

Minutes WBAI LSB 12-11-24 in public session

Present: Milton George Allimadi, Rachel Barr, Carolyn Birden, John Brinkley, Elliot Crown, Joan de Lorenzo, Paul DeRienzo, Jim Dingeman, Simon Fitzgerald, Eleanor Elizabeth Forman, Jim Freund, Sally Gellert, Gloria Guillo (Acting Vice Chair), Bounubti Kamenthou, Alejandrina Murphy, Katherine O'Sullivan, Cerene Roberts, James Sagurton, Sharonne Salaam, Max Schmid, Alex Steinberg, M. Kay Williams (Acting Secretary), Doug Wood.

Absent: Gail Bey

Also Present: Keziah Glow (Interim Program Director), Robert Hennelly, (Interim General Manager), R. Paul Martin (Acting Treasurer) Michael D.D. White (Acting Chair)

Final Agenda

1. Convene meeting- (Ask for recording of the meeting to be started. 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. Welcome New LSB Members - Each member will take up to a half minute to introduce themselves – (12 minutes)
6. Moment of Silence to commemorate the death of Jordan Neeley. (1 minute)
7. Approve outstanding minutes: November 13, 2024 Meeting (5 minutes)
8. Accept Nominations for Election of LSB Officers and Setting up of up to Four Sequential Confidential (OpaVote) IRV Elections (Instant Run-Off Voting). (Also explanation of background that PNB Representative Elections occur in January Meeting; Population of Committees and Task Forces will be in February Meeting.) (20 Minutes):
 - a. Chair, b. Vice-Chair, c. Treasurer, d. Secretary
9. Report from Pacifica National Board Directors. (10 minutes & 7 minutes discussion) — Paul De Rienzo, Jim Dingeman, Shawn Rhodes, and Cerene Roberts.
10. Motion to provide financial information to WBAI from the Pacifica Foundation – (5 minutes) – Alex Steinberg
11. Reports of interim General Manager and interim Program Director. (10 Minutes report 8 minutes discussion)
12. Report from Community Advisory Board (2 Minutes) – Neale Vos
13. Treasurer's Report. — (8 Minutes report 5 minutes discussion) — R. Paul Martin
14. Report from the WBAI LSB GM PD Search Subcommittee and Resolution Condemning Usurpation of WBAI's Local Station Board Powers And Duties Under the Bylaws Respecting General Manager and Program Director and Resolution Reestablishing and Continuing the Work of Search Subcommittee - Jim Dingeman (15 minutes)
15. New Business. (5 minutes)
16. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must begin no later than 8:30 PM.)
17. Executive Session preceded by update and discussion of Non-Disclosure Agreements:

- a. Update and discussion of Non-Disclosure Agreements (15 minutes- Must begin by 9:00 PM to immediately precede executive session— Gloria Guillo
 - b. Executive Session to discuss certain matters related to personnel. (25 minutes, followed by 5 minutes to prepare report out. (Must begin after the discussion of non-disclosure agreements and Public Comment has concluded with no other matters to follow afterwards)
18. Adjourn no later than 9:46 PM. (ET)

7:07 pm ET The Meeting was convened by former Chair, Michael D.D. White, who introduced Gloria Guillo, Acting Vice Chair, who was going to chair the rest of the meeting.
Timekeeper was identified as Jack de Palma and there were no objections.

The Acting Chair called for the agenda to be screen shared and for a motion to adopt the agenda.
Point of Order (Eleanor Elizabeth Forman) Requested roll call first.
Point of Information (James Sagurton) First, that people shouldn't just speak out without being recognized, and second, that the LSB several years ago, passed a special rule that adopting the agenda will precede roll call. A special rule cannot be overruled unless another special rule is proposed and that requires a motion and posting until the next meeting.

The Acting Chair again called for a motion to adopt the Agenda. The secretary screen shared it and was starting to read it.
Point of Information (Alejandrina Murphy) Why is Gloria acting as Chair? Was there an election that she missed?

The secretary explained that the Vice Chair always acts as Chair when the Chair is absent, and, since Michael D.D. White is no longer a board member, and hence not a participant at this meeting, Gloria is acting Chair. Hopefully, we will get to nominating people for the officer positions of this new board later in this meeting.

The Acting Chair again asked for the secretary to read the agenda, which was done.
7:12 pm ET Motion (Sally Gellert) To adopt the agenda. Seconded (Alex Steinberg) There was an objection.
Amendment One (Rachel Barr) To add to the agenda after roll call one minute of silence to commemorate the death of Jordan Neely. Seconded (Joan de Lorenzo). There was an objection.
Amendment Two (Eleanor Elizabeth Forman) To add time to the end of the meeting for "however many minutes this takes." Seconded (Joan de Lorenzo). There was an objection.
The board discussed the agenda and both amendments.

Roll call vote was called on the second amendment first. In announcing the vote, the secretary stated that it was to add to the end of the meeting whatever time is added if the first amendment passed. There was no objection to this formulation of the motion which passed with 11 yeses, 5 nos.
Then another roll call vote was called on the first amendment, one minute for Jordan Neely, which passed with 15 yeses, 1 no, and 2 abstentions.

The Acting Chair then asked if there were objections to adopting this agenda. There was an objection because a member wanted to add another amendment.
7:27 pm ET Motion (Alex Steinberg) To extend this item by 5 minutes. Seconded (Eleanor Elizabeth Forman) Passed without objection.

Amendment Three (Alex Steinberg) To add to the agenda, after item 9, a resolution to urge the Interim General Manager, working with the Executive Director of the Pacifica Foundation, to provide a detailed profit and loss statement on WBAI's finances, up to the end of November, 2024. (Full motion screen shared) Seconded (Paul DeRienzo)

The board discussed this amendment and it passed without objection.

Then the original amendment to adopt the agenda as amended also passed without objection.

Then roll was called. Results as above.

7:35 pm ET Motion (Jim Dingeman) To excuse all absences. Seconded (Sharonne Salaam). There was an objection.

Roll Call vote was called and the motion passed with 14 yeses, 1 no, and 5 abstentions.

7:43 pm ET The Acting Chair called for every member to introduce themselves, trying to keep their remarks to within 1/2 minute.

The board members, new and old, introduced themselves.

7:55 pm ET Motion (John Brinkley) To extend this item 2 minutes. Seconded (James Sagurton)

The board continued introducing themselves.

7:58 pm ET Motion (James Sagurton) To extend this item 2 minutes. Seconded (Sharonne Salaam)

The board continued introducing themselves.

8:02 pm ET Then the Acting Chair called for a minute of silence to commemorate Jordan Neely.

8:04 pm ET The Acting Chair asked the secretary to present the minutes from the last meeting 11-13-24.

The secretary stated that they had been sent to the present members on Thursday, 12-5-24.

Motion (Jim Dingeman) To approve the minutes without a reading of them. Seconded (Katherine O'Sullivan)

Cerene Roberts stated she wished to abstain from this vote. Another member spoke in favor of accepting the member's abstention without a full roll call vote, stating that this is the practice at the Pacifica National Board. There was no objection and the minutes passed with one abstention.

8:07 pm ET The Acting Chair called for item 8: Nominations of Officers, starting with Chair and Vice Chair, noting that there will be up to four sequential confidential IRV elections via Opavote as per the agenda.

Chair:

Those who accepted:

Eleanor Elizabeth Forman – self – nominated

Katherine O'Sullivan – nom by James Sagurton

Sharonne Salaam – nom by Alejandrina Murphy

Those who declined:

John Brinkley - nom by Eleanor Elizabeth Forman

Sally Gellert – nom by Rachel Barr

Gloria Guillo – nom by Kay Williams

Doug Wood – nom by Rachel Barr

Vice-Chair:

Those who accepted:

John Brinkley – nom by Cerene Roberts?

Eleanor Elizabeth Forman – nom by Rachel Barr

Gloria Guillo – self - nominated

Sharonne Salaam – nominated by Alejandrina Murphy

Those who declined:

Alejandrina Murphy – nom by Cerene Roberts

Doug Wood – nom by Rachel Barr

Motion (Doug Wood) To close nominations for Chair and Vice-Chair. Seconded (James Sagurton) Passed without objection.

The Acting Chair called for nominations for Treasurer.

Treasurer:

Those who accepted:

R. Paul Martin – nom by Max Schmid

Those who declined:

Berthold Reimers – nom by Alejandrina Murphy

Doug Wood – nom by Cerene Roberts

Motion (Jim Freund) To close nominations for Treasurer. Seconded (James Sagurton) Passed without objection.

The Acting Chair called for nominations for Secretary.

Secretary:

Those who accepted:

Eleanor Elizabeth Forman – nom by Rachel Barr

M. Kay Williams – nom by Katherine O’Sullivan

Those who declined:

Sally Gellert – nom by Rachel Barr

Shawn Rhodes – nom by Cerene Roberts

Motion (James Sagurton) To close nominations for secretary. Seconded (Jim Freund) There was no objection.

Motion (James Sagurton) To elect R. Paul Martin by acclaim. Not seconded.

Point of Information (Cerene Roberts) It’s in the bylaws that all Pacifica elections require balloting, even if there is only one candidate.

Point of Information (John Brinkley) Is there an opportunity for write-ins? The secretary replied not in OpaVote.

Motion (Eleanor Elizabeth Forman) To hold these elections using the PNB election tellers, instead of OpaVote. Seconded (Cerene Roberts) Objected to.

Point of Information (James Sagurton) Because this is an amendment to the agenda, it requires a 2/3

vote.

There was a difference of opinion on this point. The Acting Chair ruled that it is an amendment to the agenda, requires a 2/3 vote, and the vote will be taken now.

Roll call vote was taken and the motion failed with 9 yeases and 10 nos (including the Acting Chair voting to break a tie).

8:30 pm ET The Acting Chair ruled that we were at time certain for the Public Comment to begin. The board heard public comment.

8:58 pm ET The Acting Chair ended public comment due to no further speakers in queue to speak. The Acting Chair called for the next three items on the agenda: the reports from the PNB Directors, the station management, and the CAB.

Point of Order (James Sagurton) Looking at the agenda, where we are now is the discussion of the NDCA's which must take place prior to the Executive Session.

9:05 pm ET Amendment to the Agenda (Cerene Roberts) Seconded (Eleanor Elizabeth Forman) To extend the public meeting time, since there is still important business to get to, as follows:

Report from the iGM and iPD- 10 min

Report from the PNB Directors – 10 min

Report from the GM/PD Search Committee – 10 min

Then Executive Session – 30 minutes

The Acting Chair ruled this motion out of order, stating that we have spent enough time amending the agenda at this meeting.

Point of Order (Alex Steinberg) Reminding the group that his motion re financial disclosures was supposed to be inserted after the PNB reports.

9:06 pm ET Challenge to the ruling of the Acting Chair (Eleanor Elizabeth Forman) Not seconded.

The Acting Chair again called for the reports of the PNB Directors, the station management, and the CAB.

Point of Order (James Sagurton) Once again pointed out that where we are in the agenda is the discussion of the NDCA's which must take place prior to the executive session.

The Acting Chair agreed and called for the discussion of the NDCA's which was scheduled to precede the executive session. The Acting Chair asked to be recused and for a pro-tem chair. Katherine O'Sullivan volunteered and there was no objection

The Acting Vice Chair Gloria Guillo presented her objections to this NDCA. A copy of a previous NDCA, marked up to highlight sections, to which members objected, was screen shared.

Point of Information (Paul de Rienzo) Is this a motion? Is this the same NDCA we all signed last year? The secretary asked the pro-tem Chair if she could explain what was being screen shared. The marked up copy was an older version from January 2023. She also screen shared and pointed out the differences between this version and the version supplied by Arthur Schwartz in October 2023. The objectionable clauses are in both versions, just labelled with different letters of the alphabet. The board discussed the NDCA's.

Motion (Alex Steinberg) This NDCA looks like it's from an organization that wants to silence all dissent. Therefore his motion is for the LSB not to sign any more of these until we have been able to get a second opinion from an independent council. Seconded (Sally Gellert). Never voted on or passed without objection.

The board continued to discuss the NDCA's.

9:28 pm ET Motion (Sally Gellert) To extend the discussion 10 minutes. Seconded (James Sagurton) Passed without objection.

The board continued to discuss the NDCA's.

Point of Information (Cerene Roberts) What is the source of these documents? The secretary explained again that the documents came from Arthur Schwartz and the difference between the Jan 2023 version and the October 2023 version. Cerene clarified that she wanted to know who marked up the document. The secretary declined to say and the pro-tem chair initially stated no one had to say, then later stated she had been given permission to say it was the former chair who marked it up.

9:44 pm ET The Acting Vice-Chair took the meeting back and called for ending the discussion, since it was near time for adjournment and too late for the Executive Session.

Point of Order (Eleanor Elizabeth Forman) Now stated that her earlier motion was to extend the end time of the meeting for the duration of the time it took to discuss and vote on the minute of silence: 14 minutes, not 1 minute.

9:46 pm ET The Acting Chair ruled she didn't recognize this change in the adjournment time and adjourned the meeting.