

Minutes of the Meeting of the Executive Committee

WJFF Radio Catskill Board of Trustees

June 18, 2020 11:00am ZOOM meeting

Minutes approved July 16, 2020

Committee members present: Thane Peterson *President*, Kirsten Foster *VP*, John Gordon *Treasurer*, Kathy Geary *Secretary*.

Committee members absent: none

Staff Present: Dan Rigney

Public: Angela Page

A quorum being present, Thane Peterson called the meeting to order at 11:04am.

MOTION: (Foster/Geary) to approve the minutes of the Exec Committee Meeting of May 8, 2020.

In favor: Thane Peterson, Kirsten Foster, John Gordon, Kathy Geary

Opposed: None

Abstain: None

Finance reports

The finance reports from 6-18-2020 were reviewed. The PPP Loan of \$26K shows as an expense with the anticipation that the loan will be forgiven. The report will be updated to show the potential income to off-set the loss. The PPP loan period has been extended to 24 weeks of expenses. Our current report shows \$30K in applicable expenses for April 28 – June 16, so we have met that threshold.

Business underwriting income is currently \$8.5K, only at 32% of the \$26k budget. Dan R will prepare a plan to increase Business underwriting and deliver the proposal in two weeks. The campaign will address current and past businesses and approach to new businesses by both Dan R and Tim Bruno. The BOT will be asked to recommend and refer new businesses for underwriting. The Underwriting proposal will be delivered to the Finance committee and shared with the PR sub-committee of the DCOC.

Covid Response

Discussion was held about the Honesdale studios being open under Phase 3 of the covid-19 re-opening scheduled for June 24. One person at a time will be allowed to enter the WJFF broadcast studio, only after 5pm. The 5pm restriction will be lifted by the Cooperage once their food campaign is done at the end of July.

Annual BOT meeting June 2020 and BOT Election

Discussion was held concerning how signatory requirements by Jeff Bank and Vanguard will be handled. We also need every board member to sign a Conflict of Interest statement. Dan Rigney reports that WJFF has a DocuSign account to verify electronic signatures. The document in question is uploaded and a link to the document is sent to

all signatories for digital signing. He will confirm if Vanguard will accept the signatures digitally.

Jeff Bank is requesting a form from each signatory, consisting of the Executive committee, the GM and Deputy GM. In addition, we also need to submit approved partial minutes from Monday's meeting, signed by the Board Secretary that shows both the complete retiring board member list along with the complete incoming board member list. Physical signatures are required for the Jeff Bank accounts.

The ZOOM link for the 6-22-2020 BOT annual meeting on the website contains the password. Kathy will research how to provide the meeting link and password separately to secure the meeting from hackers. Additionally, people are held in a virtual waiting room and must be allowed into the meeting by the host, Dan R is hosting the meeting. Dan R will mute all attendees and speakers will be indicated by the presiding officer, then that individual will un-mute their microphone.

Clay Smith will be presiding over the meeting for the incoming BOT 2020-2021 term until the election of the officers is complete. Then the newly elected President will preside. Kathy G. will follow up with Clay to confirm the process.

BOT member term lengths are staggered so that approximately one third of the BOT is newly elected each term. Term lengths need to be assigned for the newly elected 6 seats. Four seats with three-year term lengths, one seat with a two-year term and one seat with a one-year term. The volunteer seat always receives a full three-year term. When the new board convenes, newly elected members will be asked to volunteer for the reduced terms. If no decision is made at the meeting, the Executive Committee will set term lengths at their next meeting. See spreadsheet below for term lengths.

Liberty Working Group advisory committee met on June 17, with Thane Peterson, Judith Schwartzstein, Kit Hult, James Lomax, John Gordon, Kirsten Foster and Dan Rigney. The committee will meet weekly to move the project forward. The NYS grant of \$150K from the 2019 state budget has been assigned a project number and a request has been made for an updated budget and estimation of costs. The demolition work done in-kind by BOCES needs to be reflected in the budget. RFPs need to be sent out to determine estimated expenses. The Liberty budget will be updated and presented to the full BOT at the June 22, 2020 meeting. Architect Ken Bovo has been unresponsive about requests for an updated budget. RFPs have not been sent out as planned. The project will be closely supervised by the working group going forward.

Orientation for New Members

Dan R. will provide copies of orientation materials used in previous years to the Nom & Gov committee for review and selection of appropriate documents for this year's members. He recommends that Sally Kane of the NFCB make a presentation about serving on the board.

Covid Response

The Personnel committee has prepared recommendations regarding re-opening under state guidelines. The report will be distributed to the full BOT prior to the meeting. Dan R. and Sally Stuart will present the guidelines at the annual meeting. Our volunteer base is typically in a high-risk category due to age and our procedures will reflect that vulnerability.

BOT Meeting Schedules

We recommend continuing monthly BOT meetings on Mondays at an earlier time of 6pm. The BOT only meets nine or ten times in the year. Suggested Dates for the next three meetings are: July 20, August 17, and Sept 21.

Dan R. recommends that all committee meetings also be scheduled in advance to simplify coordination. Once each committee meets again, they will be asked to set meeting dates in advance, as much as possible.

Final discussions about annual meeting

The Conflict of interest statements have not been updated since the previous year, Dan R will provide the document prior to the annual meeting for inclusion in the BOT packet.

Ballot counts – the Survey Monkey election ballot results will be reviewed by two people to confirm accuracy and maintain transparency of the election results. Sally Stuart is setting up and administering the ballots. Kirsten F and Sally S will meet in person to review the ballot results. Prior to announcing the results to the full board, each ballot must be reviewed to confirm that no more than 6 candidates are selected. Each candidate must receive at least 6 votes to be elected. If there are ties among candidates a second ballot will need to be done.

MOTION: (Foster/Geary) to adjourn at 12:47pm

In favor: Thane Peterson, Kirsten Foster, John Gordon, Kathy Geary

Opposed: None

Abstain: None

Minutes submitted by Kathy Geary, Secretary