

Draft Minutes WBAI LSB in public session 6-10-26

Members Present: Milton Alimadi, Carolyn Birden, John Brinkley, Elliot Crown, Joan De Lorenzo, Paul De Rienzo, Jim Dingeman, Eleanor Elizabeth Forman, Sally Gellert (PNB Director), Gloria Guillo (Vice-Chair), Bob Hennelly (General Manager and Ex-officio LSB Member), Queen Mother Imakhu, Bounubti Kamenthou, Alejandrina Murphy, Katherine O'Sullivan (Chair), Cerene Roberts (PNB Director), James Sagurton (PNB Director), Sharone Salaam, Max Schmid, Alex Steinberg (PNB Director in exile), M. Kay Williams (Secretary)

Members Absent: Gail Bey, Simon Fitzgerald, Jim Freund, Jeremy Kuzmarov

Also Present: R. Paul Martin (Treasurer), Neale Vos (CAB Chair),

Also Absent: Keziah Glow, Interim Program Director

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 to note that the Pacifica National Board has taken action forbidding LSB/PNB member Alex Steinberg participation in this meeting and others.
2. Adopt Agenda. (20 minutes)
3. Roll Call. (5 minutes)
4. Excuse Absences. (5 minutes)
5. Approve outstanding minutes: May 13, 2026 Meeting. (5 minutes) Sent 6-3-26.
6. Update on the elections (15 Minutes) – Sally Gellert
7. Reports of interim General Manager and interim Program Director. (20 minutes reports & 15 minutes discussion- Questions limited to one minute) Bob Hennelly and Keziah Glow
8. Report from Community Advisory Board and Response of the CAB to the Motions Passed by the LSB at Last Meeting (20 Minutes) – Neale Vos
9. Report from Pacifica National Board Directors. (20 minutes reports & 15 minutes discussion- Questions limited to one minute) — Sally Gellert, Cerene Roberts, James Sagurton, Alex Steinberg
10. Treasurer's Report. (5 Minutes report & 8 minutes discussion) — R. Paul Martin
11. 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. (2 minutes.)
12. One minute of silence. (One minute)
13. Report from Management Search and Review Committee, Discussion. (5 minutes) – Jim Dingeman
14. Report from the LOFT Committee Including Resolution About LSB On-Air Pitching. (5 minutes) - John Brinkley
15. Report from the Committee of Inclusion, Including Motion to Take Nominations for Replacement of LSB Member on this Committee (5 minutes) – John Brinkley, Joan De Lorenzo, Cerene Roberts.
16. Report From Town Hall Committee. (5 minutes) — Jim Dingeman

17. Old Business:

- A. Motion to divide the Public Comment - Motion that all future open meetings of the WBAI LSB will include two 15-minute Public Comment sessions at 7:45 pm and 8:45 pm instead of the current single Public Comment 30-minute period as the last agenda item at 9:16pm – (12 minutes) – Cerene Roberts
- B. Discussion and Possible Resolution: Dealing appropriately with attacks on Public and/or Listener Supported media. (7 minutes) – Jim Dingeman
- C. Discussion: Launching additional streaming of (HD) WBAI channels (5 minutes) — Jim Dingeman
- D. Using Current WBAI Studio Camera Capacity to Start YouTubing WBAI Content (5 minutes) — Jim Dingeman

18. New Business.

- 19. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must begin no later than 9:16 PM ET.)
- 20. 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).

7:14 pm ET – The Chair convened the meeting, herself, the secretary, and a quorum being present. Jack de Palma volunteered to be timekeeper and there were no objections.

7:15 pm ET – Motion (Jim Dingeman) To adopt the agenda. Seconded (Sally Gellert)

Amendment (Cerene Roberts) To extend the time for discussing Item 8, the CAB Report and Response to Motions Passed by the LSB at Last Meeting, from 5 to 20 minutes. Seconded (Sally Gellert) Passed without objection.

7:20 pm ET – Roll Call – Results as above, including late arrivals.

7:25 pm ET – Motion (Jim Dingeman) To excuse all absences. Seconded (Gloria Guillo) Passed with one objection from Eleanor Elizabeth Forman.

7:26 pm ET – Motion (Jim Dingeman) To approve minutes from last meeting 5-13-26, sent 6-3-26. Seconded (Sally Gellert) Passed with an abstention from Cerene Roberts who wants not to combine “Not Present” with “Not Voting” (agreed to by the secretary) and a protest from Alejandrina Murphy about being left in waiting room a long time before the meeting started.

7:31 pm ET – The Chair called for the Update on the Elections – Sally Gellert

The Board discussed the elections, including problems with fine points of navigating the nomination form (can't nominate yourself, can't nominate more than one person per position, have to nominate everyone you want to nominate at the same time because can't go back and visit it again once you start), and getting access to the building to work to get certified for voting status. Also, waiver applications will be available.

7:47 pm ET Motion (Jim Dingeman) To extend the discussion 5 minutes. Seconded (M. Kay Williams)
Passed without objection.

The Board continued to discuss the elections. A request was made for the secretary to send the spreadsheet of everyone's terms of office, and she stated that she would. A director also informed everyone that everyone's terms end 12-31-26 if the 2025 bylaws prevail.

7:50 pm ET The Chair called for the report of the General Manager, Bob Hennelly

Highlights:

- He stated he is here to see that the station and its programming continue, regardless of the outcome of these elections.
- Raised \$130K on April Fundraiser with a \$120K goal.
- The Pacifica Foundation then made levies until the end of the year, supposedly on all stations, of \$7500 per month for Audits, and \$1600 per month for these elections (reduced from \$3500), for a total of \$8800 per month. The PF claims the Tower rent is WBAI's responsibility, but the subcarrier fees belong to the Foundation.
- He thinks the PF needs to do more fundraising on a monthly basis, instead of relying entirely on the stations as a business plan. They have raised \$300K in the past.
- Union Funds: Our Union contributors now represent 5 million households. HPAE of New Jersey renewed for \$2,500; the American Association of University Professors of St. John's University has signed on; DC 37 – 2457 reauthorized; DC 37 – 2507 FDNY- officers and rank and file EMS have signed on; AFG Local 1012 at Lyons VA facility in New Jersey are also new contributors. EMS Local 3621 gave \$4K and \$2K from its rank-and-file members. They appreciated that we did a 9/11 program on the exposures of first responders.
- Since he began, he's paid \$353K for the 4 Times Square Tower rent. We paid 75% with bequests. We just paid \$17K from recently raised funds, and still owe about \$150K.
- There is also \$80K in accounts receivable, which we have yet to receive. That will come in as \$40K over 90 days for Public Service Announcements for the New York City Health and Hospitals Corporation and more from the Public Theater and Manhattan Theater Club.
- Together Union and Non-profit PSAs can provide 30-45% of what we need monthly.
- We have 1300-1400 BAI Buddies. Need to continue to try to improve on this.
- The management at 388 needs to fix the air conditioning. Perhaps it was disrupted during the recent renovations to install the bakery downstairs.
- We made payroll and benefit payments this month.
- Contract negotiations with SAG-AFTRA have begun. The engineers At WNYC broke the \$60K mark, but it would be unrealistic to expect that from WBAI.
- We found a supply of Black Tote Bags with the WBAI logo. Plan to send them as thank-you gifts for BAI Buddies.

- Ed Fanning (background in Finance) is still working on the Bolton Trust - \$179K went to the Pacifica Foundation, and we're still trying to find out what it went toward. We may still get another \$60-70K.
- Although Pacifica Foundation took Radio Maria's back payment of \$35K, we continue to get \$3500 per month that they let us keep.
- Some programmers don't get compensated for their shows, but also get paid as contractors and then don't get benefits, security, union membership or status as Staff-Members able to vote in this election. If they became regular employees, it would increase what we pay for health benefits, which we can't afford right now. We've had issues with keeping people as Interims longer than a year in the past.
- He can send a spreadsheet on recurring Union contributions to the LSB.

Programming notes:

- We covered the May 9th early am demonstration at Delaney Hall, the ICE facility in New Jersey. Our coverage was picked up by Democracy Now.
- We have covered events in Cuba with "32 Hours in the Day" and "Walk on the Water" and in multiple other ways.
- There will be special election night coverage on Tuesday, June 23rd, 2026.
- We are exploring adding a revenue stream of thank-you gifts, either during on-air fundraising or by driving traffic to a list on a website.

The Board heard and discussed the report.

8:24 pm ET The Chair called for the report from the Community Advisory Board and Response of the CAB to the Motions Passed by the LSB at Last Meeting – Neale Vos

Report of the CAB:

1. Please resume scheduled Reports To and From the Listener.
2. Request increased notice of program changes.

Response of the CAB to the motions passed by the LSB at last meeting:

The Community Advisory Board was mandated by the Corporation for Public Broadcasting, and has always existed independently of the Local Station Board. Presently, under the 2025 bylaws, the CAB is responsible to the Station Management and the PNB, not to the LSB.

The Board discussed the report and the response.

8:41 pm ET The Chair called for the PNB reports: Sally Gellert, Cerene Roberts, James Sagurton.

Highlights:

- The PNB passed a resolution on waivers of membership requirements, allowing 5 per station, to be decided by Directors of each station area plus the PNB Chair, must include both low income

and physical inability to put in the 3 hours of volunteer work to substitute for the membership fee. In the past, Pacifica allowed many more waivers and more lenient requirements. We need to keep tabs on the number of applicants in hopes of increasing the number allowed in the future. [Go to [Pacifica.org/Membership Requirements](https://Pacifica.org/Membership%20Requirements) to find waiver form to fill out.]

- Audits have begun- 2022 and 2023 expected to be done by end of July, 2026. 2024 and 2025 to be done by November, 2026.

The Board discussed the reports.

9:10 pm ET The Chair called for the Treasurer's Report – R. Paul Martin (See attached).

9:16 pm ET The Chair called for time certain Public Comment.

The Board heard Public Comment.

9:46 pm ET The Chair adjourned the meeting.

Submitted by M. Kay Williams, Secretary

WBAI Treasurer's Report June 10, 2026

The WBAI local Finance Committee met on May 20, 2026. The National Finance Committee (NFC) met on June 9, 2026. These meetings were held by teleconference.

At the May 20, 2026, local Finance Committee meeting the committee discussed the report from the Executive Director at the May 12, 2026, NFC meeting that WBAI only had about one-third of its Unpaid Staff registered to vote, the lowest percentage of any station.

The Pacifica Foundation's audits were also discussed. It was noted that while the Executive Director had said that the several audits, covering FY22, FY23, FY24 and FY25 were on track we're in the fourth year of having delinquent audits. Some committee members said that they were not so accepting of the idea that we're on track. The deadline for the FY25 audit would normally be coming up pretty fast. That audit will have to wait until the audits for the preceding years are done, however. So, it's entirely possible that the FY25 audit will be late as well. I noted that, in the past, Pacifica had done worse. In the previous decade Pacifica hadn't even bothered to do audits for some years, and then the Attorney General's Office of California put its foot down and people in Pacifica scrambled to get the delinquent audits done. Although this situation with regard to delinquent audits is not good, there's no reason for grave concern at this time. It was noted that during the period when the audits were not done years ago that Pacifica was removed from the Corporation for Public Broadcasting, which cost some Pacifica stations, including WBAI, a great deal of revenue. It was also noted that after those audits were finally done years ago, and Pacifica had become current, that the next year's audit was not done and the cycle started over.

There was a discussion of how the lack of audits contributes to the Pacifica stations' inability to get donations from Major Donors, who frequently ask to see the last couple of years of audits before they will

make a sizeable donation. It was noted that the lack of current audits puts an informal cap on the size of donations and the types of organizations that would take Pacifica's viability seriously.

There was a discussion about how much money Pacifica is taking out of the station's revenue in order to pay for the audits. The WBAI General Manager had mentioned it in his report. I asked about this at the next NFC meeting.

At seven minutes before the scheduled start time of this meeting the WBAI General Manager wrote an E-mail to me saying, "I will not be attending." This marks the tenth local Finance Committee meeting in a row that he has not attended. This makes it difficult to really know much about the current financial situation at the station and it also makes it hard to speak with confidence about the station's finances at NFC meetings, which could be crucial.

At the June 9, 2026, NFC meeting the Executive Director walked the committee through the "PACIFICA FOUNDATION Consolidated Monthly Income Statement for the Five Months Ending Saturday, February 28, 2026." The Executive Director told the committee that essentially the numbers in the document were not all correct. She said that with regard to KPFA not all of the revenue during this time period had been logged in so the numbers were not accurate because KPFA had not recorded all of their revenue when it was needed to be recorded, she said that the National Office could only wait for so long before they had to start putting out financial documents. She said that because of these delays the Consolidated numbers as well as the KPFA numbers for Net Income (Net Loss) in this Income Statement are not accurate.

She said that the National Office is moving KPFA's bank account to Bank of America where all of the other bank accounts in Pacifica have been for some time. She said that this will happen as soon as they can get new accounts set up at Bank of America. In answer to a question the Executive Director said that the information about KPFA's revenue that needed to be updated went far back, maybe to 2022, or 2023.

The Executive Director said that Pacifica was paying all of the essential bills, making payroll and paying the health insurance premiums. She said that they had divided up the cost of the elections and the audits and that the stations and the National Office are being tasked with making regular, monthly payments to cover those. I asked a question about the amount that each station was being asked to pay toward the audits. The National Business Manager said that the figure was \$7,200 per month per unit and that this payment would keep being billed through the end of calendar year 2026. The Executive Director said that Pacifica was getting no Central Services payments from KPFA and WBAI, and that there were delays from KPFA. She said that she and the National Business Manager were getting a little nervous about whether money will be coming in to cover the bills.

She said that WBAI was having trouble paying the Tower Rent bill. She said that one month of the WBAI Tower Rent bill, totaling about \$17,900, had paid on the day of this meeting. That paid off the bill for October 2025. She said that finances are tight. James Sagurton said that he wondered if the NFC might encourage the WBAI General Manager to go for raising \$187,000 so that not only can the entire Tower

Rent arrearage be erased but to also pay a bit of the Central Services fees. The Executive Director said that she has had conversations with the WBAI General Manager stressing the importance of paying off the Tower Rent. She said that the on-air fund raiser goals needed to be higher. She said that the WBAI General Manager is going to put out a Tower Rent newsletter or E-mail blast and do an on-air fund raiser stressing the need to pay off the Tower Rent. James Sagurton asked the National Business Manager what her sense was of how cash flow is going at WBAI. He said he'd heard statements that we were in the black, but that if you're not paying Central Services, you're not really in the black. He asked if the WBAI cash flow situation was better than it had been two or three years ago. The National Business Manager said that it was about the same.

The NFC then went into a discussion of the draft Pacifica Foundation Financial Management Policies 2025 Manual. It turned out that what we were looking at was probably going to be replaced by a set of some smaller Standard Operating Procedures manuals. WBAI has not been paying Central Services fees for a long time. But there's now going to be an effort to raise enough money to pay off the station's Tower Rent arrearage, which I've been told is around \$170,000. It's being suggested that WBAI raise something in addition to that amount in order to make some Central Services payments. I've been through Tower Rent on-air fund raisers a number of times when either the Empire State Building or 4 Times Square has threatened to shut down our transmitter and take us off the air if they weren't paid something substantial very soon. Those kinds of on-air fund raisers raise money, but they have in the past tended to do so at the expense of the regular on-air fund raisers that pay for everything else. The issue is donor fatigue and while pitching to pay a specific thing can get an enhanced response from the listeners it tends to impact the next on-air fund raiser and make it tougher to raise money then. I don't know if there's a technique that can be used to raise the money we need for the Tower Rent and also leave listeners in a mood to donate again during the next on-air fund raiser that isn't about paying off the Tower Rent arrearage.

For a number of years KPFA has been slowing down Pacifica's efforts to get audits done. If the Executive Director is finally doing something about that it will help all of Pacifica. The latest Income Statement isn't released yet but I can say that there are significant negative numbers for KPFA and WBAI. If this trend of having multiple stations being in the red isn't reversed pretty soon a very big crisis will hit all of Pacifica. I personally don't have a magic bullet to solve this cash flow problem. I don't know that anyone else does either. I remain pessimistic about the future for WBAI and Pacifica.

The next WBAI local Finance Committee meeting is scheduled for Wednesday, June 17, 2026, at 7:00 PM (ET). The next NFC meeting is scheduled for Tuesday July 14, 2026, at 8:30 PM (ET). These meetings will be held by teleconference.

R. Paul Martin WBAI LSB Treasurer

Executive Director's Report – 6-4-26 – Sharable – Stephanie Wells (See attached pdf)

Director in Exile Report June 10, 2026

By Alex Steinberg

The illegitimate elections

The procedures being put in place for elections in Pacifica this year are being conducted based on the bylaws that were put into place through a “settlement agreement” last year that many Pacifica members consider illegitimate. I want to note for the record that the National Elections Supervisor has threatened to take disciplinary action against WBAI PNB member Cerene Roberts for committing the crime of referencing our legal brief against Pacifica because it questions the legitimacy of the New Day imposed bylaws and the governance structure arising from it. This is yet another example of the anti-democratic way of doing business characteristic of the New Day PNB majority.

The Pacifica Democracy Coalition is pursuing a legal action in California that aims to restore democratic governance to Pacifica. A major turning point in the legal case happened on June 1 when our brief was filed with the Appeals Court in California.

Here is a brief summary of what triggered the legal case and where we are now:

What this appeal is about

In 2021, the membership voted on a set of proposed bylaw changes circulated by New Day Pacifica. Under our bylaws, a change like this needed approval from both voting classes — listener members and staff members. The listener class approved it; the staff class did not. The election supervisor declared the proposal defeated.

In 2023, the Superior Court agreed. It ruled, as a matter of law, that the referendum was defeated because the bylaws require a separate majority in each class, and the staff class voted no.

What happened after that ruling

In 2025, after the composition of the Pacifica National Board changed, the Board entered into a settlement with New Day. That settlement adopted a new set of bylaws that, according to the settlement papers themselves, incorporate key elements of the same 2021 proposal the court had already held was defeated. The new bylaws reduce the role of Local Station Boards, removing their authority to elect directors, approve bylaw amendments, recommend budgets, and take part in personnel decisions.

Why we appealed

Alex Steinberg, a current member of the Pacifica National Board representing WBAI who voted “No” in the referendum, asked the trial court to let him intervene to object to the settlement. The trial court denied that request. We are appealing that denial.

The appeal raises questions of law, including: (1) whether the trial court used the wrong legal standard in ruling the request to intervene was filed too late; (2) whether a dismissal filed shortly before a scheduled court hearing should have blocked intervention; and (3) whether a board can adopt bylaw changes through a litigation settlement when the bylaws reserve that power to the membership.

What we are asking the Court of Appeal to do

We have asked the court to reverse the order denying intervention and to allow the objections to the settlement to be heard. The brief sets out our full argument and is available to any member who would like to read it.

I am personally confident that the Appeals Court will rule in our favor as our arguments puncture a huge hole in the narrative that has been spread by New Day. I am also confident that once we get back to the trial court, if our arguments are judged on their merits, the New Day bylaws will be overturned. While victory is not guaranteed I am optimistic.

Alex Steinberg

Pacifica Director in Exile, now suspended by the PNB majority in retaliation for his opposition to the collusive settlement agreement.