Minutes - WJFF Board of Trustees March 16, 2016

5:30 – Jeffersonville Village Hall


Trustees Absent:  K. Hilton, T. Faronii-Butler

The meeting was called to order by Pat Pomeroy at 5:37.

Executive Session

Motion:  Go into Executive Session to obtain the opinions of legal counsel regarding a proposed gift of real estate.  (Lomax/Maroni).  Approved unanimously.

Motion:  End Executive Session.  (Peterson/Nordstrom)

Motion:  Request legal counsel to reach out to the donor’s attorney to discuss including in the gift agreement a provision for a phase 1 environmental study with reimbursement to WJFF for the cost of the study if issues are found.  Counsel will also determine the current occupant’s timeframe for departure and the donor’s time line.  (Peterson /Maroni).  Approved unanimously.

The vote on the acceptance of the gift will take place in April.

Public Comment

Members of the public spoke on censorship of communications among volunteers, need for group communications vehicles, desire for summary information on agenda on the website meeting calendar, the posting of meeting packets, and the property donation.

General Manager’s Report

In Adam’s absence, the GM report was read (attached)

Motion: Request that the General Manager advise the CPB of our problems encountered with making on-air announcements and our intention to rely on online announcements except for changes of time/venue.  (Lomax/Hulit) In favor: Springhetti, Nordstrom, Grosberg, Pomeroy, Lomax, Hulit, Demarest.  Opposed: Maroni, Larsen, Gref, Peterson, Bachman.  Motion carried.

Treasurer’s Report

Ken was absent.  He will be asked to present a first quarter financial review at the April meeting.
Old Business

Property Donation

Pat reported that we have met with legal counsel about the proposed donation and that we are going ahead with having a Phase 1 environmental study done. The Board has not yet made a formal decision on whether to accept the gift.

Studio Transmitter Link (STL)

*Motion: Acquire a T1 line of the highest quality and most reliable service within the next 30 days or sooner unless a viable alternative is put forward by Earle Nietzle.*

(Gref/Maroni). In favor: Larsen, Gref, Maroni, Hulit, Pomeroy, Lomax, Bachman. Opposed: Demarest, Grosberg, Nordstrom, Peterson, Springhetti. Motion carried.

Other Old Business

A. Larsen’s proposed motion on restrictions on the hiring of engineers was deferred to April.

New Business

Nominating and Governance

The committee has a recommendation for the Board to adopt a resolution on members abstaining:

*Motion: Whenever a trustee abstains from voting, they must declare the reason for doing so from among the following: 1) Lack of material information, 2) Lack of sufficient understanding, or 3) Personal or family interest in the matter.* (Demarest/Maroni). Approved unanimously.

The committee has disagreed about whether the bylaws, as currently worded, require candidates to be: “at least 18 years of age; a volunteer in good standing of the Corporation; a contributing member of the Corporation in accordance with membership levels set by the Board from time to time; and a citizen of the United States of America” as a qualification for being elected or if those provisions pertain only after an individual is elected.

*Motion: Seek legal opinion from Laurie McFadden on whether the 2014/2015 elections violated the WJFF bylaws and to whether if so what are the ramification.* (Larsen/Maroni). In favor: Larsen, Maroni, Gref. Opposed: Hulit, Demarest, Lomax, Pomeroy, Bachman, Grosberg, Nordstrom, Springhetti, Peterson.

Motion failed.

The committee also suggested asking for legal counsel regarding whether or not the Board should automatically incorporate all correspondence to the Board appended to the minutes or only do so upon the request of the writer. Minutes are routinely posted to the station’s website. The motion was tabled pending determination of the policy of other stations.
Communications on Property Donation

During the discussion of this matter, President Pat Pomeroy turned chairmanship of the meeting over to Vice President John Bachman.

**Motion:** The Board President is to share correspondence with the donor regarding the potential gift of property, specifically: 1) Correspondence via email between WJFF staff or Board members and Barbara Martinsons, potential donor; 2) All communications with legal and other professional counsel; 3) Correspondence and documents shared with staff members, the Executive Committee, and individual Board members concerning this gift but not shared with all Board members; 4) All comments from the public, volunteers, and WJFF donors related to this gift that have been received by WJFF staff or Board members. (Larsen/Maroni).

(Larsen comments placed into the record are attached)


**Leave of Absence**

Midge requested a leave of absence from the Board from March 17 to April 16 with the exception of Personnel Committee meetings that have been scheduled.

**Motion:** Approve request of Midge Maroni. (Demarest/Nordstrom). Approved unanimously.

**Public Comment**

Members of the public commented on: the need for the highest quality signal; how the identification of WJFF with hydropower would be handled if the station were to move; the benefits of having the Board learn about communications from outside professionals; the composition of the Board and communications about future plans for the station; upgrading the station web page.

**Executive Session**

The Board went in to executive session to discuss a personnel matter.

Following the Executive Session, no action was taken.

The meeting was adjourned at 9:40.
General Manager's Report for 3-16-2016

My apology for not being able to attend this meeting. A prior commitment makes it impossible for me to attend in person or by phone. I made this clear to Pat several weeks ago and the plan to combine February and March meetings to early March seemed like a solution, but the board then decided to meet on the 16th.

Meeting Announcements:

In our April 30th 2013 response to the CPB penalty, we told them that in addition to announcing and documenting Open Meeting Announcements on our homepage (as is required of all grant recipients), we would announce them on the air. This was an attempt to go above-and-beyond the requirements of the Communications Act but has proven to be burdensome to staff, volunteers and listeners alike. Although we told CPB that we intended to go to extra efforts to announce meetings on the air, we are not required to do so. Imagine buying a car whose warranty required you to change the oil every 5,000 miles. If you wrote the manufacturer and told them you intended to change it every 3,000 they would not hold you to a different standard than their other customers and would not revoke your warranty if you went back to 5,000 mile oil changes.

My plan is to continue posting and documenting open meeting announcements on the station's homepage, with help from our Vice President. The Program Director and I both feel that announcing all open meetings on-air daily, as we communicated our intent to do, is both cumbersome and damaging to the station's sound. I will write to Jackie Livesay and Greg Schnirring at CPB and let them know that we have found the on-air announcements to be cumbersome and damaging and plan to return to following the letter of the Communications Act unless we hear otherwise from them. It is also my intent to work with the Program Director to find a way to continue on-air announcements of meetings in a more cohesive, predictable and listener-friendly way.

I do not think the board should approve or instruct a specific plan to announce meetings but should instead instruct the manager to follow CPB requirements, which it has already done in the approved Job Description for the General Manager. I would however request that someone make a motion instructing me to communicate this change-of-plans to the CPB.

"a motion that the GM inform the CPB of our intent to return to online meeting postings"

STL options:

I am confident that by installing a Verizon DSL line here in the Jeffersonville studio, we can increase the quality of our STL stream to CD-or-better without encountering the "glitches" that we've experienced. I have investigated the path of data packets between Studio and Transmitter and find that when the packets "jump" from the Time Warner Cable network to the Verizon network, there is tremendous potential for delay or packet loss. The cost of the additional DSL account will be in the neighborhood of $80/month. However the station will still
be prone to occasional and unforeseeable dropouts in the event that Verizon’s network experiences outages. If there is zero tolerance for these dropouts, then we must move to a T1 connection. The 2-year contract is for $600/month, and a 3-year contract is about $520/month. A microwave link would also provide us with this level of quality but I believe the need to “hopscotch” across more than one point adds too many links to the signal chain.

I do not think the board should vote on specifically what we do here, but should instead vote on the level of service it wants, and ask me to get it. Sort of like saying “we need a million dollars in liability insurance” but not telling me what company to purchase it from. 

"a motion to instruct the GM to strike a balance between price and reliability for our STL"

or

"a motion to instruct the GM to move the station to an STL which provides near-perfect reliability regardless of cost"

Update 3/14: Our engineer, Earle, feels that a microwave option is possible from our current location is feasible with a single “hop” point between our studio and the tower. And, in the event we move, is easy to re-locate. Earle is exploring topography and equipment and hopes to have a more definitive plan in time for Wednesday’s meeting.

Underwriting Update:

In the process of renewing underwriters whose contracts have expired, we have received minimal pushback on the new pricing structure. Additionally, we have begin accumulating several “leads” for potential new underwriters. If the Board of Trustees wishes to assist in this effort I encourage them to reach out to businesses and organizations with whom they are friendly and get a feel for how interested they are in becoming WJFF underwriters. Underwriting can be as inexpensive as $300 for an entire year. If you have a lead please don’t make any promises or do any negotiating - just pass the relevant contact information along to Adam or Andrea.
Comments, Anne Larsen, trustee, WJFF Board meeting March 16, 2016, submitted for inclusion in the minutes and documents of the meeting.

Under Old Business:

The topic is my request that all Board members be supplied the correspondence between the Board President Pat Pomeroy and the potential donor Barbara Martinsons related to a donation of property to WJFF.

Pat has described to the Board how she first discussed a potential property donation with Barbara Martinsons in September 2015. She has described that the first person she shared this information with was the General Manager, and subsequently she told the Board’s Executive Committee in Executive Session at its November and December meetings. The first time this information was shared with the full Board was at its December 2015 meeting, in Executive session. At that time, no exact details were given to the Board concerning the identity or the location of the property.

At our January 20th 2016 Board meeting, we received a phone call from the potential donor. There was no agenda distributed to make trustees aware that this phone call was coming. There was no preparation for this phone call, no details about the property were given by the President or any member of the Executive committee prior to the phone call, and there was no discussion of issues or concerns related to such a major gift, no “brainstorming” among the Board members about questions to ask the donor, no sharing of information with full Board that had already. We were not prepared for this phone call in any way. There were some members of the Board who clearly knew about this, but most didn’t. Instead, we received a “surprise” phone call out of the blue, with the President asking who was on the line, and the donor introducing herself and her proposed donation of property to the station. As the transcript we received at our last meeting shows, during this phone call, Barbara Martinsons put no restrictions, no conditions on the gift, her main concerns were with a 4-6 week timeline for a decision. She responded to a question by Adam concerning possible uses for the property by saying “I had not thought about that,” but that selling the property and other potential uses “might cause a problem.” As a transcript of the phone call shows clearly, she never said that it must be used for station “operations”, nor did she say it must be used for WJFF’s “mission.”

For at least 3 months, the majority of the Board was not told of this potential major gift; for 4 months it was not told details of the property or the donor in question. During this time, decisions were being made by the General Manager concerning the Studio to Tower Link for our broadcast signal. During this time, the Board considered and approved a budget, set a Strategic Planning process with a very short timeline in motion, considered and approved a Gift Policy, and took many other actions. All this was done while some members of the Board and staff were aware of a major potential gift, but the majority were not. So some members were participating, but without full information, while other Board members did have that information. Actually more than two thirds of the Board did not have essential information. So we were taking decisions without adequate information.

This Board is supposed to work as a unit, not as separate groups. Once information about this gift had been shared by the President with the General Manager, and the Executive Committee, the entire Board could have been told about this potential gift, could have discussed it fully while retaining confidentiality. The President or any member of the Executive Committee could have called a meeting to bring all members up to speed once it was clear this was an actual offer of a property. The integrity of this Board is undermined when we do not act as a whole and make our decisions on the basis of the same shared information. All Board members must have the same information, or at least the access to it. The Board cannot function with a small number of trustees, together with staff members, making decisions with some Board members not included in the discussion. That is destructive to a healthy, functioning Board of Trustees.

On January 24, 2016 following our January Board meeting, Pat Pomeroy sent the Board and staff an email, in which she said, “In an email to Barbara Martinsons the other day I wrote,” The closing of a business and the transfer of property can be emotionally trying. Many of us have enjoyed Catskill Harvest and have mixed emotions – losing a wonderful business but potentially gaining a wonderful opportunity
for the future of the radio station. We are treading lightly here, knowing that change can be good, but it also can cause some discomfort. There are people involved with the station who built the original structure with their hands – this is hard for them to wrap their arms around too.”

On January 28th, I wrote an email to Pat and the Board requesting that the full text of her email to the donor, and any correspondence between them be supplied to all members of the Board. This is the text of that January 28th email, and I will read it to be included as part of the minutes,

“Hi, Pat:

Thank you for this update, including the excerpt from your letter to Barbara Martinsons. Please send the full text of this letter, and any other correspondence you have had with her concerning her donation offer to Board members. Also, any correspondence or documents the Executive Committees members used in their discussions of this matter at their November, December and January meetings. Some trustees first heard the details of this property offer one week ago at the January 20th Board meeting. These materials would provide helpful background prior to our next Board meeting.

Has February 6th been confirmed as the day of the property inspection and February 7th, as the day of the Special Board meeting?

Thanks,

Anne”

On February 29, 2016, a month later, I wrote a follow-up request for this information to Pat and Barb, as President and Secretary, with a copy to the Board. This was subsequent to public meetings and communications with our volunteers, in which assertions were made concerning the donor’s intent, including that the donor wanted the property to be used for “WJFF operations” or to “support the mission” of WJFF. Meetings were held at which it was suggested that the Board needed to make a decision concerning which property, the current studio or the Catskill Harvest site was more suitable and best for WJFF operations. At these meetings, members of the public referred to letters they had sent concerning the gift, that as a Board member I had not seen. Meetings at which comments were made in open session, stating that the General Manager contacted our lawyer in Washington and communicating the legal advice he gave about moving the studio to Liberty. The Board had never heard about this communication with our lawyer, had never received any information from the donor to suggest that this choice between two sites was necessary, and yet that was the message that was being sent to our community.

And the text of that follow-up request on February 29th, to be entered into the minutes,

“Hi, Pat, Barb:

It has been over the month since I requested that documents and correspondence related to Barbara Martinson’s potential gift to WJFF be supplied to all Board members. (below) We have still not received these documents. Board members have also not been sent copies of comments sent to the station in relation to the gift, other than those sent directly to the Board email address.

When I asked Pat at our February 20th Strategic Planning Facilities session, why these materials were not included in the Gift documents binder, she said she had not had time to do so. Board members are being asked to discuss issues at meetings without being supplied important background information. We are being asked to make decisions under a tight timeline without supporting documents being supplied in a timely fashion.

The type of documents I am requesting:
1. Correspondence via mail or email between WJFF staff or Board members and Barbara Martinsons, potential donor.
2. All communications with legal, and other professional, counsel.
3. Correspondence and documents shared with staff members, the Executive Committee, and individual Board members concerning this gift, but not shared with all Board members.
4. All comments from the public, volunteers, and WJFF donors related to this gift, that have been received by WJFF staff or Board members.
It is now 4 days prior to our March 3rd Board meeting. I ask you both, as President and Secretary, to take action to make sure that all documents and correspondence be supplied to us prior to this Thursday's Board meeting.
Anne

The email sent to the Board on March 3rd by President, Pat Pomeroy contained her response to my request, along with a letter from our potential donor outlining her conditions. These conditions did not match those which had been communicated to the Board and public up to that time. Her main condition was that we not sell the property for a period of one year.

“Attached document received yesterday from Barbara Martinsons re: Catskill Harvest Market property donation. It is very different from her initial response in late January.

I may be late for the meeting, I have a 3 o'clock appointment in Hyde Park.

Regarding Anne Larson's demands for all my email, I will not be providing that information

Regarding Anne Larson’s request re: info on all the lawyer emails, documents, etc. - I previously reported that I spoke to Brian Rourke re: the tax exemption - to date that has been my only conversation with a lawyer re: CHM. I will however, be speaking to an attorney today or tomorrow regarding my rights as President in an ever growing hostile environment, as the majority of the board and I try to use due diligence in determining the direction for this gift and the station.

See you later.
Pat

I take exception to the characterization of my requests as a trustee for vital information concerning a potential gift to the Board valued in excess of a quarter of a million dollars, as “demands”. They were requests, they were made in a polite manner and I hereby make these requests, again.

For months we have been having meetings with members of our community based on faulty information. As Board members, we should have access to the information that may help us understand how this occurred. The communications that the President has with a potential donor are not personal communications. And I am asking that all Board members be given access to these communications, by the following motion:

Motion: The Board President is to share correspondence regarding the potential gift of property, specifically: 1) Correspondence via email between WJFF staff or Board members and Barbara Martinsons, potential donor; 2) All communications with legal and other professional counsel; 3) Correspondence and documents shared with staff members, the Executive Committee, and individual Board members concerning this gift but not shared with all Board members; 4) All comments from the public, volunteers, and WJFF donors related to this gift that have been received by WJFF staff or Board members.

[motion as amended at meeting]
Comments from Kevin McDaniel (Public Comments)

I would like for the following comments to be entered into the WJFF board minutes from the meeting on 3/10/16:

I disagree with management's decision not to announce board meetings and other meetings on air. It takes only a few seconds for on-air announcers to read these. It is imperative that in the interests of openness, in addition to attracting the public to become involved with the station, that these announcements be read.

I think there should be more on-air representation on the board. I also think that voting for board members should be cast by volunteers and the public, as opposed to being appointed from within.

The request by Anne Larson for Pat Pomeroy's email messages with Barbara Martinsons was not unreasonable. It underscores the greater sentiments of many people who feel that a decision has already been made by some board members and management to move the station and additionally, have been allowing the station to degrade, thereby justifying the need to move. There is a growing unrest among people like myself who witnessed the station's fast decline a few years ago due to an out-of-touch board and an even more out-of-touch manager. We are keenly aware of how damaging an entity can be that relies on secrecy and hidden agendas. Call it shell shock. If its true that there are elements of the current board and management that wish to see the station move and are not being forthright about these plans or ideas, or are trying to conceal them by not inviting response from either volunteers, members and the listening audience, this would be a grave error in judgement, and a return to the regressive policies that nearly sank the station.

Thank you

-Kevin McDaniel