

Draft Minutes WBAI LSB 4-10-24

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

Absent: Gail Bey, Mark Crispin Miller, Alejandrina Murphy, Matthew Reiss

Also Present: Berthold Reimers (General Manager), M. Kay Williams (Secretary)

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Final Agenda

Updated Draft Agenda WBAI Local Station Board ("LSB") 7:00 PM, Wednesday, April 10, 2024 Meeting  
Remote Participation Meeting Via Zoom

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: February 14, 2024 Regular Meeting, March 13, 2024 Regular Meeting, April 3, 2024 Executive Session (5 minutes)
6. Report from Pacifica National Board Directors. (7 minutes & 5 minutes discussion) - Shawn Rhodes, Cerene Roberts, Jim Dingeman and Paul De Rienzo.
7. Reports of General Manager and Program Director. (30 minutes – report and discussion) — Berthold Reimers & Linda Perry
8. Announce and affirm results to complete elections for the following delegates to PNB committees and the Committee of Inclusion each of which requires acceptance of nominations by write-in candidates to be elected.(8 Minutes- M. Kay Williams):
  - a. Governance- Coin toss not needed per non-acceptance of write-in nomination.
  - b. Programming- Not yet authorized PNB this year
  - c. Committee of Inclusion.
  - d. Elections (per decision to do it by acclaim)
  - e. Audit (per decision to do it by acclaim)
9. Radio Committee Motion (10 Minutes) – Shawn Rhodes
10. Resolution Establishing Management Evaluation Subcommittee to Commence Annual Reviews of General Manager and Program Director, and Acceptance of Nominations For Committee Membership in elections to be held by Opavote. (27 Minutes) - Katherine O’Sullivan
11. Treasurer's Report. - (10 Minutes report 5 minutes discussion) - R. Paul Martin

12. 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
13. Report from Community Advisory Board (2 Minutes) - Neale Vos
14. Motion to Pacifica National Board (PNB) Re. Compliance with it's lawful directives (4 Minutes presentation 8 Minutes discussion)— Cerene Roberts.
15. Motion to Automatically Schedule LSB Executive Sessions following Any Pacifica National Board Release of Confidential Information. (4 minutes presentation 8 minutes discussion) — Cerene Roberts
16. Discussion LSB communications Policies and Procedures including Zoom and Recording and Communication with Listeners. — (5 minute background presentation by Secretary, 15 minute discussion.)
17. Motion: Improving Communication with Listeners (10 minutes) – John Brinkley
18. Motion to require reserves to be held from funds received to cover procurement and sending of premiums within 6 weeks. (10 minutes) – Cerene Roberts.
19. Competing Successfully With the Internet vs And/or Becoming Internet Successful - (5 minutes) - Michael D. D. White
20. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must always begin no later than 9:15 PM.)
21. New Business. (5 minutes)
22. Adjourn no later than 9:45 PM. (ET)

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7:09 pm ET Meeting convened by Chair Michael D.D. White after he determined a quorum, himself, and the secretary were present. Jack de Palma volunteered to be timekeeper and there were no objections.

The Updated Draft Agenda was screen-shared and read by Secretary M. Kay Williams

Motion (Jim Dingeman) To adopt the agenda as read. Seconded. There were some amendments.

Amendment (Shawn Rhodes) To move Item 11 (Motion re Radio Committee) up to after Item 8 about other committee approvals, in view of the fact that the first show being planned will occur before our next meeting. Seconded. Passed without objection.

Amendments (Cerene Roberts) three parts

1. To move the report of the General Manager and Program Director up to right after Minutes.
2. To extend the time for this item to 30 minutes
3. To restore the title of her motion to the PNB, consistent with her email on 4-10-24 with wording of her motion.

The Board discussed the amendments. The first two were accepted without objection, but there was an objection to the third. Roll call vote was taken and the third amendment passed with 9 ayes, 1 no, and 3 abstentions.

Then the original motion to accept the agenda as amended passed without objection.

Roll Call was called by the Secretary. Results as above (with some late arrivals)

Motion (Jim Dingeman) To excuse all absences. Seconded. Passed without objection.

NOTE: Members sending requests to excuse absences in advance included Mark Crispin Miller, Alejandrina Murphy, Matthew Reiss, and Jim Freund (although Jim Freund showed up later).

Item 5: Approve Outstanding Minutes

Secretary M. Kay noted that 2-14-24 and 3-13-24 regular monthly meeting minutes could be approved in public session. However, if discussion were desired about the Executive Session minutes from 4-3-24 then the group would have to either go into executive session now or postpone the 4-3-24 minutes to the next executive session. All minutes were sent to the Board members on Sunday 4-7-24 and resent on the day of the meeting on 4-10-24.

Motion (Katherine O'Sullivan) To approve all minutes. Seconded.

Amendment (Eleanor Elizabeth Forman) To postpone consideration of 4-3-24 minutes to the next executive session. Seconded. Passed without objection.

Then the original motion also passed without objection.

7:37 pm ET Report from General Manager – According to the amended agenda which was adopted, this report was to have come now, but the General Manager was not yet present.

Motion (R. Paul Martin) To go on to the Reports from the Pacifica Board Directors until Berthold came. Seconded. Passed without objections.

7:47 pm ET Reports from PNB Directors – Paul De Rienzo, Jim Dingeman, Shawn Rhodes, and Cerene Roberts

Highlights:

- WBAI has major accounts payable to Allegiance, the Call Center, and Four Times Square. The latter is 7-10 mos overdue and they could shut us down after only 3 mos overdue.
- All the stations have lost listenership but WBAI's situation is viewed as the most dire. There is a hostile attitude and a lack of transparency between factions on the Board.
- The NFC voted to send the ED to NYC to work with the station management to propose fiscal reforms and the PNB concurred
- We need audits to comply with 501-C-3 guidelines and California law, but we don't have the money for them at \$60K per year, and the CPB requirements for submitting a new application are to complete past years' audits as well. Although it's been stated that pro bono audits are considered suspect for conflict of interest and inaccuracies, it may be time that we consider this option.
- We also need to keep up with Nielsen's Ratings (Radio Research Corp) for the next CPB application but costs \$20-25 K per year.
- 2014 – the year audits were stopped, as cited by the CPB, was a difficult year for Pacifica. There was an interim executive director who was taking a higher salary than any executive director in the history of Pacifica. A family had moved into the national office. There had been not only no audits that year but also no elections so the Board was filled with runners up without institutional memory.
- There is a battle going on at the Coordinating Committee of the Governance Committee over whether or not to renew the mandate for the Programming Committee. All the members from last year have been dismissed. It remains to be seen whether they will renew this committee and seat all the newly elected members of it.

The Board discussed the report

8:01 pm ET Motion(Cerene Roberts) To extend the discussion 5 minutes. Seconded. Passed without objection.

8:07 pm ET The General Manager arrived and gave the General Manager's Report.

Highlights:

- An engineer came to fix the duplicators in the main studio. The offer to reduce our footprint so the new owners can rent out more of our space was to keep only the main studio, the back room where the premiums are processed, and one other room as a back up studio. Originally, this was to be his office since it has no windows and is more noise protected, but the engineer found that the current back up studio already has all the wiring needed and it would be more expensive to wire up a new room, so they are keeping the current back up studio and not his office.
- The new owners stated they are OK with irregular payments.
- Emergency Fundraising has raised \$5K the first day, \$7K the second day, and \$7K today. A major donor has given \$10K and wants to be notified if we need more. We have two other commitments for \$5K and \$2500 by Friday.
- We can bring BAI Buddies up to \$30K by continuing to call lapsed donors and current BAI buddies.
- Berthold is working well with Bob Handley, Leonard Lopate's assistant, to contact all of the authors of books that Leonard has interviewed on his show, promoting their books, and sending them as premiums. He calls this the Leonard Lopate project to develop underwriting for the Leonard Lopate show. He was advised to make sure to contact the lawyer working with the ED over the FCC complaint to make sure whatever underwriting we do is compliant with FCC policy for a 501-C-3 organization.
- Amy Goodman was contacted and did an intensive fundraising for WBAI and raised \$2K.
- He is doing an email blast and will re-evaluate at the end of this month whether he needs to do another on-air pitching campaign.
- He stated that Gary Null resigned by letter on 3-17-23, citing delays with sending out premiums. His resignation was accepted by Berthold. The loss of Gary Null, Christine Blodale, and Tony Bates represents a loss of 30-35% of our monthly income.
- We have the same number of listeners as other stations which are doing better than us financially, but our listeners tend to give, on average, lower amounts.
- He stated if we raised \$250K we could pay off all our payables, plus pay for the health benefits.
- He is optimistic because he feels our programming is the best in the network.

The Board discussed the report.

8:39 pm Et Motion (John Brinkley) To extend the discussion 5 minutes. Seconded. Passed without objection.

The Board continued to discuss the report.

8:44 pm ET Motion (Cerene Roberts) To extend the discussion 2 minutes. Seconded. Passed without objection.

The Board continued to discuss the report.

8:56 pm ET The Chair called for Item 8 To announce and affirm election results for delegates to the PNB committees.

The Secretary screen shared and read the delegates which had been elected going back to our February meeting and how each was elected.

Motion (Jim Dingman) To affirm election results and complete these elections. Seconded. Passed without objection.

8:58 pm ET The Chair called for Item 9 regarding the Radio Committee.

Motion (Shawn Rhodes) To renew the enabling resolution for the Radio Committee, which has been approved since John Brinkley's original motion in 2022. Seconded. Passed without objection after discussion.

Highlights:

- The Radio Committee plans LSB on-air reports to the listeners.
- Himself and Janet Coleman have been chosen as “implementers.”
- They have gotten 6 months of dates from the Program Director for a regular time on Tuesday in a slot which has been preempted for fundraising so it won’t interfere with other programmers’ programs. The benefit of moving the report around to reach listeners with different schedules is to be balanced against the predictability of listeners knowing when the report will be on and having it on more often.
- LSB Staff members will host in rotation, going to non-LSB staff when necessary.
- There will also be rotating interviews of LSB members, 4 at a time.

9:08 pm ET The Chair requested an alternative chair while he stepped down to present the next item on the agenda, which was the resolution to re-establish the Management Evaluation Committee for 2024. Katherine O’Sullivan volunteered and there was no objection

The full resolution was screen shared which had been on the agenda at the last meeting but we didn’t get to it, and Michael read it.

Motion (MDDW) To pass the MEC Resolution. Seconded.

The Board discussed the resolution.

Motion (Cerene) To extend the meeting time to cover this item after public comment.

Ruled out of order by the Acting Chair Katherine O’Sullivan who stated that Public Comment had to be at time certain set for it.

9:17 pm ET The Chair was resumed by Michael D.D. White who announced Public Comment to begin.

9:25 pm ET The CAB Report by Neale Vos occurred during the Public Comment as Neale is also a member of the public and the report was less than two minutes

9:27 pm ET Public Comment ended due to no speakers in queue to speak. Michael passed the Chair to Katherine O’Sullivan again.

The Board continued the discussion regarding re-authorizing the Management Evaluation Committee.

Amendment (Cerene Roberts) To postpone consideration of this item until next meeting due to the length of the resolution. Seconded.

The Board discussed the amendment to postpone the resolution.

Amendment (Jim Dingeman) To call the question on the postponement amendment. Seconded.

Point of Order (Cerene Roberts) Need to vote on calling the question which is the same as ending debate.

Roll call vote was taken on calling the question which received 9 ayes, 8 nos, and 1 abstention. Failed because needs a 2/3 vote.

2 members asked and were allowed by the group to change their votes.

The Board discussed the amendment to postpone again until the time was up for this item.

The Acting Chair then called for a Roll Call vote on the first amendment which was to postpone to next meeting.

Roll Call vote was taken and the amendment failed with 8 ayes, 9 nos, and no abstentions.

Then the Acting Chair called for a vote on the original motion to accept the resolution.

Roll Call vote was taken and it passed with 12 ayes, 4 nos, and 1 abstention.

Motion (Michael D.D. White) To extend the time of the meeting until 10 pm to finish this item on the agenda. Seconded.

Amendment (John Brinkley) To extend the time of the meeting long enough to cover item 12, the authorization of the LOFT, due to the importance of fundraising and outreach at this particular time. Seconded.

Objected to (MDDW) due to would have to include all the items up to Item 12. John Brinkley said his motion didn't preclude hearing the Treasurer's report which was the only item before Item 12.

Amendment (Cerene Roberts) To extend the time of the meeting to 10:30. Seconded.

John Brinkley withdrew his amendment.

Point of Order (R. Paul Martin) The Acting Chair needs to ask if there are any objections to John Brinkley withdrawing his amendment.

The Acting Chair asked if there were any objections to John Brinkley withdrawing his amendment and there were no objections.

Roll call vote was taken and the amendment passed with 9 ayes, 6 nos, and 1 abstention.

Point of Order (R. Paul Martin) 2/3 vote isn't required for amendments, only for motions that amend the agenda.

Now the Acting Chair called for a roll call vote on Michael's original motion to extend the meeting to 10 pm which had now been amended to extending to 10:30 pm. There was an objection.

A second roll call vote was taken with the same result 9 ayes, 6 nos, and 1 abstention, which failed this time to reach the 2/3 threshold since it was an original motion to amend the agenda.

10:07 pm ET Michael D.D. White resumed Chair and adjourned the meeting.

Submitted by M. Kay Williams, Secretary.

See appended reports: Treasurer's report, General Manager's fundraising update, Michael D.D. White Resolution re MEC 2024, Shawn Rhodes Resolution re Radio Committee

Notes on Robert's Rules (just fyi): This meeting was very confusing to me so I am including these notes for everyone's benefit. As usual, please send your comments and corrections.

Point of Order: If the information you want to share is something specifically about Robert's Rules.

Point of Information: If the information you want to share is about a topic at hand being considered.

Request for Information: If you want to ask a question.

Motions/Resolutions: If you want to add, subtract, move, or postpone an item on the agenda, requires a 2/3 vote of those present. Otherwise only a majority vote.

Amendments: Do not require a 2/3 vote, even if they are amending a motion to add, subtract, move, or postpone an item on the agenda. If they pass, then the original motion is amended and must also be passed, as amended, either by unanimous agreement or by another roll call vote.

Calling the question means ending the debate and can be a call to amend the agenda if the time for an item hasn't expired. Hence also requires a 2/3 vote.

If the time for an item has expired and people want to extend the debate/discussion, then a motion is required to extend for a certain number of minutes or until a certain topic is complete or reached or until everyone on the stack gets heard.