Minutes of WVIA’s Board of Directors Meeting  
December 3, 2021 at 1:00pm  
Via Zoom

Attending via Zoom:  
Nancy Kiesendahl Bloch  
L. Peter Frieder  
Jose A. de los Rios  
Robert T. Kelly, Jr.  
Jennifer Wilson  
Jeanne Genzlinger  
Jon Kirkwood  
Dennis Cheng  
Dr. L. Jay Lemons  
John F. Pullo, Sr.

Excused:  
Holly Morrison  
Nick Niles  
Lia Richards Palmister  
Don Stanziano  
Jennifer Walsh  
Andrew J. Sordoni, III  
Rick Cohen  
Patrick Marty

WVIA Staff:  
Carla McCabe  
Mary Price  
Melanie Andreoli  
Kate Sickora  
Joe Glynn  
Julie Sidoni  
Chris Norton  
Ben Payavis  
Neil Prisco  
Chris Zellers  
Karen Button, NETA

Guests:  
Pure Project Management:  
Jim Messick, Senior Project Director

A quorum is present.

Chair L. Peter Frieder called the meeting to order at 1:04pm.

A motion was made by Mr. Kirkwood to approve the Secretary’s report as presented. Ms. Bloch seconded. With all in favor, none opposed, the motion passes.

Ms. McCabe began the meeting by asking Mr. Messick to give a building project update.

Mr. Messick began by stating we have selected the architect engineering firm and they have completed a Needs Assessment Report to analyze the existing facility. From there we will go into a project definition phase which includes three different options.

- Renovate-in-place
- Renovate and expand
• Relocation based on the Needs Assessment recommendation

Currently we are selecting a Construction Manager to assist with construction estimating, phasing and logistics. We have evaluated four companies and the Steering Committee will be presented with the findings on Dec. 10th to determine a CM.

We have also engaged a Construction Real Estate broker at a high level to help with a conceptual evaluation of the existing property, to establish cost to relocate.

The Steering Committee is meeting on a bi-monthly basis to review concepts and gain approvals. The architects will be included.

The architects have met with staff and have been working on a space plan for the building. Preliminary findings from that report will be presented on Dec. 14th. From there we will review, approve, and begin making conceptual floor plans to see how everything will fit into the three options we have.

By then we will have a CM on board to look at cost options and constructability options and then begin layering soft costs in to include equipment, signage, furniture, and professional fees to come up with a total project budget to present to the board in March.

Ms. Sidoni then gave a journalism update.

Ms. Sidoni provided an update on the journalism brand and style.

Ms. Sidoni has been working with Mr. Payavis to narrow down candidates for the three open Multimedia Journalists positions. The plan is to have the three MMJ positions filled by the end of the year. Ms. Sidoni then provided insight into what we can expect from her department in the future.

NPR news content is now available and can be found at www.wvia.org/news, local stories will be posted here also.

Mr. Prisco gave a summary on the WVIA mission statement and elevator pitch and included talking points for the board.

Mr. Frieder asked if Mr. Prisco could create a credo card containing the mission statement and talking points as a reminder or to hand out to spread information about WVIA.

Mr. Kelly gave the Investment and Finance Committee report.

Mr. Kelly began with a snapshot of the Goldman Sachs report.

Mr. Kelly then made the board aware that the Investment and Finance committee would like board approval to open a line of credit for $5M with Goldman Sachs. If we should draw on the line it would be cleared every 12 to 18 months.

Mr. Kelly also wanted to discuss excess cash with the board.

A motion was made by Mr. Kelly that WIVA authorize its officers to take whatever steps are necessary to implement a $5M line of credit through Goldman Sachs as proposed and that the line credit will be
secured by a pledge of our investment portfolio at Goldman Sachs. Ms. Bloch seconded. With all in favor, none opposed, the motion passes.

A motion was made by Mr. Kelly that management be permitted to keep up to $1.5M in cash in local banks and other short-term demand deposits and WVIA authorizes management to take what steps are necessary to create a separate segregated fund at Goldman Sachs to be called a Working Capital Fund in order to enjoy exposure to market investments but to be funded and drawn upon to be short-term liquidity and working capital needs of the organization. Ms. Morrison seconded. With all in favor, none opposed, the motion passes.

Ms. Button then gave a financial update that included a narrative and October 2021 financials.

**Mr. de los Rios gave the Audit Committee Report.**

During the November meeting the Audit Committee reviewed all insurance coverage for the station and reviewed each section to make sure everyone understood the policies that are in place. There were two areas that the committee reviewed, media liability coverage and Director and Officer Liability coverage. No decision or recommendations have been made at this time to bring to the board.

Ms. McCabe stated there is follow up at the next Audit committee meeting and there may be a need for more media liability coverage for the journalism department. Updates to follow.

The committee also discussed beginning the RFP process for a new audit firm. The committee reviewed a list of firms, and the timing is to have all submittals by January 21st and present the committee’s recommendation to the board at the March meeting.

**Mr. Frieder gave the Executive Committee report.**

Ms. Andreoli presented three policies that she would like the board to approve. The policies were sent to the board prior to the meeting for review. The policies include a Social Media Policy, a Paid Parental Leave Policy, and a Volunteer Policy.

Ms. Wilson asked for clarity around the Paid Parental Leave Policy and Short-Term Disability. Ms. Andreoli stated she confirmed with the carrier that Paid Parental Leave would begin after short-term disability ends.

Ms. Andreoli will update a bullet point in the Paid Parental Leave Policy to reflect the above.

**A motion was made by Mr. Frieder to approve the Social Media Policy, the Volunteer Policy, and the Paid Parental Leave Policy with the understanding Ms. Andreoli will update the bullet in the Paid Parental Leave Policy to reflect the clarification regarding the Paid Parental Leave and Short-Term Disability. Ms. Morrison seconded. With all in favor, none opposed, the motion passes.**

**Ms. Wilson gave the Planning and Development Committee report.**

WVIA participated in Giving Tuesday, and it was a great success.

November and December pledge drives are moving along but are seeing soft numbers, but development efforts have been strong and moving in the right direction and are on target this year. The committee is very pleased with the initiatives and with the enhanced reports that they have started to see since Ms. Sickora joined the team.

Insider Society members are continuing to grow not only in number but in the size of commitment.
Ms. McCabe addressed the board to let them know WVIA has been awarded a $175,000 grant from the Charles B. Degenstein Foundation for a Workforce Development initiative entitled Careers that Work.

Ms. Wilson stated the committee is looking forward to the new year and have been talking more about the planning component of the Planning and Development committee and are excited to look at future opportunities for conversations with the group. Ms. Wilson thanked all the board members for their support of WVIA over the past year.

Ms. Wilson then asked for approval from the board for a new Gift Acceptance Policy. The policy was sent to the board prior to the meeting for review.

Ms. Wilson asked if anyone had any questions regarding the Gift Acceptance Policy.

A motion was made by Ms. Walsh to approve the Gift Acceptance Policy. Ms. Genzlinger seconded. With all in favor, none opposed, the motion passes.

Ms. Walsh gave the Governance Committee report.

The Governance committee is working on updating and finalizing a governance fiduciary document to keep the committees on track, so we do not miss any responsibilities we have as committees. The committee reviewed the committee charters and recognized they were updated and approved in October 2020 so there are no changes to the charters at this time, but we will review them annually to make sure no updates or revisions are needed.

The committee talked about capitalizing on the good work Mr. Niles has been doing over the past couple of years with board succession planning and exploring different pathways to board nominations to optimize the needs of the organization. The committee will be updating the board as they develop new ideas.

Mr. Kelly began a discussion regarding planning a board visioning session next spring. Mr. Kelly would like to see a quick consent agenda on the routine matters during our board meetings and more conversations focused on what our thoughts and aspirations are for WVIA.

Mr. Frieder stated that from all the ratifications during Mr. Kelly’s discussion that the board is enthusiastically embracing Mr. Kelly’s suggestion.

Ms. McCabe suggested extending the March 4, 2022 board meeting to incorporate the visioning session.

With no motion for an executive session or further business, Mr. Frieder asked for a motion to adjourn the meeting.

A motion was made by Ms. Genzlinger to adjourn the meeting. Ms. Bloch seconded. With all in favor, none opposed, the motion passes.

Respectfully submitted by Mary Price, Assistant Secretary to the Board of Directors