WJFF Radio Catskill Board of Trustees

Wednesday, May 18, 2016
Callicoon Town Hall
Jeffersonville, NY

**Trustees Present:** John Bachman, Kit Hulit, Patricia Pomeroy, Jim Lomax, Anne Larsen, Midge Maroni, Martin Springhetti, John Nordstrom, Tasa Faronii-Butler, Ken Hilton, Barbara Demarest (by telephone), Thane Peterson.

**Trustees Absent:** Lawrence Grosberg.

**Also Present:** Adam Weinreich, General Manager, members of the public.

1. **Call to Order**
   A regular meeting of WJFF’s Board of Trustees was called to order by Patricia Pomeroy at 6:34 p.m. A quorum of the Board was established.

2. **Approval of Minutes**
   Approval of the minutes from the April regular meeting of the Board was tabled until next month.

3. **Revisions to the Agenda**
   John Nordstrom requested additional time during the Nominating & Governance Committee report. Adam Weinreich requested that the executive session to discuss a personnel matter be moved to the end of the meeting; The chair agreed to make the change. Anne Larsen requested that time be allotted under New Business for a motion regarding seeking legal council.

4. **Public Comment**
   Comments were made two members of the public [See attached letters from Beverly Sterner and Tim Bruno].

5. **General Manager's Report**
   Adam Weinreich reported on a number of issues including the upcoming auction fund raiser, status of the Studio-Transmitter Link upgrade, an anonymous complaint that had been filed with the CPB regarding WJFF's compliance with CPB requirements, and the recent change to the Office Manager salary. [See attached report.]

   Discussion followed regarding the Office Manager's salary change as well as the CPB complaint.

   Adam Weinreich also reported that CPB will be increasing their Community Service Grant requirement for "Non Federally Funded Sources" (i.e. community sources of support exclusive of federal grants) to a minimum of $300,000 in the coming years.

6. **Treasurer's Report**
   Ken Hilton reported on the agenda for the upcoming Finance Committee meeting. Proposed motions regarding memorializing actions of the Treasurer will be held off until the June meeting of the Board.
7. Committee Reports
   a. Executive Committee - No report was given.
   b. Personnel Committee - Report was moved to later in the meeting to accommodate the executive session.
   c. Audit Committee - Barb Demarest reported that the on-site portion of the annual financial audit had been completed.
   d. Nominating & Governance Committee - John Nordstrom reported that several applications from potential candidates for the Board of Trustees had been received; Interviews with the candidates will be happening in the coming weeks.
   e. Development & Community Outreach - Jim Lomax reported that the committee had not met since the last Board meeting. The committee is looking for Board members to serve on a host committee for the awards ceremony which is anticipated to take place in July or August.
   f. Facilities Committee - Martin Springhetti reported that a Spring clean-up day is being organized. He also expressed that he would like to see the generator moved out of the upper parking area.
   g. Strategic Plan - Jim Lomax reported that the strategic planning process is moving forward.
   h. Program Committee - No report was given.
   i. Community Advisory Board - No CAB representative was present to report.

8. Old Business
   a. CHM Property
      Patricia Pomeroy reported on the status of the property gift. The agreement had been returned by the donor with a few changes and adjustments. Two bids have been received from for providing the "Phase I" environmental site assessment.

      A motion was made by John Nordstrom that Radio Catskill engage the services of Terrence Kelly Engineering of Liberty, New York, to complete the Phase I environmental site assessment of the CHM property before the end of June at a cost of $3000 with a $750 retainer. All in favor; none opposed. Motion carried.

      A motion was made by Kit Hulit to give the President of the Board the authority to sign on the Board's behalf the May 2 letter of agreement between Radio Catskill and Calliope Holdings, LLC, with the understanding that June 1 date for the "Phase I" environmental impact study will be amended. All in favor; none opposed. Motion carried.

   b. Analysis Teams for Property Options
      Patricia Pomeroy proposed that two teams be formed to perform cost analyses of various potential usage options for the two properties using the radio station needs as articulated in the strategic plan as a guide. Barb Demarest and John Bachman will act as team captains of the Jeffersonville team; Ken Hilton and Kit Hulit will act as team captains of the Liberty property team. Once the options have been described, a technical team will develop estimates for the costs of the various options.

   c. Request for Mediation Update
      Regarding the request for mediation made by Barbara Gref in an email letter dated March 15, 2016 and addressed to the Board of Trustees, Adam Weinreich, and Patricia Pomeroy, Patricia Pomeroy reported that she has reached out to the New York State Council of Non Profits regarding mediation or facilitation and the Council can provide
the service at little or no fee. She has also spoken to Sally Kane at NFCB who recommended that we more clearly define the problem.

Tasa Faronii-Butler suggested that a "cultural workshop" would be helpful.

d. Amendment to the By-Laws

A motion was made by Barb Demarest and seconded by Ken Hilton to amend the By-Laws:

The CURRENT wording of Article V - Board of Trustees Section 3 Qualification is as follows:

“Each Trustee shall 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.”

The PROPOSED wording is:

“Each candidate for the Board of Trustees shall be at least 18 years of age and a citizen of the United States of America. Those elected as Trustees are considered to be volunteers and are expected to maintain the standard of a volunteer in good standing of the corporation and to be contributing members of the Corporation in accordance with membership levels set by the Board from time to time.”

Kit Hulit, John Bachman, John Nordstrom, Ken Hilton, Martin Springhetti, Kevin Gref, Tasa Faronii-Butler, Patricia Pomeroy, Jim Lomax, and Barbara Demarest voted in favor; Thane Peterson, Anne Larsen and Midge Maroni opposed. Motion carried with a two-thirds majority as required by the By-Laws; By-laws will be amended.

9. New Business

a. Planned Giving

Ken Hilton reported that he and Patricia Pomeroy attended a planned giving workshop and are beginning the process of establishing a planned giving program at WJFF.

b. Correspondence from Attorney

Patricia Pomeroy reported that she had received a letter from Laurie McFadden stating that she is retiring from her legal practice. The letter also stated that McFadden would hold on to all documents related to WJFF for three years.

c. Motion from Anne Larsen seeking legal counsel

Anne Larsen pointed out that the language on the WJFF website describing the responsibilities of the Executive Committee incorrectly quotes an outdated version of the by-laws. John Bachman agreed to correct the error. She also expressed that she felt that there was confusion regarding the actions that may be taken by the Executive Committee or individual members of the Executive Committee between meetings of the full Board.

Anne Larsen moved that Station attorney Laurie McFadden, or another attorney specializing in nonprofit governance, be asked to provide legal counsel to the Board.
in relation to the WJFF Bylaws concerning:

1. An employee attending an Executive Session of the Board or of its Committees, when an individual employee’s compensation is being discussed.
2. The scope of authority and actions that may be taken by the Executive Committee, or by individual Board Officers, between Meetings of the full Board, without prior Board approval.

Seconded by Midge Maroni. Anne Larsen, Midge Maroni, Kevin Gref, Thane Peterson, Tasa Faronii-Butler, and John Bachman voted in favor; Barb Demarest, Kit Hulit, Jim Lomax, Martin Springhetti, John Nordstrom, Ken Hilton opposed. Motion failed to carry.

10. Public Comment
One of the candidates for the Board of Trustees introduced herself. Comments were made regarding the process for considering possibilities for the new property The desire that the public be made aware of process was expressed.

11. Personnel Committee Report
A motion was made by Kit Hulit to enter closed executive session in order to consider a matter related to an individual employee. Seconded by John Bachman. All trustees voted in favor; none opposed. Motion carried; The Board entered closed executive session at 9:30 p.m.

A motion was made by Kit Hulit to exit closed session and return to open meeting. Seconded by John Bachman. All in favor; none opposed. Motion carried; Board returned to open session at 9:47 p.m.

A motion was made by Kit Hulit stating “I move that the Board of Trustees authorize the chair of the personnel committee, to place the employee evaluation, as presented by the Personnel Committee, in Adam Weinreich’s confidential personnel folder.” Motion was seconded by Ken Hilton. John Bachman, Kit Hulit, Patricia Pomeroy, Jim Lomax, Martin Springhetti, John Nordstrom, Tasa Faronii-Butler, Ken Hilton, Barbara Demarest (by telephone), and Thane Peterson voted in favor; Midge Maroni opposed; Anne Larsen abstained due to insufficient information. Motion carried.

12. Adjournment
A motion to adjourn was made by Martin Springhetti. Seconded by Thane Peterson. All in favor; none opposed. Motion carried; meeting adjourned at 9:50 p.m.
My name is Tim Bruno and I would like to serve on the WJFF Board of Trustees.

WJFF offers our region free and easy access to important news, information, music, and entertainment. We exist because we’re important to an informed society and to people’s lives.

I believe WJFF can continue to be a trusted source of information and culture for our listeners in efficient, meaningful ways that meet their needs while inspiring them to look at the world from different perspectives.

As the region’s valued public broadcaster for over 25 years, I see WJFF uniquely poised for growth in the coming years that will make it an even more vibrant service by capitalizing on emerging opportunities to better serve our listeners and, thus, strengthen the civic and cultural life of the communities we reach throughout the Catskills and Northeast Pennsylvania.

By looking ahead with thoughtful strategic planning and a deep understanding of the roles we play in the lives of our listeners and communities, we can gather and develop the resources and capabilities necessary to the stability and quality of the services we provide, now and well into the future.

Informed citizens equal heightened awareness, civil dialogues, better solutions—even enlightenment.

I believe I can provide meaningful leadership, strategy, planning and fundraising as a board member. I care deeply about the future of the station and I believe we are just at the beginning of a new era in public broadcasting for the region.

WJFF’s staff, board, volunteers, and hundreds of listeners have invested their time and their dollars to make Radio Catskill's public service an ongoing reality. Let’s keep building and growing.

Thank you for your consideration.
Comments to the Board of Trustees from Beverly Sterner

To the WJFF family: The Board, staff, volunteers, supporters:

At some point, if we want our WJFF to survive and thrive, if we want to feel good and happy working and volunteering here, we will have to admit that we need help. Hopefully, that point is now.

The environment is admittedly toxic.
There is a deep lack of trust.
There are angry and hurt feelings building on old ones that have never been healed.
There are sides taken, motives held in suspect, great frustration, even fear.
Finally, hopelessness will set in -- if it hasn’t already -- and then people will leave.

The toxicity does not go away by itself. Without a shift in perspective, one that includes seeking outside help to begin a new process based on trust -- without that shift I cannot see how we will find our way out of this mounting morass of ill feeling.

“Communication” was the often repeated troublesome issue in the feedback received. But that’s a huge topic and also a catch-all: everything that isn’t working well will eventually find expression through the way we communicate – or the lack of it. But the underlying issues, the way we feel, the distrust, will continue to find its way into every issue muddying attempts to resolve them.

We each bring our own different histories and abilities to serve here, where relevant.
Mine is as an organizer in movements for social change, a therapist, teacher and facilitator in personal transformative work, and a student of nonviolent communication. I have witnessed the power of a skilled facilitator to bring understanding and healing to situations such as ours.

We need a structure, a process to help us listen to each other, really listen with the intent to understand.
We need to recognize that no one has a monopoly on the truth, that we all have a piece of it and to seek it out – of ourselves and others.
We need to understand that if we attack someone with judgment or blame, the reaction will be a defense – and a returning attack or a withdrawal.
We need to find a way to present our ideas and proposals without making the other person wrong – so challenging when we feel we are so right.
We need an outside professional to structure and facilitate a process of recovery.

Onward,
Beverly