



WMHT Public Media

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**WMHT Educational Telecommunications
WMHT Board of Trustees Meeting Minutes
March 19, 2020**

A Meeting of the WMHT Board of Trustees was held on March 19, 2020 via a conference call. Kathleen Jimino, Chair of the Board of Trustees, presided.

Present

Kathy Jimino	Lee A. McElroy Jr
Robert Altman	Steady Moono
Don Applyrs	Susan Novotny
Bridget Ball Shaw	Karen Opalka
Karen Carpenter-Palumbo	Mary Ellen Piche
Gloria DeSole	Harry Rutledge
Doris Fischer Malesardi	Viki Sand
Susan Kress	Shelby Schneider
Martin Mbugua	Kelly Smith

Excused

Mona Golub	Annemarie Lanesey
John Kolb	Teresa Zielinski

Also Attending

WMHT Staff: Sandra Beer, Val Belden, Virginia Claus, Mary Gribulis, George Hauenstein, Keith Martin, Julie Raskin, Joseph Tovares, and Chris Wienk.

Call to Order

Guest: Kevin Testo, Partner, The Bonadio Group

Ms. Jimino called the meeting to order at 4:07 PM.

***Consent Agenda
Items***

On a motion by Mr. McElroy seconded by Mr. Moono the consent agenda of minutes and notes listed below was unanimously approved by the Board of Trustees.

Minutes and Notes

- January 16, 2020 Board Meeting
- February 4, 2020 Strategic Planning Meeting
- February 13, 2020 Governance Committee Meeting
- February 18, 2020 Strategic Planning Meeting
- March 12, 2020 Finance Committee Meeting

***Presentation of the
990***

Ms. Jimino introduced Kevin Testo, Partner of the Bonodio Group to briefly review the 990 for FY19. He met with the finance committee last week to go through the documents in detail. This is a public document and the board has to be aware of it before it is filed with the IRS. A 990-T is also being filed for Unrelated Business Income, as has been done in previous years; once again there is no tax due. After a brief discussion, Mr. Testo was thanked for his assistance.

On a motion by Mr. Moono the 990 was unanimously accepted by the Board of Trustees.

Finance Committee Report

In the absence of Mr. Rutledge, Mr. Altman reported on behalf of the Finance Committee. He noted that as of the end of February Net Income before Depreciation was \$91,520 better than budget and \$235,562 worse than prior year actuals. At that point income was soft in the membership area while underwriting and production income were both very strong.

Much has changed in the intervening weeks given the COVID-19 pandemic and its economic impact. We have a diversity in funding sources and we are still open, providing important services. Mr. Altman's noted the financial strength of our monthly sustainer member and government income. Program underwriting is drying up quickly, especially from the cultural community and small businesses.

We are going into this situation with a strong working capital position, strong balance situation and a strong credit relationship. Even with the great drop in the markets, the Board Designated Fund, an important asset, at just under \$7 million is still substantial.

Governance Committee

In the absence of Ms. Golub, Mr. Altman brought forward the Governance Committee recommendation for two additional members to serve on the Executive Committee.

Ms. Fischer Malesardi made a motion to nominate John Kolb and Shelby Schneider to serve on the Executive Committee, which was seconded by Ms. Kelly. This motion was unanimously approved by the Board of Trustees.

President's Report – COVID-19

Mr. Altman sent out a brief overview of what has been happening in the past couple of months. We've been getting ready for a situation such as this, making sure we had the capabilities needed to operate as much as possible remotely. The executive staff meets daily and Mr. Altman sends a daily email to all staff.

Technology and Operations

We are not operating normally, but the time spent preparing has paid off. We have suspended the use of RISE volunteers but we are working on a solution so that we can reinstate the local portion of that service.

Two significant parts of our service are outsourced. Much of the membership fundraising operation is with a vendor which has a depth of resources. WMHT is both a client and part owner of CentralCast, which has been providing our master control service for a number of years. The team there in Syracuse have a well thought out series of redundancies and backups so that everything there is in good shape.

Programs and Services

On the radio side, the music continues to be an even more important part of people's lives, even as our hosts work from studios at home.

We have suspended new episodes of AHA! for the time being. We will rerun older episodes. We are deeply concerned about the local cultural community so we are thinking about how to rebuild.

New York NOW remains particularly important right now. Dan Clark is busy reporting via social media and on the website all week long and will produce a new episode tomorrow morning with a minimal crew.

With the schools closed, we are working with the Capital Region BOCES on a new 10 hour service on WORLD starting next Monday curated to serve older school age children, a pressing need for our communities. There will be three different services broadcast during daytime hours: our primary channel, our PBSKids channel both of which serve younger children and the new programming on WORLD. We have increased our digital presence in regard to virtual learning and coronavirus information and are working out with partners to ensure a robust far-reaching publicity effort to ensure students and families find our services.

Chair's Report

Ms. Jimino thanked everyone who is working for WMHT in this time which has so many challenges.

On a motion by Mr. Rutledge seconded by Ms. Sand the board unanimously approved moving into executive session at 4:55 pm to discuss proprietary financial matters. No action was taken in the meeting.

Executive Session

On a motion by Mr. Rutledge seconded by Mr. Applys the board unanimously approved moving out of executive session at 5:15 pm.

Adjournment

On a motion by Ms. Ball Shaw seconded by Ms. Novotny the board unanimously approved adjourning the meeting.