Minutes of Combined Board Meeting  
January 24, 2020 at 3:30pm  
Waverly Country Club  
903 N. Abington Road Clarks Summit, PA 18411

Attending:  
L. Jay Lemons  
L. Peter Frieder  
Jeanne Genzlinger  
Nicholas Niles  
Robert T. Kelly, Jr.  
Wayne Bromfield  
Jennifer Wilson  
M. Holly Morrison  
Jose de los Rios  
Ted Williamson  
Lia Richards Palmiter  
Nancy Kisendahl Block

Absent:  
Rick Cohen  
Don Stanziano  
Barbara Hudock  
Marcia Welsh  
Jennifer Walsh  
Ida Castro

**Director Emeritus:**  
Andrew J. Sordoni III

**Additional Attendees:**  
Lynne Pouria, VIA  
Chris Norton, VIA  
Joe Glynn, VIA  
Ben Payavis, VIA  
Ron Prislupski, VIA  
Neil Prisco, VIA  
Chris Zellers, VIA  
Dina Orlando, VIA  
Mark Ruddy, VIA  
Malcolm Brett, VIA Strategic Plan Facilitator

Chairman Lemons called the meeting to order at 3:45pm.

Chairman Lemons thanked everyone for their participation in the board retreat held earlier, thanked Chris Norton for acting as officer in charge during the leadership transition period.

Chairman Lemons read board member Kris Jones’ resignation, effective immediately.  
**A motion was made by Ms. Wilson to accept Kris Jones’ resignation, seconded by Mr. Niles, and approved by all.**
Chairman Lemons introduced Ms. Genzlinger to deliver the secretary’s report. Hearing no additions, comments or correction, a motion was made by Mr. Frieder to accept the minutes of the November 15, 2019 Board of Directors meeting as written, seconded by Mr. Niles, and approved by all.

Chairman Lemons then introduced Ms. Wilson to deliver the treasurer’s report. Ms. Wilson responded that she and Ms. Pouria did not review financials as they do on a regular basis due to schedule conflicts. Ms. Wilson noted that on December 15, 2020 the executive committee approved the transfer of additional monies from Goldman Sachs Managed Assets. The action was taken in order to replenish funds in our operating account as a result of the recent leadership transition. At this time Ms. Wilson turned over the reporting to Ms. Pouria. Ms. Pouria thanked Ms. Wilson and began to review revenue and expenses, noting a variance in membership actuals versus budget. Chairman Lemons questioned the variance in membership and Ms. Pouria called on Mr. Prislupski to answer the question. Mr. Prislupski stated WVIA is up approximately 400 members; an increase of approximately 15% in sustainers, which causes a short-term cash flow issue. Ms. Pouria reviewed Merrill Lynch and Goldman Sachs statements of activity noting the possibility of a recession in the next 12 months. A motion was made by Ms. Wilson to accept the treasurer’s report as presented, seconded by Mr. Frieder, and approved by all.

Chairman Lemons then asked Mr. Norton to update the board on VIA happenings. Mr. Norton stated that the strategic plan is continuing to move ahead and through December 2019 the staff had met half of its goals on time; technology and content met and discussed/addressed single points of failure and held discussions on how to develop cross training; the Digital Culture Accelerator program is almost completed and VIA has been paired with a “buddy station” and will share it’s learning experiences; VIA relaunched its website using Bento 3.0 on January 22, 2020; the building remodel plan is on pause due to leadership transition; 2 new initiatives have risen in status, Human Resource practices and the Bill Kelly Fund for Civic Engagement & Public Affairs. Ms. Pouria relayed that National Educational Telecommunications Association (NETA) will visit VIA January 30 and 31 to perform a HR Audit which will include reviewing policies, strategy review and identify any weaknesses. NETA will then provide a detailed summary of findings which is expected to provide a road map to prioritize changes with a timeline. Ms. Pouria stated she is also investigating HR classes and seminars to attend. Chairman Lemons stated an ad hoc HR committee, consisting of Mr. Williamson, Mr. de los Rios and Ms. Palmiter, is now in place and met with Mr. Norton and Ms. Pouria and discussed some challenges. Mr. Norton stated the second priority, the Bill Kelly Fund for Civic Engagement & Public Affairs committee will brainstorm internally and with the Community Advisory Board to develop a pilot program in Spring 2020 which will highlight public affairs, local programming and local content.

Chairman Lemons called on Mr. Frieder to report on the search committee. Mr. Frieder stated the VIA search committee met with NTA Consulting as well as senior VIA staff and developed a job description to be posted for the position of CEO/President. Mr. Frieder said the committee will provide report outs pertaining to the search process as they become available.

With no further questions, Chairman Lemons asked for a motion to adjourn to Executive Session Level 1. The motion to adjourn to Executive Session Level 1 was made by Mr. Niles, seconded by Mr. de los Rios, and approved by all.

The meeting was released to Executive Session Level 1 at 4:30pm and re-opened at 4:47pm.

Chairman Lemons then asked for a to adjourn to Executive Session Level 2.

The motion to adjourn to Executive Session Level 2 was made by Mr. Niles seconded by Ms. Morrison and approved by all.
The meeting was released to Executive Session Level 2 at 4:49pm and re-opened at 5:18pm.

Chairman Lemons adjourned the meeting at 5:20pm.

The next meeting is scheduled for Friday, March 6, 2020 at 12:30pm

Respectfully submitted by Dina M. Orlando, Assistant to the Board of Directors