



**Minutes of WVIA's Board of Directors Meeting
March 4, 2022 at 1:00pm
Via Zoom**

Attending via Zoom:

Nancy Kiesendahl Bloch	Holly Morrison
L. Peter Frieder	Nick Niles
Jose A. de los Rios	Don Stanziano
Robert T. Kelly, Jr.	
Jennifer Wilson	
Jeanne Genzlinger	
Jon Kirkwood	
Dennis Cheng	
Rick Cohen	
Patrick Marty	

Excused:

Andrew J. Sordoni, III
Dr. L. Jay Lemons
John F. Pullo, Sr.
Jennifer Walsh
Lia Richards Palmiter

WVIA Staff:

Carla McCabe	Chris Norton
Mary Price	Ben Payavis
Melanie Andreoli	Neil Prisco
Kate Sickora	Julie Sidoni
Kristen Mackrell Clark	Kat Bolus
Joe Glynn	Sarah Scinto
Chris Zellers	Tom Riese
	Karen Button, NETA

Guests:

Pure Project Management:
Jim Messick, Senior Project Director

A quorum is present.

Chair L. Peter Frieder called the meeting to order at 1:04pm.

Mr. Frieder welcomed Kristen Mackrell Clark as WVIA's new CFO and General Counsel.

Ms. Sidoni introduced the News Team and gave a brief update on the listening sessions.

There were three action items on the consent agenda. All items were previously sent to the board for review.

December 3, 2021 meeting minutes:

Ms. Genzlinger asked for a motion to approve the December 3, 2021 minutes as presented. Mr. Kirkwood made a motion. Ms. Wilson seconded. With all in favor, none opposed, the motion passes.

January 2022 Financials:

A motion was made by Ms. Morrison to approve the January 2022 financials as presented. Mr. de los Rios seconded. With all in favor, none opposed, the motion passes.

Proposed New Audit Firm:

Ms. Morrison gave a brief explanation of the RFP process and why they would make a recommendation to select Baker Tilly to the board as WVIA's new audit firm.

A motion was made by Mr. Niles to accept Baker Tilly as WVIA's new Audit Firm for a three-year period beginning next fiscal year. Ms. Bloch seconded. With all in favor, none opposed, the motion passes.

Mr. Frieder gave the Executive Committee Report:

Mr. Frieder stated each committee gave a presentation along with Ms. McCabe's Presidents report. Mr. Frieder also stated the new employee handbook is now complete and in use. All board approved polices are included in the manual.

Mr. Kelly gave the Investment and Finance Committee Report:

Mr. Kelly stated the Portfolio Performance for Q4 is doing well even with the recent volatility in the market.

The January 2022 financials were shared in advance with a narrative.

Mr. de los Rios gave the Audit Committee Report:

During the February meeting Ms. Morrison gave an Auditor RFP update and presented her report above and asked for approval from the board to sign Baker Tilly for the next three years.

Mr. de los Rios also stated that the committee discussed creating a Risk Management Plan. Ms. McCabe is doing a peer assessment. The committee will also identify where the greatest risks are in the organization and establish a plan for next steps.

It is time for all board members to update the yearly Conflict of Interest form. Ms. Price will send the form out to the full board following the meeting.

Ms. Wilson gave the Planning and Development Committee Report:

Ms. Wilson stated at the end of January development totals are 18% higher than last year at this time. Membership continues to do well and is above prior year. Major gifts has been the biggest boost. Grants are exceeding budgeted projections, part of that is due to the special Pennsylvania state funding for education.

WVIA staff contracted with Johnson, Grossnickle & Associates to conduct a feasibility study.

The committee also engaged in a productive discussion as is pertains to the board visioning session and dinner scheduled in June.

Ms. Wilson gave the Governance Committee Report in Ms. Walsh's Absence:

The Governance committee is working toward promoting visibility and accessibility of important documents to governance. Ms. Price created a centralized hub for documents in Microsoft Teams and each board member should have received an invitation to join the WVIA team. Please provide your constructive feedback on this project so we can continue to improve this as we move forward.

Ms. Price has created a draft of a Corporate Governance Guideline Chart, which is also in the Teams portal. Each committee should review this chart at your next meeting and provide feedback to ensure that each responsibility is assigned to the appropriate committee. This is a work in progress and your constructive feedback is important.

The committee discussed the importance of clarifying the roles of governance and management for a variety of tasks and responsibilities, inclusive of but not limited to approving corporate policies. Ms. McCabe and Ms. Clark are working on a proposed document for clarity.

The Committee felt that a written board member nomination process and certain other tools would help support the Board in its governance succession planning activities and will support the creation of those documents. Ms. Walsh will follow up.

We will continue to identify possible candidates within the vetting and nomination process framework we are developing.

Ms. McCabe gave the President's Report:

Ms. McCabe introduced Mr. Messick to give a building update. Mr. Messick explained we are currently in the Programming & Conceptual Design Phase. Mr. Messick presented the proposed program, Renovation & Growth Options and, the Preliminary Project Budget Options to the board for discussion. More to follow for the June board meeting.

A subgroup of the Facilities Task Force met this week and Mr. Messick presented three proposed programs which included Renovate existing facility with square footage staying the same, Renovate the existing facility adding square footage and Relocate to a new facility.

The subgroup decided it was in WVIA's best interest to eliminate the third option of relocating to a new facility and asked the board for approval on this recommendation.

Ms. Wilson made a motion to accept the Facilities committee subgroups recommendation to eliminate the option of relocating to a new facility. Mr. Marty seconded. With all in favor, none opposed, the motion passes.

Ms. McCabe shared a snapshot of the Capital Budget which included the balance and current total expenditures. Ms. McCabe stated this will be an ongoing conversation once we have next fiscal year's capital budget in place.

Mr. Norton then gave a brief overview of the Ben Franklin grant WVIA received. This grant will promote civic engagement and will include five screenings in various areas.

The group then moved to breakout rooms to discuss potential areas of need in their communities.

Ms. McCabe asked the members to let us know of any events, gatherings or meetings being held in their communities so that we can continue to conduct listening sessions throughout our region.

Ms. McCabe asked the board to please reach out to Ms. Price to finalize plans for the upcoming Visioning Session/Board meeting being held in June.

With no motion for an executive session or further business, Mr. Frieder asked for a motion to adjourn the meeting.

A motion was made by Mr. Niles to adjourn the meeting. Ms. Genzlinger seconded. With all in favor, none opposed, the motion passes.

Respectfully submitted by Mary Price, Assistant Secretary to the Board of Directors