

**WMHT Educational Telecommunications
WMHT Board of Trustees Meeting Minutes
November 21, 2024**

A Meeting of the WMHT Board of Trustees was held on **November 21, 2024**. Del Salmon, Chair of the Board of Trustees, presided.

Present

Del Salmon	Maire Masterson
Anthony Hayes	Livingstone Mukasa
Bridget Ball Shaw	Karen Opalka
Jason Benitez	Mary Ellen Piche
Karen Carpenter	Paul Powers
Angela Dixon	Tobi Saulnier
John Eberle	Toyin Tofade
Glinnesa Gailliard	Gwen Wright
Tammis Groft	Benita Zahn
Susan Kress	Teresa Zielinski
Doris Fischer Malesardi	

Excused

Don Applyrs	Martin Mbugua
Ian Berry	Steady Moono
KMarie King	Khadijah Peek

Also Attending

WMHT Staff: Sandra Beer, Val Belden, Madison Bell, Rob Brown, Patrick Carpenter, Virginia Claus, David Delaney, Shantel Destra, Laura Graver, Leah Harde, Nick Hargrave, Elise Klein, Zeke Kubish, Joe Landor, Marie McGowty, Ron McGowty, Cole Mead, Yvette Mitchell, Will Pedigo, Catherine Rafferty, Julie Raskin, Matt Rogowicz, Justin Rockenstyre, Joyce Stah, Tim Stah, Lynn Valentino, Nicole, VanSlyke, Chris Wienk, Dana Wright

Guests: Ms. Kathleen Bloss, Partner, Bonadio Group, Tiombé S. Tatum, Chief of Staff for Steady Moono

Annual Meeting Call to Order

Mr. Salmon called the annual meeting to order at 4:07 PM

Consent Agenda Items

On a motion by Ms. Piche, with a second by Ms. Carpenter, and hearing no discussion, the consent agenda of minutes and notes listed below was unanimously approved by the Board of Trustees.

Minutes and Notes

- September 19, 2024 Board Meeting
- October 8, 2024 Audit Committee Meeting
- October 10, 2024 Strategic Planning Committee Meeting
- October 16, 2024 Investment Sub Committee Meeting
- October 24, 2024 Institutional Advancement Committee
- October 31, 2024 Governance Committee Meeting
- November 3, 2024 Community Advisory Board Meeting
- November 7, 2024 Executive Committee Meeting
- November 14, 2024 Finance Committee Meeting
- November 18, 2024 Audit Committee Meeting

***Governance
Committee***

Ms. Groft, the following persons to serve a first 3-year term on the Board of Trustees, ending in 2027:

- Jason Benitez
- John Eberle
- Glinnessa Gailliard
- KMarie King
- Paul Powers
- Toyin Tofade
- Maire Masterson
- Steady Moono
- Livingstone Mukasa

On a motion by the Governance and Executive Committees, and hearing no nominations from the floor, abstentions by the above nominated persons, the above slates were unanimously approved.

Ms. Groft introduced the following persons to serve a second 3-year term on the Board of Trustees, ending in 2027:

- Angela Dixon
- Doris Fischer Malesardi
- Del Salmon
- Tobi Saulnier

On a motion by the Governance and Executive Committees, and hearing no nominations from the floor, abstentions by the above nominated persons, the above slates were unanimously approved.

Finally, Ms. Groft introduced the following slate of officers for the following year of 2025:

- Chair – Gwen Wright
- Vice Chair – Tammis Groft
- Treasurer – Angela Dixon
- Secretary – Tobi Saulnier

On a motion by the Governance and Executive Committees, and hearing no nominations from the floor, abstentions with by the above nominated persons, the above officers were unanimously approved.

***Corporate
Resolution***

Ms. Raskin introduced the following Corporate Resolution.

On a motion by the Finance Committee, the corporate resolution below was unanimously approved by the Board of Trustees.

CORPORATE RESOLUTION

Resolved that in accordance with Article V of the Bylaws, the Board of Trustees authorize the following individuals, to sign checks, drafts, and other orders for the payment of money out of the funds of the Corporation and to sell, assign, and endorse for transfer certificates representing stock, bonds, or other securities now registered or hereafter registered in the name of the Corporation:

Angela Dixon, Treasurer
Anthony V. Hayes, President and Chief Executive Officer
Julie A. Raskin, Vice President and Chief Financial Officer

And that this resolution supersedes any similar authorizations granted by the Board of Trustees prior to this meeting.

Finance Committee

Ms. Carpenter noted the highlights. We have a \$9.1 conservative budget, and membership is doing well at 96% of goal. Ms. Raskin reported that while income was a bit sluggish in the first quarter, it is picking up and as of the end October we are doing well.

The investment committee met with our investment advisor Graypoint and they are cautiously optimistic. Our portfolio as of September 30th is \$15,281,478.

On a motion by the Finance Committee, the Trustees accepted the financial report.

***Institutional
Advancement
Committee***

Mr. Carpenter reported that we are in our busiest time of year with solicitations going out, Giving Tuesday and on-air pledge drives. Membership is strong with an envious level of 54% sustainers. Some large gifts are coming in later than last year. We had a Legacy Circle Luncheon earlier this month that was well attended. We have increasing numbers of donors attending events and we are reaping the benefits. We have events planned for January and February. You have a first printing of the annual report on the table in front of you.

Ms. Fischer Malesardi noted that the Institutional Advancement Committee is focused on creating a Culture of Philanthropy among the Board of Trustees. She thanked everyone for achieving 100% board participation last fiscal year. The

Committee is planning a social evening event for the board to gather. Ms. Fischer Malesardi thanked Mr. Carpenter for his good work with her and the committee.

Audit Committee

Ms. Zielinski thanked Ms. Raskin and her team for their role in helping to ensure the audit went smoothly. She then introduced Ms. Bloss of The Bonodio Group.

***FY24 Annual
Financial Statement***

Ms. Bloss shared an executive summary. They have substantially finished the audit and expect to file an unqualified opinion, i.e. a clean report for Fiscal Year 2024.

Key events this year included a new accounting policy with no financial impact, there was \$2.1 million in positive cash flow and payoff the last bond payment so that WMHT is debt free.

There were no significant changes to the audit approach, no independence matters and no uncorrected misstatement of material weaknesses.

Assets clearly exceed liabilities resulting in a very strong balance sheet. The income statement has an overall positive change in net assets from operations of over \$1.5 million, which combined with non-operating income leaves the station with an increase of just under \$3 million

On a motion made by the Audit Committee, the trustees unanimously accepted the audit.

***Strategic Planning
Committee***

Ms. Piche noted that the Strategic Plan is meant to be a framework and guide for decision making while also being a dynamic document. The Leadership Team will coordinate completion of the 1st year Operating Plan. The President/CEO and the incoming Board Chair will delineate a process for monitoring the Strategic Plan through regularly scheduled reports to the Board. Having completed its charge, the Strategic Planning Committee will sunset.

***Leadership Team -
Radio***

Mr. Wienk shared that RISE had some special Halloween programming and there have been new volunteers. WMHT-FM is partnering to provide the pre-concert talks with Troy Chromatics. There are a few Thanksgiving special programs being produced both for WMHT-FM and WEXT. Meanwhile they are also gearing up for holiday programming.

***Leadership Team –
TV***

Mr. Pedigo, looking forward, noted that upcoming programs include *Music for the Holidays* and a documentary about WMHT's 50 years of New York State reporting and finally in February a documentary about Mississippi Day. In December we will be refreshing the Studio B set in preparation for the 50th Anniversary of New York NOW.

***Leadership Team –
Engineering***

Mr. Mead reported that the engineering department is working on capital equipment upgrades which will mostly happen in February and March. We are getting a new fiber optic cable provider to one which will hopefully be more

secure and trusted. The department has been understaffed and is seeking to fill a new position.

President's Report

Mr. Hayes provided a comprehensive overview of the past year and shared a year in review video:

This has been another incredible year for WMHT. We continue to raise the bar and expectations. The steadfast dedication of both trustees and staff, innovative thinking, and tireless efforts have propelled WMHT to new heights. During this past year, we expanded the listening tour, enhanced community engagement efforts, placed additional emphasis on local content creation, reinvigorated our education program, started recruiting for an HR Director, and approved a new strategic plan to serve as a north star for the next three years. I am extremely grateful, thankful and impressed by your commitment to excellence and the positive impact you all make on our company and community every day. Thank you for being the driving force behind our success; your contributions are invaluable. Although the future is uncertain and we will undoubtedly face new challenges, WMHT is well positioned for even greater success.

We now have a special treat to share with all of you - a year in review video which captures many of the highlights from this past year. Enjoy!

Employee Longevity Awards

Mr. Hayes acknowledged the work anniversaries of the following employees:

- Ron McGowty - 45 Years
- Dave Delaney - 20 Years
- Sandra Beer – 15 Years

Recognition of Departing Board Members

Mr. Salmon and Mr. Hayes recognized the recently resigned and departing board members:

- Karen Carpenter
- Ian Berry
- Susan Kress
- Barb Nelson
- Susan Novotny
- Khadijah Peek
- Mary-Ellen Piche
- Shelby Schneider
- Mary Simoni
- Danika Vittorio

Mr. Hayes also thanked Mr. Salmon for his service as Chair of the Board.

Chair's Report

Mr. Salmon expressed feelings of gratitude and pride. He shared that it has been an honor to serve this board, staff, and the communities we represent. He noted his heartfelt thanks to those who gave time, energy, and expertise so selflessly to make our work possible and productive. The accomplishments are a testament to the passion and talents that exist within WMHT, and our collective efforts make meaningful change in the communities we serve. To his fellow board members, he expressed thanks for the support, guidance and collaboration. The insight, wisdom and commitment to the values of WMHT have been crucial in shaping the direction of the station.

He thanked the staff, whose passion, creativity and dedication make everything possible.

Mr. Salmon noted that it has been a privilege to partner with the staff and Mr. Hayes. He spoke emphatically about Mr. Hayes' strong leadership. He is confident in the strength and future of the WMHT and its ability to meet the diverse needs of our communities.

Adjournment

Hearing no further business being brought forward, on a motion by Ms. Piche and seconded by Ms. Carpenter, the trustees unanimously approved closing the annual meeting at 5:01 pm.