

Minutes WBAI LSB Regular Monthly Meeting 11-8-23

Present: Rachel Barr, John Brinkley, Jack de Palma, Jim Dingeman, Eleanor Elizabeth Forman, Bounubti Khamentou, Basir MChawi, Katherine O'Sullivan, Hazel Pinder, Matthew Reiss, Shawn Rhodes, James Sagurton, Sharoone Salaam, Max Schmid, Marilyn Vogt-Downey, Dee Dee Halleck (Chair), Michael D.D. White (Vice Chair), R. Paul Martin (Treasurer)

Also Present: Berthold Reimers, General Manager

Absent: Scottye Battle, Doc Shya Bey, Priscilla Cancar, Jack Devine, Maxine Harrison-Gallman, Andre Ward

Also Absent: 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. Ask for Secretary pro tem.)
2. Adopt Agenda. (20 minutes)
3. Roll Call. (5 minutes)
4. Excuse Absences -(5 minutes)
5. Approve outstanding minutes: October 11, 2023 Meeting (5 minutes)
6. Note that this is the last regularly scheduled monthly meeting of this LSB. Update on LSB Member Pacifica Required Nondisclosure Confidentiality Agreements. (5 minutes) - M. Kay Williams
7. Announcement of Election Results Respecting New WBAI LSB Members to Be Seated at December LSB Meeting.
8. Reporting of General Manager and Program Director. (20 Minutes report 20 minutes discussion) - Berthold Reimers and Linda Perry
9. Executive Session: Review and Receipt of Responses of General Manager and Program Director to Management Evaluations Delivered to Each Of Them Respectively (25 Minutes report 40 minutes discussion) - Management Evaluation Subcommittee
10. (After resuming in Public session) Report from Pacifica National Board Directors Including election updates. (7 minutes & 5 minutes discussion) - Shawn Rhodes, James Sagurton, Sharonne Salaam, Jim Dingeman.
11. Treasurer's Report. - (5 Minutes report 5 minutes discussion) - R. Paul Martin
12. Report from Community Advisory Board (2 Minutes) - Neale Vos
13. Resolution Calling for an Investigation into the Tally of Election Votes for KPFK and WBAI Election. (10 minute presentation- 10 minute discussion) - Eleanor Elizabeth Forman.
14. Discussion: Improving WBAI and Pacifica Reputation and Brand.- (10 minutes) - Michael D. D. White
15. Competing Successfully With the Internet vs And/or Becoming Internet Successful and Recent Anti-Trust Litigation Against Corporate Legacy Media's "Trusted News Initiative" + Restrict Act- (5 minutes) - Michael D. D. White
16. Report on Town Hall Discussions: - (3 Minutes) - Michael D. D. White/Jim Dingeman/Eleanor Elizabeth Forman.
17. Discussion: Adjournment Time of LSB meeting(s)- (5 minutes) Shya Bey
18. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must always begin no later than 9:15 PM.)
19. New Business. (Until end of meeting, if required)
20. Adjourn no later than 9:45 PM. (ET)

7:04 pm ET The meeting was convened by Michael D.D. White, Vice chair and acting chair, a quorum being present. He noted that chat is to be used for the conduct of the meeting not for conversations not recognized by the chair. Timekeeper was identified as Marilyn Vogt-Downey and Secretary Pro Tem was recognized as Katherine O'Sullivan. There were no objections to either appointment.

7:08 pm ET The Agenda was screenshared by Michael D.D. White and the agenda was read by Katherine O'Sullivan

7:10 pm ET Motion (Jim Dingeman) To adopt the agenda. Seconded.

A member asked to clarify a word in item 7, then the motion passed without objection.

7:17 pm ET Roll Call by the Secretary Pro Tem, results as above.

7:23 pm ET Motion (Jim Dingeman) To excuse absences. Seconded.

Roll call vote was taken and the motion passed with 12 yeses, 1 no, and 1 abstention.

7:27 pm ET Motion (Jim Dingeman) To approve minutes from 10-11-23. Seconded. Objected to on the basis of request to remove two members' names, as this is considered under Robert's Rules "attacking by name on a member," request to spell out the abbreviation for Non-Disclosure Confidentiality Agreement, at least the first time this abbreviation is used, and request to strike "Highlights," used under Public Comment, unless people are quoted exactly.

Amendment (Katherine O'Sullivan) Move to postpone consideration of these minutes until the next meeting when Kay Williams will be present to consider these changes. Seconded. Passed without objection.

7:33 pm ET Discussion of update on status of Non-Disclosure Confidentiality Agreements. The Acting Chair informed the Board that the Secretary had checked just before tonight's meeting and reported to him that there were no new NDCA's sent to her or emails indicating "I agree" with the NDCA's.

7:35 pm ET The Acting Chair, Michael D. D. White, indicated that the newly elected members, who will be seated at the December meeting, are:

Listener Delegates: Gail Bey, Elliot Crown, Joan Di Lorenzo, Paul Di Rienzo, Eleanor Elizabeth Forman, Gloria Guillo, Mark Christian Miller, Alejandrina Murphy, and Cerene Roberts

Staff Delegates: Simon Fitzgerald, Jim Freund, Sally Gellert, and Ralph Poynter

Returning Members are:

Listener Delegates: Rachel Barr, Scotty Battle, John Brinkley, Katherine O'Sullivan, Hazel Pinder, Matthew Reiss, and Michael D.D. White, .

Staff Delegates: Jim Dingeman, Bounubti Khammentou, R. Paul Martin, Shawn Rhodes

There were no objections or corrections to this listing.

7:40 pm ET The Acting Chair called for the GM report, after first noting that the Program Director was out sick. However, the General Manager was not available at this time so the Acting Chair called for the next item on the agenda which was to be Review and Receipt of the Responses of the General Manager and Program Director to the Management Evaluation which had been voted on and approved at the Executive Meeting of the LSB on 10-30-23. He stated that if there was to be discussion of these responses, we would have to go into Executive Session, and called for a motion to do this, if that was the desire of the Board.

During a pause while waiting for motions to be forthcoming, the General Manager came back into the meeting but couldn't unmute. A member then called for a Point of Information and asked if we were going to discuss the GM's response to this evaluation, shouldn't he not be present, while we were in executive session. The Acting Chair clarified that, as Host of the meeting, he would take care of who would be in the waiting room and who wouldn't be in the waiting room. The GM then indicated he was having trouble with his connection and would return in 15 minutes.

There were no motions forthcoming, and the Acting Chair moved on to the next item on the agenda which was the report from the PNB Directors.

7:46 pm ET The Pacifica National Board Report began- Jim Dingeman, Shawn Rhodes, James Sagurton, and Sharonne Salaam

Highlights

- The National Finance Committee (NFC) received the KPFK budget and passed it on to the PNB without approving it because it was a deficit budget
- The CPB denied our application for the Community Service Grant. They cited a 6-7 year old letter with requirements we haven't met yet. The deficiency they cited was not deducting the value of the premiums from the total contribution, which inflated our income the last time we received a grant. We have already corrected this problem and paid back \$130K which they said we were overpaid. They seem to want us to file an application with this information for every intervening year when we didn't get the grant. It's a lot of paperwork, but it can be done. We may need two groups working on this: one to fill in the past and another to keep current with the present.
- The deadline for this paperwork is in the Spring when the application period opens up again.
- Our last CPB grant was in 2014; however, we did not lose the music license discount which goes along with it, until 2021. This loss is costing us now as we have to pay royalties for music.
- We need to continue to do audits, which presently we can't afford. One reason is because under California laws, since our home corporate office is in California, if you don't do audits, you are no longer incorporated.
- It might be helpful to enlist the help of some local officials to lobby the CPB to reconsider giving us the grant.
- There is a proposal for the National Archives to become self-sustaining.
- A Director stated that there is also a strategic plan to address all of Pacifica's fiscal problems. Coming out soon.
- The ED is being evaluated by the Personnel Committee of the PNB. Input is requested from the General Manager and the PNB directors. Please respond promptly if you received a request for input. If you have experience with the ED and want to give input, contact Darlene Pagano, the chair of the Personnel Committee, at dpaganokpfa@gmail.com.

The Board discussed the report.

8:04 pm ET Motion (R. Paul Martin) To extend the discussion 12 minutes. Seconded. Passed without objection.

The Board continued to discuss the report.

8:16 pm ET Motion (Jim Dingeman) To extend the discussion 5 minutes. Seconded. Passed without objection.

The Board continued to discuss the report.

8:21 pm ET Motion (Jim Dingeman) To extend the discussion 2 minutes. Seconded. Passed without objection.

The Board continued to discuss the report.

8:23 pm ET The General Manager presented his report.

Highlights

- During the 2020 audit process, we found out the five stations have 19 bank accounts, different banks, 21 signatories, some of whom didn't respond to outreach attempts to cooperate with the audit committee. Hence there has been a decision on the PNB to consolidate all the accounts into one bank, Bank of America. This process began this week.
- One problem is that the only liquid money coming in is through checks we receive or Pay Pal. All credit card donations are held by a company called "Stripe" which obtains the money from the donor's bank and then transmits it to WBAI's bank, but it is now holding them since it is not yet clear what is our account at Bank of America.
- Another problem is that we had several automatic payments coming out of our Chase bank, for example, Verizon, Time Warner Cable, Fusion (a third party company which processes our phone calls). Some of these are essential to staying on the air. These will have to be transferred to the new bank account in a timely manner.

- We will need a debit card associated with the new Bank Account to pay for certain things like the Amazon account, where we order supplies and occasionally premiums.
- WBAI was the first station to comply with all the instructions to complete this process.
- The working group which was supposed to be set up to contact lapsed donors is waiting for Mimi to set up a phone banking hub at a Union office.
- The working group which is supposed to be working on obtaining more PSA's is supposed to be listening to other radio stations to find out what PSA's they are airing so we can call and try to get new PSA's for BAI.
- With the Program Director being out due to illness, the GM is also having to finalize the monthly programming grid.
- The new show on Immigration will not begin until the Program Director returns as she was the one working on it. Reggie is swamped. We need sound editors to help him.

The Board discussed the report.

8:57 pm ET Motion (Jim Dingeman) To extend the discussion 2 minutes. Seconded. Passed without objection.

The Board continued to discuss the report.

9:04 pm ET Call for Orders of the Day (R. Paul Martin)

The Board was told there was still time for Q & A on this report per the Timekeeper.

9:08 pm ET Motion (Jim Dingeman) To extend discussion until the start of Public Comment in 7 minutes. Seconded. Passed without objection.

The Board continued to discuss the report.

9:19 pm ET Public Comment began. 2 min per speaker. People can speak more than once only after the chair has asked if there are any people who want to comment who haven't spoken yet.

Highlights:

- ❖ Comments re CPB grant denial:
 - In 2017, the CFO was fired by the PNB and then the auditor declined to do the next audit.
 - Pacifica spends all of its money on governance and lawsuits.
 - KPFFK having two boards, one calling itself "approved," one calling itself "legitimate." CPB doesn't want to deal with organizations having these types of troubles.
 - Perhaps the LSB can draft a letter we can all sign to support the CPB application.
- ❖ Comments re Cop Cities:
 - They are planned for 29 cities in 15 states, including Newark and Trenton in New Jersey.
 - They will have barracks, swimming pools, temporary morgues.
 - Atlanta has been fighting the construction of theirs for several years partly due to the environmental destruction in clearing land where it will be built.
 - Ohio successfully prevented theirs from being built.
 - This is "the war at home."

9:45 pm ET Motion (Eleanor Elizabeth Forman) To extend the time of the meeting 10 minutes with the hope of getting to her resolution in item 13. Seconded. Objected to.

Roll Call Vote was taken with 6 yeses, and 6 nos, and 1 abstention. Needed 2/3 vote to amend the agenda.

9:49 pm ET Adjournment

Submitted by M. Kay Williams, Secretary