

Minutes WBAI LSB Regular Meeting 7-10-24

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

Absent: Jim Freund, Matthew Reiss

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

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: June 12, 2024 Public Session (5 minutes)
6. Announcement of WBAI LSB Election Updates.
7. Resolution of WBAI's Local Station Board Establishing a Search Sub-Committee For General Manager and Program Director. (20 minutes)- Jim Dingeman.
8. Report from the interim General Manager and interim Program Director. (5 minutes 10 minutes Q&A - Questions limited to 60 seconds- Limit responses to 90 seconds)
9. 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.
10. Announcement of status of LSB member candidate elections. 23 Listener candidates and six staff candidates. August 15th the Voting/Campaign Phase Begins.
11. Resolution Opposing By-Law Change To Alter The Way That Vacancies on the Local Station Board Are Filled. (4 minutes presentation, 5 minutes discussion)- Jim Dingeman
12. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must begin no later than 8:00 PM and before Executive Session.)
13. Treasurer's Report. - (10 Minutes report 5 minutes discussion) - R. Paul Martin
14. Report from Community Advisory Board (2 Minutes) - Neale Vos
15. 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 Rienzo
16. Motion For Election Hardship Waivers To Be Individually Approved by LSB (20 min)- Sally Gellert.
17. Motion Re. Brokerage Account and recommendation to the PNB re WBAI receiving credit towards Central Service assessments (6 min.) – Cerene Roberts.
18. Motion Re. Subcarrier Rent and recommendation to the PNB re WBAI receiving credit towards Central Service assessments (14 min.) – Cerene Roberts.
19. Motion on Gaza (4 Minutes) - Paul De Rienzo
20. Executive Session: Per Communication of PNB Chair that the PNB Chair, PNB Vice-Chair, PNB Secretary, PNB Finance Committee Chair, PNB Executive Director and Pacifica National Foundation Counsel request that the WBAI Local Station Board include an executive session for consideration of the Executive Director's recommendation with respect to the WBAI General Manager (Berthold Reimers) (40 minutes begin no later than 9:00 PM - Questions limited to 60 seconds- Limit responses to 90 seconds- Check in on Time Keeper):
 - a. Select Time Keeper
 - b. Roll Call

- c. Review of request as communicated by PNB Chair
- d. Report out

Resume public Session:

21. Discussion LSB communications Policies and Procedures including Zoom and Recording and Communication with Listeners. — (5 minute background presentation by Secretary, 15 minute discussion.)
 22. Motion: Improving Communication with Listeners (10 minutes) – John Brinkley
 23. Motion to require reserves to be held from funds received to cover procurement and sending of premiums within 6 weeks. (10 minutes) – Cerene Roberts.
 24. Motion to Pacifica National Board (PNB) Re. Compliance with it's lawful directives (4 Minutes presentation 8 Minutes discussion)– Cerene Roberts.
 25. Motion to Automatically Schedule LSB Executive Sessions following Any Pacifica National Board Release of Confidential Information. (4 minutes presentation 8 minutes discussion) — Cerene Roberts
 26. Report on Committee of Inclusion. (3 minutes) – Gloria Guillo, Joan De Lorenzo, Cerene Roberts, Michael D. D. White.
 27. Competing Successfully With the Internet vs And/or Becoming Internet Successful - (5 minutes) - Michael D. D. White
 28. New Business. (5 minutes)
 29. Adjourn no later than 9:45 PM. (ET)
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7:04 pm Meeting convened by the Chair, Time keeper for Public Session Jack de Palma

7:11pm Motion (Katherine O'Sullivan) To adopt agenda as read and screen shared. Seconded. Passed without objection.

7:12 pm Roll Call – Results as above.

7:16 pm Motion (Jim Dingeman) To excuse all absences. Seconded. Objected to.

Roll Call vote 9 ayes, 4 nos, and 4 abstentions. The absences are excused.

7:24 pm Motion (Sally Gellert) To approve minutes for public session 6-14-24 Sent 24 hours before this meeting.

Seconded. Objected to.

Roll Call Vote was taken with 10 ayes, 5 nos, and 3 abstentions, so the minutes are approved.

7:31 pm The Chair announced moving on to Item 7: . Resolution of WBAI's Local Station Board Establishing a Search Sub-Committee For General Manager and Program Director. (20 minutes)- Jim Dingeman.

The Resolution was screen shared and read by Jim Dingeman.

Motion (Jim Dingeman) To accept the Resolution. Seconded.

The Board discussed the Resolution.

7:40 pm Motion (Sally Gellert) To postpone the discussion until the next item on the agenda or 10 minutes, to give people time to read the Resolution. Seconded. Passed without objection.

7:40 pm Report from the Interim General Manager/Program Director, Bob Hennelly

Highlights:

- He found 4400 unfulfilled premium pledges, amounting to a total of \$125K liability. The average length of time unfulfilled was 400 days. The longest time unfulfilled was 3 years. (FTC requires no longer than 300 days.)
- Seeking outside pro-bono counsel on whether he must disclose these facts to the Federal Trade Commission and possibly to State Law Enforcement as a possible fraud by pattern and practice, and whether Pacifica must offer compensation to these listeners.

- He is ending the 52-week cycle and there will be no more routine pre-emptions of programs. Pacifica has undertaken to cover both the Republican and Democrat National Conventions, so next week there will be some pre-emptions for this coverage.
- The Call Center calls cost 90 cents per minute, even if the calls are transferred to the phone that rings at the station, so that number will not be used for pitching.
- Monthly payables include:
 - ❖ 388 Rent – 5 months at \$5300 per month, even though have given back space for the General Manager’s and Program Director’s offices.
 - ❖ Tower Rent - \$17,000 per month
 - ❖ Call Center Arrears
 - ❖ One engineer was unpaid for 5 months, which constitutes Wage Theft.
- Revenue includes the \$125 he raised for targeted programs, and the \$225 bequest.

The Board Discussed the Report.

Highlights:

- The unfulfilled premiums figures were questioned since all premium delays were cleared 100% 2 years ago, plus the total amount of the pledge includes both donation plus premium and shipping and handling, hence the liability figure for premiums not sent should be no more than 10% of the total pledge.
- Some of the outstanding premiums are irremediable due to unreadable handwriting or address or expired credit card.
- What is happening with the \$225 K bequest? Won’t that pay for some of these payables?

7:55 pm The Board resumed discussion of Jim Dingeman’s Search Committee Resolution

The Board continued discussion of the Resolution.

8:00 pm Public Comment began

8:30 pm The Board resumed the discussion of Jim Dingeman’s Search Committee Resolution.

The Board continued discussion of the Resolution.

Motion (Jim Dingeman) To call the question. Seconded.

There was attempt to discuss calling the question.

Point of Information (R. Paul Martin): A motion to call the question is undebatable.

Roll call vote was taken on calling the question with 10 ayes and 10 nos and no abstentions. Since calling the question when there was still time left for discussion means altering the agenda, 2/3 vote is needed, hence the motion to call the question failed.

The Board continued to discuss the original resolution.

Highlights:

- Issues raised included why only 25% Staff and why did the members of the committee have to be members of the Board.
- The staff-listener ratio is set by California Law which all Pacifica is bound by because our corporate home is in California, according to advice of our General Counsel 2 years ago. This rule was followed 2 years ago on the Program Director Search Committee and last year on the Management Evaluation Committee.
- The requirements for membership on all committees which deal with sensitive issues such as personnel issues were set by a Pacifica National Board resolution in 2022, stating that not only must members of such committees

be elected from currently serving Board members but they must have signed Non-Disclosure Confidentiality Agreements with Pacifica.

- Jim Dingeman stated he would try to find the exact citation for both requirements.

Amendment (John Brinkley) To amend section 3 of the Resolution to read: Staff representation on the Search Committee will be at least 25% or as many as allowed by California Law (to be confirmed by citation in the future). Seconded.

Motion (Cerene Roberts) To extend the discussion for 5 minutes. Seconded. Passed without objection.

Amendment to the Amendment (Cerene Roberts) To amend section 2 as follows: if more than two staff members are allowed, then to add two more staff from those not currently on the LSB, including a procedure for non-LSB members to self-nominate. Seconded.

Objected to because the number allowed is not set yet, and because there is a question whether non-LSB members, or even LSB members who have not signed an NDCA, are allowed by PNB resolution on a sensitive committee such as this.

The Board discussed both amendments, including refining the wording of the amendments as above.

The Chair ruled that the second amendment was out of order because the timekeeper stated they were out of time for this item.

Motion (Cerene Roberts) To extend the discussion by 3 minutes to resolve this issue.

The Chair ruled this motion out of order, stating that it was time certain to go into Executive Session.

9:07 pm The Chair called time for Executive Session to begin and all non LSB members were removed to the waiting room.

10:18 pm The Executive Session was ended and the meeting was adjourned by the Chair.

Resolution of WBAI's Local Station Board Establishing a Search Sub-Committee For General Manager and Program Director

Whereas, Article Seven, "Local Station Boards, Section 3: Specific Powers and Duties," Subparagraphs B and E of the Bylaws ("Bylaws"), provide, respectively:

"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."

and

"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."

Whereas, the WBAI Local Station Board ("LSB") desires to establish a Search Sub-Committee For General Manager and Program Director to fulfill such purposes.

RESOLVED, by the LSB as follows:

Section 1. The LSB authorizes the creation of a Search Sub-Committee For General Manager ("GM") and Program Director ("PD").

Section 2. The Subcommittee shall consist of a total of nine LSB members, two elected staff representatives on the LSB, and seven elected listener representatives on the LSB. The LSB shall choose the members by secret STV ballot (per the bylaw provision for LSB representatives on the PNB), in one election for the staff representative members and another election for the listener representative members.

Section 3. No more than 25% of the Subcommittee members may, at any time, be Staff representative LSB members. To ensure this, elections will be held to fill any vacancies occurring, if required.

Section 4. The committee is empowered to request applications for the positions of GM and PD, to review the applications, and shall report back to the full LSB with its recommendations.

Section 5. Any evaluative work of the Subcommittee (which may include all of its meetings) shall be in executive sessions for which there shall be appropriate public notice, and the Subcommittee and all its members shall observe employee confidentiality rules.

Section 6. This resolution shall take effect immediately.