

## **Minutes**

### **WJFF Board of Trustees**

**June 15, 2016**

#### **6:30 PM – Town of Callicoon Town Hall**

**Attendees:** Martin Springhetti, Thane Peterson, Larry Grosberg, John Nordstrom, Jim Lomax, Kit Hulit, Barbara Demarest, Pat Pomeroy, John Bachman, Anne Larsen, Kevin Gref, Midge Maroni, Ken Hilton (phone), Tasa Faronii-Butler (6:46)

The meeting was called to order by Pat Pomeroy at 6:35

A moment of silence was observed in memory of the victims in Orlando.

## **Minutes**

The Minutes of April (Hulit/Lomax) and May (Peterson/Faronii-Butler) meetings were unanimously approved. Comments from the May meeting will be appended in the published version.

## **Agenda**

Motion to change the order of the agenda to place the annual meeting portion after the regular meeting portion. (Larsen/Maroni)

In favor: Peterson, Faronii-Butler, Maroni, Gref, Larsen, Pomeroy, Grosberg, Bachman

Opposed: Demarest, Lomax, Springhetti, Nordstrom, Hulit

## **Public Comment**

### **General Manager Report**

Adam reviewed his report (attached)

He will send the board the updated CPB requirements. Pat will send the board the communications from the CPB regarding a complaint. Barbara asked that Adam put together the costs of staff and volunteer time incurred in responding to the complaint.

### **Treasurer's Report**

The financial reports (Quickbooks) were distributed as part of the board package. Ken introduced a series of motions also distributed in the board package which had been discussed in the prior board meeting and were approved by the Finance Committee. These are intended to memorialize actions that were contemporaneously discussed at board meetings but not put in the form of a motion.

- a) ***Approve the movement of a matured Jeff Bank CD valued at \$54,660.06 into WJFF's checking account on September 15, 2015 for its use, in part, to cover unexpected and unbudgeted costs relating to the purchase of a new antenna and locating it on a new tower.***  
(Lomax/Hulit)

In favor: Peterson, Faronii-Butler, Gref, Pomeroy, Grosberg, Bachman, Demarest, Lomax, Springhetti, Nordstrom, Hulit, Hilton

Opposed: Larsen, Maroni

Motion passed

b. **Approve the January 15, 2016 establishment of a new, special WJFF savings account for the monthly deposit of \$252.72 designed to replenish the \$54,660.06 "rainy day fund" (noted above as the Jeff Bank CD). These accumulated monthly deposits shall not be removed and used for any other purposes other than restoration of the full \$54,660.06 value of the Jeff CD without a two-thirds super-majority vote of the Board of Trustees.** (Lomax/Nordstrom)

In favor: Faronii-Butler, Gref, Pomeroy, Grosberg, Bachman, Demarest, Lomax, Springhetti, Nordstrom, Hulit, Hilton

Opposed: Larsen, Maroni, Peterson

Motion passed

c. **Approve the March 17, 2016 movement of \$13,314.79 remaining from the \$54,660.06 Jeff Bank CD noted above (after paying all costs, to date, associated with purchasing the new antenna and its relocation to a new tower) into the special WJFF savings account created for replenishing the full "rainy day fund" noted above. These funds may be used in part to cover expenses related to upgrades to the studio transmitter link (STL) and used in part or whole for various unbudgeted expenses associated with the station's receipt of the Catskill Harvest Market gift.** (Lomax/Demarest)

In favor: Peterson, Faronii-Butler, Gref, Pomeroy, Grosberg, Bachman, Demarest, Lomax, Springhetti, Nordstrom, Hulit, Hilton

Opposed: Larsen, Maroni

Motion passed

d. **Approve the movement of a matured Wayne Bank CD valued at \$11,874.82 into the special WJFF savings account noted above for replenishing our "rainy day fund." These funds may be used in part or whole for various unbudgeted expenses associated with the receipt of the Catskill Harvest Market gift.** (Lomax/Nordstrom)

In favor: Peterson, Faronii-Butler, Gref, Pomeroy, Grosberg, Bachman, Demarest, Lomax, Springhetti, Nordstrom, Hulit, Hilton

Opposed: Larsen, Maroni

Motion passed

e. **Approve a policy requiring the Treasurer to obtain formal approval from the WJFF Board of Trustees for the creation of any new WJFF savings or checking accounts, the purchase or redemption of any CDs or other investments, and the movement of any assets (other than the day-to-day payment of regular operating bills, expenditures, and payroll) into or out of any**

**station accounts. When prior approval by the Board of Trustees is impossible because of financial exigencies or the press of deadlines, notification will be made immediately to all Trustees, and approval, by formal motion will be sought at the next regular Board of Trustees' meeting.** (Lomax/Maroni)

In favor: Peterson, Faronii-Butler, Gref, Pomeroy, Grosberg, Demarest, Lomax, Springhetti, Nordstrom, Hulit, Hilton, Larsen, Maroni

Opposed: Bachman

Motion passed

Additionally, the Treasurer introduced a motion to:

**Create a WJFF Operating Reserve Fund. (Rick Moyers, in the April 29, 2011 Chronicle of Philanthropy, describes a Non-Profit Operating Reserve Fund as one that "contains liquid, unrestricted assets that an organization can use to support its operations in the event of an unanticipated loss of revenue or increase in expenses. "Liquid" means that these reserves are either cash or investments that can be quickly converted into cash. "Unrestricted" means that the funds haven't been designated for any other purpose by a donor or the organization itself.)**

**By December 2021 WJFF will have established a stable Operational Reserve Fund equal to 50% of its annual operating expenses to ensure the station's ability to cover unexpected costs that might threaten the viability of the station.**

**We agree to create an Operational Reserve Fund Policy setting the following annual goals:  
By December 2017 our Operational Reserve Fund will total 42% of the annual budget.  
By December 2018 our Operational Reserve Fund will total 44% of the annual budget.  
By December 2019 our Operational Reserve Fund will total 46% of the annual budget.  
By December 2020 our Operational Reserve Fund will total 48% of the annual budget.  
By December 2021 our Operational Reserve Fund will total 50% of that year's annual budget.**

**A two-thirds super majority vote of the Board of Trustees is required for any use of the Fund that reduces its value to below 50% of the annual budget (or below the annual target percentages noted above). Additionally, this fund will be kept separate and isolated from the station's other "current assets" and investments.** (Lomax/Hulit)

In favor: Larsen, Gref, Maroni, Nordstrom, Lomax, Pomeroy, Hilton

Opposed: Bachman, Peterson, Faronii-Butler, Grosberg, Demarest, Springhetti, Hulit,

As a result of the tie vote, the motion was defeated.

**In response to the General Manager's request, appropriate funds up to \$3,000 to replace the Barix streaming units with Comrex units.** (Demarest/Bachman)

In favor: All

Motion passed

## **Committee Reports**

Audit – The Auditors will be present to make their report at the July meeting

Nominating and Governance – A motion was made to:

***Announce the results of the volunteer elections after the announcement of the Board election as has been done in the past.*** (Larsen/Maroni)

In favor: Larsen, Gref, Maroni

Opposed: Nordstrom, Lomax, Pomeroy, Hilton Bachman, Peterson, Faronii-Butler, Grosberg, Demarest, Springhetti, Hulit,

## **Motion defeated**

**DCOC** – Tabling has taken place at 5 events so far this year. The Awards event is scheduled for 8/20 at Mr. Willy's. The committee for the event is Tasa, Valerie, Tim, Pat and Jim. Listeners will be asked for nominations for "Community Leader". The staff will select "Community Ally". Volunteers will nominate "Volunteer of the Year" (BOT members are not qualified for nomination). The staff will be the awardee.

**Facilities** – The committee is taking steps to secure the Martinsons property upon receipt of the deed.

**Strategic Planning** – The next session is scheduled for 6/25 from 11-2. Goals will be sent before the session.

**CAB** – Pat reported that she had attended the latest meeting with 8 members in attendance. As the CAB is renominated, the importance of attendance should be stressed along with training in CPB requirements.

## **Old Business**

***Motion that in the June 15, 2016 election, Board members be guided in their voting by the diversity goals as found in the WJFF Bylaws, WJFF Diversity Statement, Policy and Goals, and CPB regulations governing CSG grant recipients.*** (Larsen/Gref)

In favor: Larsen, Gref, Maroni, Faronii-Butler

Opposed: Springhetti, Peterson, Hilton, Grosberg, Nordstrom, Lomax, Hulit, Demarest, Pomeroy, Bachman

Motion defeated

Public Comment

Recommendation to air the announcement for "Community Leader" in Spanish as well as English.

## **Annual Meeting**

### **Trustee Election**

Announcement of the results of the Volunteer Election: Kathy Geary

Kevin Gref nominated Gloria Simms. In addition, the following completed the application process and were candidates: Tim Bruno, Ellen Cooper-Testa, James Lomax, Midge Maroni, Pat Pomeroy and Jill Welsh. The ballots were distributed and counted by members of Nominating and Governance

Committee not up for re-election: Nordstrom, Gref, and Demarest. Candidates receiving 8 or more votes deemed elected.

First round ballot: Lomax, Bruno and Pomeroy

Second round ballot: No additional trustees

The board will stand at 14 for 2016-2017.

The trustees were sworn in.

The board elected the following officers:

- President: Patricia Pomeroy
- Vice President: Kit Hult
- Vice President: James Lomax
- Treasurer: Ken Hilton
- Secretary: Barbara Demarest

Midge Maroni read a statement (attached).

The meeting was adjourned at 9:42

**Statement by Midge Maroni by Midge Maroni, following  
WJFF Trustee Election, June 15, 2016**

First, I extend good wishes to new trustees and hope each will keep the interests of Radio Catskill WJFF as a priority.

To my former colleagues: The majority of you did not vote for me because you think I'm a Whistle Blower. You're correct:

1) I have repeatedly raised questions over misleading financial statements, especially those attempting to conceal repeated deficits. I abstained from the gift vote because I felt and still feel that all trustees, and the public have not being given a full fiscal picture of the financial commitments of accepting such a gift.

2) As chair of last year's Nominating and Governance Committee, I wrote the 2015 Election Report that accurately reveals efforts to ignore or circumvent our diversity policy. The president Pat Pomeroy tried to quash the election report that is now public record, and committee member Larry Grosberg implied in a minority report that I was a "sexist and racist." It's sad to me that Barbara Demarest signed Larry's statement because I believed she and I could disagree and still respect each other. This year, when I repeatedly raised questions about the fairness of election procedures, including a volunteer running for the Board in both the volunteer and trustee elections, I received bullying threats and hostile insults. This is what happens to Whistle Blowers!

3) I've support WJFF volunteers who urged a conflict resolution or truth and reconciliation process. Yet those sincere efforts have been met with deliberate delay and mockery.

4) I urge trustees, especially new ones, and public alike to review the Attorney General's "Right from the Start" and honor the fiscal responsibilities of Duty, Care and Loyalty to WJFF. **I expect my remarks to become part of this record.**