

WPFW- LSB Regular Meeting Minutes November 10, 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 6:35 p. m.**

**II. Roll call**

16 - Members that were present: Eileen Rosin, Ellen Williams Carter, Julie Hewitt, Marsha Coleman Adebayo, Vanessa Dixon-Briggs, Wayne Bruce, Sabooh Hikim, Ron Pinchback, Thomas O'Rourke, Martha Peterson, Thomas Blanton, Nick Arena, Donna Grimes, and Dennis Williams, Louis Wolf, Arthur McCloud, Kathleen Maloy, Tim Willard

Timekeeper: Kathleen      Sergeant at Arms: John Tatum

Unexcused absence: Craig Hall

**III. The agenda was approved.**

Communication Standards and Enforcement Committee

A Point of Order was requested to be on the agenda by Vanessa regarding an email sent to her by an LSB member. It was decided that Point of Orders don't have to be on the agenda. Dennis read the CSE procedures: 6 and 7 penalty for these types of comments. The situation will be handled outside of the meeting.

**IV. The September and October minutes were approved.**

**V. Management Reports**

**Katea Stitt, Program Director, stated:**

Pledge Drive

The pledge drive exceeded the goal. At the end of the drive, \$311, 366 was raised. There will be an end of the year pledge drive in December. The goal is \$150,000. She will schedule a pitch workshop for LSB members. Birchmere made a \$1500 donation to the station. Dave Zinn's book: The Kaepernick Effect is available as a premium gift. He will have a conversation about the book on Zoom November 17, 2021.

Programming

On Friday four (4) programmers from WPFW and WBAI will broadcast a special program about COVID-19.

WPFW was nominated for the Think Local First DC award. The award program will take place next Tuesday at the Hamilton.

Margaret Prescott will broadcast a special show on Climate Change.

**Jerry Paris, General Manager, stated:**

Moe had time to tune up the RBI telephone. The station is still receiving funds from the Pledge Drive. Payroll, Health Benefits and Central Service were paid. The station will remain closed until further notice.

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

**Nick Arena stated,**

The station is doing well.

He thanked the staff and programmers for going over the goal. He said the station is ahead of budget by \$1400.

Questions:

Martha had a question about the Finance Committee's report concerning the amount raised by the Community Outreach Committee's 5K Walk fundraiser. Nick said Annette is on medical leave. He stated that Annette works with NETA the IFCO that acts as the business manager for WPFW. NETA handles the expense and income that is reported. Once Annette returns the report will be updated.

## **VII. Community Comment**

Betty Shaw said a sizeable donation was made to WPFW via her manager. She sent an email about receiving the listed thank you gifts; however, she hasn't received a reply. Arthur told her to email him. He will get a reply from a staff members.

Sarah said she would like to improve the website to remind people where to go.

## **VIII. PNB Report**

Vanessa

The Personnel Committee may need to extend their search for a permanent Executive Director.

Ron

Covid protocols are being developed as we speak in Pacifica.

Julie

The COVID – 19 EIDL loans aren't forgivable but a 6% interest loan. The loan was used to pay the auditors, NETA, and pay down a higher loan.

She is grateful for the work WPFW Staff and Programmers continue to do.

LSB Delegates will take their seats at the December 8, 2021 meeting.

## **IX. Outreach and Development (submitted a written report: See Attachment B)**

They included in their report Guidelines for fundraising. The U Street Jam fundraiser won't be held this year.

## **X. Programming Committee**

A motion was submitted to the LSB by Vanessa to accept her amendment to the June Program Committee Report.

The Motion to accept Vanessa's amendment to the June Program Committee Report was approved.

Yes - 10    No – 5    Abstentions -0

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

Dennis Williams sent the LSB a copy of the CSE report. See attachment.

## **XII. Unfinished Business**

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

### **XIII. New Business/Action Item Summary**

#### Chair's proposed LSB Duties to be assigned to Advisory Committees:

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

#### **Finance Committee**

A. To review and approve that station's budget and make quarterly reports to the Foundation's Board of Directors regarding the station's budget, actual income and expenditures.

#### Evaluation Committee (forthcoming pending LSB approval)

B. To screen and select a pool of candidates for the position of General Manager of its respective radio station, from which pool of approved candidates the Executive Director shall hire the station's General Manager... The LSB may appoint a special sub-committee for this purpose.

C. To prepare an annual written evaluation of the station's General Manager.

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.

E. To screen and select a pool of candidates for the position of station Program Director, from which pool of approved candidates the station's General Manager shall hire the station's Program Director. The LSB may appoint a special sub-committee for this purpose.

F. To prepare an annual written evaluation of the station's Program Director.

#### **Program Committee**

G. To work with station management to ensure that station programming fulfills the purposes of the Foundation and is responsive to the diverse needs of the listeners (demographic) and communities (geographic) served by the station, and that station policies and procedures for making programming decisions and for program evaluation are working in a fair, collaborative and respectful manner to provide quality programming.

#### **Outreach & Development Committee**

H. To conduct "Town Hall" style meetings at least twice a year, devoted to hearing listeners views, needs and concerns.

I. To assist in station fundraising activities.

J. To actively reach out to underrepresented communities to help the station serve a diversity of all races, creeds, colors and nations, classes, genders and sexual orientations, and ages and to help build collaborative relations with organizations working for similar purposes.

K. To perform community needs assessments, or see to it that separate "Community Advisory Committees" are formed to do so.

#### **LSB & PNB Reps (non-Committee)**

L. To ensure that the station works diligently towards the goal of diversity in staffing at all levels and maintenance of a discrimination-free atmosphere in the workplace.

M. To exercise all of its powers and duties with care, loyalty, diligence and sound business judgment consistent with the manner in which those terms are generally defined under applicable California law.

WPFW LSB Show

The Program committee agreed to provide the LSB with a report for the LSB show aired every last Friday of the month on WPFW.

Arthur Mc Cloud, 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 the regular meeting 9:37 pm**

Arthur McCloud, Chair adjourned the meeting

Minutes submitted by: Secretary, Ellen Williams Carter

## Attachment (A)

### Finance Committee

WPFW Finance Committee Report – Monday, November 8, 2021

1. Station Cash Flow Update: Bank Balances were \$150K. The Fall Pledge Drive EXCEEDED its goal \$300K by over \$10K. Recognizing all the hard work done by many, CONGRATULATIONS to the entire STAFF, PROGRAMMERS and VOLUNTEERS! Additional major donor gifts are expected in November thru January. 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 FY2022             |                         |                       |
|-------------------------|-------------------------|-----------------------|
|                         | <u>Budgeted Income</u>  | <u>Actual Income</u>  |
| October                 | 224,442                 | 253,707               |
| <b>Difference</b>       |                         | <b>46,827</b>         |
|                         | <u>Budgeted Expense</u> | <u>Actual Expense</u> |
| October                 | 132,194                 | 159,116               |
| <b>Difference</b>       |                         | <b>28,367</b>         |
| <b>Total Difference</b> |                         | <b>18,460</b>         |

## Attachment (B)

### Community Outreach Report

Members of the Community Outreach Committee met on Tuesday, November 2nd. The following was discussed:

1. The New Name of the Committee - the responsibilities of the Committee are still the same. The main emphasis is still reaching out to communities and sponsoring fundraisers. The Guidelines For Fundraising that was approved by the LSB is listed below.
2. The U Street Jam will not be held this year. The possibility of holding it in the Spring was discussed. No decision was made.
3. Stress to LSB members that all members are encouraged to participate in fundraisers either by attending the fundraiser and offering assistance or to help out by providing financial support.

#### Guidelines For WPFW Fundraisers

1. Submit a proposal for the fundraiser to the General Manager, Program Director and Development Director four months before the event.
2. Send a reminder of the event to Management every two weeks after submitting the proposal.
3. Management notifies the Outreach & Development Committee of its approval or disapproval one month after receiving the fundraising proposal.

4. Once approved, the Outreach & Development Committee will broadcast a PSA announcing the event, listing it on the WPFW website no less than two months before the event.
5. Place a flyer announcing the event in the WPFW office. Management will review the flyer in a timely manner, (no more than two weeks), in order to ensure consistency in branding.

**Attachment (C)**

**Communication Standards & Enforcement Committee**

Report to WPFW LSB

November 9, 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.

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LSB Meeting,

Wednesday, October 13, 2021

The Chair returned from a brief hiatus to conduct the meeting with a renewed emphasis protocol and civility and reminders about the Special Rules of Conduct. The major delay in the meeting was a dispute over the accuracy of the September minutes and the process for approving them.

Recommendation:

- Chair should include with each month's agenda the reminder that any proposed corrections to meeting minutes should be sent to the Chair, Vice Chair and Secretary (not the whole Board) no later than close of business on Thursday prior to the LSB meeting.
  - o This was agreed to with the approval in Spring 2021 of the first "proposed directive." The Chair correctly pointed out in the meeting that this requirement is already in place but has not been carefully followed.
- Any proposed corrections not properly submitted on time will not be included in the minutes sent to the LSB for approval at the next meeting. Members will vote to approve the minutes as they stand. Outstanding corrections may be submitted for consideration at a later time.
- LSB meeting minutes might invite fewer corrections if they contained even less detail about what was said during meetings. With committee reports already attached, a record of actions taken might suffice.

CSE will submit to the Board a proposed list of items for orientation of new members by December.

Finally, CSE urges Members once again to eliminate time-wasting and soul-sapping disputations. Speak your piece, keep the peace and move on.