

WPFW- LSB Regular Meeting Minutes December 8, 2021

Teleconference via Zoom Washington, DC

Arthur McCloud – Chair, Dennis Williams – Vice Chair

Nick Arena – Treasurer and Ellen Williams Carter - Secretary

I. Call to order started at 6:45 p. m.

II. Roll call

20- Members that were present:

Anita Irene Adams, Francis Yaw Agyei, Nick Arena Non – Voting, Thomas M Blanton, Sarah E Brown, Wayne Bruce, Ellen Williams Carter Non-Voting, Marsha Coleman-Adebayo, Bill Curtis, Vanessa M. Dixon-Briggs, Sue Goodwin, Kamau Harris, Julie Hewitt, Arthur Hyland, Kathleen A Maloy, Arthur McCloud, Maxx Myrick, Eileen Rosin, Minerva F Sanders, Frank Stearns, Tim Willard, Dennis Williams

Timekeeper: Kathleen Parliamentarian: John Tatum

1-Unexcused absence: Craig Hall

3-Excused absences: Violetta Diamond, Adele M Stan, Donna Grimes

III. The agenda was approved.

IV. The November minutes weren't approved.

V. Management Reports

Katea Stitt, Program Director, **(submitted a written report: see attachment A)**

Jerry Paris, General Manager, stated:

The Pledge Drive begins December 17 with pitching during programs until December 24. Beginning on December 25 until December 31 there will be soft pitching. The theme is “Give the Gift of WPFW”. The goal is \$150,000. The Telerep phone service will answer calls during the drive. We received good feedback on the special programming.

VI. Finance Committee Report (submitted a written report: See Attachment B)

Nick Arena stated,

The Station for the first two months are ahead as a result of monitoring expenses. NETA showed the station finished with \$84,000. A donor has contacted the station and wants to include WPFW in their Estate Plan. The Station is in the black.

Kathleen said the programmers are the stars.

VII. Community Comment

A Community person: The purpose of the LSB program committee is written in the bylaws.

Community person: WPFW is one of her favorites.

VIII. PNB Report

Vanessa stated:

The PNB personnel committee narrowed the candidates for Executive Director to 7 candidates. This weekend they hope to recommend 3 candidates.

Vanessa thanked the Chair, Arthur McCloud for his service. She thanked Ron Pinchback for his 6 years of service as an LSB member and 3 years on the PNB.

Ron stated:

WPFW LSB PNB current directors will continue until new members are selected in January.

IX. Community Outreach Committee (submitted a written report: See Attachment C)

Sabooh read the report that was submitted.

X. Programming Committee (submitted a written report: See Attachment D)

The committee is working on a description of the Program Committee's duties.

They need to decide on rules for the Manager's Evaluation and the Programmer Bill of Rights. They want to invite new members to join the programming committee. Sabooh and Thomas B. planned the November LSB show and they are looking for volunteers for January's program.

Questions:

Was a draft of the program show sent to the LSB? A draft wasn't submitted.

Dennis will there be a LSB show in December. Ron said that the December 31 show is preempted.

Ron commented that the LSB show was created to discuss the affairs of the LSB and station. The next LSB show is scheduled for January 28.

Arthur stated: pointed out during the Program Committee Report that step-by-step instructions for the handling of the LSB Show was distributed to all current members in order to avoid further misunderstandings of content, implementation and reporting of shows to the LSB, Station Mgmt. & Engineers. (If any new members didn't receive those instructions, they are to contact the Chairman of the LSB Show Planning Committee (Sabooh Hakim) along with any interest they may have in being a part of that Committee or the Show itself).

XI. Communication Standards and Enforcement Committee (submitted a written report: See Attachment E)

Two items that will be shared:

1. The special rules of point of orders rule #7.
2. CSE will submit to the Board a proposed list of items for orientation of new members.

XII. Unfinished Business

The Workshop for LSB Members tentative date is Saturday, January 15, 2022 at 2:00pm by zoom.

Thomas Blanton update on the Kawama Ocran from Ms. Cooper. Discussion regarding the resolution that he submitted.

The former Chair, Arthur McCloud’s proposed LSB Duties to be assigned to the Advisory Committees.

XIII. New Business/Action Item Summary

Arthur Mc Cloud, former chair, shared action items:

The Proposed LSB Duties to be assigned to the Advisory Committees as follows from Article 7 Sec 3a-m.

XIV. Adjourned regular: meeting 9:42pm

Opened the Delegate Assembly to Vote on the Bylaw Amendments

WPFW LSB Results of the Bylaw Amendment Vote:

	For	Against	Abstention	Pass	LSB Members Voting
1. Article Five, Board of Directors of the Foundation, Section 2: Term	13			1 Thomas Blanton was present but didn't vote on this Amendment	Wayne Bruce, Marsha Coleman-Adebayo, Vanessa Dixon-Briggs, Julie Hewitt, Sabooh Hikim, Kathleen Maloy, Thomas O'Rourke, Ron Pinchback, Eileen Rosin, Tim Willard, Dennis Williams, Louis Wolf, Arthur McCloud
2. Article Three, Members of the Foundation, Section 1: Members Defined Section D. Compensation for Financial Damage	14				Wayne Bruce, Marsha Coleman-Adebayo, Vanessa Dixon-Briggs, Julie Hewitt, Sabooh Hikim, Kathleen Maloy, Thomas O'Rourke, Ron Pinchback, Eileen Rosin, Tim Willard, Dennis Williams, Louis Wolf, Arthur McCloud, Thomas Blanton
3. Article Three, Members of the Foundation, Section 1: Members Defined , C. Removal of Members	14				Wayne Bruce, Marsha Coleman-Adebayo, Vanessa Dixon-Briggs, Julie Hewitt, Sabooh Hikim, Kathleen Maloy, Thomas O'Rourke, Ron Pinchback, Eileen Rosin, Tim Willard, Dennis Williams, Louis Wolf, Arthur McCloud, Thomas Blanton
4. Article Seventeen Section B Item 3	14				Wayne Bruce, Marsha Coleman-Adebayo, Vanessa Dixon-Briggs, Julie Hewitt, Sabooh Hikim, Kathleen Maloy, Thomas O'Rourke, Ron Pinchback, Eileen Rosin, Tim Willard, Dennis Williams, Louis Wolf, Arthur McCloud, Thomas Blanton

XV. Reconvened the regular meeting seating the new board: 9:56pm

The LSB members who termed out were thanked for their service on the board.

LSB members voted for the WPFW LSB officers for 2022

The following individuals were appointed by acclamation:

Chair: Dennis Williams

Treasurer: Nick Arena

Secretary: Ellen Williams Carter

Candidates for Vice Chair were:

Thomas Blanton

Eileen Rosin won

The 2022 WPFW LSB Officers are:

Chair: Dennis Williams

Vice Chair: Eileen Rosin

Treasurer: Nick Arena Non-Voting

Secretary: Ellen Williams Carter Non-Voting

Adjourned the meeting at 10:15pm

Arthur McCloud, Chair adjourned the meeting

Minutes submitted by: Secretary, Ellen Williams Carter

Attachment (A)

Katea Stitt, Program Director's Report

WPFW's end of year drive will be December 17-24, with that week including pitching by programmers. We will leave the answering service on and have pre-recorded solicitations the week of the 25th through the 31st. The theme is Give the Gift of WPFW. Pretty simple so people can easily riff on it. The goal is \$150,000 for the entire two weeks. We'll be offering a new WPFW logo refrigerator/car magnet, as well as our always popular Jazz and Justice mask, and the PRA Voices That Changed the World flash drive.

Kimberly Washington left a \$5000 contribution to WPFW, which will be credited to Soul Conversations radio as part of the end of year drive.

I will be reaching out and scheduling a zoom training for all board members that want to help us pitch. It will be sometime next week I'll send an email out this weekend.

Both the Jimi Hendrix birthday programming and our Native American day of mourning programming were successes. WBAI carried the day of mourning programming from noon until 3pm on that day.

We also got accolades on both the Ain't Your Mama's Medicare special programming, and our special programming on the Rittenhouse verdict.

On December 31, we will be doing our New Year new music look back at new releases in 2021. Willard Jenkins is the co-producer with me for that day. It will start at 5 AM until midnight.

Many of you may have heard the sad news of the passing of writer, musician and producer Greg Tate. He was a brilliant mind and a wonderful person. He was also a dear friend to many of our programmers, past and present, including me. Greg grew up in DC and began his illustrious career as a WPFW programmer. Over the years, he returned to WPFW again and again, and remained a huge champion of the station. He will certainly be missed. In the New Year, we will be planning a special programming day in his honor.

Attachment (B)

Finance Committee Report

WPFW Finance Committee Report – Monday, December 6, 2021

1. Station Cash Flow Update: Bank Balances were over \$84K as of 11/30/21. On-air and off-air fundraising are planned for December. Additional major donor gifts are expected thru January/February. Off-air and other types of fundraising are still needed due to shortfalls in 2019 and 2020.
2. FY 2022 and Expense Updates: PNO estimates that WPFW past due Central Services payments for FY19-20 are approximately 170K. WPFW was one of the only stations to exceed it's FY2021 Budget and consistently pay its bills.

WPFW FY2021		
	Budgeted Income	Actual Income
October	224,442	253,707
November	97,130	49,873
Difference		(430)
	Budgeted Expense	Actual Expense
October	132,194	159,116
November	147,456	116,059
Difference		(3,030)
Total Difference		2,600

Attachment (C)

Community Outreach Report

The Community Outreach Committee met on Tuesday, December 7th, 2021. The following topics were discussed:

Fundraisers: 1. No U Street Jam will be held this year. It is possible that it will be held in the Spring but it all depends on the Pandemic. 2. The Blues Festival will be held at Lamonts the second Saturday in August. 3. Other possibilities for fundraisers include Horseback Riding, Cruise ship excursion and teaming with the Dick Gregory family to name the 5k in honor of Dick Gregory.

Committee Elections: Will be held in January

Attachment (D)

Program Committee Report

WPFW LSB PROGRAMMING COMMITTEE REPORT – DECEMBER 3, 2021

Present: Sabooh Hikim, Thomas O’Rourke, Martha Peterson, Dennis Williams, Louis Wolf and Donna Grimes

Absent: Tony Norman, Craig Hall, Vanessa Dixon

Agenda: The Programming Committee (PC) met on Wednesday December 1, 2021. Items on the agenda were the PD Report, PC Elections, completion of the Committee Description of duties and responsibilities, approval of draft evaluation tools for the GM and PD, update on the LSB Show and the question of resuming listening to programs for feedback to the PD.

1. We did not receive a PD report.
2. It was agreed that officer elections will be held after new LSB members are seated and invited to join the PC.
3. The PC description is forwarded with this report as requested by the LSB Chair for the information of the LSB.

4. Proposed PD and GM evaluation tools are also forwarded with this report. In addition, the PC requests action by the LSB to accept and use these tools as the LSB deems appropriate. A motion will be offered during the December LSB meeting.

5. Sabooh reported on the successful November LSB Show and indicated plans for the December 31 LSB Show. The December show will include interviews of new LSB members and programmers.

6. The PC invites LSB members old and new to join the committee. We recognized many accomplishments including the conclusion of tasks presented in this Report.

Respectfully submitted by Donna Grimes

Attachment (E)

Communication Standards & Enforcement Committee

Report to WPFW LSB

December 8, 2021

Chair – Dennis Williams

Members – Eileen Rosin; Sabooh Hikim; Parliamentarian Advisory – John Tatum

Purpose:

To create an efficient, stress-free meeting environment that allows the work of the WPFW Local Station Board to be accomplished without personal rancor. This Board has a history of dysfunction that has caused numerous resignations, greatly hindered recruitment and—most significantly—deprived WPFW of a critical potential source of support.

Mission Statement:

To formulate and propose policies and procedures to ensure that the LSB functions effectively.

Vision:

To bring forth the realization that we should address issues rather than people and that it doesn't matter who's right or wrong but what is right or wrong.

Current Status:

We proposed a new set of Special Rules of Conduct, which were adopted by the LSB in October 2020. We added a list of penalties, accompanied by explanations, which was approved in December 2020.

We are charged with evaluating the conduct of each LSB meeting in a report submitted for the subsequent meeting. The evaluation will consider the Chair's effectiveness in leading the meeting, the members' compliance with the Special Rules of Conduct, and the need for any recommendations to improve future meeting outcomes.

LSB Meeting,

Wednesday, November 10, 2021

There was some initial confusion over a point of order relating to a potential out-of-meeting violation of the Special Rules of Conduct. Because the member mistakenly named the member in question in open session, the point was immediately deferred to executive session at the December meeting.

As a result, the CSE Committee reconsidered the procedures surrounding such an occurrence, which would in all cases require some open discussion of the offending incident that could point to the accused member.

Proposed changes to the procedures are attached.

The CSE approved the following draft language for a welcome to new Board members, to be considered by the LSB in the December meeting:

Welcome to the WPFW Local Station Board. The LSB is a standing committee of the Board of Directors that governs the Pacifica Foundation and the Pacifica Radio Network (also including KPFA in Berkeley, CA, KPFK in Los Angeles, CA, KPFT in Houston, TX and WBAI in New York, NY).

The LSB is charged in the Pacifica Bylaws with specific tasks including:

Review & approve the station budget

Assist in fundraising

Evaluate station management

Work with management to ensure that the station fulfills the mission of Pacifica.

WPFW LSB meetings are governed and by Robert's Rules of Order and a set of Special Rules of Conduct, with the assistance of a professional Parliamentarian. Each Delegate is expected to arrive at meetings (virtual or in person) on time and prepared to engage the work at hand. This includes having read committee reports and any pertinent documents. In addition, each Delegate is expected to behave at all times in a respectful and professional manner.

Each Delegate must participate in at least one LSB advisory committee—Evaluation; Communication Standards & Enforcement; Community Outreach; Finance; and Program—and/or serve as a Director on the Pacifica National Board representing the WPFW LSB.

Each Delegate must support the activities and initiatives of the LSB through participation and/or fundraising.

Each delegate must support WPFW during pledge drives by volunteering to pitch on air, answering pledge calls, or making additional donations to the station.

Items to include:

Link to bylaws

Contact list of LSB officers and members

Special rules of conduct

