

**WJFF Radio Catskill Board of Trustees  
(Minutes Approved 2/26/2014)**

**January 15, 2014  
Town of Callicoon Hall  
Jeffersonville, NY**

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

**Trustees Absent:** none.

**Also Present:** Adam Weinreich, Interim Station Manager.

**Audience:** Montgomari Parsons, CAB representative, Valerie Mansi, PC representative and 4 members of the public.

**A. Call to Order**

A regular meeting of WJFF's Board of Trustees was called to order by Sonja Hedlund at 6:37 p.m.

**B. Previous Meeting's Minutes**

***A motion to accept the minutes as circulated from the December 18, 2013, meeting of the Board of Trustees was made by Barbara Demarest; all in favor. Motion carried.***

**C. Revision to Agenda / Guidelines for meetings**

All reports to take place following other items of business.

**D. Public Comment**

**E. Old Business**

**1. Proposed New Staffing Structure**

Patricia Pomeroy presented an updated Organizational Chart based on comments received during and since the previous meeting of the Board of Trustees. Two charts prepared by Barbara Demarest presenting alternative staffing structures were also presented. [See attached organizational charts.]

Several items were discussed:

- The need for a clear chain of command;
- The need to emphasize Development and Fundraising as a key role for one of the staff positions and Programming and Public Affairs production as the key role of another staff position;
- The third staff position would include coordinating volunteers as well as maintaining the member database;
- Greater involvement on the part of the Engineer;

***A motion was made by Kurt Knuth to form an ad-hoc committee made up of Sonja Hedlund, John Bachman, Barbara Demarest and Kevin Gref to draft language for a new staffing structure to include a business and development position, a program manager position, and a volunteer and office manager position. All in Favor; motion carried.***

***A motion was made by John Bachman to hold a special meeting of the Board of Trustees on January 29, 2014, at 6:30 p.m. to consider the recommendations of this ad-hoc staffing committee. All in favor; motion carried.***

F. New Business

No new business.

G. CAB Report

Montgomery Parsons reported that the January meeting had been cancelled. The next meeting of the CAB is scheduled for February 3, 2014.

H. Treasurer's Report

Patricia Pomeroy reported that the current financial statements for early January compare to last year's; we ended 2013 in a better place than expected; there was no coal in any WJFF volunteer's stocking; a "Request for Proposals" (RFP) to conduct the annual financial audit will go out by the end of January in order to compare accounting services. [See attached report.]

I. By-Laws Work Group Report

Midge Maroni presented a first draft of revised by-laws prepared by the By-Laws Work Group made up of Midge Maroni, Anne Larsen, and Barbara Gref, with assistance from Laurie McFadden, Esq.

The board reviewed Articles I, II, III, VI, X, XI, XIII, XIV, XV and made suggestions for changes and improvements. The remaining articles are to be reviewed at the February 19 meeting of the Board. Following review by the attorney, the draft by-laws will be presented for a period of public comment and for review by the Community Advisory Board. The by-laws will subsequently be adopted, incorporating any revisions.

[See attached memo from the By-laws Work Group.]

J. Update on Investment Accounts

Barbara Demarest presented several options for re-investing accounts. [See attached "Investment Alternatives document.]

***A motion was made by Midge Maroni to allocate 75% of investment assets to the mix of Vanguard funds, as recommended, with the remaining 25% to be invested in the Green Century Balanced Fund, a socially responsible mutual fund. All in favor; motion carried. The treasurer will re-allocate the investments as specified.***

K. Standing Committee Reports

1. Program Committee

Valerie Mansi reported that the most recent meeting had been postponed; the next meeting of the PC is scheduled for January 26.

Kevin Gref suggested that social media be used for soliciting more feedback from listeners.

2. Fund Raising and Community Relations Committee

Barbara Demarest reported on membership results from 2013, the Holiday Show and recent survey results. [See attached report.]

### 3. Facilities Committee Report

Marting Springhetti reported that work in the wheelchair ramp had been delayed due to the weather. He also suggested a number of ideas related to the fund drive call center in Studio B. [See attached report.]

### L. Public Comment

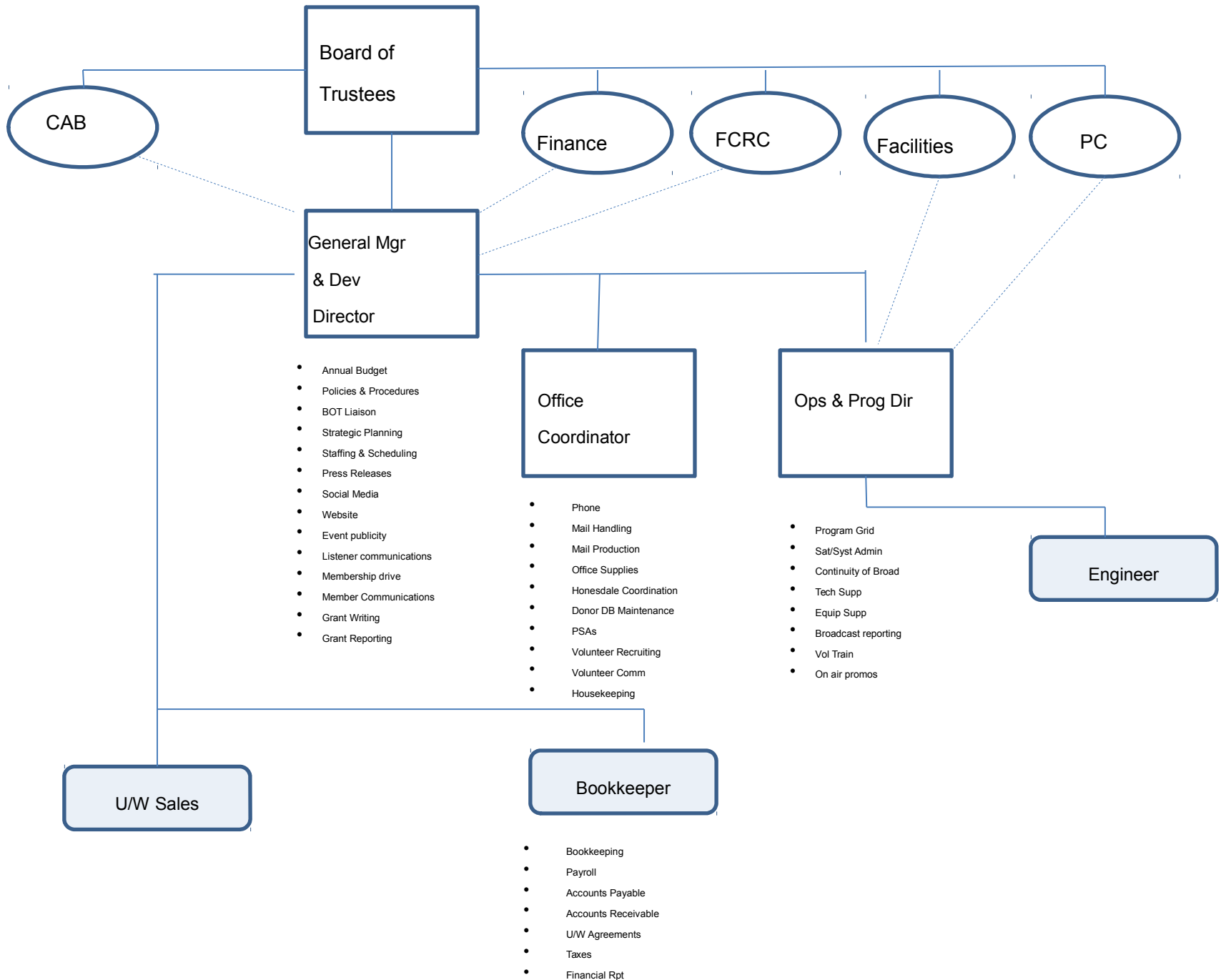
Comments were made regarding membership renewal notifications. The question was raised whether the "Soundings" newsletter may be coming back. There was also a question regarding the Open House schedule.

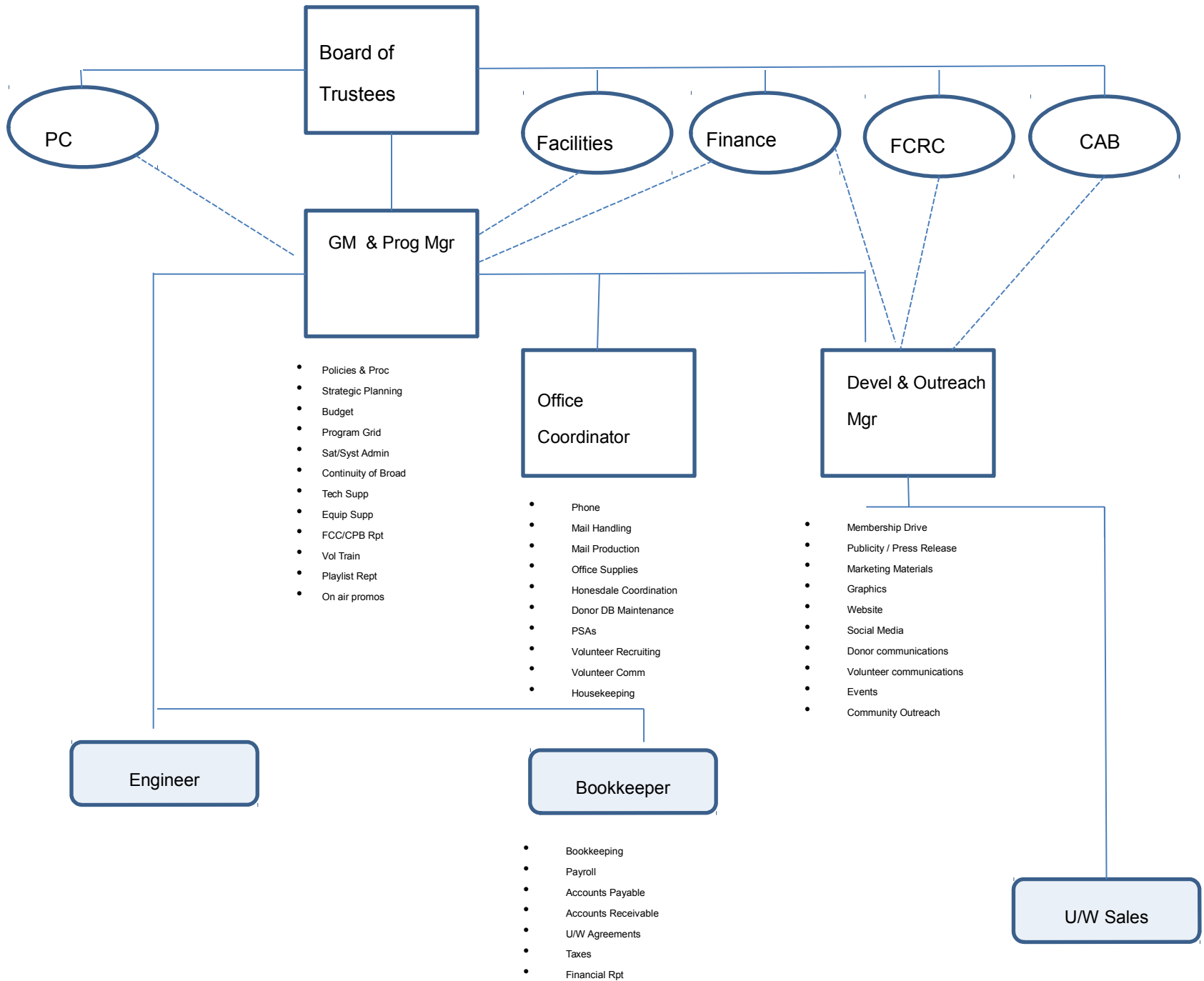
### M. Interim Station Manager's Report

Adam Weinreich presented the Interim Station Manager's Report. He emphasized the need for a "Policy Policy" (procedures for adopting new policies) and proposed language for such a policy in his report. [See attached report.]

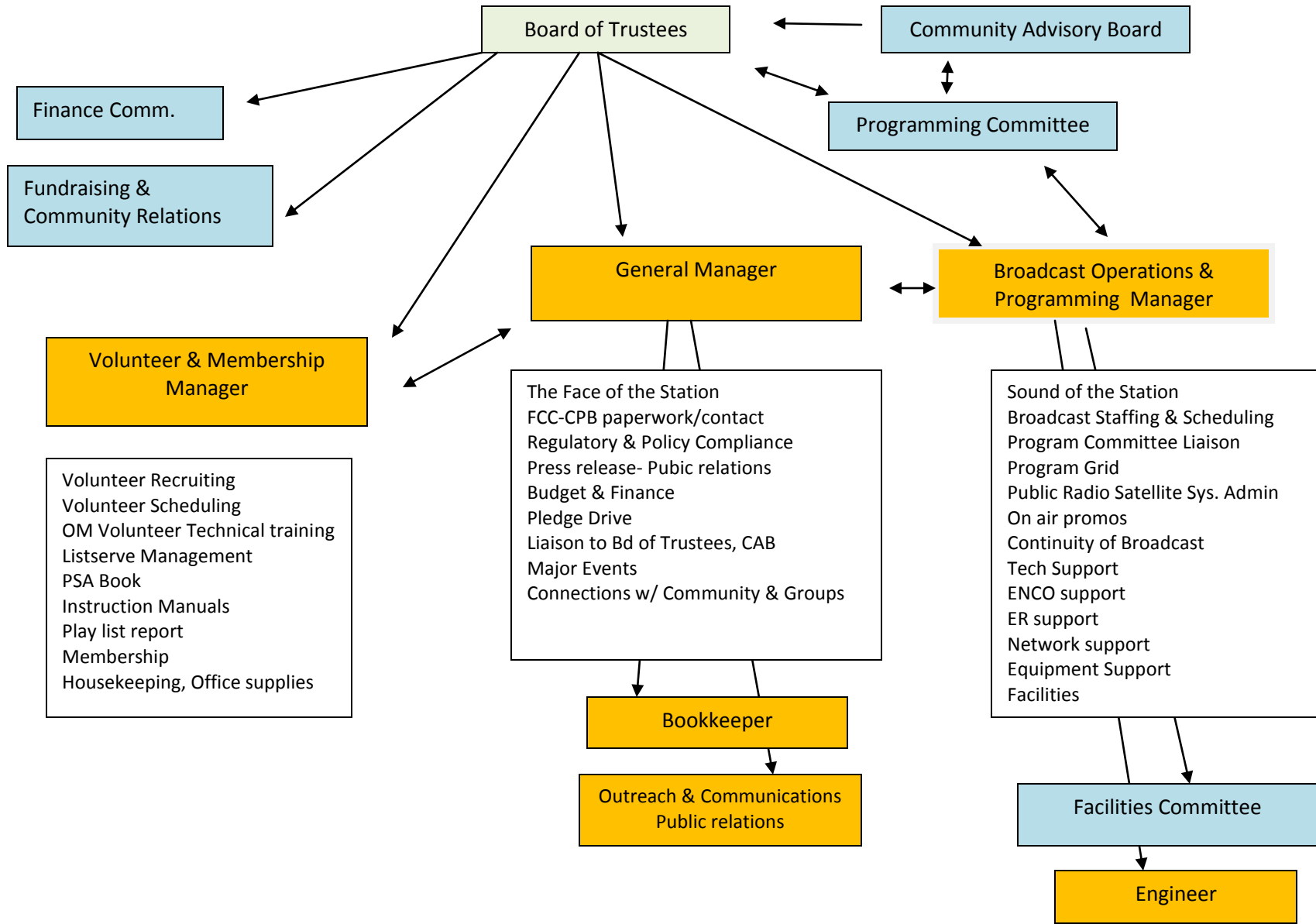
### N. Adjournment

***Kurt Knuth made a motion to adjourn. All in favor; motion carried. Meeting adjourned at 9:28 p.m.***

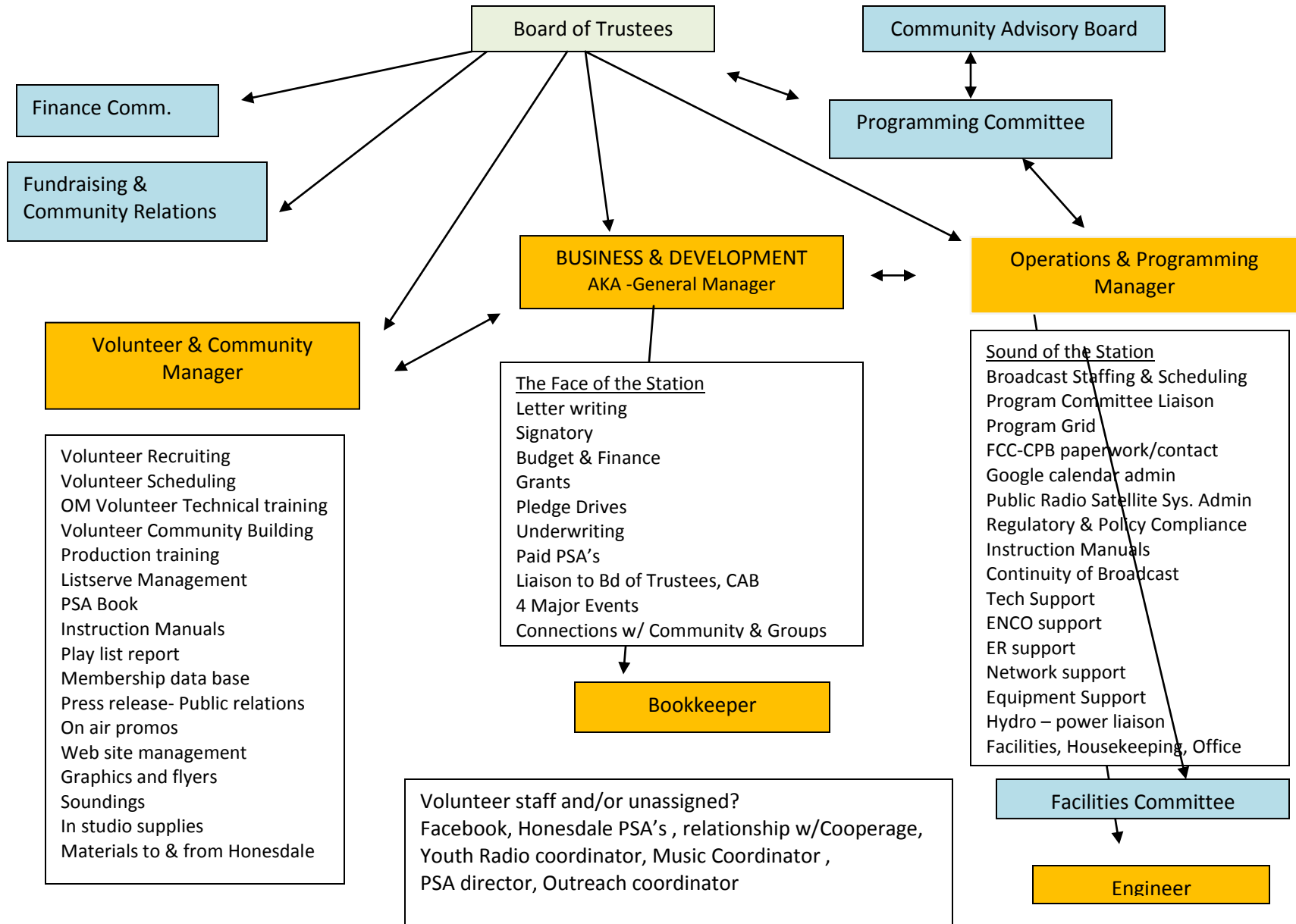




**WJFF Organizational Chart 2**



**WJFF Organizational Chart 3**







## Treasurer's Report – January 15, 2014

### 1. A quiet start to the year!

- Copy of year-to-date report as prepared by Bookkeeper Barbara Donatelli - it compares to January 2013
- Final numbers for 2013 were much better than we had hoped – watch for final report coming soon
- Congrats to all who worked very, very hard to get our revenue up
- No coal in any WJFF volunteer's stockings last year.

### 2. RFP – request for proposals for audit will go out by end of January

### 3. Barbara Demarest working on investment strategy

### 4. Meeting to be scheduled for Credit card issue w/ staff, finance committee – report at February Meeting.

**Radio Catskill, Inc.**  
**Profit & Loss Prev Year Comparison**  
**January 1 - 13, 2014**

	Jan 1 - 13, 14	Jan 1 - 13, 13
<b>Ordinary Income/Expense</b>		
<b>Income</b>		
Business Underwriting	2,239.00	-100.00
Foundation Grants	0.00	400.00
<b>Members</b>		
End of Year 2013	1,460.00	0.00
Members - Other	0.00	7,947.00
<b>Total Members</b>	1,460.00	7,947.00
<b>Total Income</b>	3,699.00	8,247.00
<b>Gross Profit</b>	3,699.00	8,247.00
<b>Expense</b>		
<b>Bank Charges</b>		
Credit Card Fees	0.00	537.03
<b>Total Bank Charges</b>	0.00	537.03
<b>Benefit expenses</b>		
Holiday Show	582.56	0.00
<b>Total Benefit expenses</b>	582.56	0.00
Board Training	0.00	64.86
Broadcast Cable	555.92	564.96
Broadcast Supplies	77.46	0.00
<b>Dues</b>		
PRI Fees	872.00	1,068.00
<b>Total Dues</b>	872.00	1,068.00
Dues & Publications	0.00	0.00
Fundraising Expense	0.00	21.85
<b>Honesdale Studio</b>		
Electricity	175.00	0.00
Honesdale Studio - Other	0.00	184.08
<b>Total Honesdale Studio</b>	175.00	184.08
Household Supplies	0.00	34.61
<b>Independent Contractors</b>		
Accounting & Bookkeeping	225.00	80.00
Accounting/Database	0.00	420.00
Public Relations	75.00	0.00
Youth Radio	434.00	0.00
<b>Total Independent Contractors</b>	734.00	500.00
<b>Insurance</b>		
Liability	50.00	0.00
<b>Total Insurance</b>	50.00	0.00
Internet	277.95	384.99
Office Equipment	0.00	46.59
Office Supplies & Expenses	144.85	16.41
<b>Payroll</b>		
Company expense	188.19	276.57
Gross	2,459.94	3,615.38
<b>Total Payroll</b>	2,648.13	3,891.95
Postage & Shipping	3.88	148.37
RE Taxes	0.00	1,271.60
Repairs & Maintenance	480.00	178.59
Telephone	0.00	211.94
<b>Utilities</b>		
Electricity		
Hydro	136.85	0.00
<b>Total Electricity</b>	136.85	0.00

5:16 PM

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Accrual Basis

**Radio Catskill, Inc.**  
**Profit & Loss Prev Year Comparison**  
**January 1 - 13, 2014**

	<u>Jan 1 - 13, 14</u>	<u>Jan 1 - 13, 13</u>
Gas	0.00	482.84
Total Utilities	136.85	482.84
Total Expense	6,738.60	9,608.67
Net Ordinary Income	-3,039.60	-1,361.67
Net Income	<u><u>-3,039.60</u></u>	<u><u>-1,361.67</u></u>

**Jan. 13, 2014**

**Memo:**

**From Midge Maroni and ad hoc bylaws work group volunteers (Anne Larsen, Barbara Gref) with initial assistance from Laurie McFadden**

**To: The Radio Catskill Board of Trustees**

**Re: Proposed draft amended bylaws**

Attachments:

- Proposed draft bylaws as of Jan. 13, 2014 – these are marked with comments at sections the work group calls to your particular attention
- Proposed draft bylaws, with changes tracked to compare to current bylaws as amended in 2009. This gives the full visual story of changes and reorganization of the 2009 document

**Dear members of the board of trustees:**

The proposed draft bylaws are presented for your consideration.

The proposed document includes numerous changes and a reorganization of parts of the current 2009 bylaws.

Of note:

A number of changes were made in attempt:

1. to eliminate confusion between members of a corporation and members of a radio station.
2. to make the bylaws consistent with requirements of the Corporation for Public Broadcasting with particular attention to the Open Meetings Law and the Community Advisory Board. The bylaws, however, are not meant to eliminate the need for the Board of Trustees and station personnel (paid and volunteer) to be knowledgeable in regard to all CPB and FCC requirements and laws.
3. to add clarity and strive for openness in the election processes – both the board election and the volunteer election

In addition:

1. the mission statement had been in the 2009 bylaws and is now considered to be a separate document.

2. a Conflict of Interest policy has been added as an article to the proposed bylaws.

The work group suggests the Board of Trustees devise a timeline that includes appropriate amount of time for the CAB and for the public to become aware of a review the proposal prior to final acceptance by the board.

The work group drafted a suggested timeline which may be of use:

1. January Board of Trustees meeting – Board of Trustees gets the **preliminary draft proposal** and a list of main alterations. Board may elect to discuss
2. February Board of Trustees meeting – Board of Trustees continues discussion with an eye toward adopting a **draft proposal**. Suggest that February meeting PSA announce that proposed bylaws amendments will be discussed
3. After February Board of Trustees meeting: Draft proposal is forwarded to **Laurie McFadden** for her review and final revisions.
4. Final McFadden draft is then a) forwarded to the CAB and CAB is asked to give formal feedback in writing and in their minutes with any concerns or suggestions; b) posted at the station and online and announced that is it online and that comments are welcome – an interactive, two-way method of commenting would be nice c) discussed with Midge, other board members in an advertised call-in show
5. CAB may need until March to give feedback. Suggest that CAB meeting PSAs announce that proposed bylaws amendments will be discussed
6. All input is forwarded to board, Midge to summarize and her summary is posted on April agenda that is given before the meeting, and posted online (suggest here that all agendas be posted prior to meetings)
7. At April Board of Trustees meeting, Board of Trustees has final discussion and adopts a **final set of bylaws**. Again, suggest that April meeting PSA announce that proposed bylaws amendments will be discussed

Many thanks.

Midge Maroni

## **Fundraising and Community Relations Committee Report to the Board of Trustees 12/18/13**

### **FUNDRAISING**

We had 1063 donors in 2013. This year, for the first time, we have entered attendees who purchased admission at WJFF events (where we have contact info for them) in our donor access database.

Based upon the primary zip code in the data base, they come from:

**The 2013 Donors FIRST gave to WJFF in the following years:**

<b>Year(s)</b>	<b>#</b>	<b>%</b>
Pre 2000	263	24.7
2000-2005	297	27.9
2006-2010	214	20.2
2011	49	4.6
2012	39	3.7
2013	201	18.9
	1063	100

The “fall-off” in the repeat donations from 2011 and 2012 underlines the importance of taking “first time” donors and making them “life time” donors, like the 24.7% of 2013 donors who have been contributing since the 1990’s! We can start immediately by reaching out to those who were new donors in 2013 by reach out to them via a thank you phone call and invite them to contact us if they would like to get more involved at the station. Can you help with this effort???

### **EVENTS**

The Holiday Show took place on the snow date. Many thanks to Maureen Neville and her committee and for bringing a wonderful event to the community!!! The event netted WJFF approximately \$2,000.

Ideas for additional events include:

- Pub Tour
- Bus Tour to Foodie Locations, Glimmerglass, NYC (eg Baseball)
- Dance Party at the Cooperage

### **COMMUNITY RELATIONS**

- Have received and consolidated responses to 131 Listener Surveys. Another ~25 are in the process of being entered.
- The first of the 6 Open Houses takes place on Saturday, Feb 1. Anyone who would be willing to host an Open House during 2014 is asked to attend.

# WJFF

## Facilities Committee report

January 15, 2014

The Facilities Committee did not meet this month. The cold weather has prevented the handicap access ramp project from working outside. This has allowed more time to refine plans including checking measurements and material list also to review the installation process.

Several groups have begun using the Green House for meetings. This raises concerns about the poor condition of the front porch and railing. Repairs are going to have to be made. We might as well add a handicap access ramp to the alterations. We will work up a design and budget to submit to the BOT for consideration.

**January 15, 2014**  
**Station Manager's Report**  
**Prepared by Adam Weinreich**

**End of Year Financials:**

Ended year \$5,200 in the red. About that much was actually raised before 1/1 in online pledges, but they have not been deposited yet. Network for Good issues their checks on the 15<sup>th</sup> of each month.

**Upcoming applications and paperwork deadlines:**

License Renewal:

Well underway. Thanks to Barbara Gref, Anne Larsen and Christine Ahern for their help. Next big step: organizing the public file. Slated to happen this weekend.

2013 YRP Program Annual Assessment

Due January 24<sup>th</sup>

CPB CSG Application:

Due January 27<sup>th</sup>

2013 Station Activity Survey:

Due February 15<sup>th</sup>

**Program Changes:**

Joel Edwards, host of "Off-Center" Wednesdays from 7-9pm asked in October to have his show shortened to 1 hour and moved later by January 1<sup>st</sup>. A swap with Youth Radio (currently Wed. 9-10pm) was proposed, and is agreeable to the YRP Coordinators. This would leave an empty hour from 7-8pm. I plan to move forward on this with a 2 week timeframe for promotion and notification. The 7-8pm gap will be filled with a rotation of locally produced music and issues programs, bracketed and punctuated with announcements that the program being heard is a repeat. This spot will be a prime location for newly-proposed local programs.

**Policies Needed:**

Policy Policy - To clearly define the steps taken to adopt new policies.

*"New policies and policy revisions are proposed by Board members at Board meetings. If the motion to create a policy is seconded, discussed and subsequently passes a vote, the policy being considered will be posted to the station webpage until the Board's next meeting. During that time, scheduled on-air announcements and Facebook posts will direct listeners to the webpage for details and will invite feedback via email or voicebox. This allows the public and the Community Advisory Board ample opportunity to comment. At its next meeting the Board will make any revisions it deems appropriate based on the feedback received and vote to adopt the finalized policy. Feedback received will be noted in meeting minutes. Extraordinary circumstances may require the comment period to be truncated or circumvented altogether. This is done at the discretion of the Board."*