

**WMHT Educational Telecommunications
WMHT Board of Trustees Meeting Minutes
March 16, 2023**

A Meeting of the WMHT Board of Trustees was held on March 16, 2023 via a hybrid in person and zoom visual and audio conference call. Shelby Schneider, Chair of the Board of Trustees, presided.

Present

Shelby Schneider	Gina Mintzer
Anthony V. Hayes	<i>Susan Novotny</i>
Ian Berry	Karen Opalka
Karen Carpenter-Palumbo	Khadijah Peek
Angela Dixon	Mary Ellen Piche
Tammis Groft	Del Salmon
Doris Fischer Malesardi	Tobi Saulnier
Kathy Jimino	Mary Simoni
Susan Kress	Danika Vittorio
Martin Mbugua	Gwen Wright
	Teresa Zielinski

Excused

Don Applyrs	Bridget Ball Shaw
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Also Attending

WMHT Staff: Sandra Beer, Val Belden, Virginia Claus, George Hauenstein, Will Pedigo, Julie Raskin, Justin Rockenstyre,

Guest: Kevin Testo, Partner, The Bonadio Group, Charmaine Daniels and Michelle Desrosiers, CAB co-chairs, Mary Hunt and David Seligman, LSAC co-chairs

Call to Order

Ms. Schneider called the annual meeting to order at 4:03 PM

***Consent Agenda
Items***

On a motion by Mr. Salmon, seconded by Ms. Simoni, the consent agenda of minutes and notes listed below was unanimously approved by the Board of Trustees.

Minutes and Notes

- January 19, 2023 Board Meeting
- January 26, 2023 Onboarding Committee Meeting
- February 9, 2023 Onboarding Committee Meeting
- February 14, 2023 Governance Committee Meeting
- February 23, 2023 Onboarding Committee Meeting
- March 8, 2023 Development Committee Meeting
- March 9, 2023 Governance Committee Meeting
- March 14, 2023 Finance Committee Meeting

President's Report

Mr. Hayes is thrilled and excited to be here. In these first 8 weeks, he has met with each of the staff, the station's greatest resource. What he heard was confirmation of the strategic plan's goals in regard to improving the company culture in regard to the employment experience, and having a focus on IDEA (Inclusion, Diversity, Equity and Access). He has created a monthly employee recognition which is presented at monthly all staff meetings. Lynn Valentino and Mara Drohan were the first two selected for recognition.

He thanked Mr. Berry and the rest of the On-Boarding Committee which has done a great work in getting him out to meet key people throughout the community. He is about half way through meeting individually with each trustee and hopes to complete this by the end of April.

He recently went to Washington DC as part of the annual APTS Summit focused on securing funding for public media stations. He was part of the New York delegation presenting the Champion of Public Broadcasting award to Senator Shumer. After having lunch with the PBS President, he was invited to be on the PBS Development Advisory Council.

Steve Janack has done a great job getting Mr. Hayes interviews with various media. He is working with Mr. Hauenstein on filling the vacant positions to maximize the department's effectiveness. Having noted a need to enhance marketing efforts, a new marketing staff position will be posted in the near future.

Development Committee Report

Ms. Fischer Malesardi noted that the Development Committee met, inviting all trustees, where the advancement staff introduced themselves and their duties. This includes corporate underwriting, membership, including sustaining members, major donors and planned giving. Doris described the AAA Board: Askers, Ambassadors and Advocates.

All of us are Ambassadors, representing the station, Askers – a professional staff member will be with you, Advocates are those who bring ourselves to the public's attention. Our committee's role is to help the station be the best it can be and raise money. Ms. Schneider thanked Doris for her service chairing the Development Committee and noted that she hopes the committee will help the Board achieve 100% giving this year.

Onboarding Committee Report

Mr. Berry noted that the On-Boarding Committee has met 4 times, with the assistance of Steve Janack and George Hauenstein. All trustees are welcome to attend any of these zoom meetings. The committee will meet monthly going forward. The group discusses who Anthony should meet, what events he should attend and who can make those introductions. He highlighted upcoming monthly themed lunches at the studio, to meet Anthony and to take a studio tour the studios. April 25th will be for trustees and key supporters, with a follow-up zoom on May 9th. The May 2nd lunch will focus on corporate friends, June 6th will focus

on arts leaders and July 18th will focus on education leaders. These will serve as a transition to the upcoming listening tour that will take place in the fall. Mr. Berry will reach out asking trustees will to help host at these different luncheons.

Governance Committee

Ms. Saulnier noted that the committee has been reviewing the board self-assessment done last fall. and is looking at where the board might improve. Ms. Piche noted that the board scores puts us in the top tier of respondents, ie only a highly effective board that only needs some minor adjustments. She noted the strengths of the board, then the top challenges which are having more development and training, having more creative and strategic thinking time, orienting and training new board members about their role, including in fundraising. Some training, starting with webinars will be offered to trustees, and discussion of a board retreat, and benchmarking and importing strong practices in innovation. We will have an opportunity in a year to do another assessment.

On a motion by Ms. Saulnier seconded by Ms. Wright the following trustees were approved by the Board of Trustees to serve on the Executive Committee.

- Ian Berry
- Kathy Jimino

On a motion by Ms. Saulnier, seconded by Ms. Carpenter-Polumbo the following trustees were unanimously approved by the Board of Trustees to serve on the Audit Committee.

- Angela Dixon
- Susan Novotny
- Danika Vittorio
- Gwen Wright
- Teresa Zielinsk

Finance Report

Mr. Salmon noted that he is very proud to be treasurer of WMHT which is in a very good position, in part because the defensive budgeting for FY23. The numbers are amazing. Net Income before Depreciation is \$690,406 better than budget and \$238,430 better than prior year. Operational Income is \$8,778 budget while still \$515,779 better than prior year actuals. Membership, including matching gifts is \$23,000 better than budget and \$263,000 better than last year and at 101% of goal. Program underwriting is \$28,000 better than budget and \$92,000 better than last year. The numbers are just fabulous. Cash is higher than last year primarily due to the additional NYS education grant of \$579,000 and strategic spending. He thanked Ms. Raskin for being so proactive. He noted development income which is 3.44 million and expenses are down around \$40,000. Ms. Raskin noted that sustainers, those giving monthly, are the life-blood of WMHT, This provides a \$1.6 million cushion of those who give monthly which helped us during the pandemic and invited the trustees to consider being a sustaining donor.

On a motion by Ms. Kress seconded by Ms. Simoni the financial reports were unanimously accepted by the Board of Trustees.

Presentation of the 990

Mr. Testo noted that he reviewed the 990 in detail with the Finance Committee on Tuesday. The 990 is an informational return, not a tax document, that tells a great deal about the station, including financial data, what the station does, board members, compensation of key staff, and the station's mission. It is the board's fiduciary responsibility to review this as it is public information. WMHT also files a 990-T for earned revenue for unrelated business income, some production income, but the expenses are such that no taxes are due.

The chair confirmed that all board members received the 990 in advance of the meeting. On a motion by Ms. Ilmino seconded by Ms. Novotny the 990 was unanimously accepted by the Board of Trustees.

Community Advisory Board and Learning Services Advisory Committee

Mr. Pedigo spoke, noting that he would be talking about the work done by Mara Drogan who could not be at the meeting. WMHT has two mandated committees: the Community Advisory Board (CAB), mandated by the CPB- the Corporation for Public Broadcasting and the Learning Services Advisory Committee required by New York State. Both committees have co-chairs this year who are joining us today at this meeting. The two boards have different roles: CAB looks to represent the diversity of all kinds in our broadcast are and advises the station on what kind of work should we be doing. The station has already received and acted on some of its suggestions.

This is a critical time with our educational programming due to the special NYS funding. We are reinvigorating and growing that programming, including having filled a contracted position with an education specialist. LSAC is composed of education professionals to help us in making sure that what the station is creating content that teachers need and that it meets NYS standards. Now the station needs to let teachers know about PBS Learning Media, and the new content the station is creating especially around the arts, history and civics. WMHT is also offering asynchronous CLT credits for teachers and teacher professional development. He thanked the co-chairs of both boards for being present at the meeting. Mr. Pedigo announced upcoming screenings and noted that wmht.org/screenings/ is where anyone can find scheduled screenings.

Employee Experience

Mr. Rockenstyre and Ms. Belden presented on behalf of the Employee Experience Committee. One of the important goals we have in our strategic plan is to take a look at our personnel policies. A team of staff members, helped by Mary-Ellen Piche has been looking at the employee experience. We are viewing this as a unified process that begins with recruitment and orientation and ends with an exit interview. Our aim is to have a process that gives employees a feeling of belonging and purpose through a systematic collection of feedback, honest responses,

constructive assessments and implementation. HR consultant Joelle Monaco led us through an employee satisfaction survey. That was shared with the staff. A number of suggestions were made and actions taken to address the issues.

Going forward the team will continue to talk about three main topics that were brought to light through our employee satisfaction survey. They were the following:

- More learning/training opportunities
- Opportunities for promotion and career advancement
- Help with work/life balance

The employee experience team will continue to work with Joelle Monaco to further enhance the employee experience at WMHT.

Chair's Report

Ms. Schneider noted that she started as board chair with Mr. Altman's last meeting and her second meeting as chair with Mr. Hayes. She thanked everyone who has been engaged in welcoming Mr. Hayes and helping him to get out into the community. Serve the community in the way they need, not that we assume. Our first priority this year is the on-boarding process essential to accelerate Mr. Hayes' getting to know the community and the key people in our area. She noted the list of articles that have been written about Mr. Hayes beginning as WMHT's CEO. In mid-year there is a plan to hire a consultant to conduct a listening tour. Listening should inform everything the station does. The station needs to show up, listen to the opportunities and challenges. There is a plan to have a board retreat once WMHT has received a report on the listening tour. A second priority is to have a AAA Board, so trustees are confident and effective volunteers. Each trustee needs to learn the elevator speech and more about the station and its strategic plan. Ms. Schneider expressed the importance of trustees using the power of their networks, and passion for the community to move WMHT forward and to learn more about fundraising, as a way to offer others an opportunity to make a difference. She challenged the board committees to do their part in strengthening the Ambassador-Advocate-Asker aspect of the board.

Ms. Schneider closed by stating the mission: to use media to enrich our communities with programs and services that advance education, culture and civic engagement empower individuals, celebrate our diversity and reveal what we have in common. We want to be focused WMHT's vision of a community confident in its identity, potential fully realized and inspired and connected through trusted media.

Meeting Adjourned

On a motion by Ms. Simoni and seconded by Ms. Saulnier the board unanimously approved adjourning the meeting at 5:20 pm.

