

Draft Minutes WBAI Local Station Board meeting in Public Session on April 12, 2023.

Attending: Rachel Barr, Doc Shya Bey, John Brinkley, Jack DePalma, James Dingeman, Eleanor Elizabeth Forman, Maxine Harrison-Gallmon, Dee Dee Halleck, Errol Maitland, R. Paul Martin, Basir Mchawi, Katherine O'Sullivan, Hazel Pinder, Shawn Rhodes, James Sagurton, Max Schmid (came late), Marilyn Vogt-Downey (came late), Andre Ward, and Michael D.D. White

Not in Attendance: Scottye Battle, Priscilla Cancar, Jack Devine, Bounubti Kamenthou, Sharonne Salaam

Also Present at the Meeting: Berthold Reimers (General Manager), Linda Perry (Program Director), Neale Voss (CAB), Kay Williams (Secretary)

Final Agenda WBAI Local Station Board in Regular Session 7:00 PM ET, Wednesday, April 12, 2023 Remote Participation Meeting Via Zoom

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, After First Noting What Communications Were Received By Secretary or Chair About Those Absences Beforehand - (Note: excuses, not automatic, must be acted on.) (5 minutes)
5. Approve outstanding minutes: March 8, 2023 Meeting (5 minutes)
6. Report from Pacifica National Board Directors. (7 minutes & 5 minutes discussion) - Shawn Rhodes, James Sagurton, Sharonne Salaam, Jim Dingeman.
7. Resolution Establishing Management Evaluation Committee to Commence Annual Reviews of General Manager and Program Director, and Acceptance of Nominations For Committee Membership. (27 Minutes) - Michael D. D. White
8. Report from Meeting with Pacifica Executive Director Stephanie Wells (4 minutes) - Basir Mchawi
9. Treasurer's Report. - (10 Minutes report + 5 minutes discussion) - R. Paul Martin
10. General Manager's Report. (10 Minutes report + 10 minutes discussion) - Berthold Reimers
11. Programming Updates. (5 minutes report +5 minutes Q&A) - Linda Perry
12. Report from Community Advisory Board (2 Minutes) - Neale Voss
13. Review of Mechanism For Public To Contact The LSB. (5 Minutes- Possible Resolution from Eleanor Elizabeth Forman) - Kay Williams
14. Motion To Limit Absences Excused By The LSB. (5 Minutes- Eleanor Elizabeth Forman)
15. Competing Successfully With the Internet vs And/or Becoming Internet Successful and Recent Anti-Trust Litigation Against Corporate Legacy Media's "Trusted News Initiative" + Restrict Act- (5 minutes) - Michael D. D. White
16. Report on Town Hall Discussions: - (3 Minutes) - Michael D. D. White, Jim Dingeman, Eleanor Elizabeth Forman.
17. Discussion: Improving WBAI and Pacifica Reputation and Brand.- (10 minutes) - Michael D. D. White
18. Discussion: Adjournment Time of LSB meeting(s) (5 minutes) Dr. Shya Bey
19. Public Comment. (30 minutes, 2 minutes maximum per speaker before next in queue to speak. Must always begin no later than 9:15 PM.)
20. New Business. (5 minutes)
21. Adjourn no later than 9:45 PM. (ET)

7:06 pm ET Meeting was convened by the chair, a quorum, the chair and the secretary being present. Noted how chat was to be used. Timekeeper designated as Eleanor Elizabeth Forman

7:07 pm ET Motion: (Michael D. D. White) To adopt agenda. Seconded. Objected to.

7:08 pm ET Motion (Eleanor Elizabeth Forman) To restore motion from last meeting to allow chat to be used freely parallel to meeting. This was Item 19 at our last meeting. Was ruled out of order because contrary to Robert's Rules. EEF cited John Tatum, parliamentarian, that it is not contrary to Robert's Rules. Not seconded.

7:09 pm ET Point of Order (M.D.D. White) This was ruled on and dismissed at last meeting. Not properly brought up here without any advance notice. Not pertinent to motion on the floor to approve agenda.

Point of information (John Brinkley) We are not discussing the motion, just the justification for putting it back on the agenda.

7:10 pm ET Point of Order (R. Paul Martin): If a motion is improperly ruled out of order by the chair, it can be reintroduced.

7:11 pm ET Point of Order (Jack De Palma) This motion was properly ruled out of order by the chair last meeting.

7:12 pm ET The Chair again ruled it out of order. Invited member to bring her motion again with amendment pertinent to zoom meetings, where everyone can't see the chat and therefore it excludes some participants.

7:16 pm ET Call the question re motion to adopt the agenda (Dee Dee Halleck) Passed without objection.

7:19 pm ET Roll Call by the Secretary. 18 present. 6 absent

7:20 pm ET Motion: (Jack de Palma) To excuse all absences. Seconded and objected to.

7:21 pm ET Amendment: (Eleanor Elizabeth Forman) To limit excuses for absences. Not seconded.

The Board discussed the motion and the amendment.

7:30 pm ET Call the question (Michael D.D. White) A roll call vote was taken and it was decided 13 to 2 to approve all absences for this meeting and to discuss criteria for excusing absences later down on the agenda for future meetings.

7:32 pm ET Motion; (M. D.D. White) To accept without a reading minutes from previous meeting March 8, 2023. Seconded. Passed without objection

7:37 pm ET Report from Pacifica National Board Directors: Shawn Rhodes, Jim Dingeman, James Sagurton

Highlights:

- In the case Rideaux vs. Pacifica, the court ruled that the directors who reached their term limits shall be replaced by December 31, 2023. The defendants shall not do anything to interfere with the election process. This was the sole order in this case. p 11, line 21.
- General Managers at each station are meeting with the GM of an affiliate station experienced in CPB applications. The new deadline is May 8. What is important is each stations' compliance with requirements: # listeners, composition of listeners, getting minutes and announcements of meetings on air and on public listings. We are applying as a system, not as separate stations, hence, among other things, don't have to certify # of employees at each station, but # employees system-wide, and this is in our favor. Due to the new deadline, we have to move up audits 3 weeks. The NFC is deciding by what formula the money will be divided if we get it.

The Board discussed the report.

7:48 pm ET Motion: (Jack De Palma) To extend discussion 1 minute to exhaust the stack. Seconded. Passed without objection.

The Board continued to discuss the report.

7: 49 pm ET Resolution: (Michael D.D. White) To Establish a Management Evaluation Committee to Commence Annual Reviews of General Manager and Program Director, and Acceptance of Nominations For Committee Membership. Sent to private list, including non-voting members of the Board on 4/11/23 by the secretary. Seconded.

Michael D.D. White read the resolution, and the Board discussed the Resolution.

8:09 pm ET The Resolution passed without objection with promised correction of some typos and changing "officers" to "managers." (Full amended resolution appended to these minutes.)

Nominations were accepted for 2 Staff positions:

Max Schmid – accepted his nomination in the chat.

Andre Ward - accepted his nomination tentatively pending obtaining further information.

8:15 pm ET Motion (James Sagurton) To extend time for this item 5 minutes. Seconded. Passed without objection.

Point of clarification (James Sagurton): We have to have 25% staff. We can't have more than that but we can have less than that. Confirmed by M. D.D. White.

8:16 pm ET Motion to close nominations for staff. (Jack de Palma) Seconded. Passed without objection.

Nominations were accepted for Listener positions. 7 candidates were nominated: Rachel Barr, Jack de Palma, Eleanor Elizabeth Forman, Katherine O'Sullivan, Hazel Pinder, James Sagurton, Michael D.D. White. This will go to OpaVote where 6 candidates will be elected by STV voting, and any ties will be resolved digitally, similar to a coin toss.

8:20 pm ET Motion: (Michael D. D. White) To close nominations for listener members of Management Evaluation Committee. Seconded. Passed without objection.

8:21 pm ET Report from Meeting with Pacifica Executive Director Stephanie Wells - Basir Mchawi

Highlights:

- The ED spoke more openly about the sale of the KPFK building than we did at our last Board meeting. Perhaps we need to have more free-flowing discussion at these meetings.
- It is important to understand what happened with the last evaluation, how long it took, how difficult it was, and what came of it, before we embark on repeating another evaluation. The ED has confirmed she received the previous manager evaluation.

The Board discussed the Report.

8:26 pm ET Motion (MDD White): To extend this discussion 3 minutes. Seconded. Passed without objection.

The Board continued to discuss the report.

8:32 pm ET Motion (MDD White): To extend this discussion 2 minutes. Seconded. Passed without objection.

The Board continued to discuss the report.

Point of Information: (James Sagurton) When the timekeeper calls time, it's up to the Chair to decide whether or not to allow the current speaker to finish their thoughts.

8:34 pm ET Treasurer's Report (R. Paul Martin)

Highlights:

- The NFC passed a new Central Services formula, 15% calculated every month on a 6 month rolling average of station revenue. To be reduced to 8% for stations in financial distress (WBAI, KPFK) with the remaining 7% to accrue interest but not have to be repaid this year. This formula was previously voted but not implemented by a previous PNB but this time will be implemented. WBAI's income this year was \$1.5 million, so Central Services assessment will be \$10K per month or \$120K per year. If we make less, we would pay less.
- KPFA treasurer's motion to insert language into the formula stating that WBAI is not "self-sustaining" was rejected.
- According to NFC, WBAI's arrearage as of March 2023 with Central Services was \$1.3 million vs other stations 100's of 1000's and owes outside vendors \$158 K. The Audit committee placed this figure at \$8 million but failed to take into account that all arrearages prior to Oct 16 were supposed to have been forgiven. It also included \$3.5 million necessary to get out of the Empire State Building ballooning contract in 2005, a decision that was made by the PNB, not by WBAI at the time. Negotiated by Dan Coughlin and signed by Ambrose Plane.
- Our current deficit is \$159K & Pacifica's \$443K.

- WBAI passed some bequests on to PNB in 2019 which increased it's income that year by 6 figures (\$200 K to WBAI and \$500 K to PNB by the same donor), but credit for this didn't go to reduce WBAI's bill with Central Services.
- Reviewed history of how we lost the CPB grant in the first place in 2014 after no elections in 2013, when the PNB at the time voted to stop auditing, which is a CPB requirement.
- Next NFC meeting 4/25/23

The Board discussed the Report.

8:51 pm ET Motion (M DD White): To extend discussion 1 minute. Seconded. Passed without objection.

The Board continued to discuss the Report.

8:53 pm ET General Manager's Report (Berthold Reimers)

Highlights:

- WBAI owes \$158K to outside vendors
- Plans Fund Drive led by Kathryn Davis May 15-29. Working on premiums and content.
- Benefit at SOB's June 16th, plus talking about a regular African Music Night.
- New show Tues at 11 am, a comedian show, featured an interview with the daughter of George Carlin.
- Thinking of cutting 1 Board Op, 1 Producer, and the Call Center (would save \$6K per month).
- Wants Leonard Lopate to ask for sponsorship from publishers who advertise on his show.
- Need more BAI buddies. Get about \$ 2K per month from them now.
- The CPB application training meetings with General Managers, ED, and Pacifica CFO, have been very productive.

The Board discussed the Report.

9:02 pm ET Programming Updates (Linda Perry)

Highlights:

- MG. Haskins 33-year celebration
- Interns got a good report
- Have a new Disability in Action program.
- James Irsay- Laughing Cavalier – now Sunday morning again.
- Music program What's Going On now hosted by different producers daily. City Watch now co-hosted by Carlos Ven Chaca, former City Council member and Jeff due to David Brand going to WNYC
- Radio Free Erin won an award plus has been working to save Theater 80 in the Village.
- Bob Law successful asking for small donations on Saturday.
- Ralph Nader on Sat. evening drive time.
- Ecologic will do an Earth Day Special.
- Randy Credico reporting from Russia.
- Testing K-pop music show.
- Covered Trump's indictments with call-in show.
- Need help to do cartes to advertise new shows. Short-handed.

Point of Information (Berthold Reimers): These were changes we had to make because people left or were on leave.

9:10 pm ET Report from the Community Advisory Board (Neale Vos)

Highlights:

- Suggest a fundraising event where athletes sign their autographs.

- Producers should not boycott listeners when they call in
- Listeners want a detailed write up on the website how to propose programs for the air
- Want a right-wing political show and a teacher’s union call-in show.
- The WBAI Billboard should be posted to the website so it can be downloaded by listeners wanting to promote the station
- The website needs a “Donate” button.
- The management should send thanks and emails to listeners who donate.
- Make a carte to remind listeners to update their bankcard information on their BAI Buddy account.
- There should be a new BAI buddy rate of \$10 per month.
- There should be a monthly Report to the Listener by the General Manager with financials.

9:15 pm ET Public Comment began and continued until the stack was exhausted.

9:40 pm ET Review of Mechanism For Public To Contact The LSB. (Kay Williams)

Highlights:

- Screenshared the exact wording of the Communication Policy which passed the PNB in March 2021 and the relevant Pacifica Bylaw in Article 5. (Appended to these minutes)
- Shared that the lsb@wbai.org email has a log of emails going back to Jan 2016, long before this policy was a policy. This email may have been active even before that time.
- Shared that there has been only one communication from a listener in the three months Kay has been secretary, which was forwarded without any censorship.

9:46 pm ET Motion (Michael D.D. White) To adjourn. Seconded. Objected to.

Point of Information: (R. Paul) If we are at adjournment time, we don’t need a motion to adjourn, we just adjourn unless someone presents a motion to extend the meeting.

9:47 pm ET Motion (Rachel Barr) To extend discussion of the last item 5 minutes before adjourning. Seconded.

Roll Call vote was taken with 7 no’s to 6 yes’es with 1 abstention.

Point of Order: (R. Paul Martin) Since this is a motion to amend the agenda, it requires a two-thirds vote to pass.

9:51 pm ET Meeting was adjourned.

Meeting adjourned at 9:51 pm ET
Submitted by K. Williams, Secretary

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**Resolution of WBAI’s Local Station Board
Establishing a Management Evaluation Committee**

Whereas, Article Seven, “Local Station Boards, Section 3: Specific Powers and Duties,” Subparagraphs C and F of the Bylaws (“Bylaws”), provide, respectively for the LSB to prepare an annual written evaluation of the station's General Manager and an annual written evaluation of the station's Program Director, and

Whereas, the WBAI Local Station Board (“LSB”) desires to establish a Management Evaluation Committee (“Management Evaluation Committee” or “Committee”) to commence preparation of such evaluations, therefore be it

RESOLVED, by the LSB as follows:

Section 1. The LSB authorizes the creation of a Management Evaluation Committee.

Section 2. The Committee shall consist of a total of eight LSB members, two elected staff representatives on the LSB, and six elected listener representatives on the LSB. The LSB shall choose the members by secret STV ballot (per the bylaw provision for LSB representatives on the PNB), in one election for the staff representative members and another

election for the listener representative members.

Section 3. No more than 25% of the Committee 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 4. The Committee should submit its recommended written evaluations to the LSB no later than two weeks prior to the LSB's October 2023 meeting.

Section 5. Irrespective of whether the Committee has submitted its recommendations, the LSB shall meet in October to consider and adopt written evaluations taking into account the work of the Committee that is available.

Section 6. The evaluations, and proposals for them by the Committee, shall provide an overall rating for the General Manager and an overall rating for the 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 Committee's recommendation and the evaluation adopted by the LSB shall identify both strengths and weaknesses of the managers reviewed.

Section 7. If the Committee's recommended rating for an officer is less than "Satisfactory," the Committee shall submit to the LSB seven recommended areas that are a priority for improvement. Similarly, if the LSB's rating for a manager is less than "Satisfactory" the LSB shall identify and decide upon seven 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 8. 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 General Manager with the draft review of the Program Director for such timely response.

Section 9. 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 managers, the General Manager also getting the final evaluation for the Program Director as well.

Section 10. The Committee and the LSB should evaluate the General Manager's fulfillment of guidance from the last Management Evaluation, but shall be free to also evaluate that guidance with a fresh eye. The Committee and the LSB should evaluate the General Manager's work and the Program Director's work at managing the station, and should also evaluate the General Manager's work and the Program Director's work with the Pacifica National Board, our Pacifica National Board representatives, and with other stations and parts of the Pacifica network. In doing so, the Committee should confer with WBAI's Pacifica National Board representatives as appropriate.

Section 11. In evaluating both the work of the General Manager and the Program Director, the Committee should be informed about, and appropriately take into account, the General Manager's evaluation of the Program Director.

Section 12. Any evaluative work of the Committee (which may include all of its meetings) shall be in executive sessions for which there shall be appropriate public notice, and the Committee and all its members shall observe employee confidentiality rules.

Section 13. This resolution shall take effect immediately.

From Pacifica Bylaws

Article Five, Board of Directors of the Foundation, Section 1: Board of Directors - Eligibility, Number, Powers and Duties

E. SPECIFIC POWERS AND DUTIES

Without prejudice to the general power of the Board set forth above in Section 1D of this Article of these Bylaws, and subject to any limitations set forth in these Bylaws, the ongoing duties and powers of the board shall include, but not be limited to:

(4) Ensuring regular communication with the Members;

From Pacifica Governance Committee Motion March 4, 2021, which passed 10 for, 7 against.

(LSB Email) That station management shall provide an email address to be managed by the LSB Chair and Secretary, that allows for automatic distribution of incoming mail to all members and officers of the LSB, and which shall be uniform throughout the network as in "LSB@kpfa.org", "LSB@wbai.org", and "LSB@wpfw.org". (This already exists at KPFK and KPFT).