

WJFF Radio Catskill Board of Trustees
Meeting Minutes of the Executive Committee
April 11, 2023 at 4:00pm

Online Meeting

Approved 5/12/23

Committee Members Present: Duncan Cooper (left the meeting at 4:55), Kirsten Foster, Clay Smith, and Sally Stuart

Board Members Present: Barbara Demarest (Joined at 5)

Staff Present: Tim Bruno,

A quorum being present, Kirsten Foster called the meeting to order at 4:04pm.

MOTION to approve the minutes from the Executive Committee meeting with the facilities committee on 2/19/23. (Stuart/Smith)

In Favor: Duncan Cooper, Kirsten Foster, Clay Smith and Sally Stuart

Abstained: None

Opposed: None

We would like to continue to hold Board meetings in PA at the Cooperage. We feel the May board meeting would make sense as the April meeting is in just a few days and we want to give board members more notice of this.

Tim updated the EC on the donor wall. We are hoping to finalize it shortly so that it can be on display in the Community Room as intended, particularly for public events. We are missing a few donors who haven't responded as to whether they want to be included. Sally suggested that she and Judith could make some phone calls to follow up with donors that haven't responded. Tim will be following up with the Committee to share progress and where we stand with the donors.

Clay and Sally discussed the update and recommendations from the special committee which explored potential support for adding a new frequency in Pennsylvania. Their report will be included in the board packet. Their top recommendation is to task the Board & Staff to work on focused outreach, engagement and marketing to this area, instead of adding a new frequency. The Committee agreed that we should make sure to support this recommendation with a budget allocation for such outreach efforts to ensure success. We can also do a special call to volunteers. Sally and Clay emphasized how much Thane contributed to this work and the group will follow up with everyone who they spoke with to explain our decision. The Executive Committee is also keen to do more to connect with Cooperage and their board.

The sale of the Monticello Transmitter is still pending approval by the FCC.

We are converting the Jeff Bank construction loan to a Mortgage. The appraiser came last week. The board will be asked to approve the following resolution:

"to convert the existing construction loan with Jeff Bank into a long-term loan with initial terms of 3 year rate reset and 25 year amortization, and an initial interest rate at 7% with Jeff Bank."

The resolution should also identify who will be signing loan documents.

In addition, Duncan will present Q1 2023 financials at the board meeting.

Nom and Gov has planned two Board Member Training sessions. We will review the agenda and time slots at the Board meeting in April to confirm the timeline and discussion topics. EC members suggested asking Sally Kane at NFCB to do a session with us at a future Board meeting as well.

Clay will speak with Committee chairs and staff to check in on progress on the Strategic Plan. He will present the progress at the June meeting which will be a good wrap up of the board terms.

The 2022 audit is progressing. We hope to have the auditors present at the board meeting but if not, then the May Meeting is still in time for the May 31 CPB filing deadline. Susan Anderson, from our accounting firm NETA, has been incredible in terms of staffing the audit.

The audit committee will work on three plans during the coming months:

1. IT and security audit
2. Business continuity plan
3. Broadcast continuity plan

The executive committee with Tim will develop a succession plan later this year.

There was discussion of combining the Audit and Finance Committees. More information is needed as to best practices. Some similar stations have done this.

The Personnel Committee Updated the WJFF Employee Handbook. It will be included in the board packet for approval. It would be great if Amy's lawyer friend could review it.

Barb presented a plan to clarify staff and board roles and to change the DCOC to a committee of the board renaming it the Outreach Committee. She will draft by-laws revisions to share at the April meeting and to be voted on at the May meeting. The plan will be included in the Board packet.

Meeting adjourned at 5:15.

MOTION to adjourn at 5:17 pm (Stuart/Foster)

In Favor: All in favor

Opposed: None

Abstaining: None

Submitted by Sally Stuart, Secretary