

## **Final Minutes Approved by LSB at September Meeting**

WPFW Regular LSB Meeting August 12, 2020 Zoom Washington, DC

Sabooch Hakim – Chair

Tony Leon – Vice Chair

Nick Arena – Treasurer

Ellen Williams Carter – Secretary

### **I. Call to order**

Sabooch Hakim, chair called the meeting to order at 6:50 pm. Quorum was established 6:43pm.

### **II. Roll call**

20 - Members that were present at roll call: Craig Hall, Dennis Williams, Eileen Rosin, Ellen Williams Carter, Julie Hewitt, Louis Wolf, Marsha Coleman Adebayo, Martha Peterson, Maskeelah Washington, Tony Leon, Vanessa Dixon-Briggs, Arthur McCloud, Lucille Perez, Tim Willard, Sabooch Hikim, Nancy Sorden, Ron Pinchback, Thomas O'Rourke, Nick Arena, Jay Winter Nightwolf, Donna Grimes, and Kathleen Maloy

1-Excused Absence: Bruce Wayne

Chuk Nixon has resigned and his resignation formally accepted/recorded.

Timekeeper: Marty

Sergeant at Arms: Parliamentarian

### **III. Approval of the Agenda and the Minutes**

**The agenda was approved with additions.**

Additional Agenda Items for the August 12, 2020 LSB meeting:

#### **Arthur McCloud**

Requesting 5 min. within the Program Committee Report regarding the LSB Show and 3 min. under New Business regarding the birth of the Communication Standards & Enforcement Committee (CSE). **Okay**

#### **Martha Peterson**

Requests a discussion of whether a policy exists that allows Board members who have resigned from the LSB to post messages on the LSB thread. She would like information. Also, she asked is it proper protocol for someone who is boycotting LSB meetings to post a message on the LSB thread, especially to respond to former LSB members who resigned from the LSB? If there is no written policy, she would like to add these concerns to the Agenda for the August meeting. **Okay**

#### **Tony Leon**

Requests adding under unfinished business the following:  
“Drafting the Management Evaluations form and Process.” **Okay**

#### **Lou Wolf**

Requests a resolution to be added to the agenda of the August 12th LSB meeting regarding a personnel matter. It will be discussed in an executive session. **Okay**

## **Kathleen Maloy Resignation**

Kathleen e-mailed the LSB officers prior to the July LSB Meeting and stated that she wanted to retract her resignation. She is relying on the precedent set at the February LSB Meeting where Craig Williams, who had communicated by e-mail to the LSB prior to the February Meeting that he was resigning, was allowed to retract his resignation BEFORE the LSB had formally acknowledged/accepted his resignation and so Craig remained on the LSB Board until he resigned effective the June Meeting. For almost 45 minutes, LSB members debated how to address Kathleen's request; points included (1) using retraction is better/more accurate than using rescission, (2) whether the LSB should vote on the request, and (3) why wouldn't Kathleen's request be treated in the same manner as Craig's. The Chair ruled that Kathleen's request should be treated in the same manner as Craig's request. That is, since her resignation had not been formally accepted by the LSB, she could retract her resignation and remain on the LSB.

## **Approval of the Minutes**

The Minutes for June and July were not approved because Vanessa Briggs Dixon has requested revisions to these minutes and her revision requests have not been distributed to LSB members for review.

## **V. Management Reports**

The General Manager, Jerry Paris stated:

Despite the pandemic, the station is still on the air and presenting programs. At this time, we have minimal staff but we have a lot of guests on the air. The rent and transmitter bills are paid. Our payroll was covered by a PPP loan that Pacifica received. The Pledge Drive begins on August 16 and ends on August 29. KPFA will carry coverage of the DNC Convention and WPFW will air it. Askia Muhammad and Julienne Malveaux will anchor Wednesday evenings broadcast. The following new programs are being aired: educational programs and youth programs. He is working with major donors and it appears to be fruitful. One major donor wants us to air a discussion regarding Virginia's transition to a blue state.

## **Questions and Statements:**

Maskeelah-

Is Katea boycotting? Jerry (GM) He thinks she is unable to attend the meeting. She is not boycotting.

Tony –

Tony stated that Katea told him that she is still boycotting the LSB meetings. He has some concerns about the new Native American program.

Arthur- He asked if the studio phones can convert to caller ID. The GM said the entire phone system is expensive. Arthur was also expressed concern about the on air phone clicking sound. The GM said that they are working on fixing that.

Thomas Blanton-

He asked Jerry if he had information about the amount of business that is done with Local Small Disadvantage businesses (i.e. Black, Latino, women, and other people of color). Jerry said that information is not available.

Thomas O'Rourke-

He asked why the programmer's podcasts are discontinued. The GM said there is a problem with the server. There are also some legal problems regarding copyright issues.

He also asked is the PD going to attend meetings. Jerry said that the bylaws don't require a PD to attend meetings.

Martha-

She asked if there are going to be new programs, can you and Katea come to programming meeting. Jerry said he will communicate with the Programming committee.

Nightwolf-

He asked how can a PD boycott a meeting? Jerry reiterated that the PD's are not required to attend LSB meetings. Nightwolf told Jerry that there are some problems with the language on the new Native American show. Jerry said he will talk with the engineer.

Lou-

He said that Jay's program is superior the Native community. Contractor police

Eileen-

She stated that the bylaws don't address PD's attending LSB meetings; however, if a job description includes this the manager can require a PD's attendance. She said Jerry you need to share the PD's required duties.

The GM stated that the meetings need to be more efficient so staff are amenable to attending them.

## **VI. Finance (submitted a written report)**

A separate financial statement was attached to the report. The stations expenses are behind \$120, 000. The drive is important to make up the difference. We are in the process of acquiring a loan from the PPP. **See Attachment B for more details from the Finance Report.**

## **VII. Community Comment**

No community comments

## **VIII. PNB Report**

Eileen said two amendments passed. One didn't pass.

## **IX. Outreach and Development (submitted a written report)**

No 5K walk this year. Instead there will be a virtual walk. They will ask for donations from the community; however, they haven't decided on the amount. They will sponsor a virtual walk on Tuesday, October 3, 2020.

**See Attachment A: Outreach and Development Report for more details regarding the Virtual Walk/Run.**

During the Town Hall a survey was taken. Dennis will categorize the information and make it available to the LSB.

## **X. Programming Committee**

### **Town Hall**

The committee met last week. The Town Hall received positive responses. After the program, the Community expressed that they want more Town Hall meetings.

### **LSB Show**

The committee asked for more LSB participation in the LSB show. Arthur and Thomas want to move out of the lead role. They prefer to host and support LSB members.

Arthur stated, "Arthur & Thomas agreed to take on the lead roles temporarily for 2 LSB Shows as a stipulation per agreement with the Chairperson of the PC, of whom has disregarded that agreement (after their handling of 4 LSB shows) as indicated in the "Forced Withdrawal..." document of 8/12/20 as presented to the LSB." Thomas O'Rourke sent a grid to LSB members for the LSB shows so members could participate as teams. The Committee also discussed the need for a training program for volunteers and interns at the station.

### **Letter to Managers**

At their committee meeting, the Committee decided to take a vote on sending the Letter of Concern. The Committee members voted in favor of sending the Letter of Concern to the managers. The members agreed that some changes were needed before it was sent. Marsha said she will redraft the letter. Ron Pinchback reminded/stated that LSB (Sub-) Committees do not have the authority to act without review and approval by the LSB. Consequently, the Letter of Concern drafted by the Programming Committee must be reviewed and approved by the LSB before the letter could be sent to the managers.

### **Statements and Questions:**

An LSB member asked: What is the criteria that the LSB is using to evaluate shows? What are the qualifications of the board to evaluate programs?

Donna replied that the LSB can say they like something that is broadcast over the air.

When asked about the Nielsen report, Jerry said he would send it to the secretary.

### **XI. Unfinished Business**

"Drafting the Management Evaluations form and Process." There was a request to form an ad hoc committee of members of the LSB to draft an evaluation document. Kathleen suggested that they get professional help. She stated that she reached out to individuals at WBAI. Thomas said that Cynthia at NETA offered her services in creating a document.

### **XII. New Business**

Julie and Nancy are working on a retreat.

The Communication committee presented their report and submitted information/documents to improve communication during the meeting.

Kathleen wanted to discuss a development director position. It was decided to place that on the agenda for September.

### **XIII. Adjourned the Regular Meeting at 9:59 pm**

Convened the Executive Session 10:02 pm

Sabooh Hikim, Chair adjourned the meeting at 11:40 pm

Minutes submitted by: Secretary, Ellen Williams Carter

## **Attachment A**

### **Outreach and Development Committee Report August 2020**

Outreach and Development Committee members discussed sponsoring a virtual Walk/Run on October 3rd, 2020. A tentative name of the Walk is WPFW Walk To Combat Covid-19. The theme of the Walk focuses on strengthening the body's resistance to the Covid-19 virus. The event will last for one week. Each day during the week, on WPFW, Health specialists will talk about various ways of building the immune system to help fight off the virus.

Other aspects of the Walk:

1. Ask each LSB member to encourage 10 family members or friends to participate.
2. Participants will register online for a fee. Ask participants to find sponsors to help raise money for WPFW. The person who raises the most money gets \$100.
3. Post videos online. WPFW staff and LSB members can create videos showing themselves running or walking. They can also talk about why they are participating in the Walk.
4. Utilize social media
5. People can join no matter where they live. This will allow for more participants.

## **Attachment B**

### **WPFW Finance Committee Report - Monday, August 10, 2020**

1. Station Cash Flow Update: Bank Balances were \$24K as of July 31. Off-air and other types of fundraising are needed due to shortfalls in 2019 and 2020. August Pledge Drive to start on August 16 with a goal of \$150K. Certain LSB members and the General Manager will be discussing grant opportunities and foundation gifts this month.

2. Budget Revenue and Expense Updates: Financial statements are being provided by NETA, the interim CFO to Pacifica who also is providing account support to the Station. Because of this, financial statements are attached in a separate file, rather than provided in previous month's format. Based on this information, the Station is behind budget by approximately \$123K.

Loan interest payments of \$3,150 per month are included in the Budget starting in Dec.'19. Budgeted Expenses of \$50K for the HD transmitter costs were not made in January due to lack of funds. PNO estimates that WPFW past due Central Services payments for FY20 are approximately \$88K. Additional payments for other expenses from FY19 are estimated at \$180K. Approximately \$20K in National Election costs that are not included in the FY2020 budget. The Station has not been asked to make payments for the National Election to date.

## **Attachment C**

### **Communication Standards & Enforcement Committee Report for 9/9/20**

**Leadership – Arthur McCloud**

**Members – Eileen Rosin/Dennis Williams**

**Advisor – John Tatum**

#### **Purpose**

To create a stress-free peaceful meeting environment without threat of being bullied, or verbally abused for your input, ideas, or opinions regarding issues, disagreements or other related items influence conflicts of interest. We're all volunteers and deserve a vast level of respect without personal rebuttal and our intent is to ensure that we all get it! We're all grown but sometimes can act like undisciplined children, therefore it stands to reason that when applicable, grown folks need discipline too, therefore this committee is undoubtedly purposeful and on point per our current experiences with a total of 6 member resignations/withdrawals in 8 months due to unnecessary acts of personal derogatory behaviors.

#### **Mission Statement**

To put a stop to the unnecessary personal attacks (inclusive of written and verbal conduct) that adversely affects our members, organizational representation and purpose. The “Enforcement” part of our title is to provide a fair and sanctioned due process to hold such conduct accountable within the guidelines of our Pacifica By-Laws in conjunction with

#### **Robert's Rules of Order.**

#### **Vision**

To bring forth the realization that we all need to break our old consistent habits of addressing people instead of issues and not who's right or wrong but what's right and what's wrong!

#### **Current Status**

We've been meeting and working/researching diligently every week since 7/30/20 to come up with ways to improve our issue of behavioral disruptions in conjunction with unnecessary time-consumption of which we all are aware. Understand that a lot of work/research has been put into this endeavor with the primary concern of remaining true and within the guidelines of The By-Laws of the Pacifica Foundation along with Robert's Rules of Order as a supplemental tool. Henceforth our new Completion of the "SRC" (Special Rules of Conduct) has been achieved and ready for LSB approval. The attached document is for your review to be followed by a forthcoming motion which states:

"I move for the adoption of the WPFW LSB Special Rules of Conduct for Business Meetings as presented via The Communication Standards & Enforcement Committee to be accepted and implemented as additional rules for governance of the LSB and its sub-committees thereof."

#### **Forthcoming**

With the hopeful blessings of LSB, we will start our brainstorming sessions on the “Enforcement” criteria in the title of this Committee of which involves the accountability for violations to complete the hopefully upcoming

approval and sanctioning of said rules via LSB. This document will relate to warnings, advisories, penalties, etc. in conjunction with due process of each rule. Again, we will follow the same concept as applied in the conception of the SRC.