



WMHT Public Media

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**WMHT Educational Telecommunications
WMHT Board of Trustees Meeting Minutes
November 18, 2021**

A Meeting of the WMHT Board of Trustees was held on November 18, 2021 via a zoom visual and audio conference call. Kathleen Jimino, Chair of the Board of Trustees, presided.

Present

Kathy Jimino	Barb Nelson
Robert Altman	Susan Novotny
Bridget Ball Shaw	
Karen Carpenter-Palumbo	Khadijah Peek
Angela Dixon	Mary Ellen Piche
Doris Fischer Malesardi	Del Salmon
Mona Golub	Viki Sand
Susan Kress	Tobi Saulnier
Martin Mbugua	Shelby Schneider
Lee A. McElroy Jr	Mary Simoni
Steady Moono	Danika Vittorio
	Teresa Zielinski

Excused

Don Applyrs	Annemarie Lanesey
Ian Berry	Karen Opalka
Gloria DeSole	Kelly Smith

Also Attending

WMHT Staff: Sandra Beer, Val Belden, Virginia Claus, Dom Figliomeni, George Hauenstein, Keith Martin, Marie McGowty, Greg Meyers, Will Pedigo, Julie Raskin, Danielle Sanzone, Catie Rafferty, and Chris Wienk.

Call to Order

Guest: Kevin Testo, Bonadio Group

Ms. Jimino called the meeting to order at 4:04 PM.

***Consent Agenda
Items***

On a motion by Ms. Piche, with a second by Mr. McElroy, the consent agenda of minutes and notes listed below was unanimously approved by the Board of Trustees.

Minutes and Notes

- September 23, 2021 Board Meeting
- October 12, 2021 Investment Sub Committee Meeting
- October 21, 2021 Development Committee Meeting
- October 28, 2021 Governance Committee Meeting
- November 16, 2021 Finance Committee Meeting
- November 16, 2021 Audit Committee Meeting

Finance Committee Ms. Ball-Shaw reported that the finance committee met this week and she turned it over to Mr. Altman and Ms. Raskin to present.

Mr. Altman pointed to the financial statements through the end of October. He noted that net income before depreciation is \$313,965 better than budget \$299,971 better than last year actuals as a result of revenue being higher and expenses lower than budgeted. The reduction in expense is due to the fact that we are having a harder time filling some positions than anticipated. Building back is underway after being down some staff in the pandemic with one new producer starting after Thanksgiving.

Our contributed income items are strong as is our production income. The next six weeks are always incredibly important for contributed revenue since many people make their giving decisions at year end. While we are in a good place the next 6 weeks will be critical.

Mr. Altman noted on the balance sheet that we have over \$3 million in cash and short-term investments to cover working capital and to complete our long-term bond payments over these coming 3 years.

**Governance
Committee**

Mr. Kolb introduced the slate on behalf of the Governance Committee, thanking his fellow committee members.

Election of Trustees for First Three Year Term

The following individuals to serve on the WMHT Board of Trustees, each to serve a first three-year term ending in 2024.

Ian Berry
Angela Dixon
Doris Fischer Malesardi
Barb Nelson
Khadijah Peek
Mary Simoni
Del Salmon
Tobi Saulnier
Danika Vittorio

Election of Trustees for Second Three Year Term

The following individuals to serve on the WMHT Board of Trustees, each to serve a second three-year term ending in 2024.

Karen Carpenter Palumbo

Susan Kress
Mary-Ellen Piche

On Motion by Mr. Kolb, duly seconded by Mr. Moono, the above individuals were unanimously elected to the WMHT Board of Trustees.

Mr. Kolb introduced the slate of officers for the coming year:

Officers:
Chair – Kathy Jimino
Vice Chair – Shelby Schneider
Secretary – Viki Sand
Treasurer – Bridget Ball Shaw

On Motion by Mr. Kolb duly seconded by Mr. McElroy, the above individuals were elected as Officers of the WMHT Board of Trustees, each to serve a one-year term ending at the close of 2022

Change to the By-Laws

Mr. Kolb introduced some changes to the by-laws regarding the roles of the Chair and President, especially in regard to the Governance Committee.

Section B. The Chair and the President shall be ex-officio members of all standing committees. The Chair and the President shall not serve on the Audit Committee.

1. Governance Committee The Governance Committee shall consist of five voting Trustees and the Chair and the President, who are ex-officio non-voting members of the Committee.

On a motion by Mr. Kolb, with a second by Ms. Kress, the consent agenda of minutes and notes listed below was unanimously approved by the Board of Trustees.

FY21 Annual Financial Statements

Ms. Jimino introduced Mr. Martin, chair of the audit committee who affirmed the report that the auditor, Mr Testo of The Bonadio Group.

Mr. Testo noted that the Bonadio Group is issuing an unqualified audit opinion. He shared that WMHT for FY21 has clean audit free of any material issues. There were no significant deficiencies regarding internal controls. While WMHT does a very good job with protection in the IT environment, Bonadio is recommending certain IT environment improvements, mostly regarding documentation. The Bonadio will finalize the audit, prepare the 990 and certify the CPB reports.

Thanks were expressed to Mr. Altman, Ms. Raskin and her team. Ms. Jimino concluded by thanking Mr. Testo and the Audit Committee.

***Recognition of
Departing Board
Members***

Ms. Jimino noted the departure from the board of Gloria DeSole, John Kolb, Annmarie Lanesey, Susan Novotny and Karen Opalka and offered appreciation and thanks for their service.

President's Report

Mr. Altman added his thanks to these departing board members and welcomed the new members and presented his formal annual report to the Trustees noting the challenges and successes of the previous year.

Chair's Report

Ms. Jimino thanked the trustees, Mr. Altman and his entire team so that we delivered for our viewers and listeners, making it appear seamless. She also acknowledged the good work of the Strategic Planning Committee. She noted the clean opinion that WMHT received in its CPB audit and her gratitude to our supporters especially in these challenging times. The success of last fiscal year rests on the extraordinary effort of everyone.

Adjournment

On a motion Mr. Moono and seconded by Mr. McElroy the board unanimously approved adjourning the meeting at 5:25 pm.