Minutes of WVIA’s Board of Directors Meeting  
October 1, 2021 at 1pm  
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.  
Patrick Marty

Absent:  
Rick Cohen  
Nick Niles  
Lia Richards Palmiter  
Don Stanziano  
Jennifer Walsh

A quorum is present.

Chair L. Peter Frieder called meeting to order at 1:10pm.

Chair Frieder welcomed new directors Patrick Marty and Dennis Cheng to the WVIA board.

Ms. McCabe welcomed WVIA’s new News Director Julie Sidoni to the WVIA team.

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

Mr. Cohen introduced Ms. Button to give the August Financial Report.

On the Balance Sheet Cash remains strong. July through October are historically low cash flow months, but with our current cash and receivables to come in, we should be in a strong position. During August,
we received grants totaling $528K and a bequest of $455K. All of these had been recorded as receivables in July. We have increased our investment account by $4+ million.

During the Finance meeting in November there were a couple of suggestions. On the bottom of the Balance Sheet Ms. Button is now showing what is in each of the Fund Balances. One the next Balance Sheet Ms. Button is renaming Restricted Capital Needs, Restricted Repack and Restricted Escrow to Board Designated as per Mr. Kelly’s suggestion because they are considered board designated funds.

On the Income Statement Membership is off to a great start with a $33K budget surplus and $36K over prior year. The underwriting staff is also having impressive results, with post-covid underwriting contracts. We have more than doubled our FY21 August results. Major Giving is showing consistent and growing results with about a $32K increase over prior year.

Total Revenues the end of August, we have a $113K budget surplus, and $1,636,262 ahead of prior year. The Stabilization Grant and the Bequest are certainly a big part of that number, but Membership, Grants, and Underwriting are also contributing to these results. Total Expenses are two months in, and we have a budget savings of $127K mostly attributable to compensation. Net income/(Deficit) YTD, we have a net income of $1,102,223, and prior year was a net deficit of ($321,825).

A motion was made by Mr. Niles to approve the August Financials as presented. Ms. Palmiter seconded. With all in favor, none opposed, the motion passes.

Mr. Cohen than gave a Goldman Sachs report.

- YTD our portfolio is up 7.44% and in dollar terms about a $30M endowment. Portfolio up $1.9M YTD.

Next on the agenda Mr. Andrew J. Sordoni has requested verbally and in writing that he would like to move his funds of $279,382 out of the member restricted fund, and into the board designated fund to be able to fund initiatives he would like to fund. The funds would be drawn from the board designated fund over 4 years beginning in FY22. He has requested that each year, the withdrawn funds would be allocated as 80% to Chiaroscuro and 20% to the Bill Kelly Fund.

A motion was made by Mr. Cohen to move Andrew J. Sordoni permanently endowed funds to board designated funds, Mr. Kirkwood seconded. With all in favor, none opposed, the motion passes.

Mr. de los Rios began the Audit Committee report by introducing Mary Ann Novak and Stephanie Mihal from McGrail Merkel Quinn & Associates to give the June 30, 2021 Audit review.

Ms. Novak stated the audit had an unmodified opinion and explained the audit was reviewed in detail with the Audit Committee in November so she will provide a brief overview.

WVIA is in a good cash position with current assets at $1,225,778 vs. $618,920 in 2020. On the Grants Receivable line there was a grant increase at $341,000 due to additional funding and programs available. Total assets grew year to year around $1M. On the Cash Escrow line, the $285,000 is from the sale of the Channel Share Agreement and will remain as long as the agreement is intact. In investments there is about $4.4M in realized and unrealized gains in the portfolio and we finished the year with $30.8M. Total assets grew about 15% from $33,133,906 in 2020 to $38,249,939 in 2021.
Under Liabilities there was growth in Accounts Payable due to some outstanding bills at the end of the year. There was a significant increase in Refundable Advances due to the PPP Loan that was not spent and will be recorded in FY22.

In Net Assets the largest number to point out is our Designated for Endowment at $22,054,283 and the only change there year to year is some investment fees. Our with Donor Restrictions is at $1.3M and the majority of that is for the endowment fund. So overall our total net assets grew from $32.8M to $37.2M.

On the Statement of Activities, the largest growth is in grants with the additional programs and the additional funding we received we had $1.3M in grants. Our Net Investment Income finished the year over $5M. Our total revenue was $11.1M vs. $6.6M which is a 66% increase year to year with the additional funding and market returns.

Expenses stayed pretty much consistent year to year with only a slight increase. So, our increase for the year was $4.3M vs. $75,000. Overall, with additional funding and market returns it was a particularly good year.

Ms. Wilson noticed that on page 18 of the audit note thirteen its states under endowment that the board of directors has the authority to use up to 5% of the value of the endowment for programming expenditures. According to the WVIA Investment and Spend Policy it states the board of directors has the authority to use of to 4% of the value of the endowment for operations. Ms. Novak stated she would make the change.

**Mr. de los Rios made a motion to approve the audit report with the expectation that the wording be changed from the Board of Directors has the authority to use up to 5% of the value of the endowment for programming expenditures to the Board of Directors has the authority to use up to 4% of the value of the endowment for operations to be in line with the Investment and Spend Policy. Mr. Marty seconded. With all in favor, none opposed, the motion passes.**

Mr. de los Rios presented a Summary of Committee Charters that Ms. Price created as a reference for all board members.

Ms. McCabe then gave her president’s report.

Ms. McCabe introduced the Facilities Steering Committee for the board remodel and explained how involved everyone has been in the process. Ms. McCabe then introduced Mr. Messick of Pure Project Management to give an overview of the project definition process.

Mr. Messick explained the five steps in the process. **Please see slides for full report.**

- **Selected Architecture/Engineering (A/E) team to complete the following:**
  - Needs Assessment Report analyzing condition of existing facility
  - Project Definition Plan identifying options for modernization
  - Renovate-in-Place
  - Renovate & Expand
  - Relocation based on Needs Assessment recommendation
- Select a Construction Manager to assist with Construction Estimating, Phasing & Logistics
• Evaluate cost and facility impact of all proposed options
• Complete report and issue recommendations to Board for review/approval
  o Present findings / recommendations at March 2022 meeting
• Identify Steering Committee for project approvals
  o Carla McCabe
  o Joe Glynn
  o Kate Sickora
  o John Pullo, Sr.
  o Jose De Los Rios

After evaluating three teams Highland Associates has been recommended based on the following criteria:
  • Local Presence = located in Clarks Summit
  • Full-Service Firm = provide Architecture & Engineering services under the same roof
  • Proposed Project Team
  • Masterplan / Project Definition Process
  • Unanimous decision among Steering Committee

Mr. de los Rios made a motion to accept the recommended Architectural & Engineering firm, Highland Associates. Mr. Kirkwood seconded. With all in favor, none opposed, the motion passes.

Ms. McCabe gave an update on the Board Assessment Survey.

Ms. McCabe presented the board with the top seven areas of improvement that were extracted from the survey. These were the areas where 50% or more of the respondents did not fully agree with the statement provided.

• I am well-informed about WVIA’s sources of funding and development (fundraising) objectives.
• I am well informed about WVIA TV and radio programming.
• I know WVIA’s mission statement well enough to deliver Elevator Pitch.
• I am familiar with WVIA’s Community Advisory Board.
• I am well-informed about volunteer opportunities at WVIA.
• I am well-informed about WVIA’s personnel policies and procedures.
• I am well-informed about state and federal compliance requirements for public media stations.

Ms. McCabe explained she would like to touch on each of the seven areas during the board meetings, so we cover all the areas that expressed concern. One of the statements will be chosen to be covered each meeting and Ms. McCabe thought it would be beneficial to begin with educating everyone on State and Federal Compliance requirements for public media stations.

Ms. McCabe introduce Mr. Norton to give a full review of the State and Federal Compliance requirements. Here are some highlights from Mr. Norton’s review, for more information please see the attached slides.

**FCC Compliance Overview:** All radio and TV broadcasters, commercial and non-commercial, must be licensed by the FCC (Federal Communications Commission), and a lengthy list of regulations evolved over the decades. Many were cleared away in the 1980s and 90s, during an era of deregulation and
rampant media consolidation. But today the FCC is primarily concerned with technical, content, and reporting requirements to maintain the broadcast license and avoid fines and other sanctions.

**CPB Compliance Overview:** Congress appropriates funding to the Corporation for Public Broadcasting, which distributes some to PBS, NPR, and other public media entities and producers, and some directly to stations through a Community Service Grant. WVIA TV and radio each receive an annual CSG and there are many requirements to qualify. Refer to slides for complete checklist of requirements.

Ms. McCabe stated she would like to set aside time each board meeting for more Q&A and discussion on the areas that were identified in the board survey.

Mr. Payavis then gave a content update.

October premieres include Season 2 of *Keystone Edition* which has a new day and time, Mondays at 7:00pm and will begin on Monday, Oct. 4th.

A new documentary *Call to Care* will air on Oct. 14th at 8:00pm. *A Call to Care* is a one-hour original documentary film produced by WVIA that explores the Court-Assisted Re-Entry Program, an effort to help paroled individuals with a moderate-to-high risk of recidivism avoid a devastating relapse into criminal behavior.

*Mind Over Matter* hosted by award winning journalist Tracey Matisak will air Oct. 28th at 8:00pm. *Mind Over Matter* will explore important mental health issues on TV, radio, and digital platforms. *Mind Over Matter* will present many programs with the goals of educating our region about various aspects of behavioral health, counteracting the stigma surrounding these topics, and connecting people with resources for assistance.

Ms. McCabe made the board aware that Ms. Price is looking into creating a portal for all board documents so board members can have all the board information in one place and would like to have it ready within the next couple of months.

Mr. Frieder gave an Executive Committee report.

The Executive Committee discussed several new and updated policies and two of those policies are up for discussion and approval with the board. One is a Credit Card Policy and the other is a Confidentiality and Work for Hire Policy. The board members did receive the policies prior to the meeting for review.

Ms. Walsh had a question regarding the PO process for check requests and purchases. Ms. McCabe provided an update on current procedures.

Ms. Wilson discussed updating current policies.

Mr. Frieder stated that Ms. Anderoli is working hard on updating the handbook and making sure we are compliant with all policies.
Mr. Cheng asked about protecting confidentiality while working from home. Mr. Frieder stated this is an ongoing concern with the times we are in, and we need to manage it in an effective way and protect privileged information. This is an ongoing educational process. Ms. Wilson felt it was a great discussion on confidentiality and should continue the conversations going forward.

A motion was made by Mr. Frieder to approve the Credit Card Policy and the Confidentiality & Work for Hire Policy. Mr. Lemons seconded. With all in favor, none opposed, the motion passes.

Ms. Wilson gave the Development Committee Report.

After working closely with the Committee, Ms. Sickora is now working with legal counsel to finalize the updates regarding the Gift Acceptance Policy and Ms. Wilson anticipates it will be brought to the next Development meeting with the intent to go to the board. Ms. Sickora will be providing information about WVIA's 3-to-5-year trends as well as membership penetration by county in the near future.

Ms. Sickora gave a revenue update. Ms. Sickora stated the development numbers look strong and hopes this trend continues. The corporate support (underwriting dollars) has passed goal for the first quarter. We are seeing a rebound in underwriting contracts after a challenging time last year but know this revenue is closely tied to Covid risk variability. Ms. Sickora included a very generous bequest to the report that was received in July and hopes this gift can inspire others to remember WVIA in their planned giving. In membership we have currently finished the radio pledge drive and reached our goal of $35,000. We secured four new Insider Society members during the radio drive and are hoping to continue to see growth in this important member revenue category.

Ms. Sickora then gave an overview of the refreshed Insider Society program. Members of the WVIA Insider Society are members that donate $1,000 or more annually to WVIA’s unrestricted operating fund and believe strongly in the importance of public media for our community. WVIA is proud to offer benefits to this group that are intended to further engage the donor with the station, our programs, and projects. Our internal goals are to have donors move up in the Insider Society donor levels demonstrating increased philanthropic investments in WVIA.

Mr. Niles gave a Governance Committee Report.

The Governance Committee met in September and discussed the slate of officers and changes and additions regarding committee appointments. The board was sent the slate of officers and committee changes prior to the board meeting for review.

Mr. Niles presented the slate of officers for 2021-2022 to be approved by the board.

Peter Frieder – Board Chair
Jennifer Wilson – Vice Chair
Rick Cohen – Treasurer
Jeanne Genzlinger – Secretary
Mary Price – Assistant Secretary

Mr. Niles asked for a motion to approve the slate of officers as presented. Ms. Walsh made a motion. Ms. Bloch seconded. With all in favor, none opposed, the motion passes.
Mr. Niles then presented the committee chair and committee member changes.

Mr. Niles asked for a motion to approve the membership committee chairs and the membership committee members as presented. Mr. Lemons made a motion. Ms. Wilson seconded. With all in favor, none opposed, the motion passes.

Mr. Frieder stated how important the Facilities Task Force is to organization and is pleased to have Mr. Cheng and Mr. Marty as part of the committee. Mr. Frieder also thanked Ms. Palmiter for agreeing to be the chair on the Diversity Task Force as this committee will be important in the involvement of WVIA and diversity.

With no motion for an executive session or further business, Mr. Frieder adjourned the meeting at 2:52pm.

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