

Minutes WBAI LSB 10-9-24

Present: Rachel Barr, Scottye Battle, Carolyn Birden, John Brinkley, Eliot Crown, Joan de Lorenzo, Paul de Rienzo, Jim Dingeman, Eleanor Elizabeth Forman, 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, Michael D.D. White (Chair), Doug Wood.

Also Present: Bob Hennelly (Interim General Manager), Kay Williams (Secretary)

Absent: Gail Bey, Simon Fitzgerald, Jim Freund, Keziah Glow (Interim Program Director)

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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: September 11, 2024 (5 minutes)
6. Updates on Elections For Local Station Board Members- (2 minutes)
7. Report from the interim General Manager and interim Program Director. (20 minutes 10 minutes Q&A - Questions limited to 60 seconds- Limit responses to 90 seconds)
8. Report from Pacifica National Board Directors. (7 minutes & 5 minutes discussion- Questions limited to 60 seconds- Limit responses to 90 seconds) - Paul De Rienzo, Jim Dingeman, Shawn Rhodes, and Cerene Roberts.
9. Treasurer's Report and Review of Budget Forwarded From WBAI Finance Committee With Memorandum on Background. - (10 Minutes report 15 minutes discussion) - R. Paul Martin
10. Resolution With Evaluation Findings To Comply With Bylaw Requirement To Annually Review Station's General Manager and Program Director- Possible need to segue into Executive Session (15 minutes) - Michael D. D. White
11. Report from Community Advisory Board (2 Minutes) - Neale Vos
12. LSB Evaluation of the Pacifica National Foundation Executive Director. (10 minutes) - Jim Dingeman
13. 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 Rienezo
14. Motion Prescribing Additional New Rules For Radio Committee (10 minutes)- Cerene Roberts
15. Report from Committee of Inclusion (5 min)- Joan DeLorenzo, Gloria Guillo, Cerene Roberts, Michael D. D. White.
16. Update on WBAI Town Halls. (3 minutes)- Jim Dingeman
17. Motion Re. Brokerage Account and recommendation to the PNB re WBAI receiving credit towards Central Service assessments (6 min.) – Cerene Roberts.
18. Motion on Gaza (4 Minutes) - Paul De Rienezo
19. Discussion LSB communications Policies and Procedures including Zoom and Recording and Communication with Listeners. — (5 minute background by Secretary, 15 minute discussion.)

20. Motion: Improving Communication with Listeners (10 minutes) – John Brinkley
21. Motion to require reserves to be held from funds received to cover procurement and sending of premiums within 6 weeks. (10 minutes) – Cerene Roberts.
22. Motion to Pacifica National Board (PNB) Re. Compliance with it’s lawful directives (4 Minutes presentation 8 Minutes discussion)– Cerene Roberts.
23. Motion to Automatically Schedule LSB Executive Sessions following Any Pacifica National Board Release of Confidential Information. (4 minutes presentation 8 minutes discussion) — Cerene Roberts
24. Competing Successfully With the Internet vs And/or Becoming Internet Successful - (5 minutes) - Michael D. D. White
25. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must begin no later than 9:15 PM.)
26. New Business.
27. Adjourn no later than 9:45 PM. (ET)

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7:05 pm ET The Chair convened the meeting

Volunteer time keeper was Eleanor Elizabeth Forman.

7:13 pm ET Motion (Shawn Rhodes) To adopt the agenda as read and as screenshared. Seconded Gloria Guillo

Amendment (R. Paul Martin) To delete original item 18 re applying WBAI’s sub-carrier rent to WBAI’s central services as moot because the ED has already announced that would be done in the new budget. Seconded Katherine O’Sullivan

Amendment (R. Paul Martin) To delete the time limit on New Business, since under Robert’s Rules, there is no time limit on New Business. Seconded Katherine O’ Sullivan.

Both amendments passed without objection.

However, as Cerene Roberts wanted to register an abstention to adopting the agenda, roll call vote was called and the agenda was adopted as amended by 9 ayes, 2 nos, and 6 abstentions.

7:25 pm ET After roll call, results as above, motion (John Brinkley) to excuse all absences. Seconded by Jim Dingeman.

Amendment (Eleanor Elizabeth Forman) To excuse only those persons who submitted in advance requests to be excused. Seconded.

Roll call vote was called and the amendment failed with 8 nos, 3 yeses, and 5 abstentions.

Then the original motion passed without objection.

7:32 pm ET Motion (Jim Dingeman) To approve minutes for 9-11-24 which were sent 1 week ago. Seconded. Sally Gellert

Amendment (Cerene Roberts) To postpone the approval of these minutes until the next meeting because she noted a few mistakes and didn't have time to list them, such as central vs eastern time. Seconded Eleanor Elizabeth Forman.

R. Paul Martin objected to the amendment. Roll call vote was called and the amendment failed with 11 nos, 8 yeses, and 1 abstention.

Then roll call vote was called on the original motion which passed with 9 yeses, 2 nos, and 7 abstentions.

7:49 pm ET Update on elections for Local Station Board Members.

The Chair announced that voting closed with the September 30th deadline when WBAI made quorum in both its listener and staff delegate elections. WBAI got 13% of Listeners (needed 10%) and 33% of staff (needed 25%). The elections going on at the other Pacifica Network stations also made quorum. The Pacifica election site says that election results will be released on a TBD date, which the NES now says is likely to fall between the 12th or 15th of this month.

7:51 pm ET Report of the Interim General Manager and Interim Program Director

Highlights:

- Ongoing contributions solicited from Unions:
  - \$22,500 from TWU
  - \$6,000 from 1199-SEIU
  - \$1,000 from Butler Assoc for 9-11 Documentary "Dust"
- Made Payroll [\$42,000]
- Working with Working Capital Seeds [new landlord] re recalculating final rent and footprint. Needs to recapture the largest room where the phones will be.
- Planning a fund drive 10-28-24 to 11-2-24. Hopefully phones from Martin Flynn will be installed by then.
- Planning live broadcasts of the Mayor's defense through Damien Williams Account, including indictment and City Council commentary
- Covering material changes to staff
- Will have a national discussion of reproductive rights legislation
- Working with all the stations to produce integrated national election coverage
- Working with NYC FEMA to qualify for \$25K grant for psa's re disaster preparedness
- New program every Monday until the election, "We decide: America at the Crossroads"
- BAI Buddies are in the \$22K-23K zone. Need to increase this to \$50K.

The board discussed the report and asked questions

Highlights of Q & A:

- Q: The FY25 budget allots \$10K per producer per year. Is there a sliding scale depending on time of the broadcast?

- A: The high water mark is 6-9 am and 6-9 pm. Sliding scale for all other times. Can submit a mix of new BAI buddies, contributions, and underwriting, e.g. King Downey already got a \$1500 grant from a theater group, Bob's Monday slot earned \$20K over 6 months.
- Q: Why he doesn't come to the Finance Committee?
- A: As long as a member of former management is on the call, he has permission from the ED not to attend. [He was informed re the membership rules of the FC and the member he's speaking of has been a member in good standing for a long time. It would be unfair to discriminate against this person.]
- Q: Isn't it a good idea to bring in listeners and board members to come up with ideas for outreach and fundraising?
- A: Either the CAB or the LSB would be a good way to do that. Not opposed to it.
- Q: Any chance to get back local control of WBAI's money?
- A: All money goes directly to Pacifica and gets entered into Allegiance.
- Q: Since the Union money is finite, what is the current amount of listener donations?
- A: BAI Buddies are \$22-24K per month. We have reduced expenses related to contractors and cleared off a lot of debt. We made payroll, health care and SAGAFTRA contract for the past four months.
- Q: Can he write a check to David Rothenberg to reimburse him for his legitimate expenses?
- A: Received invoice. It's being processed.
- He was reminded that a PNB director has requested a Director's Inspection of the books. [This is bylaw mandated and cannot be denied.]

8:24 pm ET PNB Director's Reports: Paul De Rienzo, Jim Dingeman, Shawn Rhodes, Cerene Roberts

Highlights:

- The closing of the KPFK building is tomorrow 10-10-24. There are complications.
- There is a situation, which is ultimately beneficial, but can't talk about it due to it was discussed in executive session.
- New Day is still trying to take control of Pacifica.

8:32 pm ET Treasurer's Report: R. Paul Martin

Highlights:

- Re: KPFK building sale. Liens are being removed, will have escrow by end of October
- The first buyer had to leave the deal due to health reasons (had a heart attack). The current buyer didn't want to lease the space used by KPFK to KPFK. They will be housed in Glendale in the immediate future. Whether they will be permanent renters or Pacifica will buy a new building is up in the air.
- The ED has noted that a member of the Finance Committee has paid off the Allegiance bill.
- The ED is getting the tax mform 990 ready to file for FY24 in early '25.
- Audit years for FY22 and FY23 will be compiled jointly to save money. FY24 will be compiled separately. It is important to have 3 audits to get grants.

- Hope we are not becoming a “Pay as You Go” station, with producers paying \$10K just to get on the air.
- 8:40 pm ET The FC motion re presenting the FY25 budget to the LSB for approval and the FY25 budget spreadsheet were screenshared.

The board discussed the report and asked questions. No vote was taken.

Highlights of Q & A:

- Q: Isn't an income of \$1.2 million a bit unrealistic?
- A: It is optimistic. One of the candidates in the upcoming presidential election wants to crush Unions. So now is a good time to get money from them. But no one can say if this level of donation will continue.
- Q: Do we know if these figures have been entered into Allegiance?
- A: We have seen \$8K per month in listener contributions in Allegiance since June, but this isn't all of the money coming in. The IGM is sending money directly to Pacifica. It is unknown whether it is credited to WBAI or not. Only recently have arrears been paid off. The solution is to elect a new PNB.
- Q: It was stated that KPFA “filed an appeal” not to have to comply with the PNB motion to centralize finances.
- A: That's true. Everyone else can see their money, but no one can see KPFA's.

8:50 pm ET The Chair asked Gloria Guillo to chair the meeting while he presented his Resolution With Evaluation Findings To Comply With Bylaw Requirement To Annually Review Station's General Manager and Program Director- Possible need to segue into Executive Session.

Highlights:

- The proposal was to use the evaluation done by the Management Evaluation Committee last year and accepted by the Board in October 2023 as the bylaw mandated evaluation for 2024, since the current evaluation committee, selected by Opavote last spring by this Board, did not have a chance to evaluate the General Manager and Program Director this year before they were placed on administrative leave and subsequently terminated.
- It was noted that interim management personnel has served insufficient time to warrant an official evaluation.

8:58 pm ET Motion (Michael D.D. White) To adopt his resolution. Seconded (Jim Dingeman).

The board discussed the Resolution. There was no material discussed which could only be discussed in executive session.

9:05 pm ET Motion (MDDW) To extend the discussion 8 minutes. Seconded (Jim Dingeman).

The board continued to discuss the Resolution. No sensitive personnel or financial matters were discussed, therefore executive session was not necessary.

9:11 pm ET Michael D.D. White called the question.

Roll call vote was taken and the resolution passed with 8 ayes, 7 nos, and 5 abstentions.

9:21 pm ET Michael D.D. White resumed the Chair and called for public comment to begin.

The board heard public comment.

9:53 pm ET The Chair adjourned the meeting as this item had gone over its allotted time and it was also past time for adjournment.

Submitted by M. Kay Williams, Secretary

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Resolution taken by the Finance Committee for consideration by the Board  
On Thu, Oct 3, 2024

Motion: "To send the following statement to the LSB, the interim General Manager, and the Executive Director, 'Whereas, The WBAI draft FY25 budget was received by the WBAI local Finance Committee from the interim General Manager on September 18, 2024;

and Whereas, a special meeting of the WBAI local Finance Committee was called for October 2, 2024, to especially accommodate and facilitate the discussion of the WBAI draft FY25 budget;

and Whereas, WBAI Management was not present at the October 2, 2024, local Finance Committee meeting;

and Whereas, we are lacking information which we are customarily used to getting;

and Whereas, it has been the custom of the General Manager to be present at meetings which encourages transparency, accountability and trust;

Therefore, The WBAI local Finance Committee needs more information from WBAI and Pacifica Management before we can recommend this draft FY25 budget to the WBAI LSB." (Passed without objection)

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Resolution With Evaluation Findings To Comply With Bylaw Requirement To Annually Review Station's General Manager and Program Director - Michael D. D. White

## Resolution of WBAI's Local Station Board Taking Necessary Actions Which Are Possible Toward Fulfillment of Obligation Under The Bylaws To Annually Review Station's General Manager and Program Director

Whereas, Article Seven, "Local Station Boards, Section 3: Specific Powers and Duties," Subparagraphs C and F of the Bylaws ("Bylaws"), provide, respectively for the LSB to prepare an annual written evaluation of the station's General Manager and an annual written evaluation of the station's Program Director;

Whereas, the WBAI Local Station Board ("LSB") was proceeding to fulfill this obligation under the bylaws including having voted to establish a Management Evaluation Subcommittee ("Management Evaluation Subcommittee" or "Subcommittee") and also having held elections to populate that committee the results of which were only available and announced at the June 12, 2024 LSB monthly meeting;

Whereas, before population of that that committee could be announced and before the committee could meet and commence its work, the Pacifica National Board took actions that on night of Thursday June 6th or the morning of Friday June 7th were, abruptly and without warning to the LSB, replacing the station's General Manager and Program Director;

Whereas, that abrupt replacement made impossible any full and complete new annual evaluation of the station's General Manager and/or Program Director, including, but not limited to, preventing any interviews of the officers thus replaced, and any responses by those being reviewed and evaluated to any draft evaluation before completion;

Whereas, there was (supplied herewith confidentially to the LSB members) 2023 annual evaluations of the General Manager and Program Director adopted by the LSB on October 30, 2023 (the "October 2023 Evaluations");

Whereas, the LSB has reviewed the "October 2023 Evaluations" and had ample opportunity to consider them in light of the LSB's substantial and numerous interactions with the General Manager and Program Director occurring November 2023 through to June 6, 2024, including regular attendance and reporting at monthly LSB meeting and WBAI Finance Committee meetings;

Whereas, under these circumstances, the LSB sees fit to readopt the "October 2023 Evaluations" with no substantial change as its annual evaluations in fulfillment of its obligation for this year with respect to the replaced management, and that determination is notwithstanding information and recommendations from the Pacifica Foundation Executive Director, which, as set forth in the LSB's resolution adopted July 10, 2024 the LSB found itself unable to proceed upon given the "inadequacy" of what was presented along with "improper procedures, including violation of the bylaws, and the obvious issues and attendant risks raised."

Whereas, the LSB also takes note that, with respect to the new replacement management, less than a year has passed and that, with respect, particularly to the replacement interim General Manager, there has been insufficient availability and responsiveness, including notably on budget matters and the tracking of income and expenses to determine whether station income is currently coming in regularly at levels sufficient to meet monthly expenses, such that no attempt at a completed annual review of the new replacement management could presently be effected or appropriate at this time;

Whereas, the LSB, however, feels that all possible effort should continue to be put into endeavors to expeditiously evaluate the interim General Manager and interim Program Director and that such work (including forthcoming interviews) should be spearheaded, as the LSB decides, either by the elected Management Evaluation Committee or by the elected General Manager and Program Director Search Committee;

and Whereas, pursuant to the resolution the LSB adopted on April 10, 2024 establishing the Management Evaluation Committee and the evaluation process it was decided that the LSB should meet in October, taking into account the available work done, whatever its status or state of completion, and adopt management evaluations;

now, therefore be it RESOLVED, by the LSB as follows:

Section 1. The LSB hereby adopts the “October 2023 Evaluations” without any substantial modifications as its 2024 Evaluations in fulfillment of Section 3 Subparagraphs C and F Bylaws obligation with respect to the stations’ replaced management.

Section 2. With respect to the new replacement management, the LSB finds that no other completed actions toward and annual review of the same is either required or appropriate at this time in connection with fulfillment of its Section 3 Subparagraphs C and F Bylaws obligations.