

Ratified Minutes for the regular WBAI Local Station Board meeting May 12, 2021.

Meeting convened at 7:13 PM (ET) a quorum being present, the Chair being present and the Secretary being absent.

Attending: Shya Bey, John Brinkley, Mitchel Cohen, Jack DePalma, Jack Devine, King Downing, DeeDee Halleck, Maxine Harrison-Gallmon, William Heerwagen, R. Paul Martin, Basir Mchawi, Carolyn McIntyre, Ralph Poynter, Shawn Rhodes, James Sagurton, Sharonne Salaam, Max Schmid, Alex Steinberg, Marilyn Vogt-Downey, Michael D.D. White, Amy Wilson, Berthold Reimers (*ex officio*).

Agenda:

Convene meeting.

Adopt Agenda. (20 minutes)

Roll Call. (5 minutes)

Excuse absences. (5 minutes).

Announcement of the Chair (1 minute)

Approve outstanding minutes: March 10, 2021 Meeting, April 14, 2021 (5 minutes)

Time To Say a few Things About Bob Fass. (8 minutes).

Chair's Update About Pacifica's Executive Director's Response to Management Evaluation Report and Recommendations. (1 Minute)

Report from Pacifica National Board Directors (5 minutes) — Alex Steinberg, Ralph Poynter, Shawn Rhodes, James Sagurton

Motion About Turner Lawsuit Against Pacifica- (7 minutes) — James Sagurton

Recess to Delegates Assembly.

Convene Delegates Assembly to be chaired by the LSB Chair.

 Adopt minutes of January 13, 2021 Delegates Assembly. (2 minutes)

 Consideration and Vote on Proposed Pacifica Foundation Bylaws Changes (20 minutes)

Reconvene LSB meeting.

Discussion: Educating Listeners About Pending Vote To Alter Bylaws. (5 minutes)

Report from Community Advisory Board — (2 Minutes)— Neale Vos

General Manager's Report. (8 minutes for report & 6 minutes for discussion) — Berthold Reimers

Programming Updates. (5 minutes for report & 5 minutes Q&A) — Linda Perry

Report Fundraising Task Force— Maxine Harrison-Gallmon & DeeDee Halleck. (1 minute)

Report of LSB Committee of Inclusion. (2 minutes) — William Heerwagen

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

Discussion: Possible Changes, Including with Respect to LSB Meetings, with Phase Back of Covid Precautions (8 Minutes)

Raising money for COVID affected people. (2 minutes) — Errol Maitland

Resolution Supporting Use of Rotating Fundraising Slots in New 52-Week Schedule As

Opportunity For Content-Based Fundraising That Builds Listenership.— Michael D. D. White (5 minutes)

Motion Respecting Hiring a Full Time Pacifica Foundation Executive Director and Funding That Person's Compensation. (4 minutes) — Mitch Cohen

Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak.

Must always begin no later than 9:15 PM ET.)

Unfinished Business. (5 minutes)

New Business.

Adjourn no later than 9:45 PM. (ET)

The Chair announced that the Secretary would be absent. R. Paul Martin volunteered to be the Secretary *pro tem*. There was no objection.

Motion: (Michael D.D. White) "To adopt the agenda." (Passed without objection)

The LSB discussed the motion.

Roll call 7:22 PM (ET)

The Secretary called the roll.

Excuse absences 7:26 PM (ET)

Motion: (Michael D.D. White) "To excuse the absence of Charlotte Albrecht, Errol Maitland and Hazel Pinder." (Passed without objection)

Announcement of the Chair 7:26 PM (ET)

The Chair reminded members that we observe Robert's Rules of Order so only one person may speak at a time, and she asked that the Chat Box be left open so people who have to vote that way may do so and so that people who are having trouble getting on the call can let the LSB know that they are having trouble. She asked that members of the public not use the Chat Box during the meeting.

Approve outstanding minutes 7:27 PM (ET)

There were no outstanding minutes to consider.

Time To Say a few Things About Bob Fass 7:27 PM (ET)

Members told of their memories of Bob Fass (1933-2021).

The Chair told the LSB that there was an E-mail telling of a GoFundMe to raise money to pay for Bob Fass' funeral.

Chair's Update About Pacifica's Executive Director's Response to Management Evaluation Report and Recommendations 7:34 PM (ET)

The Chair read her latest E-mail from this past Monday to the interim Executive Director regarding the LSB's evaluation of the General Manager.

Report from Pacifica National Board Directors 7:35 PM (ET)

The Chair of the PNB reported that the FY19 audit was done on April 30, and has been sent to the California Attorney General, and the FY20 audit is on track to be completed by the deadline at the end of June, and that the PNB voted on the bylaws referendum and a motion to reject the bylaws amendments passed by a vote of 16 for, 4 against and 1 abstention.

The Chair of the National Finance Committee (NFC) told the LSB that the NFC had approved the KPFT budget for FY21. He said that the PNB has approved four of the FY21 budgets sent to it from the NFC. He give credit to the National Educational Telecommunications Association (NETA) for the audits. He said that the NFC had passed motions on a Central Services formula and on how to book the Paycheck Protection Plan revenue.

Motion About Turner Lawsuit Against Pacifica 7:42 PM (ET)

Motion: (James Sagurton) "The WBAI LSB recommends to the PNB that they adopt the following resolution:

Whereas, a political, frivolous and dilatory nuisance lawsuit has been filed by Donald Goldmacher, et al against Alex Steinberg and Grace Aaron falsely accusing them of damaging Pacifica in their roles as Pacifica National Board Chair and Pacifica National Board Secretary respectively and,

Whereas, the initial filings by Goldmacher et al were replete with falsehoods, incorrect and outdated information indicative of the frivolity of the lawsuit against our Officers and,

Whereas, defending Pacifica's officers from harassment in the form of lawsuits that abuse legal process for political purposes related to an ongoing Pacifica referendum and internal Pacifica politics is Pacifica's policy and,

Whereas, Pacifica should not have to bear the onerous cost of such legal actions against its officers,

Therefore, be it resolved that the PNB will vigorously pursue Goldmacher et al for full reimbursement for any and all legal expenses and court fees related to the defense of our Officers in this matter." (Passed without objection)

The LSB discussed the motion.

Director Alex Steinberg announced that he was recusing himself from this part of the meeting since it involved him.

The Chair announced that the body would recess to a Delegates Assembly.

Recess to Delegates Assembly 7:48 PM (ET)

Attending: Shya Bey, John Brinkley, Mitchel Cohen, Jack DePalma, Jack Devine, King Downing, DeeDee Halleck, Maxine Harrison-Gallmon, William Heerwagen, R. Paul Martin, Basir Mchawi, Carolyn McIntyre, Shawn Rhodes, James Sagurton, Sharonne Salaam, Max Schmid, Alex Steinberg, Marilyn Vogt-Downey, Michael D.D. White, Amy Wilson.

Adopt minutes of January 13, 2021 Delegates Assembly 7:48 PM (ET)

Motion: (Michael D.D. White) “To approve the minutes of the January 13, 2021, Delegates Assembly meeting.” (Passed without objection)

Consideration and Vote on Proposed Pacifica Foundation Bylaws Changes 7:49 PM (ET)

Motion: (Marilyn Vogt-Downey) “Proposed Resolution for the WBAI LSB to:

Reject the 2021 Proposed Changes in the Pacifica Bylaws:

Whereas, WBAI and the other four Pacifica stations are listener-funded, community radio stations that rely to survive on their ties with the communities they serve, and

Whereas, WBAI seeks to both deepen and to strengthen its links with the listener-area it serves, and

Whereas, a vital component in WBAI's links with the communities it serves is its elected Local Station Board, whose members are put forth from and elected by the WBAI broadcast community through a membership vote, and

Whereas, the current Pacifica Bylaws in the Specific Powers and Duties of the Local Station Boards define and mandate specific ways in which the elected Local Station Boards hold the Management of the station accountable to the Board, listeners and Staff who elected it, and

Whereas, all these Powers and Duties would be eliminated by these proposed Bylaws changes, and the locally-elected Local Station Board would be totally abolished, and

Whereas, the current Pacifica National Board that governs Pacifica at the national level that is now democratically elected by the Local Station Board at each station would be totally

eliminated and replaced by a national board of 15 members, with only one director elected from each station, and

Whereas, the body called the "Local Station Board" would be stripped of its governance authority and have no powers or say at all over our station WBAI, its programming, policies, or any related issues,

Whereas, this would be the death of WBAI as we know it and we could never get it back again,

Be it Resolved that:

The WBAI Local Station Board roundly rejects the Pacifica Bylaws changes being advocated by New Day Pacifica and urges all members of the WBAI staff--both paid and unpaid--and all WBAI members to vote NO! In the upcoming bylaws referendum.” (Passed without objection)

The LSB discussed the motion.

Motion: (Alex Steinberg) “Shall Pacifica adopt the amendments to the bylaws proposed by the New Day Pacifica group?” (Fails 0 for, 18 against)

The LSB discussed the motion.

The agenda of the Delegates Assembly having been exhausted the Chair reconvened the LSB meeting 8:18 PM (ET)

Discussion: Educating Listeners About Pending Vote To Alter Bylaws 8:18 PM (ET)

The LSB discussed educating listeners and Staff about the pending vote to alter the bylaws.

An announcement was made that there would be a discussion about the bylaws amendment on WBAI on May 26.

Report from Community Advisory Board 8:28 PM (ET)

The Chair of the WBAI Community Advisory Board (CAB) gave a brief report about the CAB’s activities.

General Manager’s Report 8:29 PM (ET)

The WBAI General Manager and interim Program Director reported mostly on the station’s finances. LSB members discussed the report with the General Manager.

Programming Updates 8:46 PM (ET)

The interim Program Director reported to the LSB regarding WBAI's programming, on-air fund raising and the Nielsen ratings which are back to the levels they were at before pandemic.

LSB members discussed the report with the interim Program Director.
Report Fundraising Task Force 9:04 PM (ET)

The Chair of the Fundraising Task Force reported to the LSB. The task Force will meet at 6:00 PM (ET) on May 18. They are working on having an art auction.

Report of LSB Committee of Inclusion 9:05 PM (ET)

The Chair of the Committee of Inclusion reported that the committee will meet on Monday May 17, at 6:00 PM (ET).

Treasurer's Report 9:08 PM (ET)

The Treasurer noted that the written report was posted that morning, he gave an oral report. LSB members discussed the report and asked questions.

Public Comment 9:16 PM (ET)

Members of the public spoke to the LSB.

The Chair announced that it was 9:46 PM (ET) and that the time for this agenda item and the meeting had ended.

Adjourned 9:47 PM (ET)

Submitted by R. Paul Martin, Secretary *pro tem*.