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WJFF Radio Catskill Board of Trustees Meeting Minutes

July 24, 2019 at 6:30pm (Approved 8-26-2019)

Catskill Regional Med. Center, 2ndFl. Board Room
68 Harris-Bushville Rd, Harris, NY 12742

Trustees Present: Tim Bruno (online), Duncan Cooper, Steve Davis, Bill Fellenberg, Kirsten Foster, Kathy Geary, John Gordon, Leila McCullough, Kevin McDaniel, Angela Page, Thane Peterson, Judith Schwartzstein, Clay Smith (online), Sally Stuart (online), Caitlin Wilson

Trustees Absent: None

Staff Present: Dan Rigney

Members of the public present who identified themselves: Pat Pomeroy, Sonja Hedlund, Midge Maroni

A quorum being present, Thane Peterson called the meeting to order at 6:35 pm.

President's Remarks

Thane Peterson welcomed the new BOT members and spoke about the need for financial stability for the station. He is excited about the location of the new property in Liberty since it is closer to a large population center and minority communities that the station can serve. He encourages the development of a digital strategy for our broadcasts. "I outlined two essential goals in the elevator speech I gave before you elected me: To stabilize the station's finances and to complete the move to Liberty. I believe that achieving these goals is crucial to the station's survival... Longer term, the move to Liberty is a gamechanger, in my opinion. Advantages will include line of sight access to our tower, which should improve reliability of our signal and save money, more up-to-date and reliable equipment, a place of our own to hold fund-raisers and concerts,... but one of the big things is that it will bring us closer to bigger population centers that include minority communities."

Discussion was held regarding the minutes from the June BOT Meeting and further changes were requested: Thane asked that Gary Schuster's written opinion regarding the recent volunteer election procedures should be attached to the June minutes; Angela page requested two updates as follows 1. "Angela distributed a document listing 5 alleged infractions involving policy, resolutions and By Laws concerning the recent volunteer Elections for the 2019 – 2020 BOT seat available for volunteer voting". 2. "Public comments were made by attorney Gary Schuster who said that he believed there were no infractions of the WJFF Bylaws but cited resolution infractions. Mr Schuster submitted his opinion in writing (see attached)."

Motion: (Peterson/Davis) to approve the updated minutes from the final 2018 – 2019 BOT Annual Meeting on June 26 (Part 1)

In Favor: Tim Bruno, Steve Davis, Kirsten Foster, Kathy Geary, Leila McCullough, Kevin McDaniel, Thane Peterson

Opposed: Angela Page

Abstaining: Duncan Cooper, Bill Fellenberg, John Gordon, Judith Schwartzstein, Clay Smith, Sally Stuart, Caitlin Wilson (they were not members of the 2018 – 2019 BOT)

Motion: (Page/Fellenberg) to approve the minutes from the first 2019 – 2020 BOT Annual Meeting on June 26 (Part 2)

In Favor: Tim Bruno, Duncan Cooper, Steve Davis, Bill Fellenberg, Kirsten Foster, Kathy Geary, John Gordon, Leila McCullough, Kevin McDaniel, Angela Page, Thane Peterson, Judith Schwartzstein, Clay Smith, Sally Stuart, Caitlin Wilson

Opposed: None

Abstaining: None

General Manager's Report

See attached

Programming Director's Report

See attached

Treasurer's Report

John Gordon presented the current financial reports (see attached)

John and Thane will review the book keeper's process before the next BOT meeting.

Public Comment

Pat Pomeroy welcomed the new members of the BOT. She mentioned that the term "members" is not the correct way to refer to listeners who make pledges to support the station. There is no "membership" or minimum amount to make a pledge.

Sonja Hedlund referred to Dan Rigneys' recent report and his use of the phrase "Room for Growth". She said that it not only applies to legacy and capital campaigns but also to growing the number of listeners. She said the recent pledge drive wasn't pleasant to hear, that staff was on-air too much. How can we make it better? How many members do we have? What's the growth? Is there some way we can affiliate with Bethel Woods for the upcoming Woodstock Anniversary? We should pursue seasonal businesses for Underwriting in the summer.

Midge Maroni said that years ago there was a minimum of \$40 to become a member and that was discontinued. She said the pledge drive can be improved by forming a volunteer advisory committee to suggest new ways of running the pledge drive. For instance, having a segmented pledge drive over three weeks, not running everyday but off and on.

Old Business

Angela Page was the chair of the Nom & Gov committee last year and she pointed out that the by laws require a year-end review of the BOT effectiveness.

There were three policies written last year by Nom & Gov and she inquired about the results of those policies being reviewed by an attorney and when that would be completed. (see attached)

She suggested the Orientation for the new BOT include: guidelines for taking meeting minutes, the relationships and roles between the BOT, the staff and the volunteers.

Motion: (Peterson/Davis) to go into executive session to discuss proprietary information regarding real estate at 7:20pm

In Favor: Tim Bruno, Duncan Cooper, Steve Davis, Bill Fellenberg, Kirsten Foster, Kathy Geary, John Gordon, Leila McCullough, Kevin McDaniel, Angela Page, Thane Peterson, Judith Schwartzstein, Clay Smith, Sally Stuart, Caitlin Wilson

Opposed: None

Abstaining: None

Motion: (Geary/Peterson) to go out of executive session at 7:57pm.

In Favor: Tim Bruno, Duncan Cooper, Steve Davis, Bill Fellenberg, Kirsten Foster, Kathy Geary, John Gordon, Leila McCullough, Kevin McDaniel, Angela Page, Thane Peterson, Judith Schwartzstein, Clay Smith, Sally Stuart, Caitlin Wilson

Opposed: None

Abstaining: None

Angela Page discussed the suggestion made by Gary Schuster, Esq. that an ad hoc committee be created to define the process for volunteer elections, how the number of seats to be elected is determined and how the ballots are distributed and counted. (see attached)

New Business

Committee assignments (see attached) as suggested by the Exec Committee were distributed and discussed prior to voting. Angela Page will not join DCOC, she will join Audit. It was recommended that Heather Quaintance be invited to join the DCOC committee, she is the wife of the President of SUNY Sullivan. It was noted that the committee chairs were also recommended by the Exec Committee and that those appointments be included in the vote for the committee assignments.

Motion: (Gordon/Cooper) to accept the slate of committee assignments and chairs.

In Favor: Tim Bruno, Duncan Cooper, Steve Davis, Bill Fellenberg, Kirsten Foster, Kathy Geary, John Gordon, Leila McCullough, Kevin McDaniel, Angela Page, Thane Peterson, Judith Schwartzstein, Clay Smith, Sally Stuart, Caitlin Wilson

Opposed: None

Abstaining: None

Discussion was held regarding staggered terms for BOT members. The full term according to our By Laws is 3 years. Terms are staggered with 1 and 2 year terms for some members so that the BOT retains continuity. Approximately one-third of the BOT is renewed each year.

Motion: (Bruno/Geary) to assign staggered terms for current BOT members as follows: 1 year term ending 2020 for Catlin Wilson and Clay Smith, 2 year term ending 2021 for Duncan Cooper and Bill Fellenberg.

In Favor: Tim Bruno, Duncan Cooper, Steve Davis, Bill Fellenberg, Kirsten Foster, Kathy Geary, John Gordon, Leila McCullough, Kevin McDaniel, Angela Page, Thane Peterson, Judith Schwartzstein, Clay Smith, Sally Stuart, Caitlin Wilson

Opposed: None

Abstaining: None

It was noted that the signatories for the WJFF Vanguard investments could not be accomplished in the meeting and will have to take place at a later time.

Dates were set for upcoming BOT meetings with a change to Monday nights instead of Weds: August 26, 2019 at 6:30pm and Sept 30, 2019 at 6:30pm.
The Clair Hotel was suggested as a possible meeting location.

Further discussion was held regarding an ad hoc committee to address the volunteer election process. It was suggested that this function belongs in the Nom & Gov committee.

It was noted that former BOT member and secretary Kit Hulit is preparing a compilation of all the various policies and resolutions passed by the WJFF BOT. This huge undertaking will assist the BOT governance.

Duncan Cooper compiled a list of public comments from the June BOT meeting and handed out a list for discussion (see attached). Items were either in progress or referred to the appropriate committee.

Gary Schuster, Esq, submitted a written opinion about alleged infractions and errors made in the recent WJFF BOT Volunteer Seat Elections. They have been attached to the BOT June Meetings Minutes as requested.

Kevin McDaniel read a statement regarding volunteers, community relations and the role of the BOT members (see attached).

Clay Smith said that we more non-fund-raising events to engage our listeners and volunteers. The suggestion was referred to the DCOC Committee, Judith Schwartzstein, Chair.

Catlin Wilson read an excerpt from this months Programming Report since most of the BOT hadn't had a chance to read it prior to the meeting. She read the section referring

to the recent Emergency Meeting called for July 27 regarding the Volunteer Elections. She suggested we review our policies about BOT members who are also on-air hosts and their relation to the Programming Director. She also suggested that the Food Hub facility where she works in Liberty is potentially available for BOT meetings.

Public Comments

Pat Pomeroy suggested BOT Members consult the NFCB.org website, National Federation of Community Broadcasters and listen to the Blog.

Midge Maroni said our “Whistle Blower Policy” needs an update, more like an H.R. model and not anonymous staff involvement. She mentioned that canceling the Liberty Barn Dance scheduled for June was a bad decision, based on the fact that the staff wasn’t able to be involved due to the ongoing pledge drive. She said we need to recruit more volunteers and grow our listener base. She didn’t like the way staggered terms were assigned and suggests they be drawn at random.

Sonja Hedlund talked about a volunteer who recently quit the station. He was opening at 5AM and traveling by bicycle. He said he joined the station to meet people and get involved in the community. He quit because he never met anybody. Sonja suggests that volunteer meetings are necessary since there hasn’t been one in over a year.

Sonja Hedlund asked to be included in the presentations being made at the upcoming BOT Orientation, since she has served as President in previous year and has been a volunteer for over a decade. Thane Peterson said the decision was up to Pat Pomeroy who is organizing the Orientation.

Sonja Hedlund says that she is starting a new email list that she will moderate for WJFF Volunteers. The email list will not be open to staff participation. She also suggests that we define term limits for the Programming Committee.

Motion to adjourn. (Page/Davis) All in favor. (9:30pm)

Submitted by Kathy Geary, Secretary

Agenda for WJFF Board of Trustees Meeting
July 24, 2019 @ 6:30 PM
Catskill Regional Med. Center, 2ndFl. Board Room
68 Harris-Bushville Rd
Harris, NY 12742

1. President's Welcome [5 Minutes]
2. Approval of Minutes for June 26 Meeting [5 minutes]
3. Revision of the agenda
4. General Manager Report – Dan Rigney [15 minutes]
5. Treasurer's Report- John Gordon [10 minutes]
6. General Public Comments [Max 5 minutes per person]

We Will Dispense with Usual Committee Reports

7. Old Business:
 - Executive Session: Update on Liberty Property – Thane Peterson, Dan Rigney [15 minutes]
8. New Business:

Elect members and chairs of the following committees: Finance, Nominating and Governance, Personnel, Audit, Development and Community Outreach, Facilities. [5 minutes]

Affirm that three newly elected Trustees will serve shortened firm terms, necessary to comply with the by-laws. Clay and Cat will serve one-year first terms, Duncan a two-year first term. [5 minutes]

Trustees Sign Vanguard Account Documents [15 minutes]

Discussion of issues raised in public comment at June meeting. [20 minutes]

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Set dates of Board meetings for the rest of the year [5 mins]

9. Correspondence:

10 Second Public Comment Period

11. Adjournment

General Manager's report for Board of Trustees Meeting 07/24/19

1) Development and Fundraising - Summer Fund Drive - The Summer Fund Drive reached its goal on Friday, July 19. We raised \$42,000 on-air, plus the \$15,000 added from Sound supporters totaling \$57,000 = \$2,000 beyond our goal. The extra \$2,000 is the result of a gift received online at the very end of the drive. Special thanks to Barbara Demarest who helped solicit challenge pledges from lapsed members.

Community Service Awards Celebration - Saturday, July 20, 2019 5pm The Arnold House - Our preliminary gross income for Saturday's celebration was \$23,400, exceeding the budgeted gross by \$3,200. Expenses are coming in overall as expected, so estimated net is at about \$15,200. Foster Supply is charging us for 93 people which is higher than the 70 budgeted. Entertainment and printing costs were lower than budgeted. We sold 86 tickets with only 6 people taking the volunteer price for a total of \$8,360. The journal (not counting the 2 \$5,000 sponsorships) brought in just \$3,500, but only cost \$150 to print. We also received \$1,540 in donations from people who could not attend. This number was not in the budget, and was a helpful surprise.

There is much room for growth. The journal under performed from my perspective. The two Adams' sponsorship gifts were obviously crucial, and are an example of what happens when we ask.

Underwriting - As of August 1, we will be signing on the following new and renewing underwriters:

Main Street Farm
The Kaatskeller
Livingston Manor Chamber of Commerce (renewal)
Abandoned Orchard Cider
Tavern On Main/52 & Vine/The Vintage House (new and renewal)

Due to issues at the Liberty site, the previously scheduled August 3 yard sale is cancelled. We will regroup and consider a Labor Day weekend sale.

WJFF's Film Series at The Callicoon Theater will continue on August 13 with a 7pm screening of 'Taking Woodstock'. An afterparty will be held immediately following the screening at the Callicoon brewing Company. Tickets are \$15 and are available at the theater box office. All proceeds to benefit WJFF.

WJFF and the Hurleyville Arts Centre are collaborating on a screening of "Pina" - a film about contemporary choreographer Pina Bausch tentatively scheduled for September 26, with an after party at the Pickled Owl. WJFF and HAC will split the proceeds. Details to come. Barbara Demarest is now coordinating the details of our film screenings.

2) Community Outreach - I have continued to meet with community members and attend community events in our ongoing outreach efforts. Since the last meeting:

Michael Huber - Tavern On Main/52 & Vine/The Vintage House
Ramsay Adams - Catskill Mountainkeeper
Jon Westergreen - Main Street Farm/The Kaatskeller

WIOX - on June 28, Judith Schwartzstein and I went up to visit WIOX - a nonprofit community radio station operating in Roxbury, NY. We met with general manager Joe Piasek and his staff and learned about their operations. We had a wide ranging discussion about how each of us operate, along with opening the doors to possible collaborations in programming and underwriting. I expect they will come to visit WJFF sometime before the end of the year. This is another example of reaching out to our neighbor stations to create better relationships and to explore mutually beneficial opportunities to serve our respective listenerships.

Upcoming

WJFF will have a table at Narrowsburg Riverfest this Sunday, July 28.

Sullivan Renaissance Awards - reception and ceremony August 5

Denise Frangipane - Sullivan Renaissance August 8

Program Director's Report – July 24, 2019

PROGRAM CHANGES

NEW: Morning Song – Sunday Nights at 8 – This replacement for the second hour of Gift of Peace is produced at LP-FM WGRN in Columbus, OH. Host Victrola plays “cinematic soundtracks, new age, world, and soft Celtic music,” very similar to GoP.

PAST SPECIAL PROGRAMMING:

Summer Fund Drive – July 5 thru July 19

WJFF's Summer Fund Drive Started Friday July 5 and ended on Friday August 19. Many show hosts, volunteers, and community members worked hard to make it happen. At least 20 nonprofits and community organizations were featured live on air during “Community Check-In” interviews.

PD observations: More calls tended to come in the mornings, weekday evening local music shows did well, local music shows on the weekend tended to not do well, weekends were generally slow, and the summer drive still seems the slowest of the three drives (somewhat counter-intuitively).

Former Special Counsel Robert Mueller's Testimony – July 24

We pre-empted regular programs to bring our listeners full NPR coverage of Mueller's testimony before the House Judiciary and Intelligence committees in Washington, DC. Coverage started at 8:30 a.m. and continues as of this writing.

UPCOMING SPECIAL PROGRAMMING:

WOODSTOCK 50th ANNIVERSARY:

Listeners can expect to hear a lot of Woodstock-related content on the 50th anniversary weekend (August 17) and the preceding weekend (August 10). The **8/10 Catskill Character** will feature musician Robert Tellefsen who knew Richie Havens and continues to share Havens' spirit and music with audiences; and Aldo Troiani has a special Woodstock program on the **8/17 Jambalaya**.

SPECIAL NOTE FOR TRUSTEES:

On June 26th, day of the biggest Board of Trustees meeting of the year, three trustees called an additional emergency meeting. As per the bylaws, this triggered an on-air announcement that was read throughout the day without the Program Director's consent or input. This raises several issues.

First: it's crucial to maintain a separation between trustees and programming. Even if bylaws or policies allow, it's still not a good idea for the board to initiate on-air messaging on its own (and even worse for one or several trustees to do so). Whenever the BoT looks again at its policies, I hope anything that allows the board to control on-air content be amended or removed.

Second: announcements to the listeners that say *WJFF*, *emergency*, and *meeting* send a bad message. Whether on air, at meetings, or individual interactions with the public, we all must be careful stewards of WJFF's name. Projecting an image of in-house crisis to the wider public, regardless of intention, is not acceptable conduct for trustees who serve in the station's best interest.

Third: Putting something on-air is almost never a solution to whatever is happening in WJFF's governance. I wrote the following two years ago to trustees who wrongly planned a program to address a board issue: “When the BoT starts looking to programming like this, I guarantee there's a simpler solution that's being ignored. It's especially important to watch out for this [when] so many on-air volunteers are trustees.”

Please be extra-critical of any on-air needs this body may think it has. If those needs hold up to scrutiny, direct them to the GM to bring to me.

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07/19/19

Accrual Basis

Radio Catskill, Inc.
Profit & Loss Prev Year Comparison
January 1 through July 19, 2019

	Jan 1 - Jul 19, 19	Jan 1 - Jul 19, 18	\$ Change	% Change
Ordinary Income/Expense				
Income				
Benefit Income				
Awards Dinner	5,000.00	0.00	5,000.00	100.0%
Bill Mays Concert	0.00	1,789.44	-1,789.44	-100.0%
Gala Brunch	1,060.00	0.00	1,060.00	100.0%
Last Waltz	1,554.28	0.00	1,554.28	100.0%
Maris Concert	715.00	435.00	280.00	64.4%
Music and Movies Series	295.00	0.00	295.00	100.0%
Music Sale	10.00	425.00	-415.00	-97.7%
Yard Sale	250.00	0.00	250.00	100.0%
Benefit Income - Other	0.00	0.00	0.00	0.0%
Total Benefit Income	8,884.28	2,649.44	6,234.84	235.3%
Benefit Underwriting	329.00	440.00	-111.00	-25.2%
Business Underwriting	15,416.00	12,775.00	2,641.00	20.7%
Car Talk Donations	1,597.37	200.00	1,397.37	698.7%
Donated Services and Materials	0.00	750.00	-750.00	-100.0%
In-Kind NFFS	2,350.00	350.00	2,000.00	571.4%
King Fisher Project	0.00	225.00	-225.00	-100.0%
Match	0.00	670.00	-670.00	-100.0%
Members				
End of Year 2016	15.00	0.00	15.00	100.0%
End of Year 2017	0.00	850.00	-850.00	-100.0%
End of Year 2018	13,129.00	0.00	13,129.00	100.0%
LYBUNT Last Year But Not This	528.00	0.00	528.00	100.0%
Member(Sound Supporters)	31,558.61	35,282.33	-3,723.72	-10.6%
Membership Other	25.00	0.00	25.00	100.0%
Pledge Drive 1	34,610.42	34,051.34	559.08	1.6%
Pledge Drive 2	5,674.00	7,853.00	-2,179.00	-27.8%
Pledge Drive 3	0.00	5,610.00	-5,610.00	-100.0%
Total Members	85,540.03	83,646.67	1,893.36	2.3%
Merchandise				
Sale of T-Shirts etc.	48.00	10.00	38.00	380.0%
Merchandise - Other	0.00	100.00	-100.00	-100.0%
Total Merchandise	48.00	110.00	-62.00	-56.4%
Miscellaneous Income				
Amazon Smile	30.09	0.00	30.09	100.0%
Miscellaneous Income - Other	5.30	0.00	5.30	100.0%
Total Miscellaneous Income	35.39	0.00	35.39	100.0%
other income	544.00	0.00	544.00	100.0%

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07/19/19

Accrual Basis

Radio Catskill, Inc.
Profit & Loss Prev Year Comparison
January 1 through July 19, 2019

	Jan 1 - Jul 19, 19	Jan 1 - Jul 19, 18	\$ Change	% Change
Paid Public Service Announce.	1,400.00	600.00	800.00	133.3%
Trade discounts	-250.00	0.00	-250.00	-100.0%
4999 - Uncategorized Income	0.00	0.00	0.00	0.0%
Total Income	115,894.07	102,416.11	13,477.96	13.2%
Gross Profit	115,894.07	102,416.11	13,477.96	13.2%
Expense				
ask my accountant	85.00	496.22	-411.22	-82.9%
Bank Charges				
Credit Card Fees	2,137.29	2,264.58	-127.29	-5.6%
Bank Charges - Other	0.00	217.25	-217.25	-100.0%
Total Bank Charges	2,137.29	2,481.83	-344.54	-13.9%
Benefit expenses				
Awards Dinner	4,667.40	0.00	4,667.40	100.0%
Bill Mays Concert	0.00	61.75	-61.75	-100.0%
Last Waltz	337.78	0.00	337.78	100.0%
Maris Concert	0.00	392.50	-392.50	-100.0%
Music Sale	0.00	150.00	-150.00	-100.0%
Benefit expenses - Other	0.00	50.00	-50.00	-100.0%
Total Benefit expenses	5,005.18	654.25	4,350.93	665.0%
Broadcast Equipment (durable)	5,675.81	3,229.19	2,446.62	75.8%
Broadcast Supplies (consumable)	1,200.84	564.85	635.99	112.6%
Donor Appreciation	0.00	44.72	-44.72	-100.0%
Dues & Publications				
NFCB	0.00	250.00	-250.00	-100.0%
Dues & Publications - Other	969.03	578.06	390.97	67.6%
Total Dues & Publications	969.03	828.06	140.97	17.0%
Dues / Fees Programming				
African-American P R C	650.00	550.00	100.00	18.2%
APM Fees	8,479.38	8,102.42	376.96	4.7%
Dues & Program Fees-Other	650.00	0.00	650.00	100.0%
FAIR	250.00	250.00	0.00	0.0%
Google Play	0.00	0.00	0.00	0.0%
NPR Dues	17,172.67	15,281.63	1,891.04	12.4%
Pacifica	3,107.25	1,035.75	2,071.50	200.0%
PRI Dues	296.00	2,264.00	-1,968.00	-86.9%
PRI Fees	1,297.00	0.00	1,297.00	100.0%
PRX Fees	0.00	510.00	-510.00	-100.0%
Stuart Communications.	500.00	0.00	500.00	100.0%
Total Dues / Fees Programming	32,402.30	27,993.80	4,408.50	15.8%

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07/19/19

Accrual Basis

Radio Catskill, Inc.
Profit & Loss Prev Year Comparison
January 1 through July 19, 2019

	Jan 1 - Jul 19, 19	Jan 1 - Jul 19, 18	\$ Change	% Change
Fund Drive-other	1,224.45	779.04	445.41	57.2%
Fund Drives-Mailing	160.00	691.00	-531.00	-76.9%
Honesdale Studio				
Electricity	1,225.00	1,225.00	0.00	0.0%
Phone	994.36	777.30	217.06	27.9%
Rent	2,695.00	2,646.00	49.00	1.9%
Total Honesdale Studio	4,914.36	4,648.30	266.06	5.7%
Household Supplies	0.00	19.43	-19.43	-100.0%
Independent Contractors				
Accounting & Bookkeeping	1,991.25	1,050.00	941.25	89.6%
Accounting/Audit	320.00	8,866.47	-8,546.47	-96.4%
Engineering	3,250.00	4,701.75	-1,451.75	-30.9%
Legal Fees	1,609.59	238.30	1,371.29	575.5%
News Reporting	2,750.00	3,250.00	-500.00	-15.4%
Payroll Processing Fees	179.29	0.00	179.29	100.0%
Total Independent Contractors	10,100.13	18,106.52	-8,006.39	-44.2%
Insurance				
Health	14,252.66	7,979.51	6,273.15	78.6%
Liability	3,956.18	4,099.18	-143.00	-3.5%
Other insurance	-14.40	0.00	-14.40	-100.0%
Insurance - Other	-36.00	0.00	-36.00	-100.0%
Total Insurance	18,158.44	12,078.69	6,079.75	50.3%
Interest/Dividends	-6,824.04	-51.83	-6,772.21	-13,066.2%
Internet	3,535.87	3,224.87	311.00	9.6%
Jeff Hydro Tax Reimbursement	420.14	576.33	-156.19	-27.1%
Liberty Property				
Electric	659.95	200.32	459.63	229.5%
Repairs and Maintenance	2,369.26	183.60	2,185.66	1,190.5%
Telephone	444.90	459.81	-14.91	-3.2%
Water	140.40	911.28	-770.88	-84.6%
Total Liberty Property	3,614.51	1,755.01	1,859.50	106.0%
Membership Premium Exp				
T-Shirts & Mugs	755.50	0.00	755.50	100.0%
Total Membership Premium Exp	755.50	0.00	755.50	100.0%
Office Consumable(supplies)	4,558.70	1,708.44	2,850.26	166.8%
Office Durable (Equipment)	1,666.01	1,845.95	-179.94	-9.8%
Payroll				
Company expense	11,940.58	5,876.33	6,064.25	103.2%
Disability Insurance	318.88	0.00	318.88	100.0%

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07/19/19

Accrual Basis

Radio Catskill, Inc.
Profit & Loss Prev Year Comparison
January 1 through July 19, 2019

	Jan 1 - Jul 19, 19	Jan 1 - Jul 19, 18	\$ Change	% Change
Gross Payroll	81,203.17	80,466.00	737.17	0.9%
NYS Unemployment Insurance	48.07	384.54	-336.47	-87.5%
Pension Expense	2,082.60	1,402.91	679.69	48.5%
Workers Compensation	587.74	215.13	372.61	173.2%
Total Payroll	96,181.04	88,344.91	7,836.13	8.9%
Penalty Expense	399.66	0.00	399.66	100.0%
Postage & Shipping	3,210.01	1,212.51	1,997.50	164.7%
Professional Development- Reg	401.76	125.00	276.76	221.4%
Promotion & Publicity	565.15	1,525.01	-959.86	-62.9%
RE Taxes	0.00	0.00	0.00	0.0%
Repairs & Maintenance				
Repairs & Maintenance - Other	1,267.61	0.00	1,267.61	100.0%
Repairs & Maintenance - Other	1,864.60	3,129.52	-1,264.92	-40.4%
Total Repairs & Maintenance	3,132.21	3,129.52	2.69	0.1%
Sewer Tax	0.00	450.00	-450.00	-100.0%
Sunshine	73.49	58.83	14.66	24.9%
Telephone	3,303.06	2,149.92	1,153.14	53.6%
Tower Rent	6,400.00	4,800.00	1,600.00	33.3%
Travel				
Mileage	171.28	172.15	-0.87	-0.5%
Travel - Entertainment	201.37	0.00	201.37	100.0%
Travel - Other	331.18	92.05	239.13	259.8%
Total Travel	703.83	264.20	439.63	166.4%
Utilities				
Electricity				
Hydro	1,038.60	1,427.36	-388.76	-27.2%
Monticello	945.68	0.00	945.68	100.0%
Tower	5,960.16	4,470.12	1,490.04	33.3%
Total Electricity	7,944.44	5,897.48	2,046.96	34.7%
Gas	2,889.76	2,600.39	289.37	11.1%
Water	227.63	181.65	45.98	25.3%
Total Utilities	11,061.83	8,679.52	2,382.31	27.5%
Volunteer Appreciation	0.00	968.58	-968.58	-100.0%
66000 - Payroll Expenses	32.04	0.00	32.04	100.0%
Total Expense	215,223.60	193,382.67	21,840.93	11.3%
Net Ordinary Income	-99,329.53	-90,966.56	-8,362.97	-9.2%

Radio Catskill, Inc.
Profit & Loss Prev Year Comparison
January 1 through July 19, 2019

	Jan 1 - Jul 19, 19	Jan 1 - Jul 19, 18	\$ Change	% Change
Net Income	<u>-99,329.53</u>	<u>-90,966.56</u>	<u>-8,362.97</u>	<u>-9.2%</u>

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07/19/19

Accrual Basis

Radio Catskill, Inc.
Profit & Loss Budget vs. Actual
January 1 through July 19, 2019

	Jan 1 - Jul 19, 19	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
Benefit Income	8,884.28	40,000.00	-31,115.72	22.2%
Benefit Underwriting	329.00	4,000.00	-3,671.00	8.2%
Business Underwriting	15,416.00	35,000.00	-19,584.00	44.0%
Car Talk Donations	1,597.37	2,000.00	-402.63	79.9%
Corporate Grants	0.00	2,500.00	-2,500.00	0.0%
Foundation Grants	0.00	5,000.00	-5,000.00	0.0%
Government Grants	0.00	96,500.00	-96,500.00	0.0%
In-Kind NFFS	2,350.00	0.00	2,350.00	100.0%
Match	0.00	1,500.00	-1,500.00	0.0%
Members	85,540.03	175,000.00	-89,459.97	48.9%
Merchandise	48.00	3,000.00	-2,952.00	1.6%
Miscellaneous Income	35.39	0.00	35.39	100.0%
other income	544.00	0.00	544.00	100.0%
Paid Public Service Announce.	1,400.00	4,000.00	-2,600.00	35.0%
Trade discounts	-250.00	0.00	-250.00	100.0%
Total Income	115,894.07	368,500.00	-252,605.93	31.5%
Gross Profit	115,894.07	368,500.00	-252,605.93	31.5%
Expense				
ask my accountant	85.00	0.00	85.00	100.0%
Bank Charges	2,137.29	3,500.00	-1,362.71	61.1%
Benefit expenses	5,005.18	2,000.00	3,005.18	250.3%
Broadcast Equipment (durable)	5,675.81	4,500.00	1,175.81	126.1%
Broadcast Supplies (consumable)	1,200.84	600.00	600.84	200.1%
Donor Appreciation	0.00	1,000.00	-1,000.00	0.0%
Dues & Publications	969.03	4,000.00	-3,030.97	24.2%
Dues / Fees Programming	32,402.30	61,215.00	-28,812.70	52.9%
Fund Drive-other	1,224.45	2,000.00	-775.55	61.2%
Fund Drives-Mailing	160.00	1,000.00	-840.00	16.0%
Honesdale Studio	4,914.36	8,400.00	-3,485.64	58.5%
Independent Contractors	10,100.13	26,000.00	-15,899.87	38.8%
Insurance	18,158.44	28,850.00	-10,691.56	62.9%
Interest/Dividends	-6,824.04	-150.00	-6,674.04	4,549.4%
Internet	3,535.87	6,000.00	-2,464.13	58.9%

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07/19/19

Accrual Basis

Radio Catskill, Inc.
Profit & Loss Budget vs. Actual
 January 1 through July 19, 2019

	Jan 1 - Jul 19, 19	Budget	\$ Over Budget	% of Budget
Jeff Hydro Tax Reimbursement	420.14	0.00	420.14	100.0%
Liberty Property	3,614.51	0.00	3,614.51	100.0%
Membership Premium Exp	755.50	0.00	755.50	100.0%
Office Consumable(supplies)	4,558.70	3,200.00	1,358.70	142.5%
Office Durable (Equipment)	1,666.01	3,000.00	-1,333.99	55.5%
Payroll	96,181.04	158,200.00	-62,018.96	60.8%
Penalty Expense	399.66	0.00	399.66	100.0%
Postage & Shipping	3,210.01	2,000.00	1,210.01	160.5%
Professional Development- Reg	401.76	500.00	-98.24	80.4%
Professional Development-Travel	0.00	500.00	-500.00	0.0%
Promotion & Publicity	565.15	3,000.00	-2,434.85	18.8%
Repairs & Maintenance	3,132.21	5,000.00	-1,867.79	62.6%
Sewer Tax	0.00	2,000.00	-2,000.00	0.0%
Sunshine	73.49	250.00	-176.51	29.4%
Telephone	3,303.06	5,000.00	-1,696.94	66.1%
Tower Rent	6,400.00	9,600.00	-3,200.00	66.7%
Travel	703.83	1,000.00	-296.17	70.4%
Utilities	11,061.83	20,000.00	-8,938.17	55.3%
Volunteer Appreciation	0.00	1,500.00	-1,500.00	0.0%
66000 - Payroll Expenses	32.04	0.00	32.04	100.0%
Total Expense	215,223.60	363,665.00	-148,441.40	59.2%
Net Ordinary Income	-99,329.53	4,835.00	-104,164.53	-2,054.4%
Net Income	-99,329.53	4,835.00	-104,164.53	-2,054.4%

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07/19/19

Accrual Basis

Radio Catskill, Inc.
Balance Sheet
As of July 19, 2019

	Jul 19, 19	Jul 19, 18	\$ Change
ASSETS			
Current Assets			
Checking/Savings			
101.0 · Checking Account	-8,274.25	25,556.81	-33,831.06
101.1 · Savings Account			
Rainy Day	8,592.48	7,581.60	1,010.88
Regular Savings	49,890.36	66,250.40	-16,360.04
Total 101.1 · Savings Account	58,482.84	73,832.00	-15,349.16
102.0 · Petty Cash	185.33	485.33	-300.00
Total Checking/Savings	50,393.92	99,874.14	-49,480.22
Accounts Receivable			
1200 · Accounts Receivable	10,825.87	6,212.55	4,613.32
Total Accounts Receivable	10,825.87	6,212.55	4,613.32
Other Current Assets			
1499 · Undeposited Funds	380.00	380.00	0.00
154 · Vanguard Mutual Fund	142,230.57	137,723.31	4,507.26
Total Other Current Assets	142,610.57	138,103.31	4,507.26
Total Current Assets	203,830.36	244,190.00	-40,359.64
Fixed Assets			
149 Prepaid Expense	350.00	350.00	0.00
CHM Property Gift			
CHM Building	163,278.00	163,278.00	0.00
CHM expenses/improvements	51,911.74	17,723.41	34,188.33
Total CHM Property Gift	215,189.74	181,001.41	34,188.33
Land	49,209.00	49,209.00	0.00
Prepaid Expense	10,607.00	10,607.00	0.00
Transmitter Relocation	31,069.52	31,069.52	0.00
145 · Broadcast Equip	183,774.52	183,774.52	0.00
151 · Buildings	37,302.26	37,302.26	0.00
152 · Equipment	314,385.31	314,385.31	0.00
153 · Improvements	27,505.38	27,505.38	0.00
159 · Accumulated Depreciation	-503,355.66	-503,355.66	0.00
Total Fixed Assets	366,037.07	331,848.74	34,188.33
Other Assets			
113 · Grants Receivable	0.00	21,547.00	-21,547.00

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07/19/19

Accrual Basis

Radio Catskill, Inc.
Balance Sheet
As of July 19, 2019

	Jul 19, 19	Jul 19, 18	\$ Change
Total Other Assets	0.00	21,547.00	-21,547.00
TOTAL ASSETS	569,867.43	597,585.74	-27,718.31
LIABILITIES & EQUITY			
Liabilities			
Current Liabilities			
Other Current Liabilities			
ACCRUED PAYROLL	5,700.00	5,700.00	0.00
Employee Advance	800.00	0.00	800.00
201 · Accounts Payable	-5,956.62	-5,956.62	0.00
211 · Payroll-Fica	202.26	517.34	-315.08
212 · Payroll-Fica-Co	5,226.71	824.45	4,402.26
213 · Payroll-FWT	-524.87	-143.88	-380.99
214 · Payroll-Mcare	-82.41	-8.78	-73.63
215 · Payroll-Mcare-Co	424.82	-243.09	667.91
216 · Payroll-SWT	131.24	770.69	-639.45
218 · Payroll- NY PFL liability	347.18	148.25	198.93
219 · Payroll-SUI	0.27	0.27	0.00
240.00 · Payroll Liabilities	589.52	639.52	-50.00
240.01 · Payroll Liabilities-Fidelity EE	50.00	0.00	50.00
Total Other Current Liabilities	6,908.10	2,248.15	4,659.95
Total Current Liabilities	6,908.10	2,248.15	4,659.95
Total Liabilities	6,908.10	2,248.15	4,659.95
Equity			
300.1 · Net Assets - Fixed Assets	183,554.16	183,554.16	0.00
300.2 · Net Assets - Unrestricted	339,892.71	339,892.71	0.00
300.3 · Net Assets - Temp Restricted	31,381.12	31,381.12	0.00
3900 · Retained Earnings	107,460.87	131,476.16	-24,015.29
Net Income	-99,329.53	-90,966.56	-8,362.97
Total Equity	562,959.33	595,337.59	-32,378.26
TOTAL LIABILITIES & EQUITY	569,867.43	597,585.74	-27,718.31

**Minutes of the Meeting of the Executive Committee,
WJFF Radio Catskill Board of Trustees**

July 17, 2019 at 6:00pm, WJFF Studios in Jeffersonville NY

Minutes approved on 8-21-2019

Committee members present: Thane Peterson, President, Tim Bruno (phone), VP, John Gordon, Treasurer, Kathy Geary, Secretary.

Committee members absent: none

Staff Present: Dan Rigney

Public: none

A quorum being present, Thane Peterson called the meeting to order at 6:15 pm.

Discussion was held regarding Board and Advisory committee assignments. Staggered terms for newly elected members were also discussed.

MOTION: to recommend the slate of Board and Advisory Committee (to be sent out in a separate email) to the full BOT at the meeting on July 24, 2019.

In favor: Thane Peterson, Tim Bruno, John Gordon, Kathy Geary

Opposed: None

MOTION: to recommend the staggered terms for newly elected BOT members to the full BOT at the meeting on July 24, 2019 as follows: One-year term for Caitlin Wilson and Clay Smith; Two-year term for Duncan Cooper.

In favor: Thane Peterson, Tim Bruno, John Gordon

Opposed: Kathy Geary

Discussion was held regarding the Agenda for the next BOT meeting on July 24, 2019.

Dan Rigney led a discussion regarding the current Pledge Drive in day 14 with \$27K in new pledges and \$15k in sound supporters for a total of \$42k. The ticket sales for the GALA include 80 people attending. The GALA Journal is done with 12 pages of content.

The meeting was adjourned at 8:00 PM

Minutes submitted by Kathy Geary, Secretary

Nomination and Governance Review 7-26-2019

I served as the Nominating and Governance chair this past year and admit that it was a huge amount of paperwork, preparation and documentation. We were charged with a year-end review of all the board, and those committees have not all reported in, but here is mine.

I will cite five specifics that I would encourage the new committee to address to our overall efficiency.

1. During our year we added three new policies and await the status of this work from the new committee.
2. We were charged with a year end review of the entire board's effectiveness and that summary has yet to happen

The following three issues would fall under orientation matters.

3. There is clearly a need for instructions on taking minutes. Until we determine if we need a speaker for this, here are some websites that may be helpful. <https://www.wildapricot.com/articles/how-to-write-meeting-minutes>
<https://www.dummies.com/careers/business-skills/meeting-minutes-according-to-roberts-rules/>
4. We are in need of a clear understanding of divisions of roles of staff, GM and board.
5. We must familiarizing ourselves with past voted on and approved policy, as well as existing by-laws [mentioned earlier with the attorney remarks]

I wish the new committee well. As outlined in our by-laws, anyone in their final year of a first term doesn't allow me, or Kevin or Leila from being on the committee this year.

Angela Page

Board & Advisory Committee Assignments for 2019 - 2020

Last Name	First Name	Executive	Finance	Nom & Gov	Personnel	Audit	DCOC **	Facilities	Liaison to CAB	Special Assignment
		# assigned 4 Quorum = 3	# assigned 5 Quorum = 3	# assigned 6 Quorum = 4	# assigned 5 Quorum = 3	# assigned 4 Quorum = 3	# assigned 8 Quorum = 5	# assigned 2 Quorum = 2	# assigned 1 Quorum = NA	
Bruno	Tim	x		x						
Cooper	Duncan				x		x			
Davis	Steve			x			x		x	
Fellenberg	Bill		x				x			
Foster	Kirsten Harlow		x				x			
Geary	Kathy	x	x	x		x				
Gordon	John	x	x		x					
McCullough	Leila					x		x		
McDaniel	Kevin				x	x		x		
Page	Angie		x			x				
Peterson*	Thane	x								
Schwartzstein	Judith				x		x			
Smith	Clay			x			x			
Stuart	Sally			x	x					
Wilson	Catlin			x			x			
* President is ex officio member of all committees.										
Chair		Peterson	Gordon	Davis	Stuart	McCullough	Schwartzste	McDaniel	Davis	
Facility Non-Board Members:								Judy Rosen		
DCOC Non-Board Members:							Jim Lomax Jim Huntington Barbara Demerest			

Guidelines for Committee Meeting Minutes

It is recommended that committee minutes use the following format:

Heading:

Draft Minutes of the Meeting of the (Committee Name) of the WJFF Board of Trustees held on (Meeting Date) at (Meeting Location)

Committee members present:

Committee members absent:

Staff members attending the meeting:

Others attending the meeting: (This would include trustees who are not members of the committee, invited guests (i.e. consultants), and other members of the public. Note: Unless members of the public volunteer their identities, you are not allowed to require them to identify themselves.)

Note: If members arrive late or leave early, note the time they arrived or left next to their name in the meeting attendance, and be sure you don't count them as having voted on items before arrival or after departure.

Note: If there is a quorum of committee members present, the meeting can be called to order. The minutes should reflect this by stating:

A quorum being present, the meeting was called to order by ____ at (00:00 am/pm).

Note: If a quorum is not present, the meeting must be postponed until a quorum is present, or if enough people do not show up in a reasonable time, it must be cancelled. A new meeting cannot be held without posting it seven days in advance, so it is a good idea to make sure you will have a quorum prior to the meeting.

The minutes of the meeting held on (date) were distributed (in advance of the meeting/at the meeting).

If there are no amendments offered to the minutes:

Motion to approve the minutes. (name of person who made the motion/name of person who seconded the motion)

If amendments are offered to be added to the minutes and the amendments have been accepted:

The minutes were amended as follows:

Motion to approve the minutes as amended.

Record the vote.

In favor:

Opposed:

Abstained: (put reason for abstention – absent from the meeting for which minutes are being voted on – in parentheses next to the name)

If the amendments are not accepted, that minutes should reflect what amendments

were proposed and rejected.

Note: Once the minutes of the previous meeting are approved, the secretary of the committee should remove the word "DRAFT" from the approved minutes and add the words, "Approved on (date)" to the heading. Those minutes should then be emailed to staff for posting to the website, with the subject heading: PLEASE POST: Approved Minutes of....Committee (date of meeting). As a courtesy, please also drop off a hard copy of the minutes and place it in your committee's file at the station.

Old Business:

New Business:

*Note specific issues discussed and related materials distributed, if any. List major points of discussion or matters considered in **brief** summary form. Include decisions/actions taken, including motions. For each motion, indicate name of person making the motion, person seconding the motion, and names of votes in favor, opposed, or abstaining. For abstentions, indicate the reason for the abstention. There are only two acceptable grounds for abstentions on committee and board actions: insufficient information or a conflict of interest. If there was no resolution of an agenda item, indicate if action is being deferred or any follow-up action is to be taken. Most committees will not have occasion to hold executive sessions, since they are only allowed for very specific purposes. However, if an executive session was required, a motion must be made to go into executive session, which includes the reason given (i.e. an individual personnel matter, a contract negotiation, etc.) Record the time that the committee went into executive session and the time it came out of executive session.*

Note: A document, separate from the minutes, titled "Disclosure of Closed Session (MM_DD_YY)" indicating that an executive session was held, with its purpose stated, must be posted to our website within 10 days of the meeting. The committee secretary must submit this to staff right after the meeting to ensure that it is posted on time. (See next page for an example of a Disclosure of Closed Session notice.)

Motion to adjourn. (name of person who made the motion/name of person who seconded the motion) All in favor. (time meeting was adjourned).

Respectfully submitted by (name of committee secretary).

The following suggestions on writing minutes come from Non-Profit Governance and Management, 3rd edition:

What to avoid:

1. At the Meeting:

Taking notes that attempt to capture every word.

2. When writing minutes:

a) Waiting for weeks to write initial drafts or to send out for review.

- b) Using characterizations and adjectives*
- c) Including verbatim or lengthy descriptions*
- d) Using language that isn't clear as to what specific action was*
- e) Indicating time spent on a particular item*

Final Thoughts:

Minutes are important! They are the only legal record that proves that a meeting was held and the only legal record of what transpired at a meeting.

Minutes are also an important tool for planning. Meetings of the prior meetings should be reviewed when writing the agenda for subsequent meetings to ensure that action items not resolved at prior meetings don't fall through the cracks.

Sample

Notice of Executive Session

Personnel Committee of the WJFF Board of Trustees

January 1, 2022

WJFF Liberty Building

Trustees Present: John Doe, Jim Smith, Janice Jones (phone), Sam Wilson, Sarah White

Trustee Absent: Cathy Price

The meeting was called to order by John Doe at 5:00 pm

Executive Session:

Motion: Go into Executive Session to discuss an individual personnel matter (Smith/Jones) All in favor. (6:09 pm)

Motion: Come out of Executive Session (Wilson/White) All in favor. (6:42 pm)

Motion: Recommend to the Board of Trustees that the annual evaluation for Susan Liu be placed in her confidential personnel file and that she be commended for outstanding performance in her second year of employment. (Doe/Jones) All in favor.

Motion to adjourn. (Smith/Wilson) All in favor. 7:15 pm

By Kevin McDaniel

We need to generate volunteerism. The numbers of volunteers have been dwindling over the past years. Constant ads over the air don't seem to be working. If we truly were volunteer-operated, we wouldn't need Andrea and Jason to take time away from their respective paid jobs to be on air. I think we have to take a hard look at why people have been dropping off and why it seems so difficult to replace them.

I think that we need to re-connect with our roots in the community, and the only way we can do that is by finding out what they are thinking in the form of an in-depth survey to both our listening community and our current volunteers. I would like to propose that we set up an ad-hoc committee to draft survey questions that are not softballs, and to discuss ways of recruiting new volunteers and bringing back former ones. This committee should be composed of not only board members, if any are interested, but volunteers or anyone who would like to participate that has a working knowledge of our station. I would be happy to spearhead this.

I am personally disturbed by the shift the station has gone over the past decade towards courting big money over trying to grow relationships with the bulk of our local area, which is demographically economically poorer than the rest of the state. We would do well to emulate the successes of political persons like Bernie Sanders and Jen Metzger, whose campaigns were funded almost in their entirety with small donations from LOTS of people, as opposed to hitting up big oil. Getting more smaller donations also increases our base of listeners and volunteers and pays respect to the bulk of our community, which is cash poor.

And I will say, speaking specifically for myself, that I am offended when members of this board attempt to wheedle by guilt donations from any of us. It is both rude and insensitive when someone assumes that we are all equally able to kick down \$20, 50, or 100 dollars just because there is some fundraiser and they themselves are more than able to do just that. It is arrogant to assume that even \$5 should come from the pockets of those who barely have that. People like myself don't go walking around with a sign to the world saying "hey, I'm on Medicaid, and get HEAP in the winter because I cant afford to heat my home." Nor should we. But neither should anyone be so presumptuous in trying to guilt ANYone to kicking down money. We're all aware of fundraising the station is doing and needs to do. No one needs to be shamed or be made to feel less important if things are tight for them.

Public Comments Made at June Board Meeting (Thanks to Duncan for Compiling This):

- board should publish the agenda online before meetings (we agreed to start doing this, at least 48 hrs before meetings) [Sonja]
- a way to introduce listeners to the new board members [Midge]
- board should have a whistleblower policy [Midge]
- board should publish the packet online before meetings [Sonja]
- question: what exactly is the plan for orientation of new members? [Midge]
- Sonja mentioned some non-profit organizing body's valuation of volunteers at \$22/hr., and i think her suggestion was to include the value of volunteer hours in our overall accounting* [Sonja]
- board should take the opportunity to solicit thoughts about station from staff and volunteers [Sonja]
- board should ask staff to share membership and volunteer data (specifically: rate of change in participation, demographic data including where people live, how long they have been members, etc.) [Sonja]
- for future volunteer elections, we should do the voting in person since volunteers already come to the station [Kit]
- board should have a searchable database of all policies (Kit had created a running list of policies 2014 that she updated through 2016, but not since then) [Kit]
- volunteers want a channel for volunteer-to-volunteer communication that isn't screened by staff, as the listserv is [Sonja]
- board should come up with board should live-stream meetings [Sonja]
- board should publish an audio archive of each meeting on the website [Sonja]

Memorandum

To: Thane Peterson, President, WJFF
From: Gary M. Schuster, Esq.
RE: Annual Meeting Comments
Date: July 2, 2019
File No.: 13327-1

This Memo responds to your request that I memorialize my comments made at the WJFF Annual Meeting held on June 26, 2019, concerning the conduct of the election of Board members by the Voting Volunteer members. My written statements below are more extensive than what I said at the meeting, but I believe the content is the same.

As a quick summary, of five (5) objections made to the conduct of the election, none were a violation of the Bylaws. However, the recent Board resolution was violated. I conclude with a number of recommendations.

Objections

As a reminder, there were five (5) objections made to the manner in which the Voting Volunteer election was conducted, as follows:

1. Ballots were sent out without a Board directive as to the number of open volunteer seats.
2. Ballots were coded, nulling required anonymity of voting.
3. The ballots were opened on the wrong day.
4. The ballots were opened in violation of a Board resolution adopted on May 15, 2019 (the "Resolution").
5. At least one Board member actively campaigned for a volunteer candidate.

Bylaws Requirements

Bylaws Article V Section 5(b)(vi) sets forth the procedure for conducting elections by the Voting Volunteers for members of the Board of Trustees, as follows.

1. The election is to be conducted by written ballot.

2. The ballots are to be mailed to Voting Volunteers 21 days prior to the Annual Meeting.
3. Ballots must be returned to designated staff no later than 3 PM two business days before the commencement of the Annual Meeting.
4. All candidates are to be informed of the outcome upon completion of the count, and the results are to be announced at the Annual Meeting.

Board Resolution adopted May 15, 2019

The Board of Trustees adopted a Resolution on May 15, 2019, requiring that Andrea Nero Eddings and Kevin McDaniel count the Voting Volunteer ballots.

It should be noted that there is a hierarchy of legal authority for nonprofits. The highest authorities are federal and state law, in particular, the Internal Revenue Code and the New York Not-For-Profit Corporation Law (the “Laws”). Next is the corporation’s Certificate of Incorporation, which may not violate the Laws. Then the Bylaws, which may not violate the Certificate of Incorporation or the Laws. Finally, Board resolutions and policies, which may not violate the Laws, Certificate of Incorporation, or Bylaws.

It appears to me that the Resolution was properly adopted by the Board at a meeting properly called, with a quorum present, by motion duly made and seconded, and by unanimous approval of the Trustees present. The resolution does not conflict with the Bylaws or the Laws. I have not had the opportunity to review the Certificate of Incorporation, but it seems extremely unlikely that the Resolution would conflict with that document. This is because the subject matter of the Resolution is not something generally addressed in Certificates of Incorporation. So there is no reason to think that the Resolution is defective or not valid.

Analysis of Objections

1. *Ballots were sent out without a Board directive as to the number of open volunteer seats.*

This appears to be true. However, there appears to be no express requirement to send such a directive in the Laws, Certificate of Incorporation, Bylaws, or a Board resolution or policy. Also, the Bylaws provide for either 2 or 3 Trustees elected by the Voting Volunteers. That is not a fixed number of Trustees and either number is permissible. Thus the failure to send such directive does not violate any of the listed authorities. However, it is clearly not a best practice. WJFF should consider adopting a written election policy specifying more precisely how elections are to be conducted.

2. *Ballots were coded, nulling required anonymity of voting.*

The Bylaws require written ballots, not secret ballots. Secret ballots are a very old and well-known method of voting. Had the drafters of the Bylaws wanted to say secret ballot, they could have done so. But they did not. Therefore, secrecy is not a required element of the ballots.

3. *The ballots were opened on the wrong day.*

After further investigation of the facts, as explained by the General Manager at the meeting, it appears that the ballots were opened on the proper day.

4. The ballots were opened in violation of the Resolution.

This appears to be true. At the meeting, the President and General Manager admitted it and apologized for it, explaining it was an oversight due to forgetfulness. That is an explanation, but not an excuse.

5. At least one Board member actively campaigned for a volunteer candidate.

This also appears to be true. At the meeting, the relevant person admitted it and apologized for it. However, there does not appear to be an express prohibition of such activity in the Laws, Certificate of Incorporation, Bylaws, or any Board resolution.

Conclusion

Of the five (5) objections made, none were a violation of the Laws, Certificate of Incorporation or Bylaws. The Resolution was violated.

Comments/Recommendations

Draft a Policy. Although there were no violations of the Laws, Certificate of Incorporation or Bylaws, the objections raised highlight the need for a more thorough and written policy on conducting elections. Most nonprofits are intended to be run as democracies, and all the more so for WJFF, which is subject to the laws and regulations applicable to recipients of grants from the Corporation for Public Broadcasting. Either a permanent committee or ad hoc task force could be assigned to draft a proposed election policy for review and approval by the Board of Trustees. Many examples are available on the Internet. It is good practice to have written policies on many topics, and some organization have dozens. Policies adopted by the Board are more easily amended than Bylaws.

Not Perfect, but Substantial Compliance. At the meeting, a proposal to hold a new election was rejected by the Board. As part of that conversation, I summarized my view of the situation as “no harm, no foul.” By which I meant, while there was a violation of the Resolution and best practices, there was no violation of the Bylaws. No one had identified any actual damage done. Everyone who wanted to vote was able to vote. All of their votes were counted. All the ballots are preserved for viewing by any interested member. Apparently the winner got many more votes than the other candidates. As it turned out, the second place candidate was elected to the Board by the Trustees themselves. The only potential harm that was identified was the campaigning by a Board member, who may have influenced people to change their votes. This harm is a speculative, and since the vote was apparently rather lopsided there is no evidence of this having actually happened. So those candidates who got the most votes were elected. I said that the question for the Board was whether the deficiencies in the procedure were egregious enough to justify holding a new election. The Board decided “no” and I believe that was the right decision. The process was not perfect but there was substantial compliance, no violation of the Bylaws, and the election reflected the will of the membership. As I said at the meeting, neither

the Attorney General nor the courts would be interested in pursuing legal claims based on these events. No money was stolen, nobody stole an election, and the law is generally not concerned with technical deficiencies that cause no real harm.

Two-Thirds Vote. Another issue was whether the decision to hold a new election should be determined by the Board by majority vote or by two-thirds vote. Fortunately I had with me my copy of “Robert’s Rules in Plain English,” 2nd Edition. On Page 10 it is stated: “A two-thirds vote is necessary whenever you are limiting or taking away the rights of members or whenever you are changing something that has already been decided.” My position was that the election had already been decided and the Board vote would be in the nature of changing something that had already been decided. Thus, the vote had to be by two-thirds.

Awareness of Policies. Finally, there was considerable discussion concerning the obligation of Board members to be aware of and comply with policies. The objection was heard that these policies are not available. That is not good practice and should be remedied. All existing policies should be collected and distributed to the Board, and perhaps some should be made available on the website. Since many policies may be old, they should also be reviewed in light of current law and best practices.

Please let me know if you have any questions or would like assistance with any of these matters.

Regarding Emergency Meeting and Mr. Schuster

by Angela Page, 7/26/2019

As Mr. Schuster, the lawyer, points out, we are subject to public funding and are therefore subject to applicable laws and regulations regarding public entities.

I agree with the suggestion by Mr. Schuster that an ad hoc committee be set up. This committee could discuss issues such as, but not limited to the following:

- Establishing a process in which the board determine when and how many volunteers appear on ballots
- Establishing a method where ballots are both verifiable yet not violating the expressed wishes of volunteers to have a anonymous vote
- Establishing a procedure to ensure that the ballots are opened at a designated day and time by and with the agreed upon members in attendance.
- Establishing a method to verify the ballots without appearing that the preserving the anonymity that volunteers have requested

I also agree with Mr. Schuster that we are in need of collecting and distributing our past policies so as not to repeat violations. This committee could discuss issues such as, but not limited to the following:

- Collecting and list all the policy changes / resolutions
- Disseminating these to staff and trustees and legal council
- Determining a way to keep on top of them

Since we are subject to public funding scrutiny and agency guidelines and are embarking on a serious capital campaign, I'm sure we all want to be as compliant as possible. Setting up some process for volunteer elections and policy collection and dissemination would be worthwhile tasks for two special committees and I move that we establish them here today.