

Minutes WBAI Local Station Board meeting in Public Session on Feb 8, 2023.

Attending: Rachel Barr, John Brinkley, Jack DePalma, James Dingeman, DeeDee Halleck, Maxine Harrison-Gallmon, Bounnubti Kamenthou, Errol Maitland, R. Paul Martin, Basir Mchawi, Katherine O'Sullivan, Hazel Pinder, Shawn Rhodes, James Sagurton, Sharonne Salaam, Doc Shya Bey, Max Schmid, Marilyn Vogt-Downey, and Michael D.D. White

Not in attendance: Scottye Battle, Priscilla Cancar, Jack Devine, William Heerwagen, Andre Ward.

Also Present at the meeting: Berthold Reimers (General Manager), Linda Perry (Program Director), and Kay Williams (Secretary)

Final Agenda WBAI Local Station Board in Regular Session 7:00 PM ET, Wednesday, Feb. 8, 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 min)
3. Roll Call. (5 min)
4. Excuse Absences. (5 min)
5. Approve outstanding minutes: January 11, 2023 Meeting (5 min)
6. Resolution: For the WBAI LSB to weigh in by opposing the sale of the KPDK property. (15 min) – Marilyn Vogt-Downey
7. Report from Pacifica National Board Directors. (7 min & 5 min discussion) - Shawn Rhodes, James Sagurton, Sharonne Salaam, Jim Dingeman.
8. Elect delegates to PNB committees, two each, STV voting (by OpaVote) unless only two non-director LSB candidates:
 - a. Audit (10 min)
 - b. Governance (10 min)
 - c. Elections- Not authorized PNB this year- (10 min)
 - d. Programming- Not authorized PNB this year- (10 min)
9. Population of PNB Task Forces- (Voluntary and no limit-- LSB and non LSB-- Latest from PNB is ???? they are not yet authorized and created this year). (3 min)
 - a. Technology Task Force (3 min)
 - b. Affiliates Task Force (3 min)
 - c. Development Task Force (3 min)
10. Elect WBAI LSB Committee of Inclusion (1 PNB director and 3 LSB members) (voting by OpaVote) unless no challenge). (10 min)
11. Population of WBAI LSB Task Forces. (LSB only- Voluntary and no limit) (15 min)
 - a. Fundraising (5 min)
 - b. Outreach (5 min)
 - c. Town Hall (5 min)

12. Review status of WBAI standing Finance Committee and Program Director Search Committee (1 min)
13. Review: Creation of other non-standing committees and review of status. (5 Min)
14. Treasurer's Report. - (10 min report 5 min discussion) - R. Paul Martin
15. General Manager's Report. (10 min report 10 min discussion) - Berthold Reimers
16. Programming Updates. (5 min report, 5 min Q&A) - Linda Perry
17. Report from Community Advisory Board (2 min) - Neale Vos
18. Competing Successfully With the Internet vs And/or Becoming Internet Successful and Recent Anti-Trust Litigation Against Corporate Legacy Media's "Trusted News Initiative"- (5 min) - Michael D. D. White
19. Report on Debating Debates Town Hall Discussions: - (3 min) - Michael D. D. White.
20. Discussion: Improving WBAI and Pacifica Reputation and Brand.- (10 min) - Michael D. D. White
21. Discussion: Adjournment Time of LSB meeting(s)-(5 min) Dr. Shaya Bey
22. Public Comment. (30 min, 2 min maximum per speaker before next in queue to speak. Must always begin no later than 9:15 PM ET.)
23. New Business. (5 min)
24. Adjourn no later than 9:45 PM. (ET)

Meeting called to order 7:13 pm ET, quorum, chair, co-chair, and secretary being present. Recording was started. Marilyn Vogt-Downey was designated time keeper. Michael D.D. White at the Chair's request read the policy how the chat is to be used.

Motion: (M. D.D. White) 7:15 pm ET, "To adopt the agenda" Seconded by Jim Dingeman. Objected to by Bashir Mchawi.

Amendment (John Brinkley) 7:20 pm ET "To move agenda item 16 to item 6." Seconded. Objected to.

The board discussed the amendment.

Roll call vote was taken and the amendment passed with 10 yes, 9 no, no abstentions and the Chair voting to break the tie at 7:38 pm. She ruled there was enough interest in this item that it should be moved even though any change to the agenda requires a $\frac{3}{4}$ majority according to Roberts Rules.

Motion: (M.D.D. White) "To adopt the agenda as amended." Seconded and passed without objection at 7:39 pm ET

Official Roll Call was Taken 7:40 pm ET. Absences were noted.

Motion: (John Brinkley) "To excuse all absences" Seconded. Passed without objection at 7:44 pm ET

Motion: (M.D.D.White) "To waive all objections to not reading the minutes of the previous meeting." Seconded. Passed without objection 7:45 pm ET.

Motion: (M.D.D. White) "To approve minutes of previous meeting Jan 11, 2023" Seconded. Passed without objection. 7:46 pm ET

Motion: (Marilyn Vogt-Downey) 7:47 pm ET "I propose that the WBAI LSB at its meeting on February 8, 2023 vote to: 1.) Support the KPFK Resolution opposing the sale of the KPFK properties; and, 2) Instruct the WBAI LSB PNB Directors--Jim Dingeman, Shawn Rhodes, James Sagurton and Sharonne Salaam-- to propose at the next PNB that the PNB rescind its October 27, 2022 decision to sell these properties."
Seconded. Objected to by several members.

Marilyn motivated her motion by reading the resolution of the KPFK Local Station Board of 11-6-22. (Appended to these minutes).

The chair ruled she could continue reading the KPFK resolution. 7:53 pm ET

The Board discussed the motion.

Amendment: (M.D.D. White) 8:08 pm ET "To add to the resolution the following:
"A. WBAI LSB objects to Pacifica's sale of any substantial assets and objects in this order of priority:

1. Sale or swap of WBAI's signal
2. Sale or swap of KPFK's signal
3. Sale or swap of any station's signal
4. Sale of any other substantial assets

B. This resolution is not to be interpreted as inhibiting WBAI's PNB directors from exercising their best judgment in response to whatever happens at PNB meetings."
Seconded. Objected to by several members.

The Board discussed the amendment.

Motion: (Jim Dingeman) "To extend discussion 10 minutes." Seconded. Passed without objection. 8:18 pm ET.

Motion: (John Brinkley) "To extend discussion 5 minutes." Seconded. Passed without objection. 8:28 pm ET

Point of Information: (John Brinkley) 8:33 pm ET “Come to LOFT (LSB Outreach and Fundraising Taskforce) Monday 2-14-23 at 7 pm if interested in fundraising. Log on info at kpftx.”

Motion: (M.D.D. White) “To extend discussion 1.5 minutes.” Seconded. Passed without objection 8:51 pm.

Motion: (Shawn Rhodes) “To call the question.” Seconded. Passed without objection at 9:02 pm ET.

A roll call vote was taken and the amendment passed with 9 yes, 8 no, and no abstentions at 9:10 pm ET.

There was disagreement among several members whether the language of part two of both the original motion and the amendment was actually contradictory. The chair ruled to take a roll call vote of the original motion.

A roll call vote of the original motion was taken, and it failed with 9 no, 7 yes, and no abstentions. The chair ruled that the amendment was then the replacement resolution at 9:15 pm ET.

The Board heard public comment which began at 9:16 pm ET.

Motion: (Bashir Mchawi) 9:46 pm “To adjourn.” Seconded. Objected to.

Amendment: (John Brinkley) “To extend the meeting 15 minutes to hear some reports.” Seconded. Objected to.

A roll call vote was taken and the motion failed with 11 no, 5 yes, no abstentions.

The meeting was adjourned at 9:51 pm ET
Submitted by Kay Williams, LSB secretary

I. KPFK LSB Resolution Strongly Opposing Sale of the KPFK Property (Building and Parking Lot) to Pay Down Pacifica Debt, November 6, 2022

Passed without objection in executive session.

Whereas initial steps to sell the KPFK station building, 3729 Cahuenga Blvd. West, North Hollywood, CA, have been approved by the PNB to pay down the overall debt of Pacifica as a whole; and

Whereas sound business principles strongly advise against cashing out any major capital asset to pay down excess ongoing operational expenses with no business plan in place to reverse longstanding losses; and

Whereas Pacifica has proposed no such business plan, or any business plan; and

Whereas KPFK itself bears only limited responsibility for generating Pacifica's overall debt; and

Whereas KPFK has in recent years been chronically deprived of Management adequate to the task of reversing its own fortunes; and

Whereas KPFK houses and operates the single strongest FM signal west of the Mississippi; and

Whereas adequate broadcast facilities are necessary and valuable to the ongoing operation of KPFK and its ability to fulfill Pacifica's Mission; and

Whereas the building was originally acquired to provide for precisely that need, and acquisition of comparable facilities would be difficult and is in no way guaranteed; and

Whereas the KPFK building houses not only KPFK but also the Pacifica Radio Archive and the Pacifica National Office, three of Pacifica's eight business units, all of which require adequate facilities to continue operations, all of which would lose their current facilities and have to be relocated were the building to be sold; and this would have the consequence of a major increase in the operating expenses of all three units which do not currently pay rent; and

Whereas sale of the KPFK station building, Pacifica's single most valuable material asset, would be an irreversible loss to KPFK and Pacifica as a whole; and

Therefore be it resolved that the KPFK Local Station Board opposes sale of the KPFK station building to pay down Pacifica debt, particularly with no plan in place to assure responsible disposition of any proceeds to put Pacifica and KPFK back on a path toward solvency, and no guarantee of being made whole again itself.

Be it further resolved that the KPFK Local Station Board urges Pacifica Management and the PNB to come to grips with Pacifica's chronic failure to generate adequate revenue, its habitual deficit spending, and the resulting debt; and to do so by more appropriate means than selling off major capital assets, including but not limited to serious consideration of all options to refinance, consolidate, and pay down existing debt.

II. Here is the the report out of the PNB October 27, 2022 resolution to sell the KPFK properties that needs to be rescinded:

C. The Chair reads the Report Out from the Closed Session of October 27, 2022 The PNB met in closed session to discuss proprietary personnel and financial matters and to authorize the Board Chair, Executive Director and General Counsel to take all steps necessary to the most advantageous sale of the building currently housing the KPFK station and the Pacifica National Office at 3729 Cahuenga Blvd [West], Los Angeles, California and relocation of all activities currently housed at 3729 Cahuenga Blvd [West] and bring these transactions to the Board for approval.

And the link to the PNB meeting that reported this:

https://kpftx.org/archives/pnb/221103/221103_7670_minutes.pdf