

WJFF Radio Catskill Board of Trustees

Meeting Minutes ADOPTED AUGUST 21, 2013

Wednesday, July 17, 2013
Village Hall
Jeffersonville, NY

Trustees Present: John Bachman, Barbara Demarest, Mike Fisher, Kevin Gref, Steve Harris, Sonja Hedlund, Kurt Knuth, Midge Maroni, Patricia Pomeroy, Joel Sanchez, Martin Springhetti
Trustees Absent: Tasa Faronii-Butler

A. A regular meeting of the WJFF Board of Trustees was called to order by Sonja Hedlund at 6:32 p.m.

B. Motion to accept the previous meeting minutes

Motion to accept the minutes of the June 19, 2013 meeting was made by Midge Maroni, seconded by Barbara Demarest; All in favor.

C. Revisions to agenda. Guidelines for meetings

Time was allotted for the Station Manager's report.

D. Election of Officers

A motion to elect Sonja Hedlund to the office of President was made by Steve Harris, seconded by Kevin Greg; All in favor.

A motion to elect Kurt Knuth to the office of Vice President was made by Martin Springhetti, seconded by Steve Harris; All in favor.

A motion to elect Patricia Pomeroy to the office of Treasurer was made by Barbara Demarest, seconded by Kevin Gref; All in favor.

A motion to elect John Bachman to the office of Secretary was made by Midge Maroni, seconded by Kurt Knuth; All in favor.

E. Resolutions

A motion to accept a resolution to allow a one-time exception to the by-laws Subsection 2 in order to create staggered terms for the Board of Trustees by naming 4 of the newly elected Trustees to a 3-year term; 3 of the newly elected Trustees to a 2-year term; and 4 of the newly elected Trustees to a one-year term was made by John Bachman, seconded by Patricia Pomeroy; All in favor. [See attached resolution.]

A motion to accept the Nominating Committee's recommendation regarding term lengths for specific board members was made by Patricia Pomeroy, seconded by Martin Springhetti; All in favor.

Nominating Committee's Term Length Recommendation:

John Bachman, 1 year
Barbara Demarest, 1 year
Tasa Faronii-Butler, 1 year
Kevin Gref, 1 year
Mike Fisher, 2 years
Kurt Knuth, 2 years
Martin Springhetti, 2 years

Steve Harris, 3 years
Midge Maroni, 3 years
Patricia Pomeroy, 3 years
Joel Sanchez, 3 years

Sonja Hedlund has 2 years remaining on her term; all BOT members will be eligible for election to a second term at the conclusion of their first term.

A motion to accept the resolution to amend Article VII Section 2 of the Bylaws was made by Patricia Pomeroy, seconded by Midge Maroni; All in favor. [See attached resolution.]

A motion to accept the resolution regarding check signing authority was made by Patricia Pomeroy, seconded by Barbara Demarest; All in Favor. [See attached resolution.]

F. Correspondence

A letter from Graham Rice, dated July 5, 2013, raising concerns about the recent volunteer election was read and will be attached to these minutes.

G. Standing Committee Reports

1. Facilities Committee Report given by Steve Richter. Priorities include a wheelchair ramp for the main studio building, condition and usage of "Green House", and Jeffersonville studio upgrades and renovation.

2. Program Committee Report from Julia Greenberg was read by John Bachman; Mike Fisher, Joel Sanchez and Kurt Knuth agreed to work with the PC and explore how programming decisions are made at other radio stations similar to WJFF.

H. Community Advisory Board update presented by Darryl Brasseale

Five of the currently serving members of the CAB expressed a desire to continue serving on the CAB for another year: Darryl Brasseale, Doug Bill, Henry Bierling, Kevin Hoffmans, and Barbara Martinsons. The CAB will present additional names for consideration as CAB members to the Board of Trustees at the September meeting of the Board of Trustees.

A motion was made to appoint Darryl Brasseale, Doug Bill, Henry Bierling, Kevin Hoffmans, and Barbara Martinsons to the Community Advisory Board for a term of one year by John Bachman and seconded by Patricia Pomeroy; 10 trustees in favor; One abstained; Motion carried.

HH. Station Manager's Report

[See attached report.]

I. Public Comment

J. New Business

1. Conflict of Interest Policy -- Board will review IRS template for conflict of interest policy and discuss at the next meeting.
2. Discussion of WJFF Mission Statement -- Board will consider current and original Mission Statements and discuss at the next meeting of the board.
3. Grant Application: FEMA Hazard Mitigation Grant Program (HGMP) is available to areas that were hit by Hurricanes Irene, Lee and Sandy.

A motion to submit the letter of intent to apply for the HGMP was made by Midge Maroni, seconded by Kevin Gref; All in Favor.

Patricia Pomeroy will complete the paperwork and submit the letter of intent by the deadline in early August.

4. Station Manager Search

A motion was made by Martin Springhetti to form an Ad Hoc Committee to research other station staffing; seconded by Barbara Demarest; All in favor.

Barbara Demarest, Sonja Hedlund and Kevin Gref will serve on the committee.

K. Announcements presented by Adam Weinreich

L. Action Steps

A motion was made to accept those portions of the current meeting's minutes regarding the election of officers, the resolution to amend the bylaws and the resolution to designate check signing authority was made by Mike Fisher and seconded by Patricia Pomeroy; All in favor.

M. Adjournment

A motion to adjourn was made by John Bachman and seconded by Sonja Hedlund; All in favor.

N. Next Meeting scheduled for Wednesday, August 12, 2010, 6:30 p.m. at the Jeffersonville Village Hall.

RESOLUTION OF THE BOARD OF TRUSTEES OF RADIO CATSKILL
TO MAKE A ONE-TIME EXCEPTION TO ARTICLE III, SECTION A,
SUBSECTION 2 OF THE BYLAWS IN ORDER TO CREATE STAGGERED TERMS
FOR THE NEWLY ELECTED TRUSTEES

July 17, 2013

At a regular meeting of the Board of Trustees of Radio Catskill held on July 17, 2013 and open to the public, the following resolution regarding Article III Section A, Subsection 2 of the Bylaws was proposed and approved by the Board

WHEREAS on April 19, 2013, 8 of the 9 members of Radio Catskill's Board of Trustees resigned, leaving Sonja Hedlund as the sole remaining Trustee; and

WHEREAS at a special meeting of the Board held on April 25, 2013, John Bachman and Glenn Wooddell were elected to serve as interim Trustees until the next regular election of Trustees took place and the newly elected Trustees took office; and

WHEREAS the regular election of Trustees took place at the Annual Meeting of the Board of Trustees on June 19, 2013 at which 9 new Trustees were elected by the Board; and the names of the 2 Trustees elected in the Volunteer Election were also announced;

WHEREAS the Board of Trustees of Radio Catskill is now comprised of 12 Trustees, 11 of whom are newly elected and one, Sonja Hedlund, who is beginning the second year of a 3-year term; and

WHEREAS Article III, Section A Subsection 2 of the Radio Catskill bylaws provides that "A Trustee's term is three years." and

WHEREAS under the current circumstances, adherence to that provision would result in the unintended consequence that the terms of 11 of the 12 Trustees would end at the same time three years from now; and

WHEREAS the Board of Trustees believes it is in the best interest of Radio Catskill to make a one-time exception to Article III, Section A, Subsection 2 in order to create staggered terms for the Board of Trustees, thus providing continuity and balance in the composition of the Board going forward; and

WHEREAS this can be accomplished by having 4 of the newly elected Trustees serve for a term of 3 years; 3 of the newly elected Trustees serve for a term of 2 years; and 4 of the newly elected Trustees serve for a term of 1 year. Trustee Sonja Hedlund will continue to serve out the 2 years remaining in her term.

THEREFORE: it is hereby

RESOLVED that a one-time exception is made to Article III, Section A, Subsection 2 in order to create staggered terms for the Board of Trustees and that to accomplish this, the Trustees will name 4 of the newly elected Trustees to a 3-year term; 3 of the newly elected Trustees to a 2-year term; and 4 of the newly elected Trustees to a one-year term.

BE IT FURTHER RESOLVED that the term of Sonja Hedlund shall remain unchanged and she will continue to serve out the 2 years remaining in her term; and

BE IT FURTHER RESOLVED that, starting with the next regularly held election of Trustees at the 2014 Annual Meeting of the Board, all newly elected Trustees will serve for a 3-year term as per Article III, Section A, Subsection 2 of the bylaws.

Signed on behalf of Radio Catskill

Date _____ Title _____

RESOLUTION OF THE BOARD OF TRUSTEES OF RADIO CATSKILL
TO AMEND ARTICLE VII SECTION 2, OF THE BYLAWS

July 17, 2013

At a regular meeting of the Board of Trustees of Radio Catskill held on July 17, 2013 and open to the public, the following resolution amending Article VII Section 2 of the Bylaws was proposed and approved by the Board

WHEREAS, Article VII, Section 2 “Financial Arrangements” of the Radio Catskill bylaws currently reads in its entirety as:

2. Checks or disbursements greater in amount than \$1,000 shall require the signature of both the Treasurer and the President of the BoT or of two persons designated by the Board.

And

WHEREAS, in order to increase the threshold at which two signatures are required, to accord with current salary and disbursement levels, and to clarify which persons have check signing authority, the Board of Trustees desires to amend the bylaws by deleting the current Article VII, Section two in its entirety and replacing it with the proposed amendment:

“2. Checks or disbursements greater in amount than \$1,000, except as may be required in the case of contractual payroll, shall require the signature of both the Treasurer and the President of the BoT or of two persons designated by the Board.”

THEREFORE: it is hereby

RESOLVED that the bylaws be amended by deleting current Article VII, Section 2 in its entirety and adopting the proposed amended Section VII, Section 2 as set forth above.

Signed on behalf of Radio Catskill:

Date _____ Title _____

RESOLUTION OF THE BOARD OF TRUSTEES OF RADIO CATSKILL
July 17, 2013

At a regular meeting of the Board of Trustees of Radio Catskill ("WJFF") held on July 17, 2013 and open to the public, the following resolution was proposed and approved by the Board:

WHEREAS the Board, by majority vote at a properly convened meeting at which a quorum was present, elected **Sonja Hedlund** to serve as President; **Kurt Knuth** to serve as Vice President, **John Bachman** to serve as Secretary and **Patricia Pomeroy** to serve as Treasurer; and

WHEREAS the Board desires to authorize the President, Vice President, Secretary and Treasurer to be able to write checks and make disbursements on behalf of WJFF; and

WHEREAS, pursuant to amended Article VII, Section 2 of the Bylaws:

"2. Checks or disbursements greater in amount than \$1,000, except as may be required in the case of contractual payroll, shall require the signature of both the Treasurer and the President of the BoT or of two persons designated by the Board."

THEREFORE, It is hereby

RESOLVED that **Sonja Hedlund** as President, **Patricia Pomeroy** as Treasurer, **Kurt Knuth** as Vice President, and **John Bachman** as Secretary are each given the individual authority to write checks and make disbursements in the name of Radio Catskill for amounts of \$1,000 or less.

BE IT FURTHER RESOLVED that for checks or disbursements greater in amount than \$1,000 the signatures two of the 4 above-named officers are required.

BE IT FURTHER RESOLVED that the signature authority of any other person, with the exception of **Adam Weinreich**, Interim Station Manager, is withdrawn, effective immediately.

Signed on behalf of Radio Catskill:

Date _____ Title _____

Station Manager's Report 7/17/2013

CPB Grant

CPB FSR completed 2 months behind schedule. Extensions applied for and granted, connected Barbara with Tim at CPB, Met with Liz at Knack Pavloff.

Payment of the final portion of our 2012 Community Service Grant (\$22,411, total 2012 grant amount \$89,756) has been approved for payment and should be here soon.

WJFF NFFS (non federally-funded support) statistics:

2012: \$254,589 2011: \$282,185 Change: \$-27,596 Change: -9.8%
2011: \$282,185 2010: \$287,495 Change: \$-5,310 Change: -1.8%
2010: \$287,495 2009: \$230,288 Change: \$+57,207 Change: +24.8%
2009: \$230,288 2008: \$179,113 Change: \$+51,175 Change: +28.6%
2008: \$179,113 2007: \$302,173 Change: \$-123,060 Change: -40.7%
2007: \$302,173 2006: \$187,337 Change: \$+114,836 Change: +61.3%
2006: \$187,337 2005: \$172,353 Change: \$+14,984 Change: +8.7%
2005: \$172,353 2004: \$174,011 Change: \$-1,658 Change: -1.0%
2004: \$174,011 2003: \$161,815 Change: \$+12,196 Change: +7.5%
2002: \$161,815 2001: \$165,106 Change: \$-3,291 Change: -2.0%

Quarterly Issues

Quarterly Issues reports were filed on-time (July 10th). These reports provide detail on WJFF programming which addresses the significant issues facing listeners within our broadcast area. We keep a list of local programming which addresses these issues, and keep it as far back as our last license renewal (8 years) and need to be able to produce the list during our license renewal process if someone challenges that we are not serving the needs of our community. In the past, those needs have been defined as:

- A. **Sustainability**: Protecting and preserving our environment and natural resources, and maintaining the rural farming traditions of the area.
- B. **Education and Youth**: Public school education and the lives and interests of citizens of all ages in our community, with a particular focus on those under the age of 18.
- C. **History & Historic Preservation**: Keeping alive the cultures, traditions and landmarks of our region and our country.
- D. **Government and Community Development**: The town, county, state and federal governments' responses to the needs of the citizens of the region.
- E. **Health and Family**: With a large senior population in the area and many young families in our listening audience, health and family issues are important topics of discussion.
- F. **The Arts**: The Catskills and Northeastern Pennsylvania is a region with a unique culture steeped in artistic expression. We focus on local arts and artists, as well as national news in the arts and literature.
- G. **Current Affairs**: Local, regional and national matters of interest to WJFF's listeners.

Budget Update:

I have been working with our bookkeeper, as well as Barbara Demarest and Pat Pomeroy to build a better understanding of the station's budget and where we are falling short. Most significant is our Membership shortcoming, which is the result of a skipped pledge drive. I am hopeful that some creativity in scheduling the next drive, as well as attempting to substantially overshoot the mark on

Benefit expenses and undershoot the mark on projected expenditures will result in a satisfactory bottom line at the end of the year. Barbara, Barbara, Pat and I will work more on this in the upcoming month and hope to have a clear timeline and plan by the next board meeting.

Honesdale Update:

The Honesdale studio continues to run smoothly. The influx of volunteers it has provided us has been crucial in maintaining a live in-studio host during times of the week when we would otherwise have difficulty covering a shift. It has also introduced us to volunteers who are eager to produce their own local programs. I recently installed a compressor/limiter which has enabled us to more closely match the volume levels between Jeffersonville and Honesdale. There are still some kinks which need ironing out. I'm heading there tomorrow to meet with the building administrators and will spend some time working on technical issues. At Sonja's request I've provided you all with a copy of our lease agreement at the Cooperage.

We recently heard complaints of audio dropouts when broadcasting from the Cooperage. I spent some time troubleshooting and determined the culprit to be an excessive drain on bandwidth, as there are several components in the studio which rely on the internet connect. I set "Quality of Service" to prioritize bandwidth for our Comrex link, which is the device responsible for sending audio back and forth between the studios. This seems to have solved the problem.

CPB Audit - Preliminary Results:

The CPB has submitted preliminary results of their visit to WJFF last month. They found WJFF to be lacking several areas:

- recordkeeping of open meeting announcements for BoT, CAB, and standing committee meetings.
- announcing details of our open meetings policies on a scheduled basis (3 consecutive days each quarter)
- written statements explaining reasons for closing a meeting
- meetings of the CAB which contained a quorum of members
- recordkeeping of minutes of CAB meetings
- documenting procedures that explain our compliance with:
 - Open meetings
 - Open financial records
 - CAB
 - EEO
 - Donor list/political activities requirements

They do note in their preliminary report that the interim station manager was highly involved in addressing all requirements and they also note that we have already begun the process of complying in the areas where we were found to be lacking. I have attached a list of policies and a script for the on-air announcement and am awaiting confirmation from the CPB that these meet their criteria.

Successful Pledge Drive

Over 70 volunteers helped WJFF raise \$60,000 during our recent "Spring Into Summer" Pledge Drive. We had more than 350 calls and reached our goal of \$50,000. Upon completion, a friend of the station sent in an additional \$10,000. That \$10,000 will not count on the "Membership" line of our budget but will instead count towards "Foundation Grants." All who pledged received a copy

of our program grid, an invitation to our upcoming Dance Party and Ice Cream Social, as well as a pre-stamped postcard survey intended to gather information about primary and secondary residence, favorite national programs, and satisfaction with recent program changes.

Change of Ownership

I am working with John Crigler on an FCC 315 Change of Ownership Form. This form is necessary when a majority of the ownership of a station turns over all at once. I have circulated this form to board members by email and we are now ready to sign and submit it. The board president needs to sign it in three places and it will be submitted to the FCC. This filing includes a public notice and a 30-day period where the change may be challenged. One of the reasons for “staggered terms” of new board members is so that we will not need to file this form again in three years, as everyone’s term would simultaneously end.

WJFF PROGRAM COMMITTEE REPORT TO THE BOARD OF TRUSTEES

July 17, 2013

Submitted by Julia Greenberg

Program Committee Recruitment

We received 7 expressions of interest forms for joining the PC.

The PC voted to recommend to the Board that the following two people join:

Sibylle Fischer-Sibylle is a part time resident of Kenoza Lake, an avid JFF listener with a particular interest in local news and programming on issues of local concern. She is a Spanish professor at NYU, bringing much needed Spanish language skills to the PC. She displayed a real interest in contributing to the station and an openness to community input. She has chaired the NYU Spanish department so has considerable experience facilitating meetings.

Mary Hall has volunteered for 10 years at JFF, doing Board shifts and producing and presenting Making Waves. She is eager to contribute to discussions about the substance of JFF programming. A great lover of radio and radio dramas, she is interested in seeing stories produced specifically for JFF. She also is interested in having more history shows on the station.

We request you vote on this at the July 17th meeting.

Four additional prospective PC members will likely join our August 7th meeting and we hope to recommend additional members shortly after that.

Current PC Membership

Julia Greenberg is now the only permanent PC member following the resignation of Graham Rice (whose resignation came shortly after those of Donna Colavito and Christine Weigand). Similar to Donna and Christine, Graham cited his frustration with the vitriolic atmosphere at PC meetings. In his resignation he shared his perception that the Board is making decisions about changing bylaws and procedures for volunteer elections with no consultation.

The August meeting will be the last for interim members Dick Riesling and Edie Downs. Brinton Baker has been approved by the Board to attend two more meetings.

Direction of the PC

The PC, Board Members Sonja Hedlund and Kurt Knuth, and community members had a good conversation at our last meeting about the history of the PC and a brainstorm about how the Committee should function in the future. There was general consensus that this new era at JFF should herald a new way for the PC to work. Some voiced the opinion that the responsibilities of the PC, as described in the by-laws, are simply unworkable, given the limited time of members and the monthly meetings. Board members present at the meeting suggested that the by-laws could be changed to ensure that the PC functions in a more effective manner, ensuring oversight of staff-driven programming, and focusing more on pursuing big picture programming directions (such as more local news).

Executive Sessions

The PC is still looking for concrete guidance from the Board on executive sessions. We have responded to the Interim Board President's request to cease having executive sessions at its last two meetings. Generally, the PC is in favor of openness but would like advice about when it is appropriate to have a closed meeting or session. Some examples-do we discuss prospective PC

members in an open meeting when thesevery members are present as members of the community?

Program Changes

The flight of several local programmers, and the limited number of programs for some of our syndicated shows, necessitates that we make some major changes to the schedule. Fortunately, we have the following three new local shows in development:

- **Music of the Spheres**-Mark Shulgasser (classical)

- **Living with Jazz**, Thane Peterson

- **Choice Cuts**-Craig Bryda (rock pop)

Further, the PC voted to reinstate Free Speech Radio News into the schedule, requiring major programming shifts to accommodate this half hour program.

Finally, we are considering the request for a time change by the host of Spanglish from 9 PM Saturday nights back to 7 PM Saturday nights.

We will discuss these changes at our next meeting in hopes that we can come up with a plan for implementing them. We will discuss how to get an appropriate level of community input before we make these changes. We will likely do this in phases. Guidance from the Board on this would be welcome.

PC Chair

We have yet to vote on a new PC chair.

Julia Greenberg