



WMHT Public Media

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**WMHT Educational Telecommunications
WMHT Board of Trustees Meeting Minutes
May 25, 2017**

A Meeting of the WMHT Board of Trustees was held on May 25, 2017 at WMHT, Troy, New York. Karen Hitchcock, Chair of the Board of Trustees, presided.

Karen Hitchcock	Karen Opalka
Robert Altman	William Picotte
Prentiss Carnell	Joseph Raggio
Doris Fischer Malesardi	Joseph Richardson
Mona Golub	Harry Rutledge
Kathy Jimino	Viki Sand
John Kolb	Carl Shuster
Steady Moono	Maggie Vinciguerra (phone)
Susan Novotny	Eugene Zeltmann

Excused

Jane Altes	Lee A. McElroy Jr.
Gloria DeSole	Estela Rivero
Annemarie Lanese	

Also Attending

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

Call to Order

Dr. Hitchcock called the meeting to order at 4:07 PM. She welcomed George Hauenstein, the new VP of Development.

***Consent Agenda
Items***

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

Minutes and Notes

- March 23, 2017 Board Meeting
- April 6, 2017 Governance Committee Meeting
- April 13, 2017 Executive Committee Meeting
- April 24, 2017 Investment Sub-Committee Meeting
- April 28, 2017 Strategic Planning Meeting
- May 11, 2017 Strategic Planning Meeting
- May 11, 2017 Education Committee Meeting
- May 11, 2017 Finance Committee Meeting
- May 22, 2017 Strategic Planning Meeting

***Finance and
Investment Sub-
Committee Report***

Mr. Rutledge reported on the Investment Sub-Committee, sharing Hugh Johnson Advisors' most recent forecasts regarding the economy over the next few years. For the most recent 12 months, the return of the portfolio was 10.29% gross of fees and 9.76% net of fees, outperforming the benchmark by 107 basis points. The portfolio, as of March 31, 2017 was valued at \$6,875,002. The Sub-Committee will not take any action to change the portfolio at this time.

Mr. Altman reported on the current FY17 financials. With the leadership gift omitted, Net Income before Depreciation is \$322,951 better than budget and \$164,539 better than prior year actuals. Operational Expenditures before Depreciation was \$575,847 better than budget and \$303,794 better than last year's actuals due to savings from empty staff positions and other items. Mr. Altman anticipates that we will finish the year in a strong position.

***Proposed FY18
Budget***

Mr. Altman presented a preliminary draft of the FY18 budget. There may be substantive changes before the final budget is presented next month given the input from the new Vice Presidents of Development and Content & Community Engagement.

***Governance
Committee Report***

Ms. Vinciguerra introduced the Executive Leadership Succession Policy that is being recommended by the Governance Committee. It addresses temporary or permanent replacement processes should the CEO/President no longer be serving in that position.

On a motion by Mr. Picotte seconded by Mr. Rutledge the Executive Leadership Succession Policy was unanimously approved by the Board of Trustees. (see attached).

***Community
Advisory Board***

Mr. Altman introduced the proposed slate for the Community Advisory Board (CAB) for FY18. This is the same slate as last year, with the exception of one deletion. Restructuring the CAB is one element of the new strategic plan. There was a recommendation that the Governance Committee take the lead in working on the restructuring of this Advisory Board.

On a motion by Ms. Opalka and seconded by Ms. Sand, the board unanimously approved the following individuals to serve on the Community Advisory Board for FY18.

- Richard Beach
- Cliff Bird
- Kenneth Braswell
- Nancy Chiarella
- S. Neal Currie Jr
- Dr. Mark Fruiterman
- Steve Janack

- Allen Kovler
- Aileen Leventon
- Clif Mark
- David M. Rooney
- Ellen Sinopoli
- Elmer Streeter
- Mary Beth Wenger
- Thomas Witz
- Kathryn Zox

***Strategic Planning
Committee Report***

Mr. Kolb introduced the draft Strategic Plan for the next three fiscal years. It outlines the following three major goals:

1. Increase Social Value in our Communities with outstanding programs and services.
2. Build organizational capacity to meet community needs
3. Enhance Institutional Stability

This plan includes changes compared to previous plans in regard to having a “digital-first” strategy, taking more of a leadership position and increased community engagement. The Board will review the final document, including metrics, at their June meeting.

President’s Report

Mr. Altman also welcomed George Hauenstein and noted that Chris Hayes will start work next Tuesday morning.

Chair’s Report

Dr. Hitchcock discussed the need for us to remain vigilant and be proactive in sharing the value of WMHT, and public media in general, given the current federal budget proposal to eliminate public media funding.

On a motion by Ms. Sand and seconded by Ms. Golub, the board unanimously approved moving into Executive Session at 5:57 pm.

Executive Session

The Board met in executive session to discuss personnel matters.

Adjournment

The meeting was adjourned at 6:03PM

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.