

Minutes WBAI LSB Regular Monthly Meeting in Public Session 6-12-24

Present: Rachel Barr, Scottye Battle, Gail Bey, Carolyn Birden, John Brinkley, Elliot Crowne, Joan Di Lorenzo, Paul DeRienzo, Jim Dingeman, Eleanor Elizabeth Forman, Jim Freund, Sally Gellert, Gloria Guillo (Vice Chair), Bounubti Khamentou, R. Paul Martin (Treasurer), Alejandrina Murphy, Katherine O'Sullivan, Hazel Pinder, Matthew Reiss, Shawn Rhodes, Cerene Roberts, Doug Wood, Michael D. D. White (Chair)

Absent: Simon Fitzgerald, M. Kay Williams (Secretary)

Also present: Bob Hennelly (WBAI Interim General Manager/Program Director), Stephanie Wells (Executive Director, Pacifica Foundation), Susan Young (Chair, Pacifica National Board), Linda Perry (Program Director, now on administrative leave)

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. Welcome new listener representative to the Local Board to replace resigned member. (1 min)
4. Roll Call. (5 minutes)
5. Excuse Absences. (5 minutes)
6. Approve outstanding minutes: May 8, 2024 Meeting (5 minutes)
7. Announce Results of Management Evaluation Subcommittee Election (1 minute)
 - a. Staff Representative LSB Members: Sally Gellert, Simon Fitzgerald,
 - b. Listener Representative LSB Members: Jim Dingeman, Eleanor Elizabeth Forman, Gloria Guillo, Bonuubti Khamentou, Katherine O'Sullivan, Cerene Roberts, Michael D. White
8. Public Report from the Pacifica Executive Director. (3 minutes, report, 10 minutes Q&A, Questions limited to 60 seconds, responses limited to 90 sec.)
9. Public Report from the Pacifica National Board Chair (2 minutes report, 3 minutes Q&A, Questions limited to 60 seconds, responses limited to 90 sec.)
10. Public Report from the General Manager and Program Director or Substitute Therefor. (3 minutes report, 10 minutes Q&A, Questions limited to 60 sec, responses limited to 90 sec)
11. Public Report from Pacifica National Board Directors. (7 minutes report & 5 minutes discussion) - Shawn Rhodes, Cerene Roberts, Jim Dingeman and Paul De Rienzo.
12. Announcement of LSB late furnished election dates: June 1st Fair Campaign Provisions took effect, June 30th is the record date for membership, June 1 through 30th is the Candidate Nomination Phase, July 7th through 8th is the Candidate Certification Phase, and Aug 15th the Voting/Campaign Phase begins.
13. Resolution Opposing Bylaws Change to Alter the Way that Vacancies on the Local Board are filled (1 minute presentation, 5 minutes discussion). Jim Dingeman
14. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must begin no later than 8:00 pm before Executive Session)
15. Treasurer's Report. - (10 Minutes report 5 minutes discussion) - R. Paul Martin
16. Report from Community Advisory Board (2 Minutes) - Neale Vos
17. Resolution recommending the PNB set up a committee to investigate the sale of its properties in Berkeley California to benefit the foundation (8 Minutes) - Paul De Rienezzo
18. Report from the Committee of Inclusion – 5 min – Joan De Lorenzo, Gloria Guillo, Cerene Roberts, Michael D.D. White
19. Motion for Election Hardship Waivers To Be Individually Approved by the LSB (20 minutes) Sally Gellert
20. Motion Re. Brokerage Account and recommendation to the PNB re WBAI receiving credit towards Central Service assessments (6 min.) – Cerene Roberts.
21. Motion Re. Subcarrier Rent and recommendation to the PNB re WBAI receiving credit towards Central Service

- assessments (14 min.) – Cerene Roberts.
22. Motion on Gaza (4 Minutes) - Paul De Rienzo
 23. Executive Session (40 minutes – must begin no later than 9 pm, Questions limited to 60 seconds, responses limited to 90 seconds, Check in on timekeeper)
 - a. Report from the Pacifica Executive Director (3 minutes with more Q&A)
 - b. Report from Pacifica National Board Chair (2 minutes with more Q&A)
 - c. Report from the General Manager and Program Director or Substitute Therefor (3 minutes with more Q&A)
 - d. Report from the Pacifica National Board Directors (7 minutes with more Q&A)
 - e. Report from Officers on Administrative Leave (5 minutes with Q&A)
 24. Discussion LSB communications Policies and Procedures including Zoom and Recording and Communication with Listeners. — (5 minute background presentation by Secretary, 15 minute discussion.)
 25. Motion: Improving Communication with Listeners (10 minutes) – John Brinkley
 26. Motion to require reserves to be held from funds received to cover procurement and sending of premiums within 6 weeks. (10 minutes) – Cerene Roberts.
 27. Motion to Pacifica National Board (PNB) Re. Compliance with it’s lawful directives (4 Minutes presentation 8 Minutes discussion)– Cerene Roberts.
 28. Motion to Automatically Schedule LSB Executive Sessions following Any Pacifica National Board Release of Confidential Information. (4 minutes presentation 8 minutes discussion) — Cerene Roberts
 29. Competing Successfully With the Internet vs And/or Becoming Internet Successful - (5 minutes) - Michael D. D. White
 30. New Business. (5 minutes)
 31. Adjourn no later than 10:15 pm (ET)

7:05 pm ET - The meeting was called to order, a quorum and the chair being present

Timekeeper: Jack de Palma volunteered and there was no objection.

Pro-Tem Secretary: M. Kay Williams being absent due to a family emergency, Gloria Guillo volunteered and there was no objection.

7:09 pm ET - Katherine O’Sullivan read the agenda and moved to adopt the agenda as read. Seconded.

Amendment (Sally Gellert) To move item 19 to become item 7. Seconded. There was an objection.

The Board discussed the amendment.

7:25 pm ET John Brinkley called the question. Seconded.

Point of Order (R. Paul Martin) Calling the question isn’t open to discussion.

Roll call vote was taken and the amendment failed with 8 ayes, 11 nos, and no abstentions.

Then the original motion to adopt the agenda passed without objection.

7:31 pm ET Welcome to new member Carolyn Secods, replacing Mark Crispin Miller who resigned for health reasons.

7:32 pm ET Roll call was taken, results as above.

7:35 pm ET Motion (Jim Dingeman) To excuse all absences. Seconded. Passed without objection.

7:37 pm ET (Jim Dingeman) Motion to approve minutes from the 5-8-24 meeting without a reading. Seconded. Passed without objection.

7:38 pm ET The Chair announced the results of the election for the Management Evaluation Committee.

7:39 pm ET The Chair called for the Public Report from the Executive Director, Stephanie Wells

Highlights:

- First phase of the FCC Consent Decree requires trainings, which have begun.
- Trainings for administrative staff took place 1 ½ weeks ago. Everyone will be trained and need to sign up on Sign-Up Genius.
- First compliance report due July 7.
- John Amela is the National Compliance Officer for this Consent Decree.
- The General Manager of WBAI, Berthold Reimers, and the Program Director, Linda Perry, have been placed on administrative leave starting June 6, 2021. (She did not state the exact date they were trained.)
- The 2023 favorable evaluation of the LSB Management Evaluation Committee and LSB was not taken into consideration.

The Board heard and discussed the report.

Highlights of Q&A

- Jim Dingeman, one of our PNB Directors, pointed out that the dismissal of our administrative staff went against the Pacifica Bylaws which specifically call for the ED to consult the LSB first.
- **Article Seven, Local Station Boards, Section 3: Specific Powers and Duties D. Both the Executive Director and/or an LSB may initiate the process to fire a station General Manager. However, to effectuate it, both the Executive Director and the LSB must agree to fire said General Manager. If the Executive Director and the LSB cannot agree, the decision to terminate or retain said General Manager shall be made by the Board of Directors.**
- The ED concurred, stating that (taken from the Zoom transcript) "I went to the PNB first to express my concerns. And the PNB backed me up in making those management changes."
- It is believed that Berthold Reimers and Linda Perry were informed by the General Counsel near midnight on June 6 not to report to work on June 7. It was unclear whether they were fired at that time or not.
- Stephanie Wells informed the Pacifica National Board on Sunday, June 9 at 8:49 pm via email that Berthold Reimers and Linda Perry were placed on administrative leave retroactive to June 6th and that Bob Hennelly will be the Interim General Manager/Program Director.

7:53 pm ET Public Report from the Chair of the Pacifica National Board, Susan Young

Highlights:

- Each station needs to post rosters of their Local Station Boards with terms and details
- Only one bylaw amendment has been initiated regarding filling vacancies. There is no motion for consideration of the other eight proposed bylaw amendments, 3 from KPFT, 1 from KPFA, 2 from WPFW, and 2 from KPFK.
- Notice period goes through June 10th to July 10th, then the PNB and LSB's get to vote on "these."

The Board heard and discussed the report.

Highlights of Q&A

- Susan left the meeting at 7:57 pm ET and returned at time certain at 9:29 pm ET.
- The question she refused to answer involved the unexpected arrival of the interim GM/PD at the radio station literally in the middle of the night on Friday, June 7, without any notification or documentation provided to the LSB or WBAI staff.
- The Chair noted that (also from the transcript) "I think by her absence, the Chair of the Pacifica National Board is refusing to consult and confer with the WBAI Local Station Board and answer basic questions."

8:00 pm ET The Chair called for time certain for public comment to begin.

The Board heard public comment.

8:31 pm ET The Chair called for the report of the Interim General Manager/Program Director Bob Hennelly

Highlights:

- He stated he was fired two times in 2014 and claims the reason for his firing was because he raised questions re possible bootlegging copyright material and merchandizing practices non-compliant with FCC regulations and that WBAI risks an FTC complaint if consistently don't get premiums out.
- He claims he raised \$20K for his program (Moral Monday with William Barberry), \$50K from American Federation of Government Employees, for national programming, including the Poor People's Campaign and the political conventions, plus \$25K from a donor John Samuelson for the same fund. Plus, commitments for \$6,500 and \$2,500 per month for 6 months. Not enough, but did it without offering any premiums.
- Believes an adversarial relationship had developed between the management and staff.
- Wants to create continuity of community, not putting producers into the position of developing a program only to be pre-empted. Hopes to help WBAI bounce back from the Pandemic isolation that has affected everyone nationally.
- Concerned about the condition of the building and cardboard waste obstructing the fire doors.
- Hopes to be available on a daily basis and help the station with no diminution of signal.
- The IGM gave his personal phone number if anyone has additional questions. (973) 714-0923

The Board heard and discussed the report.

Highlights of Q&A

- Paul DeRienzo, one of our PNB Directors mentioned that his fundraising from his Union sources is great but pointed out that only 2% of what should have been raised to pay for station operations had been raised so far. [Note: WBAI needs to raise \$2,500 per day and had raised at this time only \$2,500 for the whole month. Also, money earmarked for specific programs cannot be spent on operations, and much of the money Bob Hennelly mentioned goes to Pacifica nationally not to WBAI specifically.]
- Gloria Guillo, our LSB Vice Chair, asked why did he show up at the station at 4 am. He stated that he arrived at 5:30 am and was working on his program which was scheduled to begin at 7 am. A follow up question was that he was reported to be on the phone the whole time. He stated he was discussing the proposed job with the ED but that he wasn't formally offered the job until Monday, June 10.
- Jim Dingeman questioned his statement that he wasn't actually offered the position of Interim General Manager and Program Director until Monday June 10, stating that, when he met Mr. Hennelly at the Station on Friday, June 7th, Mr. Hennelly told him then that he was the Interim General Manager and Program Director. Hennelly stated he said he "will be" not that he already was. There are also reports that he announced to staff at 5:30 am on June 7th that he was.

8:45 pm ET Motion (Paul DeRienzo) To extend the report of the Interim General Manager/Program Director 10 minutes. Seconded. Then Paul DeRienzo tried to withdraw his motion.

Point of Order (R. Paul Martin) Once seconded, a motion belongs to the floor and cannot be withdrawn unless there is no objection. Also, a motion to extend is not debatable.

There was an objection, so a roll call vote was taken and the motion failed with 10 ayes, 11 nos, and 2 passes.

8:54 pm ET The Chair called for the report of the Pacifica National Board Directors.

Highlights:

- Bylaws procedures cannot be changed from what has been established previously without a vote by all the members of the Pacifica organization.
- PBS and NPR have been offering premiums for years.
- The Pacifica Safety Net faction electing to file complaints to the FCC and not give the LSB opportunity to remedy the situation appears to be an act of sabotage to bankrupt the station by eliminating key fundraisers and exposing Pacific to fines.
- Discussed one motive might be to censor program content from a political ideological standpoint.
- Discussed instances of dishonesty from the ED and the PNB, regarding communication with Allegiance and refusing to allow a vote on the Gaza motion.
- Susan mentioned that the 9 propositions put forward as bylaws changes were not in the mix but then mentioned they will be voted on by the LSB's and the PNB after July 10th. This is basically a power grab at the top. It also denies the democratic electoral process in place by substituting the will of a small group over all the members of Pacifica.
- Questioned whether Hennelly had offered to work on development instead of becoming station management.

9:02 pm ET Motion (Cerene Roberts) To extend discussion 2 minutes. Seconded. Passed without objection.

Mr. Hennelly was able to answer the last question. He stated no, he never considered working on development instead of becoming station management.

9:05 pm ET The Chair called for the Executive Session to begin and non-Board members were put into the waiting room.

The Board heard and discussed the confidential reports of the Executive Director of the Pacifica Foundation and the Chair of the Pacifica National Board, the Pacifica National Board Directors, and the Interim General Manager/Program Director, and Officers currently on administrative leave, regarding personnel, financial and legal matters.

10:45 pm ET The Chair adjourned the meeting, which never went back into regular public session.

Submitted by M. Kay Williams, WBAI LSB Secretary, based on Zoom recording.