

**WMHT Educational Telecommunications
56th Annual Meeting of the WMHT Board of Trustees
Minutes
November 19, 2009**

The 56th Annual Meeting of the WMHT Board of Trustees was held on November 19, 2009 at the WMHT Broadcast Facility, North Greenbush, New York. Joseph Richardson, Chairperson of the Board of Trustees, presided.

Present

Joseph Richardson	Patrick Kehoe
Robert Altman	Denise Murphy McGraw
Karthik Bala	Paul Powers
Carole Biegen	Carl Shuster
Prentiss Carnell	Sarah Slingerland
Howard Carpenter	Richard Taylor
Lauretta Chrys	
John Harrington	
Gretchel Hathaway	
Karen Hitchcock	
James Hoehn	
Kathleen M. Jimino	

Also in Attendance Ron Guzior, BST

Excused Robert Blackman
Doris Fischer Malesardi
Pieter VanDerzee
Eugene Zeltmann

Call to Order Mr. Richardson called the meeting to order at 4:15 PM.

Welcome Mr. Richardson welcomed the trustees.

Election of New Mr. Carpenter presented the names of individuals proposed for election to the

Trustees and Officers

WMHT Board of Trustees to a first three year term ending in 2012:

Carolyn Callner

Bonnie McGuire Jones

Paul Powers

Karen Hitchcock

Motion

On Motion by Mr. Carpenter, duly seconded by Ms. McGraw, the aforementioned individuals were elected to the WMHT Board of Trustees, each to serve a first three-year term.

Mr. Carpenter presented to the Board, the candidates for reelection to a second three year term ending in 2012 :

Robert Blackman

Gretchel Hathaway

Lauretta Chrys

Motion

On Motion by Mr. Carpenter, duly seconded by Ms. McGraw, the aforementioned members of the WMHT board were elected to a second three-year term.

Slate of Officers

Mr. Carpenter presented the slate of Officers, each to serve a one-year term ending in 2010:

Joseph Richardson, Chair

Karthik Bala, Vice Chair

Lauretta Chrys, Treasurer

Eugene Zeltmann, Secretary

Motion

On Motion by Mr. Carpenter, duly seconded by Mr. Carnell, the aforementioned

individuals were elected as Officers of the WMHT Board of Trustees, each to serve a one-year term ending in 2010.

***Presentation of
FY '09 Annual
Financial
Statement***

Ms. Chrys presented the FY'09 Annual Financial Statement:

WMHT met its financial obligations by reducing expenses including significant sacrifices on the part of the staff. The Board of Trustees approved a conservative budget for FY10 in light of the continuing economic malaise and the reduction in our support from the state.

If depreciation and amortization expense of \$1,737,247 were removed from the statement of activities, WMHT would have a change of net assets of \$244,046 for the year, a real accomplishment in the circumstances.

Some financial statement highlights:

Our Statement of Financial position at year-end June 30, 2009 reflected current assets at \$6,432,261 against current liabilities of \$1,737,440 or year-end net working capital of \$4,745,994. The net working capital decreased \$2,551,906 from last year due to the decrease in value of our board designated funds.

Our total liabilities were \$6,661,595 and reflected a decrease of \$513,505 from the prior year-end due to debt service payments.

Total year-end assets were \$22,292,221 and our net assets were \$15,630,626.

Because we stopped broadcasting in analog we retired over \$2.6 million dollars of fully depreciated analog equipment. Our fixed assets stand at \$14,173,693.

Our support and revenue comes primarily from three sources and totaled \$7,831,268 for the fiscal year. Two thirds of the support came from private sources and the remaining one third from the state and federal government.

The uses of our revenues included \$5,966,453 spent for programming and delivery; \$1,544,814 for Administration and \$2,090,820 for development activities. Our largest non-cash expense continues to be depreciation and amortization.

Our board designated funds lost 24.5 % of their value during the Fiscal Year and totaled \$5,398,958 at June 30.

INDEPENDENT AUDITORS

The Audit Committee under the leadership of Prentiss Carnell is in the second year of a three contract with Bollam, Sheedy, Torani & Co, LLP (BST) to provide auditing services for fiscal year-ends June 30, 2009 and 10. Representing the

firm this afternoon is Partner Ronald Guzior.

A copy of the audit is available or it can be viewed online at WMHT.org.

***Ron Guzior,
Partner, BST***

Mr. Guzior reiterated the financial highlights and discussed the importance of the audit committee, the accounting and financial strength of the staff, and as a result, no management letter to the board.

***Staff Longevity
Awards***

Mr. Altman recognized the following staff members for their years of service:

Brandon Bethman

David Delaney

Ron McGowty

Mark Jankowski

Bruce Cole

***Recognition of
Departing Trustees***

Mr. Richardson announced with regret the names of the following, departing trustees of the WMHT Board of Trustees and thanked them for their loyal and committed service:

Raona Roy

Ed Neff

Karen Schimke

President's Report

Mr. Altman presented the following President's report:

Like the rest of the world much of our attention over the course of the last year was on the economy, and how best we might marshal our limited resources to provide the best suite of services to our audiences while maintaining the

organizational and financial framework to allow WMHT to flourish in the years ahead. Our financial vigilance was necessary as the economy continued its deterioration, active, (our operating budget went through five iterations in the course of the fiscal year), painful in the sacrifices it demanded of the WMHT staff, but ultimately successful as we ended FY 2009 with a balanced operating budget and are off to a strong start during the current fiscal year. While each of our areas of earned and contributed revenue suffered, we kept those losses more modest than industry benchmarks and responded with prudent cost adjustment which enabled us to meet our responsibilities both to our audiences and to the institution.

With the exception of our operating aid from the state of New York, each of our major revenue streams seems to have stabilized. The continuing challenge of the state budget remains a concern for coming years.

Despite the anxious backdrop, we had an extraordinarily productive year with significant accomplishments in each of our legacy areas of service as well as exciting first steps in a number of new ventures which will help to define WMHT in the years to come. Critical to this view of the future has been the integration of all of our service areas, Television, Radio, Online and Education into a single department under the leadership of Barry Stoner who joined us this year. Our audiences for WMHT TV and WMHT FM remained strong while the audience for WEXT grew by 50% as it celebrated its second anniversary on the air.

Earlier this year, our television service navigated the successful transition from analog to digital broadcast. While a distraction over many months, the actual transition was a smooth one. Of the host of successful projects on television a few deserve special mention. Old favorites like Music for the Holidays and HealthLink returned and a variety of new programs found their way, notably "Get Off Your Knees" which featured our colleague John Robinson and was seen (and continues to be seen) at more than 100 stations around the country. With the help of a generous grant from the Corporation for Public Broadcasting, we're in production for a 26 part series entitled "Help Wanted" and multi-media effort with a host of partners in both the public and private sector focused on practical solutions to some of the challenges inherent in a difficult economy. New York Now, our award winning state wide news program has had a banner year helped, in part by energetic work by the Capital's newsmakers....the state government. Through a ground breaking partnership with the Times Union we have been able to greatly enhance our ability to cover the news and are able to offer viewers here and around the state a richer and more textured program. It is the kind of partnership that we will see many more of in the years ahead.

Our radio stations have been active in the community supporting a host of local musicians and organizations through concert sponsorship and broadcast. On WMHT our programs featuring regional concerts, "No Ticket Required" and "WMHT Live " continue to be favorites and on WEXT, the "Local 518" brand is flourishing and has been integral to the overall success of the service.

Our educational services continue to be at the heart of what we do and we create every new program offering with its educational and outreach potential a part of the discussion from the beginning. Our particular strength in programs for our youngest viewers was recognized by a grant from the Corporation for Public Broadcasting which will enable us to lead a statewide planning effort to tie all of public television's early childhood programs to measurable, consistent standards.

Our online presence has been steadily growing and is now an important part of every program we develop. With the introduction of a new media player in the coming months which will enable the seamless integration of local and nation video content, its importance will only grow.

The year was marked by many of the themes that I hope will be our hallmarks in the years ahead; a focus on localism, a commitment to new partnerships, a multi platform approach to everything we do and a commitment to outcomes. By continuing to focus on these key strategies should ensure another year of increased impact for all of our work.

Chair's Report

Mr. Richardson presented the following report.

Many annual meeting reports from the Board Chairperson set forth lofty plans, strategic goals and imagined achievements. They often include details, metrics and the mechanics of a balanced budget! Many of you attending this meeting today are involved in all kinds of institutional work that will plot the present and future "Road Map" for WMHT.

Rather than offer that sort of remarks, I am exercising the personal privilege of sharing with you why I think WMHT is simply astonishing. Our viewers and radio listeners want assurance that the work here is distinctive; really passes the "so what" test. But I insist with a deep sense of serious resolution that we never forsake the idea of being a happy public television/radio station.

Now the President and his entire staff; the Board of trustees and our regional community must move forward in our collective effort to understand why happiness matters today and how it functions to our best effort. A happy Public Broadcast station must offer its community, staff and Trustees a "seamless coat of learning to warm the mind; protect early thoughts from the world's cynicism and fire-up the spirit and will-to-do! It is our collective challenges in the next several years to never give up our capacity to do better and get it right. And that is why, in the end, the idea of a happy institution in the 21st century matters so much.

My sincere and deepest gratitude for the most recent incredible leadership from Board Chairs Michael Whiteman, Ed Neff and John Harrington; for all the present and past Trustees commitment to the three T's (time, talent and treasury) and for our current President and CEO Robert Altman and his team's incredible effort under stressful times. And to all of you with the collective passion to public broadcasting and the willingness to promote our station in this region. I am confident that all of your engagement to this enterprise will take us to new, creative and entrepreneurial future heights!

Recess

Meeting reconvened in the Board room at 5:00 PM

Consent Agenda

On motion by Dr. Hoehn, duly seconded by Mr. Carpenter the following minutes, reports and resolution were unanimously approved by the Board of Trustees.

Minutes:

September 17, 2009 Board Meeting at Board Retreat
September 30, 2009 Audit Committee Meeting
October 16, 2009 Governance Committee Meeting
November 5, 2009 Development Committee Meeting
November 9, 2009 Governance Committee Meeting
November 12, 2009 Finance Committee Meeting
November 12, 2009 Development Committee Meeting

Reports:

Strategic Planning Meeting
Investment Committee Meeting
Radio Committee Meeting
Education Committee Meeting

***Finance Committee
Report on October
Results***

Ms. Chrys reported the following:

Net Income before Depreciation is \$17,441 better than budget and \$149,555 better than prior year.

Operational Income is \$42,130 worse than budget and \$58,872 worse than prior year.

- Membership (including matching gifts) is \$17,688 better than budget and \$13,524 lower than last year. Membership is at 103% of goal. Midlevel and Major Gifts are at 90% of goal.
- Program Underwriting (including trades) is \$29,487 lower than budget and \$65,742 lower than prior year.
- Production Income is \$50,207 lower than budget but \$30,861 better

than prior year

Operational Expenditures before Depreciation was \$59,571 better than budget and \$208,427 better than last year.

Balance Sheet

- Cash is \$136,086 higher than last year due to the timing of federal portion of the NYS Grant.
- Line of Credit is \$197,269 lower than last year due to reduced expenses.

Investment Committee Update

The Investment Committee is proceeding with an RFP for consulting services. The committee is not unhappy with the current manager, but finds it prudent to review the performance compared to other managers. Our portfolio has outperformed the benchmarks and is currently at 5.6 million as of November 11, 2009.

Capital Campaign

Mr. Altman outlined the framework of the upcoming capital campaign which had been discussed at the Board retreat. It is expected that solicitation of key individuals close to WMHT (including Trustees) will take place in 2010.

Governance Committee Review of Revised Policies

Mr. Carpenter reported the review of WMHT policies has been completed and the results reviewed by the appropriate committee. Many policies were revised or modified and some were found to be no longer relevant or more appropriately classified as historic events rather than ongoing policies.

The governance committee has recommended the following. First that we rescind 15 policies.

1. Program Endowment Policy Adopted June 27, 1988;
2. Community Services Profile Policy Adopted September 26, 1988;
3. WMHT Mission Statement Adopted June 7, 2002;
4. FM Radio program Policy Adopted March 25th, 1991;
5. Television Policy Adopted March 25th, 1991;
6. Long Range Strategic Plan Adopted May 26th, 1994;
7. Rise Endowment Fund Policy Adopted May 21, 1984;
8. Memorial Fund Policy Adopted April 22nd, 1985;

9. Investment Policy Adopted June 24, 1974;
10. A Pooled Income Fund Adopted June 28, 1979;
11. Development Policy Adopted June 24, 2004;
12. Board Meeting Video and Audio Recording Policy Adopted February 29, 1988;
13. Program Guide Advertising Policy;
14. Conflicts of Interest Policy;
15. Use of Consent Agendas.

On Motion by Mr. Carpenter, duly seconded by Mr. Harrington the motion to rescind of the aforementioned polices was unanimously approved by the Board of Trustees.

The Governance Committee recommends the adoption of the following policies:

1. Expense Report Reimbursement Policy;
2. Planned Giving Policy & Guidelines;
3. FM Radio Program Policy;
4. Conflict of Interest Policy;
5. Use of Consent Agendas Policy;
6. Audio Video Policy;
7. Audit Committee Charter.

On Motion of Mr. Carpenter, duly seconded by Ms. Jimino the motion to recommend adoption by the Board of Trustees of the aforementioned policies was unanimously approved.

A discussion was had on the appropriate timing of sunset provisions for the policies. The Governance committee recommends for board approval a sunset provision of 5 years for all policies. Each committee can elect its own sunset provisions of less than 5 years as deemed necessary.

On motion by Mr. Carpenter, duly seconded by Mr. Bala, the aforementioned sunset provisions was unanimously approved by the Board of Trustees.

Executive Session On motion by Mr. Harrington, duly seconded by Mr. Bala, the executive session is waived for this meeting only.

***Next Meeting and
Adjournment***

The next regular, open meeting of the WMHT Board of Trustees will be held on Thursday, January 21, 2010 at 4:00pm at the WMHT Facility in North Greenbush.

The meeting was adjourned at 6:12 PM.