

**WMHT Educational Telecommunications  
WMHT Board of Trustees Meeting  
Minutes  
March 26, 2009**

A Meeting of the WMHT Board of Trustees was held on March 26, 2009 at 4:00 pm held at WMHT, Troy, New York. John Harrington, Chairperson of the Board of Trustees, presided.

***Present***

John Harrington	Patrick Kehoe
Robert Altman	Edward Neff
Karthik Bala - Phone	Paul Powers
Prentiss Carnell	Raona Roy
Howard Carpenter	Karen Schimke
Lauretta Chrys	Dick Taylor
James Hoehn MD	Pieter VanDerzee
	Eugene Zeltmann

***Excused***

Beth Beshaw	Kathleen M. Jimino
Carole Biegen	Joseph Richardson
Robert Blackman	Carl Shuster
Doris Fischer Malesardi	Sarah Slingerland
Denise Murphy McGraw	Gretchel Hathaway Tyson
Dan Finkle	

***Also Attending***

WMHT Staff: Sandra Beer, Val Flouton, Paul Hoagland, Katherine Jetter, Julie Raskin, John Robinson , Scott Sauer, Barry Stoner, Anthony Tassarotti.

***Call to Order***

Mr. Harrington called the meeting to order at 4:07 PM.

***Consent Agenda  
Items***

*On motion by Dr. Hoehn, duly seconded by Ms. Schimke, the consent agenda items (listed below) were unanimously approved by the Board of Trustees.*

Minutes:

January 22, 2009 Board Meeting  
March 19, 2009 Development Committee Meeting  
March 19, 2009 Finance Committee Meeting

Reports:

January 23, 2009 Education Committee Meeting  
February 5, 2009 Investment Committee Meeting  
February 19, 2009 Strategic Planning Committee Meeting  
February 25, 2009 Radio Committee Meeting  
February 25, 2009 Executive Committee Meeting

***Governance  
Committee Report***

Mr. Carpenter reported Mr. Harrington has given notice that he will no longer Chair the WMHT Board of Trustees after June 2009 due to job relocation. Mr. Harrington will remain a Trustee. The Governance Committee will look for and recommend a successor for Mr. Harrington. Mr. Bala, Vice Chair, expressed some concern on becoming the Chair of the Board of Trustees due to travel for work.

***Election of New  
Trustee***

Mr. Carpenter moves to elect Paul Powers for election to the WMHT Board of Trustees to a first three year term ending in 2011.

***Motion***

*On Motion by Mr. Carpenter, duly seconded by Mr. Zeltmann, Paul Powers was elected to the WMHT Board of Trustees, to serve a first three-year term.*

***Finance***

Ms. Roy reported the Finance Committee met on March 19, 2009. Eight months net income before depreciation is \$414,000 worse than budgeted projection. Operating income off by \$787,000, primarily in membership. Other impacted areas due to economy are corporate support and production income. WMHT has made significant reductions in expenses. A budget reforecast was discussed in executive session.

Ms. Roy reported on the performance of the Board Designated Funds. Our absolute return investment, the hedge "fund of funds", Gleacher, has given notice of its intent to liquidate the fund. WMHT has been told that it should fully recover its principal The distribution would take place over 4 quarters ending April 2010.

***Motion***

The following motions were forwarding from the Finance Committee for Board review and action.

On motion by Dr. Hoehn, duly seconded by Mr. Carnell the Document Retention Policy was approved with the addition of "The Vice President of Finance and Accounting will review this Document Retention Policy annually. Any changes to this policy must be approved by WMHT's Board of Trustees" was unanimously approved by the WMHT Board of Trustees.

On motion by Ms. Roy, duly seconded by Mr. Shuster, the motion to reaffirm the motion to increase WMHT Line of Credit with M&T bank from \$1,000,000 to \$1,250,000 was unanimously approved by the WMHT Board of Trustees with the understanding that this line is not long term debt, and with the expectation that this line has an annual 30-day clean up period.

On motion by Dr. Hoehn, duly seconded by Ms. Roy, a motion to reaffirm the following motion to change of definition of group of Employees to include not only the General Manager (CEO) and President but also Senior Vice Presidents and Vice Presidents was unanimously approved by the WMHT Board of Trustees

457(B) Deferred Compensation Plan definition change

. Whereas a 457(b) Deferred Compensation Plan was adopted in 2002 to provide deferred compensation to the following group of Employees defined as "General Manager and President".

Whereas the Board of Trustees approves the change of definition of group of Employees to include not only the General Manager (CEO) and President but also Senior Vice Presidents and Vice Presidents. This is an employee funded benefit as defined by WMHT's Plan Document.

***Development  
Committee Report  
and Corporate  
Support  
Presentation***

Mr. Shuster thanked the Board members who have been able to make thank you calls to donors. Mr. Shuster invited the Board to make calls for donations on March 30th & 31st. Ms. Beer will provide the Board will the information needed to make these calls. Mr. Shuster reported set dates have been put aside for donor cultivation in May and June. Board members will be able to bring potential donors to the studio for a meet and greet and tour.

Mr. Robinson gave a Corporate Support presentation explaining the services WMHT has to offer and asked the Board for help in getting new clients in production services and new donors in corporate support. A handout was given to the Board asking for help in making some introductions to some businesses of interest. A member of the Corporate support team will follow up with Board members who are able to make those introductions.

***Educational  
Services  
Presentation***

Ms. Jetter gave an Educational Services presentation. She reviewed how to use our educational services online and spoke about VITAL NEW YORK.

VITAL NEW YORK is a free online library of digital multimedia resources for the K- 12 classroom. Featuring dynamic public television video and interactive content, this growing collection is fully aligned to the New York State Learning Standards. VITAL NY brings the world into the classroom by providing real-life applications of concepts that engage students and stimulate discussion and

learning.

In September, 2008 VITAL NY is re-launching with a dramatically expanded collection of more than 2,000 resources for teachers and students. This includes 300 resources developed to support the New York State core curriculum in English Language Arts and mathematics for grades 3-8, as well as 1,000+ resources that have been aligned to the New York State Regents curriculum in Global History and Geography, US History, Living Environment, Earth Science, Physics, and Chemistry. VITAL NY is being made available through a strategic collaboration between Thirteen/WNET and WGBH/Boston's Teachers' Domain service.

***Presidents Report***

Mr. Altman reported that much of the work over last few months has focused on the proposed 50% cut in state operating aid. It now appears that we will achieve restoration of some part of that cut. Mr. Altman thanked the Board for all their calls and letters to their Legislators. In Washington the outlook has been relatively positive this spring. We're looking for federal support to remain steady or perhaps grow slightly in the year ahead. Conversely, the decision to extend the date for the federally mandated digital conversion to June is costing WMHT approximately \$15,000 a month in continued analog broadcasting costs. Consequently we have made the decision and received permission to turn off our analog transmitter on April 16.

It has been a busy month in production as we have worked to help New Yorkers understand what is going on in their state. New York Now has been extraordinarily active, we produced a debate for the candidates in the 20<sup>th</sup> Congressional District and featured the results of our Listening Project in a half hour program. The Community Advisory Board will be working on next steps on that project.

***Chairs Report***

Mr. Harrington thanked everyone involved in the development activities and for helping with state legislators.

***Executive Session***

The Board went into executive session to discuss the full year reforecast. No action was taken in the executive session.  
Executive session ended at 6:00 PM

Board meeting resumed 6:01 pm

On motion, duly seconded the Board resolved that the President and CEO is authorized to suspend WMHT's contribution to the employees' regular retirement annuity plan through TIAA-CREF for the remainder of the fiscal year was unanimously approved by the WMHT Board of Trustees.

On motion, duly seconded the Board resolved that the Summary Plan Description for the WMHT Defined Contribution Retirement Plan is revised to reflect this change was unanimously approved by the WMHT Board of Trustees.

***Adjournment***

The next meeting of the WMHT Board of Trustees will be held May 21, 2009 at 4pm. The meeting adjourned at 6:34

