

## **WJFF Nominating & Governance Minutes**

**March 12, 2022 Saturday at 10:30 am**

**Virtual meeting online**

**Approved April 14, 2022**

Committee Members Present: Amy Brightfield, Barbara Demarest, Kathy Geary, Leif Johansen

Committee Members Absent: none

Staff present: none

Public in Attendance: none

Amy called the meeting to order at 10:35am

**MOTION** (Geary / Demarest): to approve the minutes from Nov 9, 2021

In Favor: Barbara Demarest, Kathy Geary

Opposed: none

Abstain: Amy Brightfield, Leif Johansen

**MOTION** (Johansen / Demarest): to approve the minutes from Feb 16, 2022

In Favor: Amy Brightfield, Kathy Geary, Leif Johansen

Opposed: none

Abstain: Barbara Demarest

Amy Brightfield will submit the draft minutes for the meeting on Jan 27, 2022.

Amy, Barb and Leif were in attendance and Kathy Geary was absent.

### **Self-Assessment Survey**

BOT members have been presented with an online self-assessment survey via google forms on April 26. So far seven members have completed the survey.

Barbara Demarest created the survey and is tracking the results.

### **Nominees for 2022 BOT Elections**

There are three terms expiring in 2022. Judith Swartzstein and Sally Stuart are ending their first terms and are eligible to run for election in 2022 for a second three-year term. Kathy Geary is completing her second term and is not eligible to run for election. Her seat is open and there are two more seats open due to the

resignation of Angela Page and Kevin Cooke. Three seats are open for new members with three-year terms. This will continue the staggered terms with 5 members terms expiring in each year for 2023, 2024 and 2025.

<b>WJFF Board of Trustees 2022 - 2023 - TERM LENGHTS</b>						
<b>LastName</b>	<b>FirstName</b>	<b>email</b>	<b>Title</b>	<b>Term ends</b>	<b>Term limit</b>	
Barnes	Jeff	<a href="mailto:jeffrey.b.barnes@gmail.com">jeffrey.b.barnes@gmail.com</a>		2023	1st	
Brightfield	Amy	<a href="mailto:amybrightfield@yahoo.com">amybrightfield@yahoo.com</a>		2023	1st	
Demarest *	Barbara	<a href="mailto:btdemarest@gmail.com">btdemarest@gmail.com</a>		2023	3rd	
McCullough	Leila	<a href="mailto:leilamccullough@hotmail.com">leilamccullough@hotmail.com</a>		2023	2nd	
Johansen *	Leif	<a href="mailto:leifkjohansen1@gmail.com">leifkjohansen1@gmail.com</a>		2023	1st	
Blagrove	Dale	<a href="mailto:dblagrove@gmail.com">dblagrove@gmail.com</a>		2024	1st	
Cooper	Duncan	<a href="mailto:wildarms@protonmail.com">wildarms@protonmail.com</a>	Treasurer	2024	2nd	
Foster	Kirsten Harlow	<a href="mailto:kirsten@fostersupplyco.com">kirsten@fostersupplyco.com</a>	President	2024	2nd	
Smith	Clay	<a href="mailto:claysmithny@gmail.com">claysmithny@gmail.com</a>		2024	2nd	
Williams	Michael	<a href="mailto:mjwills2000@hotmail.com">mjwills2000@hotmail.com</a>		2024	2nd	
Schwartzstein	Judith	<a href="mailto:judith@wjffradio.org">judith@wjffradio.org</a>		2025	2nd	assuming she runs and is elected
Stuart	Sara	<a href="mailto:sara.stuart.nyc@gmail.com">sara.stuart.nyc@gmail.com</a>	Vice President	2025	2nd	assuming she runs and is elected
New member			Secretary	2025	1st	
New member				2025	1st	
New member				2025	1st	

Tim Bruno has suggested some potential nominees and the committee will reach out to these individuals to see if they are interested in joining the BOT.

- HEATHER QUAINTANCE: she's been active in the Capital Campaign Committee and is enthusiastic about the station. She has extensive connections throughout the community. Amy Brightfield will contact her.
- SAMANTHA MANGO: she's head of marketing for Sullivan 180 and just joined the CAB. She may not have time, but she is a younger voice that would be beneficial. Leif Johansen will contact her.

- KRISSY SMITH: owner of Callicoon Theatre. She's already on the Strategic Planning Work Group and she is passionate about the station. Barbara Demarest will contact her.
- LAUREN SEIKALY: owner of several Jeffersonville businesses, including The Jeffersonville Bake Shop, Tavern on Main and The Vintage House. She's a former board member of WNYC. She and her husband donated to the cap campaign and are behind the Save Lake Jeff effort. Kathy Geary will contact her.
- MEADE JORGENSON: he's a former NBC News colleague who lives in Eldred. He and his wife Dorothy both still work at DATELINE. Great news and journalism background and has told me he'd consider helping out with the board. Amy Brightfield will contact him.

## **By-Laws Review**

The Committee continued the ongoing review of the WJFF By Laws in detail. We are using a document in Google drive to keep a record of the changes and to control the versions as more than one person works on them.

We have divided the list of proposed changes into two groups of simple updates and more complex issues. We have requested a special meeting of the Executive Committee on March 25 Friday at 9am to review the first group of By Laws changes. We want the Executive Committee to pass a motion to agree to the proposed changes and recommend that the BOT vote to approve at the meeting on April 25. Then will we distribute the proposed changes to all BOT members and also publish the proposed By Laws changes on the website on March 28 for public review as stipulated in the By Laws (see below).

The Executive Committee meets again on April 15 and we will present the second group of proposed changes for discussion and review. Depending on the outcome of that meeting we will distribute the proposed changes to all BOT members and post them online for public review.

The full BOT meets on April 25 and will vote on the proposed changes that have been presented.

We are required to present all proposed changes to the BOT as defined in the By Laws, Section XVI – “written notice of the proposed amendment(s), including the text thereof, shall have been conveyed by mail or email to each Trustee at his or

her residence or usual address at least 8 and not more than 30 days in advance of such meeting. Reasonable notice of the proposed amendment shall also be given to the public in accordance with these Bylaws and the CPB Certification Requirements.

Further research is needed to determine exactly how the approved By Laws changes will be indicated in the document itself. Considering the quantity of changes proposed it might need a separate appendix to itemize the changes. This appendix must also be approved as a new addition to the By Laws document.

The committee will meet again on April 6 Tuesday at 5pm.

**MOTION:** to adjourn at 12:12am, all in favor