

## **WJFF Radio Catskill Board of Trustees Meeting Minutes**

**April 17, 2023 at 6:00pm**

**Approved at the 5/22/2023 Board Meeting**

**Trustees Present:** Dale Blagrove, Amy Brightfield, Katie Childs, Barbara Demarest, Duncan Cooper, Kirsten Harlow Foster, Leif Johansen (remote), Leila McCullough (remote), Heather Quaintance (remote), Clay Smith, Kristina Smith, Sally Stuart, and Michael Williams

**Absent:** Jeff Barnes, Halle Kho

**Staff Present:** Tim Bruno

**Members of the public present:** Mary Ann Novak, of MMQ, the WJFF Auditor, attended for 30 minutes at the invitation of the Board of Trustees. No other members of the public were in attendance.

### **1. President's Welcome – Kirsten Foster**

A quorum being present, the meeting opened at 6:00pm. Kirsten welcomed the board and thanked the staff for a fantastic Spring fund drive event. Cars lined Rt. 52 round the station; everyone was enjoying the food and music. She thanked everyone for all the work in the last month. She expressed special thanks to Thane Peterson, the former chair, for his work with Clay and Sally exploring options regarding the possible new frequency, as well as Kit. Kirsten announced that the next Board of Trustees meeting will be held at the Cooperage in Honesdale. She also expressed the board's warmest thoughts to Barb at this time.

### **2. Review and Approve Past Minutes – Sally Stuart**

Minor revisions were suggested by Kirsten and agreed upon.

**MOTION** to approve minutes from the Board Meeting on February 27, 2023. (Stuart/Childs)

**In Favor:** Dale Blagrove, Amy Brightfield, Katie Childs, Barbara Demarest, Duncan Cooper, Kirsten Harlow Foster, Leif Johansen, Leila McCullough, Heather Quaintance, Kristina Smith, Sally Stuart

**Abstained:** Clay Smith and Micheal Williams as they did not attend the meeting.

**Opposed:** None

Sally reminded Committee Chairs/Secretaries to send her their approved minutes to be posted on the website.

### **3. Public Comment Opportunity**

No members of the public were in attendance.

#### 4. **Audit Committee:** Draft Audit Review and Discussion

Dale introduced Mary Ann Novak, the WJFF auditor at MMQ, who presented the draft audited financial statements. It was a “clean” unmodified audit. Dale explained that there wasn’t time for the Audit Committee to meet prior to the board meeting as the audit only reached us last Thursday. The committee will meet to discuss it in detail tomorrow morning but we asked the board to accept the audit pending approval by the Audit Committee.

Tim thanked Susan Anderson, the WJFF accountant at NETA, Mimi Bradley, Emily Clifford and Mary Ann Novak at MMQ. Also many thanks to Mary Ann and MMQ for joining the WJFF board meeting the day before tax returns are due.

**MOTION to accept the draft Audited Financial Statements pending final review by the Audit Committee.** (Blagrove/Williams)

**In Favor:** Dale Blagrove, Amy Brightfield, Katie Childs, Barbara Demarest, Duncan Cooper, Kirsten Harlow Foster, Leif Johansen, Leila McCullough, Heather Quaintance, Clay Smith, Kristina Smith, Sally Stuart, and Michael Williams

**Abstained:** None

**Opposed:** None

#### 5. **CAB Update**

Leila reported that the CAB survey is moving forward with emphasis on gaining input from more Spanish language speakers. A listener and new volunteer Jill Fruchter is a professional researcher and she has offered to share her expertise and give input on the survey.

#### 6. **Staff & Programming Update** (Tim) (See attached slides.)

#### 7. **Finance Update**

##### Q1 Finance.

The top line is that our expenses are where we expected and revenue is ahead of where we expected. There is a big uptick on underwriting. Assuming the Monticello transmitter sale is approved there will be additional income. It is great that the spring fund drive is going well as the first one of the year is usually the hardest. On the expense side we are spending more on our construction loan than budgeted because interest rates have gone up.

### Converting Construction Loan to a Mortgage

The Finance Committee recommends converting the Jeff Bank Construction Loan to Mortgage at 7% interest for the first 3 years, with a reset in three years that will adjust to current rates at that time. This move will stabilize our loan costs by keeping the interest rates on the construction loan from increasing for the next three years.

The sale of the Monticello transmitter is still pending approval.

**MOTION** to convert the existing construction loan with Jeff Bank into a long-term mortgage loan with initial terms of 3 year rate reset and 25 year amortization, and at an initial interest rate of 7% with Jeff Bank. The Board of Trustees designates Tim, Kirsten, and Duncan to sign the loan documents. (Cooper/Demarest)

**In Favor:** Dale Blagrove, Amy Brightfield, Katie Childs, Barbara Demarest, Duncan Cooper, Kirsten Harlow Foster, Leif Johansen, Leila McCullough, Heather Quaintance, Clay, Smith, Kristina Smith, Sally Stuart, and Michael Williams

**Abstained:** None

**Opposed:** None

**Motion** to approve the portion of the minutes related to this Jeff Bank Mortgage. (Sally/Katie)

**In Favor:** Dale Blagrove, Amy Brightfield, Katie Childs, Barbara Demarest, Duncan Cooper, Kirsten Harlow Foster, Leif Johansen, Leila McCullough, Heather Quaintance, Clay, Smith, Kristina Smith, Sally Stuart, and Michael Williams

**Abstained:** None

**Opposed:** None

### **8. Strategic Plan Update & Next Steps**

Clay reminded folks that we are going to check in twice a year on progress against the strategic plan. We will do this again at the June meeting and the June meeting is the once a year window for making changes or adjustments in the plan.

Please use/continue to use the tracking document to up to date progress there before the June meeting. Many thanks to those who are adding their updates. Clay will be reaching out to committees and staff to support folks in this process. We have 2 months to do this.

### **9. Discussion on NEPA Frequencies Exploratory Work and Next Steps** (See attached report.)

Sally presented the report and there was discussion. Michael Williams, chair of the Facilities Committee agreed with the recommendation to focus our efforts and investment in building our online audience and also putting special efforts into engaging and serving listeners in NEPA. The WJFF board has been invited to attend a meeting of the Cooperage Board and we will invite them to attend our May meeting in PA and to come to visit the new Liberty station.

There are many lessons learned from doing this due diligence and it was a valuable endeavor. Tim Bruno spoke about how we can expand our reach to neighboring communities. He explained that the top age groups that visit our site to live stream are ages 25-54. He stressed the importance of our unique local content. "You won't hear the foie gras report on WNYC." Board members felt that WJFF can use the opportunity to increase our marketing budget to better target geographic areas of opportunity.

#### **10. Nom & Gov Update**

##### Trustee elections:

Amy has agreed to run for reelection. We will have a volunteer elected trustee. Please suggest folks or organizations that can encourage their members to run. It would be great to have another PA BOT member. There is one open BOT spot as Leila is term limited out.

##### Discussion on planned Board Training:

It was decided to have only one training session, with plenty of time for Q and As. We can do more to document the work of the board and each committee can update their folder on the shared drive. We also ask the outgoing board to draft a "crib sheet" for the last year so that incoming board members can easily see what was accomplished.

##### Discussion on DCOC Proposed Changes and Next Steps (See attached recommendations.)

Members of DCOC and the Nom and Gov Committees with staff have developed these recommendations. The goal is for the new committee to work with staff to develop strategy and budgeting. Then staff and volunteers will be responsible for implementation. The new committee will be a committee of the board which requires by-laws changes. Non-board members on the committee can continue as volunteers and attend meetings as members of the public.

The proposed by-laws changes are attached and the vote will be at the next BOT meeting. We are required to make any by-laws changes available to the board at least a month prior to holding a vote.

#### **11. Personnel Committee Update:**

### Employee Handbook Review

Mike presented the revised employee handbook and summarized the changes and revisions.

**Motion:** to accept the revised employee handbook (Williams/Brightfield)

**In Favor:** Dale Blagrove, Amy Brightfield, Katie Childs, Barbara Demarest, Duncan Cooper, Kirsten Harlow Foster, Leif Johansen, Leila McCullough, Heather Quaintance, Clay, Smith, Kristina Smith, Sally Stuart, and Michael Williams

**Abstained:** None

**Opposed:** None

The committee is also revising the performance evaluation format and will complete Tim's review of Tim in the coming weeks.

### 12. Public Comment Opportunity

**Motion** to adjourn at 7:18 (Sally / Barb)

**In favor:** All

*Submitted by Sally Stuart, Secretary*

# Radio Catskill General Manager Report

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Tim Bruno  
April 17, 2023

# Overview

- Fundraising Update
- Digital & Social Media Update
- Outreach Update
- Programming Update

# Fundraising



# 60%

**Spring Fund Drive Progress**

Goal: \$50,000

Drive ends Saturday

# Fundraising

## Underwriting

- 73% towards 2023 goal, with a number of prospects currently in-process.
- New: **Country House, SUNY Sullivan, Sullivan County Dramatic Workshop**
- Thank you to Kirsten, Heather, and Pete Madden for making introductions.
- Please let Mimi know if you would also like to participate with intros.
- Planning a May thank-you mailing to our current and recently lapsed Underwriters, including a new “**We Support Radio Catskill**” window decal for businesses.

# Fundraising

## Sound Supporters

- Jill Fruchter (consultant helping us with the CAB Listener Survey) has agreed to work with Mimi on a focus group of Sound Supporters which will help to determine next steps for benefit realignment and continued program development.

## Events

- Have solicited a few donations for “**Radio Catskill's Extraordinary Experiences On-Line Auction,**” August 16-August 30.
- Will focus on further donations near the end of April from a list of **100+ businesses** that we have developed.
- We are seeking more experience-based donations this year.
  - Example: Kirsten/**Foster Supply** is donating a **Gardening Workshop with Scott Woods.**
- We have a QR code this year to make bidding easier.
- Thanks to Heather, Jack, and Jim Lomax for all of their assistance on the auction so far!

# Fundraising

## Grants

- Awaiting word on **\$2,000 Sullivan County Arts & Heritage** grant to support a monthly artist lecture series June- October 2023, featuring live talks by regional musicians, visual artists, performers, and others.
  - The series will include free public events at the station and will be recorded for broadcast on "Sunday Stage."
- Applying for a **\$4,000 Sullivan 180 Technical Assistance** grant (deadline end of the month) for a site beautification design.
  - Grant requires a 50/50 match, and we have secured a partial in-kind donation of services from Arbor and Folly, a Landscape Design firm in Narrowsburg (final details TBD).
  - If awarded a Technical Assistance grant, we will be eligible for a Sullivan 180 Beautification Grant next spring to fund what is needed to realize the design.
  - Grant awards are up to \$2,500 with a 25% matching requirement.
- Awaiting news on **FEMA / Corporation for Public Broadcasting** grant to upgrade our emergency reporting capabilities, which could include the generator. Applications expected soon, and awards expected sometime between June and September.
- Looking into potential for a **CPB Content Grant**, possibly to support addition of a new daily hour local news program and/or continuing segment on the program focused on underserved audiences.
- The River Reporter application to the **Knight Foundation** for a shared News Reporter is pending. We will hear soon whether we are being invited to submit a full proposal.
- Jeff researching **O'Connor Foundation** and other smaller grants as well as expanding local news coverage grants—thank you, Jeff!

# Digital & Social Media Analytics Overview

April 2023

Patricio Robayo

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# Website Traffic

January-April 15, 2023

Over the past 120 days, our social media channels have driven a surge in traffic to our website.

Acquisition			
	Users ↓	New Users ↓	Sessions ↓
	48.46% ↑	48.93% ↑	32.23% ↑
1 Direct	79.23% ↑		
2 Organic Search	12.96% ↓		
3 Social	298.50% ↑		
4 Referral	14.43% ↑		
5 (Other)	4.61% ↑		
6 Email	80.00% ↓		
7 Paid Search	100.00% ↑		

# Website Traffic

January-April 15, 2023

In the last 120 days, we've seen a significant surge in traffic to our website, with a **nearly 50% increase** in the number of users visiting us, and a **24% increase** in page views.

We attribute this growth to our efforts in creating and publishing more unique and valuable content on our website, as well as promoting it through social media channels to drive more visitors to our site.

Pageviews

24.10%

24,354 vs 19,625



Users

48.46%

12,684 vs 8,544



New Users

48.93%

12,422 vs 8,341



Sessions

32.23%

16,739 vs 12,659



# Social Media: Facebook

Our Facebook page remains the **primary catalyst** for driving traffic to our website.

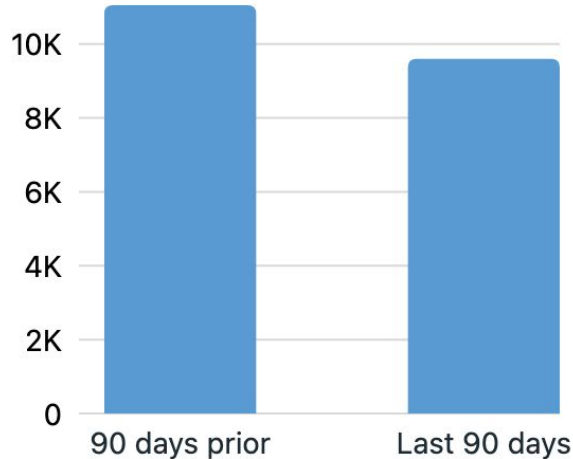
This can be attributed to the ease of clicking on links and the ability to share our posts with various Facebook groups, such as Sullivan County Post and Living in Callicoon.

## Reach

### Post reach ⓘ

9.6K ↓ 13.2%

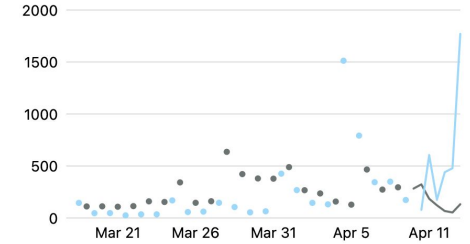
Total from last 90 days vs 90 days prior



## Reach

### Facebook Page reach ⓘ

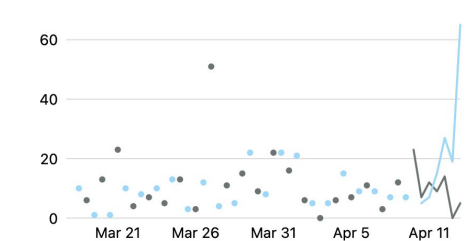
6,088 ↑ 65.5%



## Page and profile visits

### Facebook Page visits ⓘ

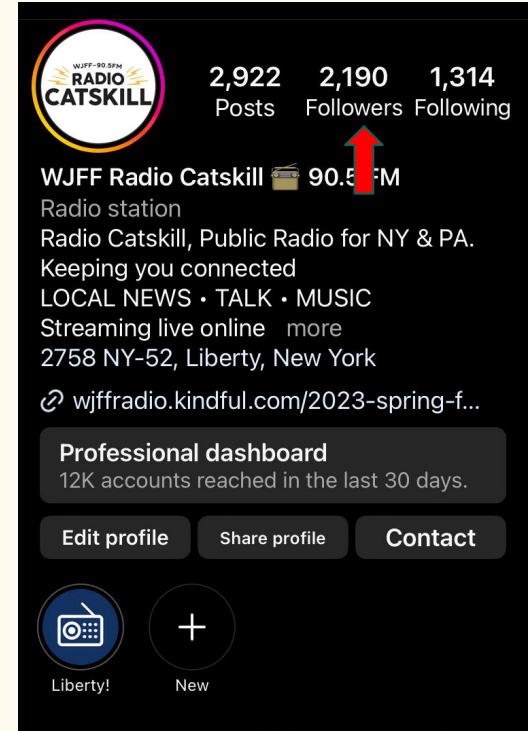
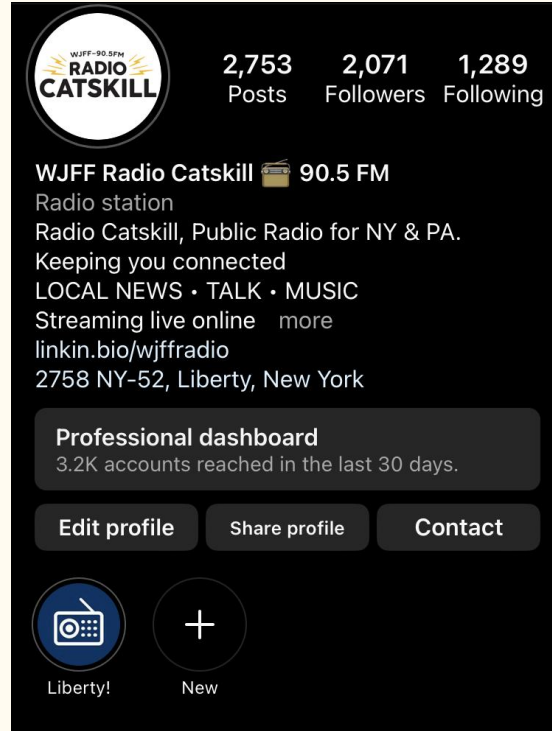
345 ↑ 10.2%





# Social Media: Instagram

We have gained  
a larger  
following!



# Social Media:

## Instagram

In order to expand our reach and engagement, we have been creating more reels - short-form videos of up to 1 minute and 30 seconds in length - using content from our radio conversations. As a result, we have observed a **significant increase in engagement, with more people sharing our posts and leaving comments.**



## Overview

You reached **+660%** more accounts compared to Oct 18 - Jan 15

Accounts reached	52.5K	>
	+660%	
Accounts engaged	1,043	>
	+67.9%	
Total followers	2,190	>
	+6.1%	

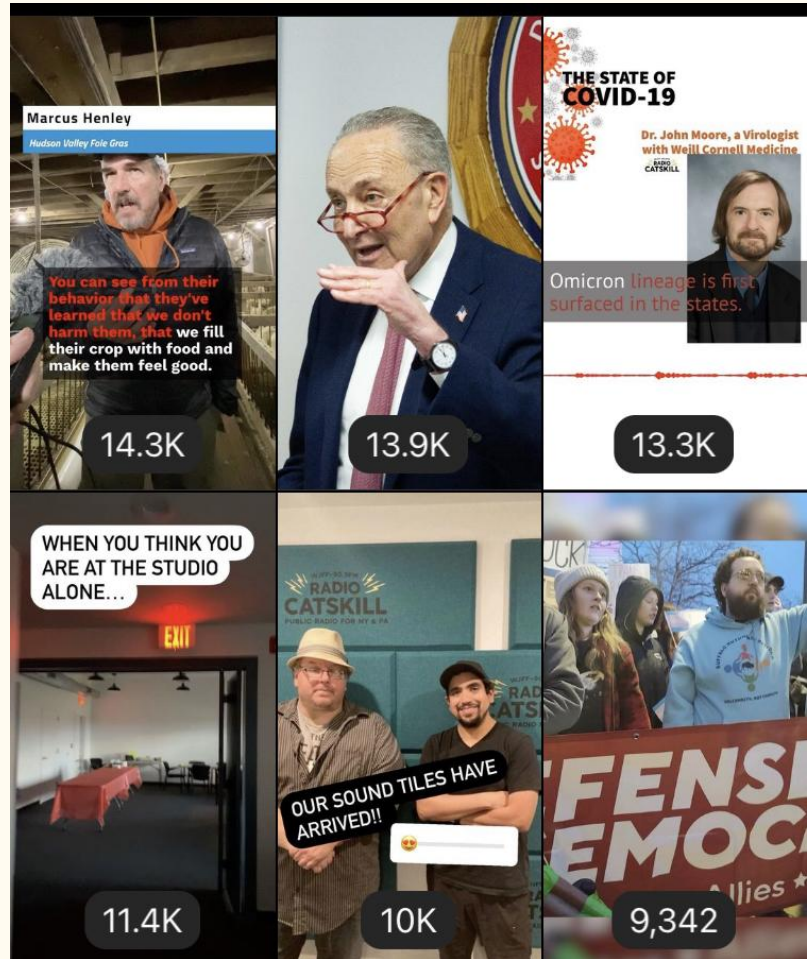
# Social Media:

## Instagram Reels

Here are our top six reels that have been performing exceptionally well.

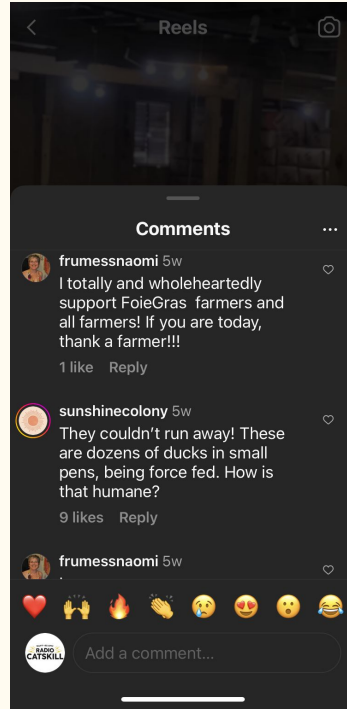
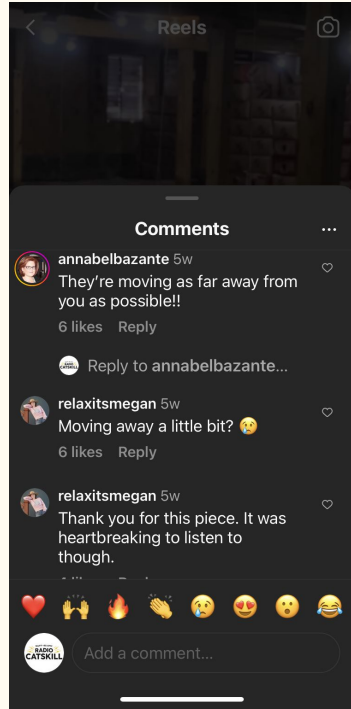
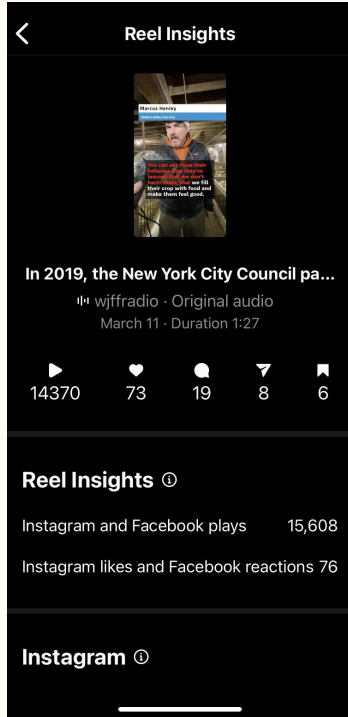
Among them, the top three have garnered the most engagement and views, and cover diverse and significant topics, including the **foie gras special report**, the **opioid crisis in Sullivan County**, and an update on the **current state of Covid-19** in our area.

These reels have generated engagement not only from our local community but also from the wider region.



# Social Media: Instagram Reels

## Case Study — Foie Gras Special Report



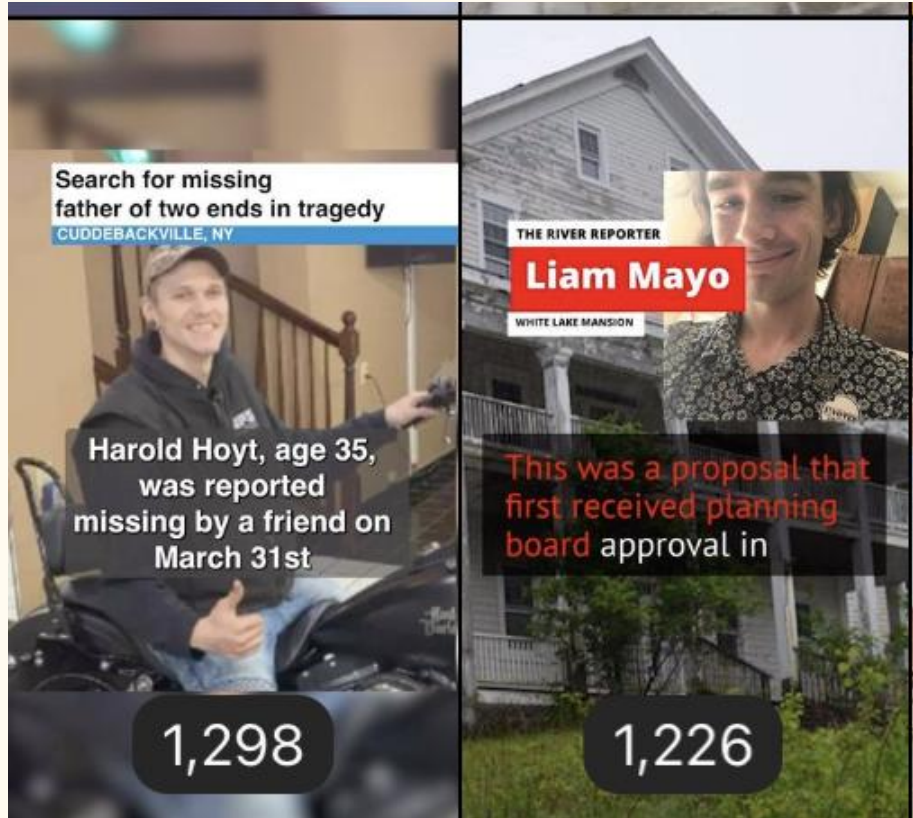
In this special report, we covered the story of the NYC bill that aims to ban the sale of foie gras produced through force-feeding, citing the process as inhumane. The ban had a direct impact on two duck farms located in Sullivan County - La Belle Farms and Hudson Valley Foie Gras, two of the largest foie gras producers in America.

Our story was originally aired on *Radio Chatskill* and later adapted into a podcast. We also created an Instagram reel using the content from our report, which received close to **15k views**, 73 likes, 19 comments, 8 shares, and 6 saves. We received mixed reactions, with some expressing support and others opposing the ban; however, we were pleased to see people **engaging** with the story and **sharing their thoughts** on this controversial issue. One viewer even thanked us for bringing awareness to the topic, even though it was heartbreaking to hear.

This case exemplifies how **one piece of content** can be **repurposed** into different forms and shared on various platforms to **maximize its impact and reach a wider audience**.

# Social Media: Instagram

## Keeping it Hyperlocal



Although we cover more in-depth issues, we take pride in providing hyperlocal news updates to our listeners. For example, we recently covered a building project in Bethel and reported on a missing person case in Forestburgh. These stories generated considerable engagement and views.

While we typically air these stories on *The Local Edition*, we also leverage social media to reach a broader audience who may not be aware of our award-winning public affairs show. By sharing these hyperlocal updates on social media, we ensure that even those who are not regular listeners **can access critical information and stay informed about local issues.**

# Social Media: Looking Ahead

- Continue producing Instagram reels using our existing content to reach a broader audience and increase engagement.
- Increase behind-the-scenes content that involves staff and volunteers to help listeners get to know the people behind the content they hear on the radio. This could include sharing photos and videos of staff members at work, conducting interviews with staff members and volunteers, or sharing stories about how our programming comes together.
- Increase live video from the studios, including simulcast live interviews on the radio and on Facebook Live or Instagram Live. This will help us connect with our audience in real-time and provide a more interactive experience for our followers. We plan to do this for upcoming community forums and election debates.
- Engage more with our followers on social media by responding to comments and asking questions. We believe that building relationships with our followers will lead to increased engagement and a more dedicated audience.
- Create a newsletter specifically focused on news content, showcasing our original stories as well as articles from our news partners such as *The River Reporter*, *Times Union*, *Sullivan County Democrat*, and other trusted sources.

# Outreach



# Open House

Spring Fund Drive Event  
April 15





# Sullivan County Music Fest

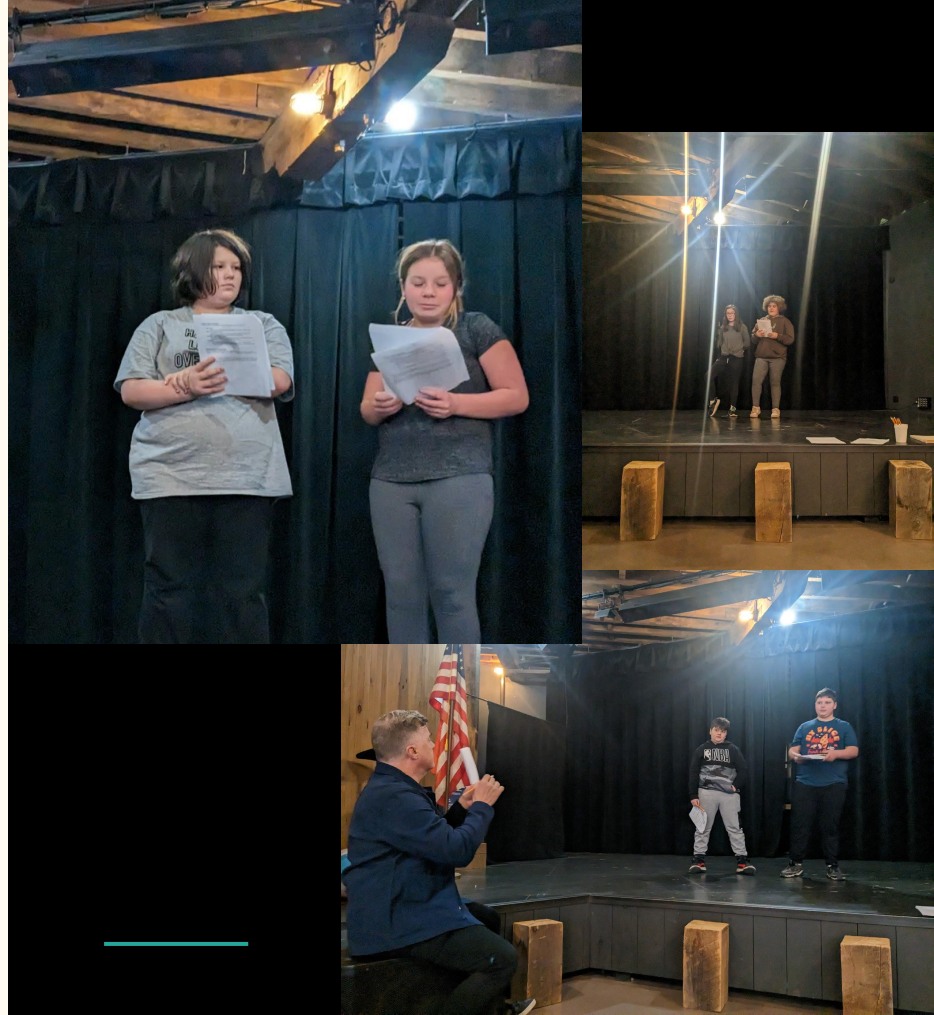
June 4, 2023  
Hurleyville Performing Arts Centre

# Official Media Partner



# Pop Up Club Podcasts

The Cooperage  
March-May



Programming

# Programming

## Google News Initiative

- Partnering with *Times-Union* for multi-part series on Affordable Housing Crisis airing May - August
- Hiring freelance news reporter Phoebe Taylor-Vuolo (WSKG) for the project
- Will publish articles in paper after airing on *The Local Edition*

## New News Partnership

- New York Focus is a nonprofit, nonpartisan newsroom covering state and local politics in the Empire State that aims to help make government more transparent by publishing in-depth journalism
- Have broadcast in-depth segments on State Budget, Bail Reform and Housing Crisis
- Thanks to Pete Madden for the introduction

To: WJFF Exec Committee

From: Thane Peterson, Clay Smith and Sally Stuart

Re: What we've learned and what we recommend

### Background

At its February 2023 meeting the board established an ad hoc committee to explore and assess funding opportunities for the capital costs associated with adding a new frequency aimed at increasing broadcast coverage in north east PA. With hard deadlines and significant expenditures associated with this opportunity the board needs this information to make an informed decision. During the last two months e spoke with elected and philanthropic leaders, several of our partners and key past supporters in NEPA.

#### A. Investing in broadcast audience development versus online audience development

We spoke with the top engineers at WVIA and Vermont Public Radio. Neither of them was very positive about investing in broadcast frequencies.

While they didn't want to speak officially they expressed their personal opinions that there will be a strong shift to digital delivery within ten years. Their opinion is that we would be better off spending our money marketing on promoting our streaming services than paying for a new on-air signal.

#### B. Potential financial support for PA frequency and infrastructure

There is some support out there and we found interest as well as a few pledges should we decide to move forward. Folks in PA are interested to help and care about WJFF as a resource in NEPA. But enthusiasm isn't as great as we had hoped it would be. (We will update Mimi fully on this work.)

Private donations: We might receive one or two donations in the \$5,000 range but most donations would be \$1,000 or less. We could set up a campaign through the Wayne County Community Foundation, which would give us a local presence. And we could appeal to smaller donors in June via NEPA Gives, the largest charitable giving event of the year in Northeast Pa., which we participated in last year. However, our opinion is that these efforts would probably net less than half of the \$70,000 minimum we would like to raise.

State funding: As far as we can determine there is no state money available in Pa. for projects like this one.

Federal Grants: There is a great deal of USDA money available for projects like ours, and Congressman Cartwright would probably go to bat for us. However, we applied for a USDA grant for the Liberty Project and were declared ineligible. We were told to apply for a CPB grant instead. The CPB grant that Derek Williams identified would not be helpful to us.

The Bottom Line: Pulling off a \$70K capital campaign in a short period of time would require a large group of committed volunteers and an investment of staff time. This would not be an easy lift.

#### C. Recommendations and Next Steps

We feel it would be better to invest our time and resources in building engagement, coverage and connection with the NEPA community. We recommend creating a committee to focus on this. It could include board, volunteers (on air and off air) and staff. Being visible and really encouraging folks to connect with our unique programming would be a valuable next step.

We can continue to increase NEPA coverage as WJFF expands its local news coverage. Wayne County Commissioner Jocelyn Cramer noted that there is no daily newspaper in NEPA. She spoke in glowing terms about how important WJFF was to the Commissioners in getting out crucial information during the pandemic.

We can increase our investment in marketing our streaming and podcast offerings and growing our online audiences. We cannot achieve the goals of our strategic plan without increasing our audience. Based on what we've learned about the average age of our audience we feel we need to give this a high priority.

Another follow up which Pennell Whitney, the founder of the Cooperage Project, suggested would be to build a board-to-board relationship between the Cooperage Project and WJFF.

While we do not recommend pursuing the new frequency option, we feel that exploring and vetting this opportunity was valuable to the board and WJFF. We have learned a lot and we have listened to key stakeholders.

#### D. Thanks

Many thanks to Thane Peterson who has carried this work forward consistently and added his extensive knowledge of NEPA and of broadcast systems to our work.

We spoke with the following folks and will get back to them once we have made a decision.

- Joe Tymecki, sr. vp of engineering and tech at Vermont Public Radio
- A top official at WVIA in Pittston Pa. with similar credentials
- An aide to U.S. Congressman Matt Cartwright
- Ryenne Jennings, ceo of the Wayne County Community Foundation
- Derek Williams, mayor of Honesdale and a grant writer for the WCCF.
- Jocelyn Cramer, Wayne County Commissioner
- Several potential major donors, including Pennell Whitney and Bill Asselstine

## Notes on DCOC Brainstorming Meeting

Updated 4/11/23 12:30

A group met on March 24 at the station to brainstorm the functions that have been assigned to the DCOC previously with a view to formulating recommendations on how those functions could be accomplished better.

Those meeting were: Tim Bruno, Mimi Bradley, Halle Kho, Barb Demarest and Kirsten Foster (phone).

The following topics were discussed:

### EVENTS

**Fundraising Events** (events making a revenue contribution in the Annual Budget)

Recommend that:

- New Outreach Committee (OC) reviews scheduled events and their budgeted contribution to revenue. The OC evaluates the success of events for lessons learned/future planning.
- Staff and Volunteers (which may include current BOT members) plan and execute Fundraising Events.

**Community Building Events** (events with a minimal net revenue, not planned revenue in the Annual Budget, and undertaken to promote listenership and introduce listeners to making donations)

Recommend that:

- New Outreach Committee (OC) compile an annual plan for Community Building events. The OC would also evaluate the success of events for lessons learned/future planning.
- Volunteers are welcome to submit proposals for events.
- OC and Staff review Community Building events proposed by volunteers and determine viability.

**Volunteer Appreciation Events**

Recommend that:

- Staff plans, volunteers including board members hold/produce events.



**Outreach/Tabling Events** (events bringing Radio Catskill into the community e.g., Festivals, Farmers Markets, etc)

Recommend that:

- Staff plans, volunteers including board members work events

**COMMUNICATIONS AND MARKETING STRATEGY** This includes areas such as website, newsletter, social media, and any marketing collateral provided by the station.

These strategies have, as their objective, growing listenership and cultivating donorship

Recommend that:

- OC and staff develop strategy and reviews expenses required to implement the strategy in the formulation of the annual budget. OC and staff review budget targets for listener donations. OC evaluates effectiveness of the strategy.
- Staff implements strategy and utilizes volunteers, including board members, to implement the strategy as appropriate.

## **GRANTS**

Recommend that:

- OC and staff develop revenue goals and reviews expenses required to implement those goals in the formulation of the annual budget. OC evaluates effectiveness of the strategy.
- Staff implements plan for grants using assistance from volunteers and BOT, as appropriate.

## **UNDERWRITING**

Recommend that:

- OC and staff develop revenue goals and reviews expenses required to implement those goals in the formulation of the annual budget. OC evaluates effectiveness of the strategy.
- Staff implements plan for acquiring underwriters using assistance from volunteers and BOT as appropriate.

## **OTHER DEVELOPMENT CAMPAIGNS – Includes Endowment, Planned Giving**

Recommend that:

- OC and staff develop revenue goals and reviews expenses required to implement those goals in the formulation of the annual budget. OC evaluates effectiveness of the strategy.
- Staff implements plan for development of endowment, planned giving, etc using assistance from volunteers and BOT as appropriate.

### **Summary of Proposed Roles**

The **Outreach Committee** becomes restructured as a Committee of the Board responsible, with the staff, for setting goals and strategies especially those affecting the annual budget. The Committee reviews the effectiveness of the results and adjusts future plans in light of the results

The **Staff** is responsible for the execution of the goals and strategies and recruits assistance from volunteers (including board members) with appropriate expertise.

## **DRAFT PROPOSED BYLAWS REVISIONS**

### **ARTICLE VII (MARK UP)**

#### **COMMITTEES OF THE BOARD**

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees, 14 each consisting of three or more Trustees. The Board may also designate one or more Trustees to serve as alternate members of any Committee of the Board. Alternate committee members will be kept informed about Committee activities and, in the event a Committee member is unable to attend a Committee meeting, the alternate committee member may attend in his or her stead. Each Committee of the Board shall serve at the pleasure of the Board and, to the extent provided in the resolution or in the Certificate of Incorporation or these Bylaws, shall have the authority of the Board, except that no such committee shall have authority as to the following matters:

- a. The filling of vacancies in the Board of Trustees or in any committee
- b. The fixing of compensation, if any, of the Trustees for serving on the board or on any committee.
- c. The amendment or repeal of the or the adoption of new bylaws
- d. The amendment or repeal of any resolution of the Board that by its terms shall not be so amendable or repealable.

##### **Section 1. Term of Office.**

Committee members shall serve for a one-year term and may be re-appointed to an unlimited number of consecutive terms, for so long as they remain on the Board.

##### **Section 2. Open Meetings and Notice Requirements.**

Committees of the Board are subject to the open meetings and notice requirements of the Federal Communications Act, a detailed explanation of which can be found in the CPB Certification Requirements the as described in Article IV, Section 3.

**Section 3. Executive Committee.** The Executive Committee shall be comprised of the Officers of the Board. The President of the Board shall also serve as the Chair of the Executive Committee. The Executive Committee may act on behalf of the full board in emergency matters subject to the confirmation of the Executive Committee's actions at the next Regular meeting or Special meeting of the Board of Trustees. In addition, the Executive Committee shall perform such other duties that may be assigned by the Board from time to time.

**Section 4. Nominating and Governance Committee.** The Nominating and Governance Committee shall be comprised of a minimum of 3 Trustees appointed by the Board. Trustees whose terms are expiring within the year and who are eligible for a second term within the year shall not be appointed to the Nominating and Governance Committee. The Committees responsibilities include to:

- a. Identify expertise needed on the Board and seek candidates with such expertise, through on-air, media and website appeals and, where possible, by interviewing such candidates prior to proposing their nomination to the Board. The committee shall also make a nomination form publicly available at the

office of the Corporation and on its website for those seeking to nominate a candidate for election to the Board.

- b. Propose candidates for nomination for election to the Board in the Board's Election who offer the expertise needed on the Board and further the Corporation's diversity goals;
- c. Work to develop the skills and effectiveness of new and current Trustees;
- d. Conduct annual assessments of the performance of the Board and its Trustees.
- e. Perform such other duties that may be assigned by the Board from time to time.

**Section 5. Finance Committee.** The Finance Committee shall be comprised of a minimum of 3 Trustees selected by the Board, at least one of whom should have working understanding of and familiarity with accounting. The Treasurer shall be an ex-officio member of the Committee, and shall serve as its Chair. The Finance Committee has ongoing responsibility to:

- a. Provide general financial management for the Corporation
- b. Prepare the annual budget for review and approval by the Board
- c. Meet at least once following the midpoint of the fiscal year, and at such other times as needed, to review performance against the budget for that year and recommend to the Board for its approval any revisions it considers necessary and appropriate.
- d. Provide guidance to the Board on investment decisions
- e. Recommend to the Board policies for check signing authority, and at what thresholds, and for the reimbursement of expenses reasonably incurred for activities on behalf of the Corporation.
- f. Ensure that the proper federal and state filings are completed and filed on time.
- g. Review, at least annually, the Corporation's insurance coverage and reporting to the Board on its adequacy.
- h. Perform such other duties as may be assigned by the Board from time to time.

**Section 6. Audit Committee.** The Audit Committee shall be comprised of a minimum of 3 Independent Trustees<sup>1</sup> selected by the Board, or shall be comprised of all of the Independent Trustees on the Board. The Treasurer may not serve on the Committee. It is the Audit Committee's responsibility to:

- a. Oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements.
- b. Recommend to the Board the retention of, or renewal of the retention of the independent auditor and/or external accountant as appropriate.
- c. Review the results of the audit and any related management letter with the independent auditor and report back to the Board
- d. Review the Corporation's internal controls, including its Conflict of Interest Policy and annual disclosure requirements and advise the Board on any revisions or adjustments that may be appropriate.

e. Oversee the annual disclosure process and review the completed disclosure statements to identify any related party transactions and conflicts, or potential conflicts, of interest, and make recommendations to the Board on how such conflicts should be managed or monitored.

f. Perform such other duties as may be assigned by the Board from time to time.

**Section 7. Personnel Committee.** The Personnel Committee shall be comprised of at least 3 Independent Trustees selected by the Board. It is the Personnel Committee's responsibility to:

a. Review employee compensation and benefit packages and make recommendations thereon to the Board;

b. Conduct the General Manager's performance review;

c. Respond to and resolve employee grievances that are brought to its attention according to the procedures set forth in the Corporation's Grievance Policy.

d. Perform such other duties as may be assigned by the Board from time to time.

**Section 8. Outreach Committee.** The Outreach Committee shall be comprised of a minimum of 3 Trustees appointed by the Board. It is the Outreach Committee's responsibility to:

a. Review scheduled fundraising events and their budgeted contribution to revenue. The committee evaluates the success of such events for future planning.

b. Work with staff to compile an annual plan for community building events (those with a minimal fundraising goal and undertaken to promote listenership and introduce listeners to making donations) as well as volunteer appreciation events. The committee evaluates the success of such events for future planning.

c. Work with staff to develop the Communications and Marketing strategy and review expenses required to implement the strategy in the formulation of the annual budget. These strategies have, as their objective, growing listenership and cultivating donorship and includes areas such as website, newsletter, social media, and any marketing collateral provided by the station.

d. Review budget targets for listener donations and evaluate effectiveness of the strategy for securing donations.

e. Works with staff to develop revenue goals for grants and review expenses required to implement those goals in the formulation of the annual budget. The committee evaluates the effectiveness of the strategy to obtain grants.

f. Work with staff to develop revenue goals for underwriting and reviews expenses required to implement those goals in the formulation of the annual budget. The committee evaluates the effectiveness of the strategy for obtaining underwriting.

g. Work with staff to develop revenue goals for other development campaigns such as planned giving and review expenses required to implement those goals in the formulation of the annual budget. The committee evaluates the effectiveness of the strategy for those campaigns.

h. Perform such other duties that may be assigned by the Board from time to time.

## ARTICLE VIII

### ADVISORY COMMITTEES

The Board may establish one or more Committees of the Corporation<sup>2</sup> to function as advisors to the Board (“Advisory Committees”) and to the General Manager. Advisory Committees serve at the pleasure of the Board and do not have the authority to bind the Board or the Corporation. Trustees and non-Trustees alike may serve as members, and shall be appointed by the Board. Advisory Committees shall report and make recommendations to the Board at such intervals as are determined by the Board.

**Section 1. Term of Office.** Advisory Committee members shall serve for a one-year term and may be reappointed for an unlimited number of consecutive terms.

**Section 2. Open Meetings and Notice Requirements.** Advisory Committees are subject to the open meetings and notice requirements of the Federal Communications Act, a detailed explanation of which can be found in in the CPB Certification Requirements the as described in Article IV,

~~**Section 3. Development and Community Outreach Advisory Committee.** The purpose of the Committee is to advise the Board and the General Manager regarding the planning of events, membership drives, the identification of grants for which the Corporation may be eligible, and other development campaigns. In addition, the Committee will advise the Board and the General Manager regarding raising the public profile of the Corporation through marketing and public relations and public outreach, and by reviewing and making recommendations about those functions that are on the Corporation’s website.~~

**Section 3 4. Facilities and Operations Advisory Committee.** The purpose of the Committee is to act in concert with the General Manager, to oversee the condition and maintenance of the Corporation’s properties, equipment and facilities and to assess the ongoing technical needs of the Corporation and to identify areas of concern and make recommendations to the Board as appropriate.

*Note 1 New York Not-for-Profit Corporation Law §102(23): “Independent Director” [which includes in its meaning Independent Trustee] means a director who: (i) is not and has not been within the last three years, an employee of the corporation or an affiliate of the corporation, and does not have a relative who is, or has been within the last three years, a key employee of the corporation or an affiliate of the corporation; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the corporation or an affiliate of the corporation (other than reimbursement of expenses reasonably incurred ...; and (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the corporation or an affiliate of the corporation for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of twentyfive thousand dollars or two percent of such entity’s consolidated gross revenues.*

<sup>2</sup> *New York Not-for-Profit Law §712(e): “Committees, other than committees of the board ... shall be committees of the corporation. Such committees of the corporation may be elected or appointed in the same manner as officers of the corporation but no such committee shall have the authority to bind the Board.”*