

Minutes WBAI LSB Regular Public Meeting 8-14-24

Present: Rachel Barr, Scottye Battle, 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: Gail Bey, Jim Freund

Also Present: M. 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: July 10, 2024 Meeting (5 minutes)
6. Moments of silence for Matthew Finch and Andrea Sears (5 minutes)
7. Resolution of WBAI's Local Station Board Establishing a Search Sub-Committee For General Manager and Program Director. Nominations for committee. (20 minutes)- Jim Dingeman
8. Report from the interim General Manager and interim Program Director. (10 minutes 20 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 LSB Late Furnished Election Dates: 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. Treasurer's Report. - (10 Minutes report 5 minutes discussion) - R. Paul Martin
13. Finance Committee Interactions With Interim General Manager. (10 Minutes) - R. Paul Martin and Gloria Guillo
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. Report from Committee of Inclusion (5 min)- Joan DeLorenzo, Gloria Guillo, Cerene Roberts, Michael D. D. White.
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. Discussion LSB communications Policies and Procedures including Zoom and Recording and Communication with Listeners. — (5 minute background presentation by Secretary, 15 minute discussion.)
21. Motion: Improving Communication with Listeners (10 minutes) – John Brinkley
22. Motion to require reserves to be held from funds received to cover procurement and sending of premiums within 6 weeks. (10 minutes) – Cerene Roberts.
23. Motion to Pacifica National Board (PNB) Re. Compliance with it's lawful directives (4 Minutes presentation 8 Minutes discussion)– Cerene Roberts.
24. Motion to Automatically Schedule LSB Executive Sessions following Any Pacifica National Board Release

of Confidential Information. (4 minutes presentation 8 minutes discussion) — Cerene Roberts

25. Competing Successfully With the Internet vs And/or Becoming Internet Successful - (5 minutes) - Michael D. D. White

26. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must begin no later than 9:15 PM.)

27. New Business. (5 minutes)

28. Adjourn no later than 9:50 PM. (ET)

7:05 pm ET – The Chair convened the meeting after a quorum was determined to be present.

The Chair asked for a volunteer timekeeper. Jack de Palma was present and volunteered and the Chair acknowledged him, but the Chair's response was a bit garbled, during which time Eleanor Elizabeth Forman also volunteered.

7:11 pm ET – Motion (Jim Dingeman) To adopt agenda, as read and screen-shared. Seconded.

Point of Information (John Brinkley) To the Secretary, what is the total time of this agenda?

The Secretary answered that she hasn't calculated it, but sends it out as she receives it.

Amendment (Eleanor Elizabeth Forman) To extend the adjournment time of the meeting 5 minutes to honor those who have passed. Seconded. Passed without objection.

Amendment (Cerene Roberts) Change iGM/iPD report to 10 min report and 20 min Q & A. Seconded. Passed without objection.

Then the original motion as amended passed without objection.

7:16 pm ET Roll Call (Results as above)

The Chair mentioned that one person had made contact requesting that absence be excused.

7:21 pm ET Motion (Jim Dingeman) To excuse all absences. Seconded. Objected to.

Amendment (Eleanor Elizabeth Forman) To excuse the person who requested an excuse but not excuse the person who submitted no request. Seconded.

Point of Order (Cerene Roberts) Questioned the characterization of the contact. We don't know how the absent member who requested an excused absence made contact.

Point of Personal Privilege (Michael D.D. White) Objected to the implication that the member he said made contact had maybe not made contact.

Point of Personal Privilege (Cerene Roberts) At first the Chair was not going to acknowledge her point of personal privilege, then she was allowed to clarify that she was questioning whether the absent member who had requested an excused absence had called in and whether the other absent member couldn't call in due to the weather where the member was.

The Chair called for a roll call vote on the amendment which was seconded.

Roll call vote was taken with 4 yeses (to excuse the one who requested to be excused and not to excuse the one who didn't request to be excused) and 16 no votes (not to excuse one and not excuse the other) and 1 abstention.

Point of Information (Cerene Roberts): Requested information on who voted yes. This information was confirmed.

Then the original motion to excuse all absences passed without objection.

7:32 pm ET Motion (Jim Dingeman) To approve minutes from 7-10-24, as sent by the Secretary, without a reading. Seconded. Passed without objection.

Point of Clarification (Gloria Guillo) Asked about a resolution which took place in executive session, which minutes will be approved next time there is an executive session.

7:33 pm ET The Chair called for testimonials and moments of silence for former Art Director Matthew Finch and former News Director Andrea Sears.

The Board presented testimonials about the departed staff members.

Motion (Cerene Roberts) To extend testimonial time to 7 minutes. Seconded. Only one person objected then withdrew her objection and the motion passed without objections.

The Board heard more testimonials about the departed staff persons. Several testimonials were given, including one by Anthony Sloan, Art Director before Matthew Finch, about Matthew. Then there was a minute of silence.

7:48 pm ET The Chair called for the Resolution of WBAI's Local Station Board Establishing a Search Subcommittee For General Manager and Program Director. This was read by Jim Dingeman and screen shared.

The Board discussed the Resolution.

Amendment (Cerene Roberts) Only portions of meetings dealing with an individual's personal information or the selection of candidate questions or actual interviews, assessments, and review shall be automatically closed. Seconded.

The Board discussed the Resolution and the amendment.

One timekeeper noted that one speaker was over time for comment. Another timekeeper noted how much time was left on the item.

Point of Order (Jim Dingeman) Who is the timekeeper?

The Chair confirmed that it is Jack de Palma.

The Board continued to discuss the resolution and the amendment.

8:09 pm ET Motion (Cerene Roberts) To extend time for this item 10 minutes. Seconded. Objected to.

Roll call vote was taken with 9 yeses, and 11 nos, and no absentions, so the motion failed.

The Chair called for a vote on Cerene's amendment which was re-read by her.

Roll call vote was taken and the amendment failed with 9 yeses, 12 nos, and no abstentions.

The Chair asked if there were any objections to passing the original resolution.

Cerene objected stating that she wished to register an objection because she had two additional amendments to propose but had no time to present them.

Then another roll call vote was taken on the original resolution, which then passed with 18 yeses, 2 nos, and no abstentions.

Point of Order (Cerene Roberts) There is no such thing as "voting in the chat."

The Chair ruled dialogue on this point of order out of order. And also ruled that votes in the chat have customarily been accepted from people who called in while they were at work and could not unmute..

8:25 pm ET The Chair noted the absence of both the Interim General Manager, Bob Hennelly and the pro-tem interim Program Director, Keziah Glow. A member noted there was a note in the chat from Mr. Hennelly stating he had to leave the meeting to catch a train.

Motion (R. Paul Martin) To amend the agenda to add an item to the agenda for nominations for the Search Committee for 20 minutes. Seconded. Objected to.

Point of Information (John Brinkley) Do we need a two-thirds majority because it is amending the agenda. The answer was yes from the Chair and from R. Paul Martin.

Roll Call Vote was taken and the motion passed with 13 yeses, 5 nos, and 2 abstentions.

Nominations were taken. Those confirmed were as follows:

Listener Candidates: Rachel Barr, Scottye Battle. Gail Bey, Carolyn Birden, Paul De Rienzo, Jim Dingeman, Eleanor Elizabeth Forman, Gloria Guillo, Alejandrina Murphy, Katherine O'Sullivan, Cerene Roberts, and Michael D.D. White (12 Candidates for 7 positions)

Staff Candidates: Simon Fitzgerald, Jim Freund, Sally Gellert (3 candidates for 2 positions).

8:43 pm ET Motion (Jim Dingeman) To close nominations. Seconded. Passed without objection.

8:44 pm ET The Chair called for the reports of the PNB Directors: Paul DeRienzo, Jim Dingeman, Shawn Rhodes, and Cerene Roberts

Highlights:

- The New Day majority on the Board are trying to extend the terms of the Board members elected in 2023 from 2 years to 3 years. One director felt this was a clear by-laws violation and an attempt to extend their majority on the Board. This director pointed out there was a public resolution by the PNB that terms would be 2 years as a result of the lawsuit in 2022, when the election was suspended. There was some disagreement whether the lawsuit itself dictated that the term be two years or whether the lawsuit required the election be by-laws compliant which would make it 2 years. Nevertheless, two directors pledged to vote for 2, not 3 years.
- The entire staff of the Archives has been laid off and the ED said this should not be discussed except in a closed session even though it meant the laying off an entire section.

The Board discussed the report.

Motion (Eleanor Elizabeth Forman) To extend the discussion 1 minute. Seconded. Passed without objection.

The Board continued to discuss the report.

8:57 pm ET The Chair made the announcements pertinent to item 10 that voting for new delegates to the LSB begins tomorrow and to look for their ballots to arrive by text and email. The voting period will last until the end of September. The National Elections Supervisor is organizing two WBAI LSB candidate forums next week on Wednesday and Thursday, 8-21 and 8-22, from 3 to 5 pm.

Point of Information (Jim Dingeman) There will be zoom candidate debates also since there are so many candidates.

9:01 pm ET The Chair noted it was time for item 11, which is the Resolution from Jim Dingeman opposing bylaws change. Originally, there were 9 bylaws changes proposed, with sweeping changes to size and duties of the Local Station Boards, but due to protests, 8 were withdrawn. They were scheduled to vote on the 9th proposed by-law change against runner-ups taking vacancies on the Board, but requiring a formal election to replace vacancies. Hence this resolution was originally to be against this 9th proposed By-Laws change, stating that it cannot be passed without a vote of the entire membership, not just 3 of the 5 LSB's, plus 2/3rds of the PNB.

Point of Information (Cerene Roberts) This 9th proposed By-laws change has also been put on hold. The vote proposed tomorrow is about what was previously discussed, extending the terms of those elected in 2023 from 2 to 3 years. Hence this resolution against this bylaw change is now moot.

The Chair agreed that Item 11 was now moot.

Point of Order (Cerene Roberts) The member asked the chair to confirm whether the iGM or iPD had returned to the meeting.

The Chair then confirmed that neither Bob Hennelly, nor Keziah Glow had presented themselves to the meeting.

9:03 pm ET The Chair then called for the Treasurer's Report by R. Paul Martin.

Highlights:

- The Report was screen shared and read by R. Paul Martin and is appended to these minutes.
- The ED has worked out a solution for the EIDL loan on the building being sold in Los Angeles. There will now be a closing in September.
- There is confusing data coming in from Allegiance, the website which used to be used to track only individual donations. Now the \$222K bequest and targeted Union contributions are included and individual donations are greatly reduced or not being recorded. All incoming checks are labelled "personal contact."
- The on-air fundraiser yesterday only raised \$1300.
- There was a deficit of 173K through March 31 for WBAI.
- To date, WBAI Finance Committee has not received any budget proposals from the iGM or ED.
- We know that the Four Times Square Tower bill has been paid but we don't know how this bill was paid and whether there were other bills which were not paid to pay this bill.

The Board discussed the Report.

9:15 pm ET The Chair called for Public Comment to begin.

The Board listened to the comments from the public.

9:45 pm ET The Chair adjourned the meeting without objection.

Note: The Board did not get to the report of the Community Advisory Board, but a written report from the CAB has been sent to the members and is appended to these minutes.

Submitted by M. Kay Williams, Secretary

WBAI CAB Report to WBAI LSB May, June, and July 2024

Hello everyone, the WBAI CAB advises the station to have more programming for young people, that is 18 – 40 years old.

Have a talk show for young people by young people.

Every show should have a young person on the show.

Have a rotating college and high school show.

Increase streaming with young voices on air.

Have the Youth Justice Network on more WBAI shows.

Call the "Report to the Listener"---Report to and From the Listener.

Have a well defined marketing program.

Have a discrimination and grievance policy, especially for women.

The WBAI community advises the LSB to place the following reports higher up on the LSB agenda---

Manager's Report

Program Director's Report

Finance Report

CAB Report

Have a show that teams up The Personal Computer Show with the Senior Planet Organization.

The station needs more underwriting.

If possible, try to organize volunteers, so they can work from home.

Have a show that does a reading of the Gary Null show notes, and from the Gary Null Newsletter.

Start a piolet show on metaphysical issues.

WBAI Treasurer's Report

August 14, 2024

The National Finance Committee (NFC) met on July 23, and August 13, 2024. The local Finance Committee met on July 17, 2024, all of these meetings were held by teleconference. The interim General Manager did not attend the July 17, 2024, local Finance Committee meeting.

The committee passed the following **Motion**: "The WBAI local Finance Committee requests that the National Office release the bank statement for WBAI for May and June 2024, and to also ask for a statement from the interim General Manager/interim Program Director re: the financial condition of WBAI which would include verifying documentation."

WBAI Director Jim Dingeman said that he would ask for that information as a part of a Director's Inspection, as per the bylaws and California law.

On July 25, 2024, WBAI Director Jim Dingeman sent an E-mail to the Executive Director, the WBAI interim General Manager, the other three WBAI Directors and me asking for that detailed information.

In the course of discussions at this meeting there was mention of a bequest having come to WBAI, but no one could say what dollar amount that bequest was for. I have access to the *Allegiance* software that tracks donations and if I'm interpreting it correctly it looks like about \$222,000 came into WBAI in June which would probably be from that bequest.

At the July 23, 2024, NFC meeting the NFC Chair told the committee that the PNB had approved a motion on muting or removing disruptions from the meeting. She read the motion from the PNB and there was a short discussion of it.

The Executive Director read parts of her written report which were not confidential to the committee.

With regard to selling the KPFK building in Los Angeles the Executive Director said that there were liens on the property which have prevented the sale from going to escrow. The liens

come from Pacifica's defaulting on two loans, the Economic Injury Disaster Loan (EIDL) and the FJC loan. The Executive Director was trying to get the liens lifted and she voiced her optimism that this would all get worked out. She said that the KPFK building would go into escrow around late August. One snag she'd run into was that the paperwork still had the name of a previous interim Executive Director on it and that had to be rectified. She said that she had applied to the Small Business Administration, which administers the EIDL, to get Pacifica enrolled in its hardship program which would help a lot.

The Executive Director said that the third payment of \$5,000 to the FCC, to pay the fine that was imposed after certain people in Pacifica filed complaints with the FCC asking that WBAI's license not be renewed, had been paid. This was paid by WBAI. The total amount of the fine was \$25,000.

At the end of March the Executive Director had said that Pacifica had Accounts Payable of about \$1.3 Million. She said that the FJC loan including the principal owed and the interest owed amounted to about \$2.5 Million and the EIDL loan including the principal owed and the interest owed would be about \$ 2.7 Million. She said that the interest due on the FJC loan was about \$517,000 and that the interest on the EIDL was about \$114,000.

At this meeting the Executive Director sent the NFC a chart of the Central Services payments through the Third Quarter of FY24. It shows WBAI as owing \$47,535 in Central Services fees. It also shows the total amount of Central Services fees that have not been paid by all of Pacifica as being \$451,628. It was noted by a member of the NFC that the chart only showed Central Services for the National Office and that PRA was not shown at all on the chart. The Executive Director sent the committee a report that was labeled "confidential." I asked that she send the NFC a copy of her report that could be sent out to the public. This was done and the "ED REPORT to be shared with LSBs" was sent out. (A copy of that report is appended to this Treasurer's Report.)

The NFC also discussed the "Pacifica Foundation Consolidated Monthly Income Statement For the Six Months Ending Sunday, March 31, 2024" that the Executive Director had sent the committee. She noted that the total consolidated financials two years ago showed Pacifica running a deficit of about \$628,000 and a deficit last year at the end of the Second Quarter of about \$877,000, but this year Pacifica showed a surplus of about \$133,000. WBAI shows a deficit at the end of the Second Quarter of this year of almost \$173,000. I sent this Monthly Income Statement out to the LSB and the local Finance Committee the day after this meeting.

On August 8, the interim General Manager sent me an E-mail telling me that WBAI had paid off the back rent at 4 Times Square. I congratulated him and asked him to please answer the questions that the local Finance Committee members had submitted to him in writing in July and reminded him that the NFC Chair had sent out an E-mail saying that she wanted all of the draft FY25 budgets to be dealt with by the NFC before October 1, when Pacifica's FY25 will begin. (A copy of my reply to the interim General Manager is appended to this report.)

I have been able to look at the data in the *Allegiance* software that tracks WBAI's donors and in June it looks like WBAI got a donation of about \$222,000 which would be from a bequest. In July it looks like WBAI raised about \$80,000 which is less than WBAI's monthly expenses, and in August so far it looks like the station has raised something like \$1,300.

A lot of the August 13, 2024, NFC meeting was taken up with a consideration of the KPFT draft FY25 budget proposal. The Executive Director sent out a report that was labeled "confidential." I asked about getting a version of that report that could be sent out to the public. The Executive Director said that she'd prepare such a report after the August 15, PNB meeting. When she does that I'll send a copy to the WBAI LSB and the local Finance Committee.

The Executive Director said that WBAI was current with 4 Times Square. She said that the FCC fine had been paid off with a final payment of \$10,000 and so the FCC has granted WBAI a two year renewal of the station's license to broadcast. Had it not been for the people from within Pacifica filing complaints and seeking to get WBAI's license renewal denied we'd

have saved at least \$25,000 and the license would have been renewed for eight years. The Executive Director said that Pacifica's Accounts Payable had been reduced from about \$1.4 Million to about \$976,000. She said that the Small Business Administration (SBA) which administers the EIDL had changed name on the Economic Injury Disaster Loan to the current Executive Director. She said that this allows her to get access to the SBA portal where she can access loan information. She said that Pacifica has been approved by the SBA for their Hardship Accommodation Program which means that Pacifica is no longer in default on the EIDL and Pacifica only has to pay \$860 per month interest. In addition the interest payments that Pacifica had defaulted on have been put at the end of the loan. She said that the first \$860 payment is due on September 11, 2024. She said that with this the process of removing the lien can begin. When the SBA lifts their lien then FJC will lift theirs. She said that it was now clear sailing to go to escrow and that the escrow deadline had been extended to September 8. She said that people were working with the American Archive of Public Broadcasting and the first 20,000 tapes in the Pacifica Radio Archives (PRA) are being selected.

I asked about the public posting I've seen in more than one mailing list saying that the entire Staff of PRA was laid off on July 31. I was quickly told by the Executive Director and some Directors on the call that this was a personnel matter and could not be discussed in a public session meeting.

There was a discussion about my complaint that the WBAI local Finance Committee does not have a draft FY25 budget to go over and that other financial information has been lacking. There is an Accounts Payable chart in the confidential Executive Director's report that does relate to *some* of that information.

The Executive Director indicated that WBAI's current on-air fund raiser is doing very well.

Later in the meeting the Executive Director talked about reconciling bank statements and trying to sort through outstanding WBAI bills. She said that some things were missing and she was talking to the WBAI interim General Manager. She said that we'll get the WBAI draft FY25 budget done before October 1.

Some things are looking better. The Tower Rent arrearage has been taken care of, but we aren't being told details of how that was accomplished. WBAI's license to broadcast has been restored, but only for two years instead of the standard eight years. Pacifica's overall Accounts Payable is significantly lower than it had been. The sale of the KPFK building looks like it's finally moving forward, and this should result in Pacifica getting two audits done, late but at least they'll be done. But if the *Allegiance* data I've seen is correct WBAI is really struggling. I have not seen the information on the revenue from the current on-air fund raiser, but the Executive Director was quite positive about it. Pacifica's and WBAI's finances are looking complicated. The people who filed complaints with the FCC are still active in Pacifica. Do they have more designs on WBAI?

Despite some of the good news I am still pessimistic about WBAI and Pacifica's future.

The use of the FCC to attack WBAI has weakened all of Pacifica. Central Services payments are still not providing enough money to pay for what needs to be paid for. If Pacifica can get the FY22 and FY23 audits done very soon that will be helpful, but I wonder what those audits might reveal. And will all Pacifica stations cooperate with the National Office in getting the information to the Auditors? It's all still very complicated.

The next NFC meeting is scheduled for Tuesday August 27, 2024, at 8:30 PM (ET). The next local Finance Committee meeting is scheduled for Wednesday, August 21, 2024, at 7:00 PM (ET). These meetings will be held by teleconference.