Minutes WBAI LSB Meeting in Public Session 8-13-25

Present: Milton Allimadi, Carolyn Birden, John Brinkley, Elliot Crown, Randy Credico, Joan de Lorenzo, Paul de Rienzo, Jim Dingeman, Simon Fitzgerald, Eleanor Elizabeth Forman, Sally Gellert, Gloria Guillo (Vice Chair), Queen Mother Imakhu, Bounubti Khamentou, Alejandrina Murphy, Katherine O'Sullivan (Chair), Cerene Roberts, James Sagurton, Sharonne Salaam, Max Schmid, Alex Steinberg, M. Kay Williams (Secretary)

Also Present: Bob Hennelly (Interim Station Manager), R. Paul Martin (Treasurer)

Absent: Gail Bey, Jim Freund

Final Agenda

1. Convene meeting- Ask for recording of the meeting to be started. Identify Time Keeper. Note how chat is to be used, plus other preliminary remarks by Chair, including announcement that the LSB members elected on 3-12-25 to serve on the Management Search and Review Committee will be contacted for activation of this committee. (details appended to this agenda)

2. Adopt Agenda. (20 minutes)

3. Roll Call. (5 minutes)

4. Excuse Absences. (5 minutes)

5. Approve outstanding minutes: July 9, 2025 Meeting (5 minutes)

6. Reports of interim General Manager and interim Program Director. (12 Minutes report 10 minutes discussion- Questions limited to One minute- Responses limited to 90 seconds) Bob Hennelly and Keziah Glow

7. Report from Pacifica National Board Directors. (20 minutes & 15 minutes discussion- Questions limited to One minute) — Sally Gellert, Cerene Roberts, James Sagurton, Alex Steinberg

8. Resolution Respecting Right of PNB Member to Uphold Pacifica Foundation Bylaws — (5 Minutes report 15 minutes discussion) – Gloria Guillo

9. Motion to Begin a Bylaw Amendment Process – Sally Gellert

10. Treasurer's Report. — (5 Minutes report 8 minutes discussion) — R. Paul Martin

11. Report from Community Advisory Board (2 Minutes) – Neale Vos

12. Discussion: Appropriate thoughts for observing minutes of silence during LSB meetings and chance to express opinions about what people might choose to keep in mind. (5 minutes.)

WBAI Related Deaths: Leonard Lopate, and Lloyd Williams, father of producer Lloyd Ade Williams

13. One minute of silence. (One minute)

14. Report from Radio Committee – (5 minutes) - Shawn Rhodes

15. Report from the Committee of Inclusion (5 minutes) – Carolyn Birden, John Brinkley, Joan De Lorenzo, Cerene Roberts

16. Report from John Brinkley – (2 minutes) re voicemail for LSB (resolution voted at last meeting).

17. Discussion and Possible Resolution: Dealing appropriately with attacks on Public and/or Listener Supported media. (7 minutes) – Jim Dingeman

18. Discussion: Launching additional streaming (of HD) WBAI channels (5 minutes) — Jim Dingeman

19. Using Current WBAI Studio Camera Capacity to Start YouTubing WBAI Content (5 minutes) — Jim Dingeman

20. New Business.

21. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must begin no later than 9:16 PM ET.)

22. Adjourn no later than 9:46 PM ET (Note this, and start time for public comments is one minute later to reflect the meeting's one minute of silence).

7:04 pm ET – The Chair convened the meeting, a quorum being present, asked for the recording to begin, made Chair's announcements re use of chat, being recognized before speaking, and those elected to Management Search and Review Committee be alert to being notified of a meeting.

Jack de Palma volunteered to be timekeeper, was accepted by the Chair and there were no objections.

7:06 pm ET – Motion (James Sagurton) To adopt the agenda. Seconded (Gloria Guillo) Passed without objection.

7:07 pm ET – Roll call was taken by the Secretary. Results as above.

7:11 pm ET – Motion (Jim Dingeman) To excuse all absences. Seconded (Gloria Guillo) The Chair asked if there were any objection. There was only one objection from Eleanor Elizabeth Forman, who wanted to excuse only those absent who had requested to be excused in advance. The Chair stated that if no other objections, the objection would be noted in the minutes and all absences would be excused, so as not to take up valuable meeting time on a roll call on this.

7:12 pm ET Motion (Jim Dingeman) To accept the minutes from the 7-9-25 meeting, sent by the Secretary to the Board members on 8-5-25. Seconded (Gloria Guillo) Passed without objection.

7:14 pm ET The Chair called for the Interim General Manager's Report

Highlights:

- We are paying off arrears per the SAGAFTRA Union, a $16,400 liability, to engineers who were not getting their required remuneration, in separate payments of $500-1000.
- This is the 14th month for the station to make payroll without help from either the national or other stations.
- We paid $9,600 to the Pacifica Foundation for Health Insurance.
- We are negotiating to combine all the SAGAFTRA locals in Pacifica into one "master contract." SAGAFTRA takes 10% of salary of members to pay for health insurance. We could save $120K per year with a master contract.
- We received a large donation from Stephen Berhout to pay $17,856 toward Four Times Square rent. Now we are only 2 months behind. He made his donation to Seeds Up/Working Capital, rather than make it directly to WBAI or Pacifica.
- We have cleared out all the boxes of books and other old premium items from the boxes in the backroom. Books and other items are now neatly stacked on shelves. Had to dispose of out of date health products. Considering bartering with listener-members promised premiums which were not forthcoming, to pick a book or two from the list. Also considering a Book Fair. May reinstitute book bags.
- When we had to rescue the air conditioning at the tower location, we discovered an old Nielsen machine which was still counting our CUM, so we got a free reading of a 0.3 cum, which means 130K listeners a week, which is higher than we thought. If we subscribe to Nielsen again, they will want a digital replacement to this old analog machine, plus payment of arrears of $30-40K.
- United Federation of Teachers committed to $14K donation quarterly.
- The Unions are continuing to contribute. Some are in their 2nd and 3rd rounds of contributions.
- The public media in New York are making a $17K ad buy. This was made possible by finally knowing our cume.
- There is a process of getting programs on the air. We try it first in a "pop up" (one-time program) to see how it goes and is received. The process will be posted on the wbai.org website.
- We are going through phone lines, some are no longer functional, others are susceptible to dropped calls if too many coming in at once. Sound quality is also on the agenda.
- There is a document coming from the Pacifica Foundation regarding "Producer's Contracts," making clear what the obligations and responsibilities of producers are.
- The downstairs bakery will open in the fall. We need better video security of the elevator and the downstairs areas for both the bakery workers and the night workers at the station.
- WBAI-Pacifica is now registered as a charity in New York State.

- In June of 2025, we received a grant from the Rockefeller Foundation. Despite the lack of up-to-date audits, we were able to provide a list of our Union Donations since June 2024 and also proof that we delivered on our 2024 Convention Coverage.
- Gary Null is now suing WBAI.
- As far as programming, we are continuing with live broadcasts; re-broadcasts of "We Decide: America at the Crossroads," and a new program, "Democracy and Destiny" about dark money in political campaigns, paid for by a grant from the Rockefeller Foundation.

The Board heard the Interim General Manager's Report. Questions were asked and answered. A request was made for the report to be submitted in written form as well.

7:40 pm ET Motion (Cerene Roberts) To extend the discussion 3 minutes. Seconded (Jim Dingeman) Passed without objection.

The Board continued to discuss the Report.

7:48 pm ET The Chair called for the reports of the Pacifica National Board Directors: Sally Gellert, Cerene Roberts, James Sagurton, Alex Steinberg

The Board heard and discussed the reports of the Directors.

Announcements:

- 8/23/25 Pacifica Fightback Forum – Alex Steinberg to speak. Pre-registration required.
- Ida B. Wells Media Network – will be having an event at the People's Forum, with Chris Hedges and Julian Assange as speakers. It will be announced on air and listed on the WBAI website. It will be a hybrid event, pre-registration required. Look for announcements as to exact date and time.
- https://mightycause.com/story/pacificademocracy for more information on struggle for democracy in Pacifica.

8:22 pm ET Resolution (Gloria Guillo) Respecting Right of PNB Member to Uphold Pacifica Foundation Bylaws. Seconded (Sally Gellert) To be presented to the PNB. (appended to these minutes below)

The Board heard and discussed the resolution which was read and screen shared. The Chair called the question and asked if there were any objections to this resolution and there were none, so it was passed.

8:36 pm ET The Chair called for Sally Gellert to present her Motion to Begin a Bylaw Amendment Process. To be presented at the next PNB meeting in September. It contains a timetable for a new Bylaws election process. Seconded by Cerene Roberts (appended to these minutes below)

The Board heard and discussed the motion, which was read and screenshared. The Chair and Jim Dingeman called the question and the Chair asked if there were any objections to this resolution and there were none, so it was passed.

8:44 pm ET The Chair called for the Treasurer's Report – R. Paul Martin.

R. Paul Martin presented the Treasurer's Report which was also read, screenshared, and discussed.

8:59 pm ET The Chair called for the CAB Report

The Chair heard and read and discussed the CAB Report, which was screen shared (appended to these minutes.)

Announcement: The CAB meets on the third Sunday of the month, at 1 pm ET, by Maestro Conference, and is announced by carts on the air and on kpftx.org.

9:05 pm ET The Chair called for remarks on whoever we are memorializing this month. Named were Leonard Lopate, longtime WBAI producer, Lloyd Williams, father of producer Lloyd Ade Williams, the six Al Jazeera journalists killed in Gaza, and Jim Lovell.

9:06 pm ET The Chair called for a minute of silence.

9:07 pm ET The Chair called on Shawn Rhodes to present the Radio Committee Report.

The Board heard the Radio Committee Report with new set of dates for the LSB broadcasts (See below).

9:10 pm ET The Chair called for the Committee of Inclusion Report: Carolyn Birden, John Brinkley, Joan de Lorenzo, Cerene Roberts.

The Board heard the Committee of Inclusion Report.

9:14 pm ET The Chair called for a report from John Brinkley on the effort to obtain a voicemail for messages to the LSB from listeners.

John Brinkley reported there had been no progress on this item.
It was noted that the LSB email is lsb@wbai.org.

9:15 pm ET The Chair called for Public Comment to begin, and made her Chair's announcements.

The Board heard public comment.

9:46 pm ET The Chair called for a motion to adjourn. This motion was made by Sally Gellert and seconded by M. Kay Williams. There was no objection and the Chair adjourned the meeting.

Respectfully submitted by M. Kay Williams, Secretary

Resolution Respecting Right of PNB Member to Uphold Pacifica Foundation Bylaws

The WBAI LSB affirms the importance of allowing all members of the Pacifica National Board to freely carry out their duties in accordance with the Pacifica Foundation Bylaws, which inherently includes a duty of proper vigilance to see that the Bylaws are upheld.

We support Director Alex Steinberg in relation to ongoing concerns regarding certain settlement agreements involving certain parties, reached ancillary to litigation, which, in substitution for the requirements of the Bylaws, seek to alter the Bylaws in a manner other than that prescribed by the Bylaws, thus not following provisions that we consider to be in the Bylaws for the protection of The Pacifica Foundation and its members. We understand that, to date, insufficient documentation specifying the charges against Director Alex Steinberg has been provided, which raises questions that specifically include those of due process.

We respectfully request that the Pacifica National Board reconsider the current disciplinary process in light of these concerns, and withdraw the action against Director Steinberg.

If the PNB chooses to proceed, we further request that any hearing be conducted in open session, as requested by Director Steinberg, to ensure transparency and allow the public to observe the governance process in action.

MOTION TO BEGIN A BYLAW AMENDMENT PROCESS

Moved that pursuant to Article 17 of the Pacifica Bylaws, the Pacifica National Board initiates a Bylaw Amendment period utilizing the following timeline:

• Presentation format to be distributed by the PNB Secretary by 10/5/25

• Submission of Proposals: 9/5 to 9/12/25

• 30-Day On-air notice: 9/15 to 10/17/25
Daily announcements on all 5 foundation stations—a minimum of twice between 6 AM and 11 PM, including AM and PM drive times, and a minimum of once between 11 PM and 6 AM—of the activation of the amendment process and the PNB's voting date

• Website publication (pacifica.org) of the specific proposed changes along with the present language and the rationale: 9/15/25 to a week after all voting results have been certified

• Public vote of the PNB: 11/6/25

Further, should any submitted amendment require the vote of the membership, the PNB shall, on 10/2/25, designate a competent and impartial person who has not served as Pacifica staff or in Pacifica governance to oversee the conduct of said vote, as required in Art. 3 Sec. 8 (E), preferably from 11/13/25 to 12/4/25.

Designee candidate résumés shall be distributed to the Board by 9/27/25.

WBAI CAB Report to LSB 8/13/2025

The WBAI Community Advisory Board recommends the following to WBAI

1. Get Gary Null back on the air.
2. Have more metaphysical shows, such as an "out of body" show, or a show on "near death experiences"
3. Have a show on Dominion theology.
4. A show that explains how to do underwriting for non profits.
5. Set up a programming committee at WBAI.
6. Have the ability to interrupt broadcasting for "Breaking News".
7. Use more volunteers at the station.
8. Have a crime show on murdered and missing women.

9, Get Dr. Allie back on the air.

10. Have a show on immigrants.
11. Do outreach to other stations.
12. Have more election coverage.

From Radio Committee:

Please see below for the new proposed dates for the LSB show:

Saturday, August 30; 12 PM to 2 PM
Monday, September 29; 6 AM to 8 AM
Tuesday, October 28; 7 PM to 9 PM

Combined Resolution for WBAI LSB Management Search and Review Subcommittee – Passed as amended by WBAI LSB 3-12-25:

Whereas, WBAI's Local Station Board ("LSB) has previously adopted resolutions in the form attached hereto for reference to fulfill purposes set forth in Article Seven, "Local Station Boards, Section 3: Specific Powers and Duties," Subparagraphs B, C, E and of the Bylaws ("Bylaws"), by forming, respectively, a Search Sub-Committee For General Manager ("GM") and Program Director and a Management Evaluation Subcommittee;

Whereas, the form of those resolutions previously adopted by the LSB for those purposes have each provided for the committees to consist of a total of nine LSB members, two elected staff representatives on the LSB, and seven elected listener representatives on the LSB;

Whereas, with the work of the Search and Evaluations subcommittees overlapping in important ways there was also substantial overlap in the elected staffing of those similarly structured and elected subcommittees, and the LSB at its February 12, 2025 meeting voted to combine them into a single

Personnel Subcommittee ("Personnel Subcommittee") prior to an election which has now been held for the purposes of populating that subcommittee;

Whereas, the "Personnel Subcommittee" has also had conferred upon it by the LSB at that February meeting the responsibility of preparing a recommendation for the LSB pursuant to Article Nine, "Officers of the Foundation," Section 7: "Executive Director" of the bylaws respecting an "annual evaluation by" the WBAI LSB for it to "make recommendations to the Board" (i.e. the Pacifica National Board);

Whereas, it's urgent that the search work of the Personnel Subcommittee be done with all possible promptness and the bylaw requirement of "annual" evaluations imposes a demandingly short time frame such that delay should be avoided;

Whereas, the election held for the purposes of populating the Personnel Subcommittee elected two contingent staff subcommittee members in addition to the nine members provided for by previously passed resolutions with the notion that the contingent members would be seated to expand staff representation beyond the 25% level at which staff serves on the Pacifica LSBs and on the Pacifica Board, provided that any ambiguity could be eliminated that this would not violate any legalities, including, but not limited to the laws and regulations of the state of California such that the subcommittee's work might be challenged or invalidated;

Whereas, the Personnel Subcommittee cannot proceed with its work until its composition is settled, its members and their number known, and that is not possible if and while waiting to see if it is possible to eliminate any question that staff representation on the subcommittee in excess of the 25% in the bylaws would violate legalities;

and Whereas, there are other good reasons to keep the subcommittee's composition at only nine members and not exceeding the 25% staff representation levels set forth in the bylaws;

therefore be it RESOLVED, by the LSB to proceed as follows:

Section 1. The Personnel Committee shall consist of nine members and not include the two contingent staff members that were elected.

Section 2. 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 3. 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 4. The Subcommittee is authorized, but not required, to recommend an evaluation of the Pacfica Executive Director to the LSB for it to "make recommendations to the" Pacifica National Board and to use its best judgement about its methodology and approach in formulating that recommendation.

Section 5. The Subcommittee should submit its recommended written evaluations to the LSB no later than two weeks prior to the LSB's October 2025 meeting.

Section 6. Irrespective of whether the Subcommittee has submitted its recommendations, the LSB shall meet in October to consider and adopt written evaluations taking into account the work of the Subcommittee that is available.

Section 7. The evaluations, and proposals for them by the Subcommittee, shall provide an overall rating for the interim General Manager and an overall rating for the interim Program Director on a scale from 1 to 5 as follows: 5=Excellent, 4=Good, 3=Satisfactory, 2=Needs Improvement and 1=Unsatisfactory. It is expected that the Subcommittee's recommendation and the evaluation adopted by the LSB shall identify both strengths and weaknesses of the managers reviewed.

Section 8. If the Subcommittee's recommended rating for the interim General Manager or interim Program Director is less than "Satisfactory," the Subcommittee shall submit to the LSB recommended areas that are a priority for improvement. Similarly, if the LSB's rating for interim General Manager or interim Program Director is less than "Satisfactory" the LSB shall identify and decide upon recommended areas that are a priority for improvement, which shall then each be voted upon individually by secret ballot with the tally of those votes to be included and become part of the final review.

Section 9. Prior to finalizing the evaluation the LSB shall submit the draft evaluations to the respective managers for a timely response. In addition, the LSB shall furnish the interim General Manager with the draft review of the interim Program Director for such timely response.

Section 10. After such response or non-response, the LSB shall finalize the evaluations, including in them the responses, if any, and send the same to the Pacifica Executive Director with copies to the respective officers the interim General Manager also getting the final evaluation for the interim Program Director, as well.

Section 11. The Subcommittee and the LSB should evaluate the interim General Manager's and the interim Program Director's work at and managing of the station, and should also evaluate the interim General Manager's work and the interim Program Director's work with the Pacifica National Board, our Pacifica National Board Director, and with other stations and parts of the Pacifica network. In doing so, the Subcommittee should confer with WBAI's Pacifica National Board Directors as appropriate.

Section 12. In evaluating both the work of the interim General Manager and the interim Program Director, the Subcommittee should be informed about, and appropriately take into account, the interim General Manager's evaluation of the interim Program Director.

Section 13. 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 14. This resolution shall take effect immediately.

<u>LSB Management Search and Review Subcommittee Members Elected by Opavote STV voting:</u>

Listener Members: Jim Dingeman
Eleanor Elizabeth Forman

Gloria Guillo
Katherine O'Sullivan
Cerene Roberts
James Sagurton
Sharonne Salaam

Staff Members
Elected: Milton Allimadi
Simon Fitzgerald

FYI: Info from "Ralph" in Chat

"Four calamitous points:

(1) **per the California Charities Registry, Pacifica Foundation, Inc. is no longer a registered charity: its status has deteriorated from "Delinquent" to "Suspended". For some reason this has not been reported in a public Pacifica meeting: why??? This public record is available for all to see, including all prospective donors, big or small.** https://rct.doj.ca.gov/Verification/Web/Search.aspx?facility=Y

(2) the IRS Form 990 using the FY2022 financial data was rejected by the IRS in February because it lacked a necessary attachment, the FY2022 audited financial statements & accompanying auditor's report. This is why this 990 doesn't appear at the websites of either the IRS or the CA Charities Registry. No public Pacifica meeting has acknowledged this reality. See https://apps.irs.gov/app/eos/ (enter the EIN, 941347046).

(3) the submitted IRS Form 990 using the FY2022 unaudited data **shows on page 11 that the FJC loan, $3.165M at year commencing, is zero at year end. How can this be???"**

[He omitted the fourth point. No telling how accurate this is. That's why it's just "fyi."]

[p.s. The Interim General Manager reported that WBAI-Pacifica is now listed as a New York charity, and the July, 2025 Treasurer's Report mentioned that the FY 2022 990's were not yet listed on the website.]