

Draft Minutes WBAI LSB 5-8-24

Voting Members Present: Rachel Barr, Scottye Battle, John Brinkley, Elliot Crown, Joan De Lorenzo, Paul De Rienzo, Jim Dingeman, Simon Fitzgerald, Eleanor Elizabeth Forman, Sally Gellert, Gloria Guillo (Vice-Chair), R. Paul Martin (Treasurer), Katherine O'Sullivan, Hazel Pinder, Matthew Reiss, Shawn Rhodes, Cerene Roberts, Michael D.D. White (Chair), Doug Wood

Absent: Gail Bey, Jim Freund, Bounubti Khamentou, Mark Crispin Miller, Alejandrina Murphy (Freund, Miller, and Murphy sent requests to excuse absence in advance, all were excused by unanimous vote of the Board)

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. Approve outstanding minutes: April 10, 2024 Meeting (5 minutes)
6. Nominations to Populate the Management Evaluation Subcommittee (9 minutes)
 - a. Nomination of Staff Representative LSB Members
 - b. Nomination of Listener Representative LSB Members
7. Report from Pacifica National Board Directors. (7 minutes & 5 minutes discussion) - Shawn Rhodes, Cerene Roberts, Jim Dingeman and Paul De Rienzo.
8. Reports of General Manager and Program Director. (8 minutes report 8 minutes discussion) — Berthold Reimers & Linda Perry
9. Treasurer's Report. - (10 Minutes report 5 minutes discussion) - R. Paul Martin
10. Motion to Establish a "LSB Outreach and Fundraising Taskforce (LOFT)" Subcommittee as a Standing Subcommittee of the WBAI LSB to replace the WBAI LSB Outreach Taskforce and the LSB Fundraising Taskforce. (4 minutes presentation 8 minutes discussion) — Sally Gellert
11. Report from Community Advisory Board (2 Minutes) - Neale Vos
12. Motion to Automatically Schedule LSB Executive Sessions following Any Pacifica National Board Release of Confidential Information. (4 minutes presentation 8 minutes discussion) — Cerene Roberts
13. Discussion LSB communications Policies and Procedures including Zoom and Recording and Communication with Listeners. — (5 minute background presentation by Secretary, 15 minute discussion.)
14. Motion: Improving Communication with Listeners (10 minutes) — John Brinkley
15. Motion to require reserves to be held from funds received to cover procurement and sending of premiums within

6 weeks. (10 minutes) – Cerene Roberts.

16. Competing Successfully With the Internet vs And/or Becoming Internet Successful - (5 minutes) - Michael D. D. White

17. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must always begin no later than 9:15 PM.)

18. New Business. (5 minutes)

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

7:05 Call to order by the Chair, after ascertaining a quorum was present and noting how chat was to be used.

The Chair called for volunteers to be timekeeper. Two members volunteered and the Chair chose the person who was the timekeeper for the last two meetings.

7:07 pm ET Motion (Shawn Rhodes) To adopt the agenda as read and screen shared. Seconded.

Point of Information (Jim Dingeman) Doug Wood has important information to present regarding the new FCC pitching guidelines and he will ask him to present it during the PNB Directors' reports.

The Chair noted this was not an amendment to the agenda. The original motion then passed without objection.

7:16 pm ET Roll Call: results as above.

7:22 pm ET Motion to excuse all absences (John Brinkley) Seconded.

Objection (Eleanor Elizabeth Forman)

Amendment (Cerene Roberts) To list the names of those who are excused to be named in the motion. Seconded.

Passed without objection.

The Secretary named those who were absent and excused.

Cerene Roberts asked for permission from the Chair for cross talk and then asked the member who objected to withdraw her objection. The member withdrew her objection. The Chair asked if there were any objections to her withdrawing her objection. There were none.

Then the original motion to excuse absences passed without objection.

7:27 pm ET Motion (Jim Dingeman) To approve minutes from 4-10-24 meeting originally sent 5-1-24, amended and re-sent today on 5-8-24. Seconded.

Cerene Roberts indicates she wishes to abstain.

Request for Information: Does a vote have to be taken if a member wants simply to abstain? (John Brinkley)

Point of Order (R. Paul Martin): Yes, a vote has to be taken to record the abstention.

Roll call vote and the motion passed with 13 ayes, no no's, and 4 abstentions.

7:33 pm ET The Chair called for Item 6, Nominations for the Management Evaluation Committee

Motion (Cerene Roberts) To rescind the vote taken at last meeting to approve the enabling resolution to create this committee. (Not seconded).

The Chair ruled the motion out of order due to insufficient notice.. Requirements to rescind are difficult to meet and she didn't meet them.

Motion (Cerene Roberts) To challenge the ruling of the chair. Seconded.

The Board discussed the ruling.

7:41 pm Motion (Jim Dingeman) To call the question. Not seconded.

Request for Information (John Brinkley): Can the number of staff members on the committee be increased?

After giving temporary chairship to volunteer Katherine O'Sullivan, MDD White answered this question as follows: According to California law, staff can be no more than 25% of those elected to a committee. The resolution for this committee included 9 members, of which only 2 can be staff members.

Roll Call vote was taken and the Chair's ruling was upheld 10 ayes, 8 nos, no abstentions

The Chair again called for nominations, and response was as follows:

Staff Members

Simon Fitzgerald – nomination accepted
Sally Gellert – nomination accepted
Doug Wood – nomination accepted
Shawn Rhodes – nomination accepted, later declined
Jim Freund – status pending, later declined

Motion (MDDW) To close nominations. Seconded. Passed without objection.

Listener Members

Rachel Barr - Declined
Scottye Battle – Accepted, later declined
Gail Bey – status pending
John Brinkley - Declined
Elliot Crown – Accepted, later declined
Joan De Lorenzo – Accepted
Jim Dingeman – Accepted, later declined
Eleanor Elizabeth Forman – Accepted
Gloria Guillo – Accepted
Bounubti Khamentou – status pending, later accepted
Katherine O'Sullivan – Accepted
Hazel Pinder - Declined
Cerene Roberts – Accepted
Michael D.D. White – Accepted

Motion (Jim Dingeman) To close nominations. Seconded. Passed without objection.

7:54 pm ET The Chair was handed back to M. D.D. White who opened the next item on the agenda: PNB Reports

Highlights:

- There have been some discriminatory actions taken against one of our directors (Cerene Roberts), improper alphabetization of her name, leaving her off email chains, trying to inhibit her speaking time. Our delegation has defended her.
- R. Paul Martin noted Robert's Rules Sect. 24, paragraph 11, absent a disciplinary action against a member of a deliberative body, all members are to be accorded the same basic rights.
- The issue of selling or swapping WBAI's signal is very serious. There are those on the PNB who think the PNB alone can vote to do this with a simple majority, when according to the Bylaws, it would take a referendum vote of all the members of all the stations.
- There is some ambiguity about how "Thank you gifts" are now to be dealt with. Awaiting training sessions to be set up. Doug Wood plans to review the rules with the FCC lawyer.
- PNB passed a motion that all motions must appear in the chat at a zoom meeting.
- The ED is supposed to be sending confidential and non-confidential financial reports now that the Pacifica officers have taken over WBAI finances, but she is sending only confidential reports.
- There is big news coming about the hiring of a National Election Supervisor for this year's LSB elections. May be waiting for money from the escrow of the sale of the KPFT building.
- The governance committee will be dealing with changes in bylaws. Listeners can find out when meetings are from kpftx.org.

The Board discussed the report.

8:09 pm ET Motion (John Brinkley) To extend discussion 5 minutes. Seconded. Passed without objection.

The Board continued to discuss the report.

8:15 pm ET Motion (Cerene Roberts) To extend discussion 2 minutes. Seconded. Passed without objection.

The Board continued to discuss the report.

8:18 pm ET The Chair opened the floor to the General Manager and Program Director for their reports.

Highlights:

- Berthold met with the new owners of 388 and expressed interest in using the street level space as event space.
- Over \$23K has been processed into the bank account last week.
- The timing of the changes in pitching rules have hit WBAI worse than other stations because we were about to go into a fund drive. Thanks to Linda for keeping us within the new rules during the fund drive.
- New goals for producer fundraising are \$700 for prime time shows, \$250 for others. Hope to double that by July.
- Programs can make more money by turning their very good shows into gifts and pitching them, for example Simon Fitzgerald's recent show about Black doctors facing discrimination in medicine. Others are Ecologic, Dreamleapers. Also they can try to obtain underwriting. The morning shows have obtained union underwriting.
- Still need to call lapsed listeners. 30 people have disenrolled this month amounting to a loss of \$600. Need to call them to see if the problem is a change in credit card information. Also need to draft a thank you letter for our donors.

The Board discussed the report.

8:46 pm ET Motion (Jim Dingeman) To extend discussion 2 minutes. Seconded. Passed without objection.

The Board continued to discuss the report.

8:50 pm ET Motion (Cerene Roberts) To extend discussion and hence meeting end time by 30 minutes. Seconded.

Objected to. Roll Call vote was taken and the motion failed with 6 ayes, 9 no's and 1 abstention. (Required a two thirds vote because amends the agenda.)

8:56 pm ET The Chair called for the Treasurer's Report.

Highlights:

- We are lucky that our previous landlady arranged the sale of the studio building at 388 so that we don't owe back rent. We will have to shrink our footprint to get lower rent in the future.
- The NFC is going into executive session and is expected to give the Executive Director the power to make staff cuts at WBAI. Already there are volunteer GM's at 2 stations, one GM resigned at another station and trying to get another volunteer GM there also. Perhaps this is the new policy. WBAI took a 75% cut in staff in 2013 and has been suffering ever since, especially without any engineer supervising between midnight and 6 am.
- An "Inside Radio" article discussed openly how to divide up proceeds from a sale of WBAI. New Day has already said they don't care about lawsuits, since they already have people lined up who are able to siphon off stations as personal property. However, this sale cannot happen without a general vote according to the Bylaws Article 17.
- Listeners can check kpftx.org for the times of the next National and Local Finance Committee meetings.

Point of Personal Privilege (Berthold Reimers) Wanted to add some information to his report.

Highlights:

- The total amount of our 4TimesSquare bill by end of April will be \$110K not \$132K as reported at the NFC. We paid \$50 K into the arrears, which was raised during the Tower Fund Drive. This was the money we had actually collected at the time, not all that was pledged.

Point of Personal Privilege (Linda Perry) Wanted to add more info.

Highlights:

- She spoke with the new landlord and they are not raising our rent.
- The April fund drive brought in \$100 K so far, but would have been more if not for the new FCC rules around pitching.

9:16 pm ET Public Comment began.

9:46 pm ET The Chair adjourned the meeting.

Submitted by M. Kay Williams, Secretary