

Minutes - FINAL

WJFF Board of Trustees

Sept 16, 2015

6:30 PM – Town of Callicoon Town Hall

Trustee Present: John Nordstrom, Jim Lomax, John Bachman, Barb Demarest, Pat Pomeroy, Anne Larsen, Midge Maroni, Kit Hulit, Martin Springhetti, Larry Grosberg, Kevin Gref (6:36), Thane Peterson (6:48)

Trustees Absent: Ken Hilton, Tasa Faronii-Butler

Other Attendees: Adam Weinreich (General Manager)

Call to order by Pat Pomeroy at 6:32

1. Approval of Minutes

a. Regular BoT - Aug 19, 2015. Motion to approve John Bachman, Kit Hulit second. All in favor
b. Special BoT mtg. Sept 8, 2015. Motion to approve Jim Lomax, John Nordstrom second. All in favor.

2. Revisions to the agenda

John Nordstrom proposed the topic of a Monticello studio working group.

Midge Maroni proposed topics regarding filling Trustee vacancies and tracking Board decisions.

3. Public Comment

Barbara Gref made comments about the solicitation of public comments on the Underwriting Policy adopted at the August meeting. (Attachment A – B. Gref Letter)

4. General Manager Report

Adam Weinreich reported on data from the fund drive, the tower relocation, upcoming events. (Attachment B – General Manager's Report)

5. Treasurer's Report

There is anticipated \$18,000 in additional expenses in 2015, primarily in connection with the tower. (Attachment C – Treasurer's Report)

6. Committee Reports

- Tower – See GM's Report
- Gala – See GM's Report
- Finance – See Treasurer's Report
- Executive – See Old Business

7. Old Business

- Larsen request for clarification from auditor

Pat Pomeroy reported that she had followed up on Anne Larsen's question regarding whether further actions were needed with the Department of Labor regarding overtime pay. (Attachment D – Issue re DOL question).

- Enhanced/unenhanced underwriting – comments still being accepted – move to Oct.
- Meeting Calendar / dates /place/time adjustments

Pat also reported that an annual meeting calendar (topics by month) is in preparation and requested all trustees and committees to forward input to Barb Demarest). Pat is proposing that we omit the December and February meetings.

- Code of Conduct

John Bachman proposed a Code of Conduct for Trustees modelled on that adopted for staff. Motion was seconded by John Nordstrom. Discussion took place about whether the Code should go through the Nominating and Governance Committee. The motion was withdrawn and the matter was referred to the Nominating and Governance Committee. It was also agreed that the N&G committee should review the policies adopted recently and insure the opportunity for public comment.

- Monticello Translator frequency change

Adam summarized the request regarding the 94.5 frequency. Barb Demarest suggested that it be reconsidered. The matter was tabled for the present time.

8. New Business

John Nordstrom requested approval to investigate studio space in Monticello. It was agreed that John would investigate but not make any commitments.

Midge Maroni introduced a motion regarding filling vacancies that might occur on the Board. She agreed to withdraw her motion and refer it to Nominating and Governance. Midge also mentioned that Nominating and Governance will follow up on rules for meetings starting with abstentions.

Public Comment

Questions from the public on tower rental and how it would be funded and the Grass Roots conference and volunteers attendance.

ATTACHMENT A

Sept. 16, 2015

To: Pat Pomeroy, John Bachman and Adam Weinreich

Dear Pat, John, and Adam -

I am glad we have a little more time on the underwriting policy and public outreach for comments. I understand with the board meeting now on Sept. 16, the underwriting discussion and vote won't happen until the Oct. 21 meeting. I assume the public comment window is open until the public comment period at the Oct. 21 board meeting.

I feel this is fortunate because, in speaking to people and reading a few announcements, I've noticed quite a bit of confusion. Plus, I think we as a station can do a better job of getting the facts out there.

A good start on addressing this, I think, would be following the exact wording on the policy adoption procedure.

Here is what it says:

"If a policy is proposed, seconded, discussed and subsequently passes a vote at a board meeting, it will be placed on the WJFF homepage and announced on-air and online for public comment. The proposed policy will follow the format of NAME / GOAL / DEFINITIONS / LANGUAGE. Comments will be directed to a selected Trustee and when the board meets next, the proposed policy may or may not be altered in consideration of feedback, then voted on a second time to become enacted. The policy will be attached to Meeting Minutes and will become part of the WJFF Policy Manual. In extreme circumstances, this process may be bypassed. An explanation will accompany any such circumventing of the process."

As it is, the underwriting policy is not on the homepage and more to the point, it does not follow the outline given above.

Two clicks removed from homepage, the website says this :

"Proposed 2015-08-19 - Underwriting Policy

"A motion was passed at WJFF's August 19th, 2015 Board of Trustees Meeting... "...that WJFF adopt a policy of enhanced underwriting, except when such enhancements present a possible conflict with the FCC's restrictions concerning underwriting language, and except when the underwriter's activities run counter to WJFF's broadcast mission. These decisions, as well as those of pricing, frequency and duration are left to the discretion of the General Manager."

"To read a memo from the FCC regarding regulations of enhanced underwriting, [click here](#)."

It does not give the GOAL or DEFINITIONS.

A reasonable person might expect the goal and definitions to give the current policy and give some straightforward reasons as to why this change is sought.

The FCC link is fine, but it does nothing to describe the history and current status of the policy at WJFF or the thinking and goals of our board. For example:

- What is our current policy and where would one find that language and the original language?
- What are the definitions of the terms in the current policy language?
- What is the official goal of changing the policy?
- Why did this policy change even come up?
- I have heard there was a memo from the program director on this topic - where can I find that?
- A good goals statement would spell this background out and not leave it to speculation.

An excellent example of the policy presentation for public comment done well can be seen in the [Diversity Statement in this link on our website](#).

In fact, in each of the other policies that have gone through this process much more information was included by way of background, goals substance of the policy in question (e.g., Investment Policy and Conflicts of Interest Policy).

As I said, I've noticed a lot of confusion and even some bad information about the underwriting policy among volunteers and in the community. A recent example of this confusion is an announcement that appeared on an internet group, posted by a volunteer.

The information was unclear and the issue itself was presented in an inaccurate way. In addition, positions of trustees were misrepresented. In this case, distribution of bad information was aided by the sparse information on the topic made publicly available by the station. I sincerely hope this can be addressed.

I hope I am not out of line by asking for a better presentation of this issue. I do remember talk at the August meeting of putting an ad in the papers. Maybe a press release that spells this out more clearly and gives the correct background could be sent to the papers and online news outlets. It could also be posted on our site and facebook page. Then volunteers and the public would have something to read and share that is more complete and accurate.

As you know, I think this is a very important topic. Ideally this discussion would be deferred until we have a strategic plan. I am still hoping that may happen.

Thank you for listening!

Barbara Gref

ATTACHMENT B

GM Report for 09-16-2015

Fund Drive Report:

All data not input: web-pledges do not arrive until the 15th of the month following the drive, analysis will take some time after that. Report will be emailed to the board as soon as it becomes available, no later than a week before the October meeting.

Tower Situation:

Lots of forward motion. Drop-dead-date from Sullivan County is October 16th with very little wiggle room. Lease is being reviewed by attorney, FCC Construction Permit has been granted, Antenna and cable have been ordered. Requests for bids are being sent to riggers for antenna installation. Possible delay in manufacture of transmission line could mean we need to re-use our existing line and install new line later on. This would mean a slightly longer off-air period as we move the old line from the current site to the new site. Estimated off-air time if new line arrives before DDD: 12 hours. If we re-use old line: 24 hours. New position on tower will result in a difference of -73 potential listeners within our 60dBu contour. Area of loss is at northern part of broadcast region. Graphic attached shows current and future contour lines. Note: attached .pdf is labeled "40 feet AGL" but our antenna will be located at 75 feet. Power output will be adjusted to achieve identical contour.

Gala Brunch:

More than 60 tickets sold as of writing. Not all trustee commitments fulfilled yet. Offering discounted tickets in an effort to shoot well beyond 100 guests.

Upcoming events:

Kingfisher Lantern Release - teaming up with Jeffersonville Founders' Day to release sky lanterns on Sunday October 11th to raise awareness about the struggles of addiction facing our community. Lanterns are \$10 each, proceeds benefit WJFF.

Café Risque - Saturday October 24 - Forestburgh Tavern, Forestburgh NY. Last year's event sold out, and this year's is expected to do the same. Fashion auction component to be included again this year.

Holiday Show - Sunday Dec. 6 - Settler's Inn, Hawley PA. Featuring a delicious meal and performance by Mist Covered Mountains, Celtic music.

Fall Fund Drive - Mailing will go out October 9th, on-air drive begins November 6th.

ATTACHMENT C

Treasurer's Report from Ken Hilton

Anne Larsen, Jim Lomax, Adam Weinreich, Pat Pomeroy and I met on Sept. 2, 2015.

1) We learned from Adam and Pat the most up-to-date info about the antenna and tower situation. We also discussed the possibility of using our Jeff Bank CD (\$54,642) to fund our new antenna and move to the Goosetown tower. We also mentioned taking out a home equity loan on the Green House.

We recommend establishing a separate budget line for the tower/antenna project.

We recommend that we ask Barb Donatelli to create a separate budget line that differentiates large gifts from regular member donations.

We continue to struggle with how to correctly credit and clearly show Sound Supporter income. Adam and Barb will quiz some of our similar-sized public radio stations to see how others handle this bookkeeping challenge.

2) End-of-Year Budget Preview: We went through the entire end-of-year likely expenditures, line by line, in the budget and concluded that we'll probably see a cost-overrun of close to \$19,000. (Gulp)

3) Gift Policy Ken will make the suggested changes that Anne and others have suggested. He'll also share it with the DCOC. We plan to have it ready for BOT action at the November BOT meeting.

4) Legacy/Planned Giving/Endowment Policy Planning Ken will put together a rough draft to review by the committee later this autumn or early winter.

5) Budget Prep We need to begin developing our 2016 Budget and have it ready for BOT adoption at the November BOT meeting. Pat, Adam, Barb Donatelli and I will put together a rough draft document in the next several days. Then, a number of meetings have been planned for reviewing, revising, and completing the task:

Sept. 15 6PM Finance Committee meets to review the 2016 Budget draft and to re-visit our end-of-year projections for the 2015 Budget.

Oct. 14 6PM First of our 2016 Budget Hearings All trustees invited

Nov. 4 6PM Second of our 2016 Budget Hearings All trustees invited

(If necessary) Nov. 10 6PM Final Budget Hearing All trustees invited

Nov. 18 Regular BOT meeting 2016 Budget Adoption

ATTACHMENT D

Issue re: Dept. of Labor

The following report consists of copies of emails and a follow-up on phone calls on this matter.

Patricia Pomeroy <patpom45@gmail.com>

Sep 3 (13 days ago)

to Elizabeth

Liz

Because of the date mix up and the change to allow your report at the Executive Committee meeting - some questions that were provided to the board from Anne Larsen were not addressed. Could you please look over the following and respond? I separated the questions out and numbered them. I believe you answered some but if you would please answer them all in writing, so I may share them with all the members of the board (not just members of the executive committee) I would appreciate it. I also need a recommendation from you and the firm for a retirement specialist so we can settle the issues surrounding the old account and the new account that you recommended (403 b). There are questions raised re: past obligations, reporting to IRS and possible penalties. Why wasn't any of these issues raised by you in the previous audits??

Thank you, Liz.

Anne Larson request:

"During the time period covered by the 2014 Audit, a part-time WJFF employee was routinely allowed to work, and be compensated for, full time hours. This included hours above 40 hours per week, without overtime payment of "time and a half" being made, as required by NYS Labor Law. Radio Catskill trustees were not aware of this fact until 2015, when it was determined during a review of book-keeping records by the Board's Personnel Committee. WJFF's President Hedlund and Vice-President Fisher spoke with the General Manager and you about this, and it was decided that this practice should stop and that the employee be paid the overtime wages owed.

1. Could you explain the current situation to the trustees?
2. Have back overtime wages been paid to the employee?
3. What potential liability might the organization and the Board have in this matter?
4. Does WJFF have a responsibility to report this failure to pay overtime to the NYS Department of Labor?
5. Would any potential liability for actions taken in 2014, need to be included in this Audit? "

She answered the last of these questions, and said she would discuss further at the Executive Committee meeting. "

Elizabeth Loarca <eloarca@knackpavloff.com>

Sep 3 (13 days ago)

to me

- 1 & 2 – The additional wage amount was calculated and paid to the employee.
3. No additional liability other than the normal payroll taxes is due.
4. There is no responsibility to report since the problem was fixed as soon as it was discovered.
5. There is no problem or action to be taken in the audit since the underpayment was well under our materiality level.

Patricia Pomeroy <patpom45@gmail.com>

Sep 3 (13 days ago)

to Elizabeth

Thank you. I also spoke to the Dept of Labor - hopefully this will put the matter to rest.

NYS Department of Labor

1. Spoke to Helen Rados , Director, NYS Dept. of Labor Monticello – 807-0608 – asked specifically about liability re: the following situation:

1. Issue of unpaid overtime for part-time employee identified by personnel committee in 2015
2. Compensation was computed and paid retro-actively to the employee in 2015
3. Position was made full-time in 2015

In her opinion, there was no liability since the problem was self-identified and rectified to the satisfaction of the employee. She checked with her regional supervisor, who had the same opinion. She suggested that I might want to also call the NYS DOL Division of Labor Standards at 914-997-9506 – which I did – I spoke to Neil Benjamin – who also said there would be no action nor liability as far as the DOL is concerned, the situation was identified and corrected. The Dept. of Labor will only respond in the case of an employee filing a complaint. Since the employee was compensated and agreed to the compensation – there is no further action.