

**WMHT Educational Telecommunications
WMHT Board of Trustees Meeting Minutes
June 22, 2017**

A Meeting of the WMHT Board of Trustees was held on June 22, 2017 at WMHT, Troy, New York. Karen Hitchcock, Chair of the Board of Trustees, presided.

<i>Present</i>	Karen Hitchcock	William Picotte
	Robert Altman	Joseph Raggio
	Gloria DeSole	Joseph Richardson
	Mona Golub	Estela Rivero
	Kathy Jimino	Harry Rutledge
	John Kolb	Viki Sand
	Steady Moono	Carl Shuster
	Susan Novotny	Maggie Vinciguerra
		Eugene Zeltmann (phone)

<i>Excused</i>	Jane Altes	Doris Fischer Malesardi
	Prentiss Carnell	Lee A. McElroy Jr.
	Annemarie Lanese	Karen Opalka

Also Attending WMHT Staff: Sandra Beer, Val Belden, Bob Cummings, Mary Gribulis, George Hauenstein, Chris Hays, Julie Raskin and Chris Wienk.

Call to Order Dr. Hitchcock called the meeting to order at 4:05 PM. She welcomed Chris Hays, the new VP of Content & Community Engagement.

***Consent
Agenda Items*** On a motion by Dr. Moono seconded by Ms. Jimino the consent agenda of minutes and notes listed below was unanimously approved by the Board of Trustees.

Minutes and Notes

- May 25, 2017 Board Meeting
- June 15, 2016 Strategic Planning Meeting
- June 15, 2017 Finance Committee Meeting
- June 16, 2017 Executive Committee Meeting

***FY18-20
Strategic Plan*** Mr. Kolb briefly reviewed the process used this year to arrive at the 3 year Strategic Plan. WMHT's focus on a leadership role, digital first process and increased community engagement were three key issues as the plan was developed. Mr. Altman presented an overview of the full plan that was shared in advance documents. The mission, vision and values remain the same as articulated in the last plan. This plan focuses WMHT on three content areas: Kids and Education, Culture. and Civic and

Public Affairs to add depth and impact to our work. The three elements of the plan are:

1. Increase social value in our communities with outstanding programs and services.
2. Build organizational capacity to meet community needs
3. Enhance institutional stability.

Mr. Altman presented the FY2018 key strategic metrics to begin carrying out the strategic plan, which are linked to the FY2018 budget.

On a motion by Mr. Rutledge seconded by Ms. DeSole the Board of Trustees unanimously approved the FY18-FY20 Strategic Plan.

***Finance
Committee
Report –FY17
Review***

Mr. Rutledge reported that as of the end of May, net income before depreciation was \$360,304 better than budget and \$217,871 better than prior year actuals, not including the one-time leadership gift. It was noted that one reason for another strong year in membership was the growth of monthly sustainer giving from 13% of individual giving revenue to 23% in the past 4 years.

**Proposed FY18
Budget**

Mr. Altman presented the draft of the FY18 budget, a cautiously optimistic plan, and made some of the following observations.

- FY18 Total Net from Operations is \$143,476.
- Total FY18 Cash flows, including capital expenditures of \$138,542 are \$1,104 before depreciation.
- The FY18 capital expenditures are funded with the FY17 Leadership gift cash and refund from a prior capital purchase.
- The budget presumes CPB funding remains the same.

On a motion by Mr. Rutledge, seconded by Mr. Picotte, the board unanimously approved the Fiscal 2018 Operating and Capital budgets as presented.

***President's
Report***

Mr. Altman welcomed Chris Hayes, noted that the Community Advisory Board met yesterday and reviewed the strategic plan, and shared their response.

Chair's Report

Dr. Hitchcock reported that the screening event for the Kennedy documentary was well attended and received. She congratulated the staff for the impressive productivity this past year.

On a motion by Dr. Moono and seconded by Mr. Shuster, the board unanimously approved moving into Executive Session at 5:35 pm.

***Executive
Session***

The Board met in executive session to discuss personnel matters.

Adjournment

The meeting was adjourned at 6:00 PM

Executive Leadership Succession Policy

Policy Statement:

A change in executive leadership is inevitable for any organization and can create challenges to ongoing operations. Therefore, it is the policy of WMHT's Board of Trustees and its staff to be prepared for both a temporary or permanent change in executive leadership, either planned or unplanned, to ensure the stability and accountability of the organization. The Board of Trustees shall be responsible for implementing this policy and its related procedures.

It is also the responsibility of the Board to assess the leadership needs of the organization to help ensure the selection of a qualified and capable leader who is representative of the community, a good fit for the organization's mission, vision, values, goals and objectives and who has the necessary skills and experience to lead WMHT.

It is also incumbent upon the WMHT Board to develop a diverse pool of candidates and consider at least three finalist candidates for its permanent President/CEO position. A national search will be important to this process.

The Board of Trustees may implement an external recruitment and selection process, while at the same time encouraging the advancement of current employees. Interested internal candidates, including the Interim President/CEO, are encouraged to submit their qualifications for consideration by the Search Committee according to the guidelines established for the search and recruitment process.

Procedures for Succession:

Temporary Change

If it has been determined that the President/CEO is unable to fulfill his/her duties, the Executive Committee shall appoint an Acting President/CEO within 5 business days, taking into consideration all recommendations from the President/CEO. This appointment may be from internal staff or an external source. Such a change will be reported to the Board.

Permanent Change

In the event the President/CEO of WMHT needs to be replaced, the Executive Committee of the Board of Trustees shall:

1. Immediately notify the Board of Trustees of the departure of the President/CEO.
2. Within 5 business days, the Executive Committee will meet to appoint an Interim President/CEO (may be an existing staff member or an external consultant with experience as a nonprofit CEO or with a PBS station.)
 - The Interim President/CEO will ensure that the organization continues to operate without disruption and that all organizational commitments are adequately executed, including but not limited to financial obligations, reports due, certifications, memberships, obligations to donors and vendors.
 - This person will assume all day-to-day operational duties of the President/CEO, with the exception of hiring or termination of employees, without Board approval.

- The Interim President/CEO will receive a temporary salary of a President/CEO as determined by the Executive Committee as compensation for serving.
 - Develop a written communication plan in coordination with staff. This will include a draft press release and social media messages. Communicate with key stakeholders regarding actions taken by the Board in naming an Interim President/CEO, appointing a Transition Team, and implementing this succession policy. WMHT shall maintain a list of key stakeholders who must be contacted in advance of announcing actions publicly and will include major donors and friends, nonprofit organizations in the region and key community leaders.
3. Within 10 business days, the Executive Committee and up to 2 additional Trustees appointed by the Executive Committee will meet. This will be the Transition Team. It will be the responsibility of the Transition Team to implement the following preliminary transition process:
- Review the organization's business plan and budget to identify priority issues that may need to be addressed during the transition process
 - Establish the Search Process:
 - Appoint a 5-member search committee from among current trustees. There should be overlap of Executive Committee members on the Transition Team and Search Committee. The search committee may identify up to two additional members, who are not current trustees, as nonvoting advisers to the search committee.
 - Determine whether to engage an executive search firm or consultant to conduct the search process.
 - Review the current job description and revise if necessary.
 - Develop a plan to introduce the successful candidate to the community that WMHT encompasses.

The Search Committee shall:

1. Up to two additional members, who are not current trustees, may be identified by the search committee as nonvoting advisers to the Search Committee.
2. Establish a timeframe and plan for the recruitment and selection process.
3. Advertise the position nationally....identify specific venues.
4. Communicate on an established, regular basis with the full Board as to the progress being made in the search process.
5. The search process will identify and rank a slate of at least three, but no more than five candidates who will be interviewed by the Search Committee. A final recommendation of a candidate or candidates will be made to the Executive Committee. The Executive Committee will select a finalist for recommendation to the full Board.

6. The Search Committee, through its interview process, will discuss salary and compensation needs of the candidates to determine consistency with the WMHT budget and similar compensation packages in the industry.
7. Consistent with the current budget, the Chair of the Board of Trustees will negotiate the salary and compensation for the successful candidate for President/CEO. The compensation package will be approved by the Executive Committee and reported to the full Board.