



**WMHT Educational Telecommunications  
WMHT Board of Trustees Meeting Minutes  
March 20 2014**

A Meeting of the WMHT Board of Trustees was held on March 20, 2014 at WMHT, Troy, New York. Richard Taylor of the Board of Trustees, presided.

***Present***

Richard Taylor	Patrick Kehoe
Jane Altes	H. Graham Jones
Robert Altman	Caroline Mason
Eileen Bagnoli	William Picotte
Robert Bullock	Paul Powers
Carolyn Callner	Joseph Raggio
Prentiss Carnell	Carl Shuster
Leonard Gaines	Sarah Slingerland
David Haviland	Maggie Vinciguerra
James Hoehn, MD	Eugene Zeltmann
John Katz	

***Excused***

Karthik Bala	Shelby Schneider
Karen Hitchcock	Theresa Skaine
Bonnie McGuire Jones	Jan Smith
Scott Rajeski	Dustin Swanger

***Also Attending***

Guest: Larry King

WMHT Staff: Sandra Beer, Val Belden, Katherine Jetter, Julie Raskin, Scott Sauer, Chris Wienk,

***Call to Order***

Mr. Taylor called the meeting to order at 4:00 PM.

***Consent Agenda  
Items***

On a motion by Ms. Mason seconded by Mr. Carnell the consent agenda of minutes and notes listed below were unanimously approved by the Board of Trustees.

Minutes and Notes

- January 16, 2014 Board Meeting approved with date corrections
- January 22, 2014 Education Committee
- January 22, 2014 Radio Committee
- January 30, 2014 Investment Committee
- February 12, 2014 Radio Committee
- February 13, 2014 Executive Committee
- February 18, 2014 Strategic Planning Committee
- March 10, 2014 Governance Committee
- March 13, 2014 Finance Committee

***IRS 990 Report***

Mr. Altman, with Ms. Raskin's assistance, presented the FY13 990 Report. He noted that this is the third year using the new 990 form. It shows a slightly

better financial year than FY12 and overall a healthy organization.

On motion by Dr. Hoehn duly seconded by Mr. Kehoe, the FY13 990 Report, the 990 T and the New York State CT – 5 was unanimously approved by the Board of Trustees.

***No Nepotism  
Policy***

Mr. Altman introduced the proposed No Nepotism Policy.

**NEPOTISM POLICY**

While WMHT has no general prohibition against hiring relatives of employees, for safety, security and morale reasons, the Station has established some restrictions on the employment of relatives. These restrictions are intended to avoid even the appearance of unfair treatment or impropriety involving family members.

Family members may not work in the same department or direct reporting line, and may not supervise a family member, unless written approval is granted by the President or his/her designee. For purpose of this No Nepotism policy, family members are defined as spouse, child, stepchild, parent, step-parent (including spouse's step-parent), siblings, parents-in-law, grandparents and grandchildren of either the employee or the employee's spouse. In certain circumstances, this prohibition may apply to unmarried employees who share housing or are dating.

**REFERRAL FOR EMPLOYMENT**

WMHT appreciates those employees who recommend qualified individuals for employment. Such job applicants that are referred will be considered, along with other applicants, for suitable current openings for which they are qualified. However, policy prohibits the placement of friends or relatives in positions that management deems to be in conflict with the interests of the Station. Employment of immediate family members of current employees must comply with the Company's No Nepotism policy.

On motion by Mr. Hoehn duly seconded by Ms Vinciguerra, the Nepotism Policy was unanimously approved by the Board of Trustees.

Mr. Sauer presented the following resolution:

***Carole Biegen  
Memorial  
Resolution***

**Resolution upon the Death of Carole Biegen by the Board of Trustees of WMHT Educational Telecommunications.**

Carole Biegen was a longtime friend of WMHT who served in a variety of volunteer and leadership roles over more than 20 years. Her counsel was always wise and caring, her enthusiasm was unmatched and her boundless energy carried the entire organization and inspired countless volunteers, donors and audience members.

Carole volunteered with the Great TV Auction and during on-air fundraising campaigns. She served as Chair of the Auction Major Gift Committee and Chair of the Community Advisory Board. She brought each committee to new heights and the benefits to WMHT were enormous. She served as an *ex officio* member

of the WMHT Board of Trustees and as a confidante and friend to the WMHT staff.

Many other institutions in our community benefitted from Carole's exemplary life of service and her devotion to country, community, faith, and family over many decades.

Be it therefore resolved that the Trustees of WMHT Educational Telecommunications express their great sadness and sense of loss upon the death of their friend and colleague and extend their condolences to Carole's entire family.

On motion Mr. Raggio duly seconded by Mr. Haviland, the resolution was unanimously approved by the Board of Trustees.

***Finance  
Committee Report***

Mr. Jones noted that the Finance Committee reviewed the 990s with the auditor. While January and February financials show membership slightly below the aggressively budgeted goals, the good news is that there is a big increase in the percentage of sustaining members. Program underwriting is up in these two months. There has been unexpected income to the benefit of the station by about \$100,000. The net result is that the financials look healthy and that the committee expects to finish the fiscal year close to the budgeted net.

The investment subcommittee is working on a revised investment policy that includes attention to new requirements by the State of New York. The investment committee is also proceeding forward with an RFP process, inviting 7 proposals, for handling our investment business.

***Development  
Committee Report***

Mr. Powers introduced the Capital Initiatives Gift Recognition Policy. Mr. Powers and others spoke to various ways of making legacy gifts that can support WMHT and help the station reach its \$1.5 million endowment goal.

On motion by Mr. Jones duly seconded by Ms. Slingerland the policy was unanimously approved by the Board of Trustees. (attached)

***President's Report***

Mr. Altman reported that ratings for Downton Abbey were incredible –beyond good. Our 12 Path Through History spots to encourage tourism have received tremendous response. We have had outside production work, including PBS fundraising segments. We broadcast a special centered around *American Promise* which has been screened in the community along with extraordinary conversations. The documentary on Charles Steinmetz will premiere on May 1<sup>st</sup>. He highlighted the annual Local Content and Service Report to the Community that we post each year.

***Chair's Report***

After a few brief announcements, Mr. Taylor talked about attending the Washington DC meeting of public television general managers and board chairs and the visits to Senators and Representatives. He noted that in addition to our education service, public broadcasting, especially in rural areas, provides an important emergency broadcasting service.

***Executive Session***    The Board met in executive session beginning at 5:07 pm. No actions were  
***Adjournment***        taken. The meeting was adjourned at 5:15pm