

**WMHT Educational Telecommunications  
 WMHT Board of Trustees Meeting Minutes  
 January 17, 2019**

A Meeting of the WMHT Board of Trustees was held on January 17, 2019 at WMHT, Troy, New York John Kolb of the Board of Trustees, presided.

***Present***

John Kolb	Susan Novotny
Robert Altman	Karen Opalka
Prentiss Carnell	William Picotte
Doris Fischer Malesardi (phone)	Mary Ellen Piche
Mona Golub	Joseph Richardson
Kathy Jimino	Harry Rutledge
Susan Kress	Viki Sand
Annemarie Lanese (phone)	Maggie Vinciguerra

***Excused***

Karen Carpenter-Palumbo	Lee A. McElroy Jr
Gloria DeSole	Steady Moono
	Estela Rivero

***Also Attending***

WMHT Staff: Sandra Beer, Val Belden, Virginia Claus, Mary Gribulis, George Hauenstein, Julie Raskin and Matt Saplin.

***Call to Order***

Mr. Kolb called the meeting to order at 4:04 PM.

***Consent***

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

***Agenda Items***

Minutes and Notes

- November 15, 2018 Board Meeting
- January 14, 2019 Investment Sub-Committee Meeting
- January 14, 2019 Finance Committee Meeting

***Finance***

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

Mr. Altman spoke to the half-way point of the fiscal year noting the changes to our environment: new tax law, sudden stock market fluctuations and the changes in our television on-air pledge programming. Despite those changes, we did not see any significant change to our calendar year-end giving and are in good shape. Net Income before depreciation is \$104,002 better than budget and \$186,611 better than prior year actuals.

***Corporate Bank Resolution*** On a motion by Mr. Rutledge seconded by Mr. Picotte the following Corporate Resolution was unanimously approved by the Board of Trustees.

**CORPORATE RESOLUTION**

Resolved that in accordance with Article V of the Bylaws, the Board of Trustees authorize the following individuals, to sign checks, drafts, and other orders for the payment of money out of the funds of the Corporation and to sell, assign, and endorse for transfer certificates representing stock, bonds, or other securities now registered or hereafter registered in the name of the Corporation:

Harry Rutledge, Treasurer  
Robert Altman, President and Chief Executive Officer  
Julie A. Raskin, Vice President, Finance and Accounting

And that this resolution supersedes any similar authorizations granted by the Board of Trustees prior to this meeting.

***M&T Account Changes*** On motion by Mr. Rutledge, duly seconded by Ms. Vinciguerra, the motion to close the M&T securities account and open an M&T commercial money market account was unanimously approved.

***M&T Bank Resolution*** On motion by Ms. Novotny, duly seconded by Ms. Sand the motion to close the M&T securities account and open an M&T commercial money market account was unanimously approved.

RESOLVED: that

1. Manufacturers and Traders Trust Company ("M&T Bank") is hereby designated a depository for the Depositor and the officers or employees named herein or on a Rider hereto are hereby authorized to open a deposit account (the "Account") on behalf of Depositor.
2. M&T Bank may purchase, give credit for, cash, accept, certify and pay from funds on deposit in the Account, without inquiry, all items signed, drawn, accepted or endorsed on behalf of Depositor, whether under a title, the words "Authorized Signature" or otherwise, with the actual or purported facsimile signature of any one of the persons whose names, titles and specimen signatures appear above or on a Rider hereto, or his or her successor in office (each an "Authorized Signer"), regardless of the circumstances under which the signature shall have become affixed so long PA-046B (3/14) as the signature is the actual signature of an Authorized Signer or resembles the facsimile signature of an Authorized Signer previously certified to M&T Bank. Depositor shall indemnify M&T Bank against all claims, damages, liabilities, costs and expenses (including, but not limited to, attorneys' fees and disbursements) incurred by M&T Bank in connection with honoring any signature of any Authorized Signer (including any facsimile signature that resembles the facsimile signature of an Authorized Signer previously certified to M&T Bank) or any refusal to honor the signature of any person who is not an Authorized Signer. Depositor acknowledges and agrees that any requirement of Depositor that any item or other instrument for the payment of money

signed, drawn, accepted or endorsed on behalf of Depositor bear the signature of more than one Authorized Signer is solely an internal requirement of Depositor and imposes no duty of enforcement on M&T Bank.

3. Any Authorized Signer may, on behalf of Depositor, transact with and through M&T Bank all such business as he or she deems advisable upon such terms as he or she deems proper, including, but not limited to, discounting, selling, assigning, delivering and negotiating items, guaranteeing the obligations of others, applying for and using any ATM or debit card providing access to the Account, contracting for automated clearing house ("ACH") payments and funds transfer services, cash management, trust and investment products and any other services and transactions in any way related to the Account or the funds on deposit from time to time therein, and pledging, assigning or granting security interests or other rights in the Account to M&T Bank or to third parties, and in connection with any such transaction of business, do or perform all such acts or other things as he or she shall deem proper, including, but not limited to, signing, drawing, accepting, endorsing, executing and delivering items, guaranties, assignments, pledges, receipts, waivers, releases, indemnities and other instruments, agreements and documents, accepting, receiving, withdrawing and waiving demands and notices and incurring and paying liabilities, costs and expenses.

4. In the event an Authorized Signer acting on behalf of Depositor shall apply to or contract with M&T Bank for any electronic funds transfer service that M&T Bank may make available to Depositor, including, but not limited to, any service that contemplates M&T Bank's execution of payment orders initiated by Depositor for the wire or ACH transfer of funds to or from an Account of Depositor, such Authorized Signer shall be empowered on behalf of Depositor to designate one or more persons (who may, but need not be, Authorized Signers), each of whom, acting alone, shall be authorized on behalf of Depositor to transmit payment orders to M&T Bank for the transfer of funds to or from Depositor's Account. 5. Each person identified as an Authorized Signer, and each person or persons designated by an Authorized Signer to act on behalf of Depositor (who may, but need not be, Authorized Signers), shall have the power and authority to transact business and bind Depositor through electronic medium (e.g., the Internet) and M&T Bank may rely on any of the following to the same extent as the actual signature and proof of identity of each such person to bind Depositor: any electronic signature or digital signature, under applicable law, of such person; any identifier issued by M&T Bank, its affiliates or any other party (e.g., Personal Identification Number associated with ATM or other card or any access device) to such person; or any other criteria that M&T Bank may reasonably rely on which may serve as an indicator of authentication for such person.

I further certify that each person whose name appears above or on a Rider hereto opposite an office has been duly elected or appointed to and now holds such office of Depositor; that each other person whose name thus appears is acting for Depositor in the capacity opposite such other person's name; and that each signature on this certification or a Rider hereto is a true specimen of the signature of the person whose signature it purports to be.

***Development Report***

Ms. Vinciguerra spoke to newly chairing the Development Committee. She wants to learn more about how our organization works and looks forward to reporting back to the board with that information and to report about board giving, an important part of trustee responsibility.

***President's Report***

Mr. Altman reviewed the dashboard; noting the continued strong television audience. In the Albany metro area, the classical station rated the highest quarter hour rating, a 4.2 share, in the time he has been here.

WEXT went on the air on the new signal 106.1 in late December and we will be doing a great deal of promotion now that the holidays are over.

There is a new broadcasting standard that will be implemented over the next couple of years, so our technical focus will be on that next step. This is an addressable broadcast protocol, allowing content to be directly to particular recipients and is particularly well suited for mobile receivers: phones, tablets etc. This is a voluntary standard; and at this time there are no receivers in consumers' hands. The Albany market is likely to make the transition early in the process.

***Chair's Report***

Mr. Kolb noted that there has been a good response, but looking for it to be stronger, to the Opalka challenge re: WEXT. The Executive Committee from last year, will substantially the same Trustees for this year, some in new positions. The Board is invited to attend a development event at the Lake George Club on June 6<sup>th</sup>.

***Executive Session***

On a motion by Mr. Rutledge seconded by Ms., Kress the board unanimously approved moving into executive session at 4:55 pm.

***Adjournment***

The meeting adjourned at 5:15 pm.