

**WMHT Educational Telecommunications
WMHT Board of Trustees Meeting
Minutes
January 22, 2009**

A Meeting of the WMHT Board of Trustees was held on January 22, 2009 at 4:00 pm held at WMHT, Troy, New York. John Harrington, Chair of the Board of Trustees, presided.

Present

John Harrington	Patrick Kehoe
Robert Altman	Denise Murphy McGraw
Karthik Bala	Edward Neff
Robert Blackman	Joseph Richardson
Prentiss Carnell	Sarah Slingerland
Howard Carpenter	Dick Taylor
Lauretta Chrys	Gretchel Hathaway Tyson
James Hoehn, MD	Pieter VanDerzee
	Eugene Zeltmann

Excused

Beth Beshaw	Kathleen M. Jimino
Carole Biegen	Raona Roy
Doris Fischer Malesardi	Karen Schimke
Dan Finkle	Carl Shuster

Also Attending

Peter Repas
WMHT Staff: Val Flouton, Paul Hoagland, Katherine Jetter, Scott Sauer, Anthony Tassarotti, Michael Keefe-Feldman, Sandra Beer.

Call to Order

Mr. Harrington called the meeting to order at 4:11 PM.

***Consent Agenda
Items***

On motion, duly seconded, the consent agenda items (listed below) were unanimously approved by the Board of Trustees.

November 13, 2008 Board Meeting
November 13, 2008 Development Committee Meeting
November 25, 2008 Finance Committee Meeting

January 12, 2009 Finance Committee Meeting
January 15, 2009 Governance Committee Meeting

Finance Committee Report

Mr. Richardson thanked senior staff, Mr. Altman and Ms. Raskin. Since the annual meeting, the WMHT staff has had to reforecast twice the fiscal budget. The first reforecast was based upon results at the end of October. As the economy deteriorated a second finance committee meeting was held to review an additional forecast. A worst case scenario column was added on the second reforecast. Revenues and expenses were looked at carefully. Every line item was reviewed by the department heads. As a result of the second reforecast, the monthly program guide, *Outlook*, has been eliminated in printed form but will remain online. As we develop the 2010 budget, we will plan for several informational sessions. We have distributed the FY08 audited financial statement package which includes the management letter. We have also distributed the FY '08 IRS form 990 for the Board.

Approval of FY '08 990's

Mr. Carpenter and Mr. Richardson ask for Approval of FY '08 990s.

Motion

On motion, duly seconded, FY '08 IRS Form 990, was unanimously approved by the Board of Trustees.

Governance Committee Report

Mr. Carpenter reported Board orientations occurred and congratulated the staff on a successful orientation process. Mr. Carpenter reported that the policies are not yet in the board book. Revisions are still being made.

Ratification of annual meeting election of trustees

Mr. Carpenter moved to ratify the election of trustees. The By-laws require the board have resumes available for at least ten days before election. Mr. Carpenter moved that the trustees ratify and elect the four candidates to the WMHT Board: James Hoehn MD, Patrick Kehoe, Sarah Slingerland and Richard Taylor.

Motion *On motion, duly seconded, the ratification of the election of trustees, was unanimously approved by the Board of Trustees.*

Nomination of Board Candidate Mr. Carpenter nominated Paul Powers. The election will be on the agenda for the March meeting and Mr. Powers will be invited to the next Board meeting.

Election of member of Executive Committee Mr. Carpenter reported the Executive Committee is made up of officers and chairs of the standing committees. The Governance Committee can nominate up to 2 additional trustees to the Executive Committee. The Governance Committee proposes to nominate Gretchel Hathaway Tyson to be a member of the Executive Committee.

Motion *On motion, duly seconded, the nomination of Gretchel Hathaway Tyson to be a member of the Executive Committee, was unanimously approved by the Board of Trustees.*

State Budget Update and Plans Mr. Repas reported on the New York State budget. The Governor has proposed an operating aid cut of 50%, which for WMHT represents a reduction of more than \$750,000. A cut of this magnitude would be devastating. While we were preparing for a cut based upon the realities of the state budget situation, we weren't expecting this kind of a disproportionate reduction. The amended budget came out with no change. Now is the stations' second chance, to approach the legislators and ask them to reduce the cut from 50%. We have asked General Managers and Board Members to write to the legislators, meet and talk with them. Mr. Altman and Ms. McGraw have been on the phone and in meetings with legislators. Ms. McGraw reminded the board to customize the message. The Board will receive a list of names, talking points and a sample letter.

Presidents Report Mr. Altman reported it has been an interesting time since the last time we got together. WMHT purchased Nielsen ratings for the first time in 5 years. Cumulative audiences remain strong. HealthLink, New York Now, British comedies and The News Hour received strong ratings. New York Now has just won two national awards at the NETA conference. We've completed the first season of From Farm to Table and are hoping to do second season. WEXT had its first big concert event. There were 6 live bands. WEXT had a fund drive in January and achieved its goal. We have accomplished a lot in difficult circumstances. Our travel auction is currently online. Congress has delayed the Analog Shutoff from February 17th until June 12th. The bill states stations can sign off early if they choose following public notice requirements. There will be future meetings to discuss WMHT's timeline for the analog shutoff.

- Chairs Report*** Mr. Harrington reported how important and critical the Board responsibilities are at this time with the volatile situation we are in. He thanked the board for their time and future efforts.
- Educational Services Presentation*** Mr. Altman and Ms. Jetter reported the Educational Services presentation will be postponed until the next Board Meeting.
- Executive Session*** Executive session began at 5:36 PM. No action was taken.
- Adjournment*** The meeting adjournment 5:59 PM. The next Board meeting will be held on March 26th at 4pm.

Mr. Neff called a meeting via email asking Board members to approve Mr. Altman's contract. A further discussion will be had in the executive session.

On motion, duly seconded, Mr. Altman's contract was unanimously approved by the Board of Trustees. Mr. Altman abstained from voting on the motion because of the conflict of interest.

Ms. Biegen reported the Community Advisory Board had their first meeting with WMHT staff and Zone 5. The meeting was a focus group for Zone 5 to collect information to be used in the Listening Project.

Mr. Carpenter reported the Governance Committee is working on several items including board policies being updated, disaster preparedness assigned to WMHT Staff member, Paul Hoagland, and board fiduciary responsibilities.

Mr. Altman reported some station highlights including the following:

- The premier of *From Farm to Table*
- State wide program senate race *NY Now* special
- WMHT FM entered the top 10 list of radio stations in the capital district.
- WEXT was voted best non commercial music station in the Metroland
- New website will launch October 1
- Interviewing Chief Content Officer candidates
- Recruiting for the Manager of Leadership and Planned Giving position
- Challenging fall ahead of us

Mr. Neff reported his report mirrors Mr. Altman's and thanks the Board for dedicating the day to attend the retreat.

Mr. Guzior reported the following:

- There has been an addition of some new auditing rules
- June 08 audit went well, reports are positive
- Implementations of 8 new audit risk assessment standards
- WMHT needs to better understand its environment and how transactions are processed
- Spend more time collaborating what management has told the auditors
- Auditors have a new rule that they need to communicate more with WMHT before the audit begins
- There is now enhanced reporting back to WMHT
- Best practices have grown for the Boards responsibilities: Duty of loyalty and duty of care. The board needs to be aware of many more things including approval on the 990's before they are filed.
- IRS has also announced changes for the 403(B) plans. WMHT's 403B plan is now subject to the new rules. Ms. Raskin reports the plan will be audited next year as there are more than 100 participants in the

plan. Mr. Guzior reports the audit will be in the range of \$10,000 - \$12,000.

- 990's have been revamped with more yes and no questions along with detailed explanations. The IRS's goal was to enhance transparency, promote tax compliance and minimize burden of filing. Enhancement to narrative side becomes a public relations document.

There being no objection, an executive session was convened at 10:30 and items discussed but no action was taken.

The Governance committee presented the minutes of their June 23 and September 5, 2008 meetings.

On motion, duly seconded, the minutes of the June 23 and September 5, 2008 meetings were unanimously approved by the Board of Trustees.

The Meeting adjourned at 10:45 AM. The next full Board meeting will be the Annual Meeting on November 13, 2008.

