yet.

3. Evaluating Programs - review commitments; update on work group revising form – I sent Rubrics out to develop Quality Control Rubric; Dennis and Vanessa spoke about being cautious in terms of evaluation of programs as meeting our mission and serving our communities; Tony N. says PC can review programming with that guise and not getting too technical in terms of a professional evaluation; hopefully the instrument will be used to assist programmers; Craig welcomes an evaluation instrument as a programmer; Vanessa questions whether we'd be going too far and doing the work of professionals; Donna said we should be ready to discuss by next meeting

4. Resume PC programming recommendations to go to LSB – changes are happening at Live at 5 (because of nature of COVID pandemic)

5. LSB Show – Sabooh told Donna the decision was made to forego the show for a delayed 9/4 broadcast; Thomas discussed dividing the LSB into arbitrary 4 Person Teams making sure

each team had at least one experienced broadcaster. Sabooh reiterated his desire that the LSB through the PC continue to produce the show. Donna asks for a recap and whether we've a plan and need help. Thomas said he'd distribute the list again and call a planning meeting for next week although he noted that much of last month's preempted broadcast could be used for the September show.

6. Communicating with GM & PD – Donna asks how can we welcome Katea and Jerry – i.e. how will we behave? Vanessa says thank you for those carefully chosen words; we want to welcome you and the opportunity. Dennis concurs, saying we're in a good position to improve and work through this situation. Sabooh said he's always tried to be neutral.

7. Support the 5K fundraiser – Martha says she's waiting on Jerry and Katea – Virtual Walk Run – no approval from them has prevented

8. Programmer Bill of Rights/Complaint Grievances – Vanessa says it needs approval from Human Resources; programmers, management, and LSB – programmers initiated this and approved a draft; it went to LSB; and then GM was supposed to approve it; circulated to programmers; Craig needs to see copy of these again. Thomas noted that he's got questions into Jerry upon which he's waiting for answers, but that he suspects that the Bill of Rights and Complaint/Grievance Procedures have not been implemented, nor are they in final draft condition.

9. Craig Hall says that Katea is expressing her willingness to try again and be more present to the PC and LSB.