

## **Draft minutes**

WBAl LSB meeting, 7 PM Wednesday, February 12, 2020

YWCA 30 3<sup>rd</sup> Avenue, Brooklyn NY 11217

Call to order. Agenda offered, seconded and adopted unanimously.

**Roll Call:** S. Alabaiti, M. Cohen, J. DePalma, J. Devine, D.D. Halleck, W. Heerwagen, R. Paul Martin, B. Mchawi, H. Pinder, R. Poynter, S. Rhodes, J. Sagurton, S. Salaam, M. Schmid, A. Steinberg, M. Vogt-Downey, M.D.D. White, A. Wilson, C. McIntyre, K. Downey on phone, GM B. Riemers, C. Albrecht, R. Credico, A. Garcia, and E. Maitland absences excused unanimously. Assigned timekeeper is Jack Devine, assigned secretary is Jack DePalma. Past minutes are unavailable.

S. Rhodes reported on the Radio Committee.

Resolutions by K. Downey and S. Rhodes - Formation of an LSB Program Director Search Subcommittee - K. Downey's PD Search Committee motion was read and seconded. S. Rhodes substitute motion was read and seconded. M. Vogt-Downey's substitute motion was read and seconded. Debate on M. Vogt-Downey's motion.

M. Vogt-Downey's substitute motion is voted on with 4 yes and 11 no. Move to extend discussion 10 minutes with 8 for and 3 against extension of debate. Debate on S. Rhodes's motion has an affirmative vote of 11 for and 4 opposed. The main motion is S. Rhodes motion. Move to extend discussion for 5 minutes with 8 for and 1 against. K. Downing questions the process, asks for a decision from the chair as which resolution is on the floor and considered the primary. K. Downing moves to table the motion. S. Rhodes and K. Downing will prepare a single motion for the next meeting. By a vote of 13 for and 5 against, the motion is tabled until the next meeting.

PNB Director A. Steinberg: Recent Alameda court action by B. Crossier, D. Goldmacher and M. Saubagh to remove the independent NES from the now ongoing bylaws election, to unseat the 2020 Affiliate Director and to extend the time the membership votes by 4 weeks if no quorum is reached with the membership voting if or not to change the bylaws in the proposed fashion. These actions all seem contrary to the current Pacifica bylaws and California Non-Profit foundation guidelines. It seems the judge did not see it that way. Serious concerns over the Pacifica National Office and KPFA being in arrears for many years on back property taxes on the building where KPFA is located in Berkeley. If unpaid or unresolved the building housing KPFA will be auctioned off in May. Years of property tax bills have

gone unpaid and waivers that reduce the property taxes on KPFA as a non-profit concern have not been applied for since 2014. The outstanding bill for \$485,000 is due in March. A non-profit tax waiver when applied for and if granted would reduce the outstanding property tax bill due to about \$60,000.

Q. Has KPFA reduced its staff in light of this?

Q. Is this the time for a Pacifica National Network wide two day fund raising needed to resolve this?

Q. In an email S. Adams, the NFC treasurer called this a 'strategy'. So is this 'strategy' another example of the hypocrisy at Pacifica and KPFA concerning financial troubles, station deficits and talk of bankruptcy; a network wide financial and reorganizational shock doctrine? To not apply for a non-profit tax waiver in a timely fashion over the last 5 years is incompetence, maybe intentional, to cause a financial crisis and precipitate a reorganization of the PN foundation governance structure through a bylaws change as we see now.

**To populate PNB committees:**

1. Audit committee (2) - W. Heerwagon and M. Vogt-Downey.
2. Governance committee (2) - W. Heerwagon and M.D.D. White.
3. Elections committee (2) - W. Heerwagon and M. Schmid.
4. Program Committee (2) – reported STV vote tally as J. Devine, D D Halleck, and S. Salaam determined by T. Goodman from photo of ballots, sealed envelope of ballots held by recording secretary.

**Tech Task Force**, open to all: S. Finkelstein, J. Lewis, M. Schmid, and M. D.D. White.

**Affiliates Task Force**, open to all: M. Cohen, M.D.D. White, C. Roberts, D. Stein.

**Development Task Force**, open to all: R. Hoffman and K. Downing.

**Inclusion Committee open to 1 Director and 3 LSB members only.**

R. Poynter, W. Heerwagon, M.D.D. White and H. Pinder.

General Managers Report: Prepared questions were shared before the meeting with the GM answers given. When we pay NETA the 2018 audit will be released. NETA is owed about \$190,000 with the auditors owed \$50,000. The Development Director will depart at the end of June. And the position will need two people to fill the need. The website, personal, interns and volunteers, premiums and fund raising, archives

and other professional tasks are part of the duties. The Development Director is part of WBAI for many years and will be missed.

**Fundraising Task Force:** S. Albaiti, C. McIntyre, J. DePalma,

**Outreach Task Force:** J.Devine, J. DePalma, S.Albaiti

**Town Hall Task Force:** J. DePalma, M.D.D. White,

**Public comments:** We are organizing outreach to call as many listeners as we can to discuss why it is needed to vote no, to support WBAI and the LSB; to reject the new bylaws.

**Treasurer's Report:** The Local Finance Committee meets monthly and consists of the Chair R. Paul Martin, the GM B. Reimers, W. Heerwagen, M. Mazza, C. Roberts, J. Sagurton and G. Stern. An extensive printed report is provided and attached. A copy of the recent financial report was shared on line. Meetings of the Finance Committee are announced on KPFX and on the LSB page at [WBAI.com](http://WBAI.com).

The Finance Committee recommended to the LSB of WBAI: Resolved to direct side channel rental income sent to the Pacifica National Office be accounted for as payment towards central services fees. With a vote of 18 yes and 1 abstain, the resolution passes.

The Management Evaluation Committee needs to hold a closed meeting to discuss issues of employment as required. A special meeting (not open to the public, in a place and time to be arranged) will be needed.

Q. Can the management, treasurer and program director's reports be moved up in the agenda?

Move to adjourn at 10 pm. Submitted by J. Depalma, temporary secretary