

**FINAL Minutes of the meeting of the
WJFF Radio Catskill Nominating and Governance Committee
November 18, 2019 at 6:00pm**

Meeting conducted by conference call

Trustees Present: Tim Bruno, Steve Davis, Kathy Geary, Clay Smith, Sally Stuart, Caitlin Wilson, Thane Peterson (left early)

Trustees Absent: None

Staff Present: None

Members of the public: None

A quorum being present, Steve Davis called the meeting to order at 6:01pm.

A. OLD BUSINESS

1. Approval of minutes from October 29, 2019 N&G meeting (attached)

Members of the Committee reviewed the minutes, and made two minor changes.

Motion: To approve the minutes of the October 29, 2019 N&G meeting.

(Kathy / Sally)

In favor: Tim Bruno, Steve Davis, Kathy Geary, Clay Smith, Sara Stuart,

Opposed: None

Abstaining: Caitlin Wilson (was not in attendance at the October 29 meeting)

2. Program Committee Policy

The Committee discussed how the Program Committee functioned prior to the hiring of a Program Director, how it has functioned since, and what the By-Laws and written policy on the Program Committee say.

The Bylaws (revised in 2014) state that Advisory Committees can be established by the Board. The Program Committee is not mentioned as an Advisory Committee in the WJFF Bylaws. It was stated that the Program Committee was included in the bylaws of 2012, however it was deleted in the bylaw revision of 2014. It would therefore require a change in the Bylaws to make the Program Committee an Advisory Committee to the BOT. Concerns were raised that the current Program Committee that reports to the Program Director is not functioning well, as at least some shows have not been evaluated annually, new members have not been brought onto the Committee in several years, and the percentage of local programming has been dropping. Questions were raised as to whether the Program Director is in charge of creating programming, or volunteers are, or some mix of the two. Questions were also raised about whether and how the CPB prohibits the Board from being involved in programming.

Cat did some research on other nonprofit radio stations and found a lot of them have a liaison from the board, perhaps in a non-voting role, with community members on a Program Committee. There is nothing in the bylaws that says board members could not be on such a committee.

Clay suggested that there are deep divisions within the board on issues including the role of volunteers. He suggested we have a longer BOT meeting to explore these differences, and try to

reach some common ground. That will make it easier to discuss issues like this. Several others supported the idea.

The Committee agreed to do more research on these questions before proceeding. Next steps include:

- Sally will share the newly revised Job Descriptions of the Program Director, and Kathy will check on past job descriptions and decisions;
- All members of the committee will write up and share their thoughts on the role of volunteers and the functioning of the Program Committee;
- Sally will research best practices in this area, and share them with committee members; and
- Steve will write Sally Cane regarding the role of the BOT in programming.

The N&G Committee will continue the discussion at the next meeting and decide how to move forward.

B. Public Comment / Discussion

None

C. New Business

1. Volunteer Coordination, and specifically, who recruits volunteers:

- a. At last BOT meeting, a request was made that N&G look into who is responsible for recruiting volunteers, and what the Board's role may be, as there is a lack of clarity on this issue.
- b. According to discussion:
 - i. For most of the station's history, volunteer coordination was a volunteer, unpaid role;
 - ii. In the policy manual, volunteer coordinator at one point became a part-time paid position to oversee all volunteers and coordinate on-air shifts;
 - iii. Andrea did this most recently, as part of her role as Assistant GM;
 - iv. She originally started doing this as a volunteer, was hired PT, then hired as staff and this role was included in her job;
 - v. There were some fiduciary implications that led us to do this.
- c. Is volunteer coordination fully a staff role, or should there be board support?
 - i. Now volunteers report to staff, there is no board role.
 - ii. There was discussion on whether staff should fully recruit, manage and set guidelines for volunteers, or whether the board should play some role in this process
- d. Steve agreed to follow-up with Judith about this.

Motion: To task the DCOC with responsibility to lead volunteer recruitment, pending consultation with the DCOC chair.

(Kathy / Steve)

In favor: Tim Bruno, Steve Davis, Kathy Geary, Clay Smith, Sara Stuart, Caitlin Wilson

Opposed: None

Abstaining: None

2. Fragrance Policy

- a. The Committee reviewed the proposal discussed at the last BOT Meeting.

- b. It was agreed this is an important issue to pursue.
- c. It was also agreed this is not a policy that can be enforced as a black and white issue of compliance or non-compliance. It is an issue of education and changing habits and standards in order to protect the health of all who work in, participate with, or visit the station.
- d. The Committee would like to forward a policy proposal to the BOT, also to be included in the Volunteer Handbook, that would:
 - i. articulate the station's commitment to building awareness of and working towards a scent-free work environment; and
 - ii. result in posting educational materials in the station's offices.
- e. Clay will re-draft a one-page posting, and a two-page policy proposal to bring the next N&G Committee meeting for review, editing, and a vote.

3. Meetings by phone / in-person meetings

- a. Steve requested we hold in-person meetings whenever possible, starting in December. Members are asked to send Steve a list of dates in December. If we cannot find a December meeting date that enough people can attend, we will hold the meeting as currently scheduled for December 16, with remote access available.

D. Public Comment / Discussion

None

Next Meeting Dates:

- Monday, December 16 at 6:00pm (or an alternate date on which we can meet in person)

Motion: To adjourn the meeting at 8:05pm.

(Kathy / Tim)

In favor: All

Opposed: None

Abstaining: None

Submitted by Clay Smith