

**WMHT Educational Telecommunications  
WMHT Board of Trustees Annual Meeting Minutes  
November 15, 2012**

A Meeting of the WMHT Board of Trustees was held on November 15, 2012 held at WMHT, Troy, New York. Eugene Zeltmann, Chair of the Board of Trustees, presided.

***Present***

Eugene Zeltmann	Graham Jones
Jane Altes	Caroline Mason
Robert Altman	Paul Powers
Robert Bullock	Joseph Raggio
Doris Fischer (via phone)	Joseph Richardson
Karen Hitchcock	Shelby Schneider (via phone)
James Hoehn, MD	Sarah Slingerland
Bonnie McGuire Jones	Jan Smith

***Excused***

Karthik Bala	Paul Fahey
Carolyn Callner	Leonard Gaines
Lauretta Chrys	Richard Taylor

***Also Attending***

WMHT Staff:

Stephanie Barna, Kathy Beam, Sandra Beer, Val Belden, Jan Conti, Marie Cusick, David Delaney, Joanne Durfee, Mary Gribulis, Tony Grocki, Paul Hoagland, Katherine Jetter, Zeke Kubish, Dave Lastarza, Amanda Lester, Ron McGowty, Julie Raskin, Jayne Robinson, Scott Sauer, Joanne Shay, Joyce Stah, Tim Stah, Anthony Tassarotti, Chris Wienk, Molly Wroblewski,

Mr. Petell, BST

***Call to Order***

Mr. Zeltmann called the 59th Annual Meeting of the Trustees to order at 4:12 pm..

***Consent Agenda  
Items***

*On motion by Mr. Zeltmann, seconded by Dr. Hoehn the consent agenda of minutes and notes listed below were unanimously approved by the Board of Trustees.*

Minutes and Reports:

- September 20, 2012 Board Meeting at Board Retreat

- October 1, 2012 Governance Committee Meeting
- October 10, 2012 Audit Committee Meeting
- October 11, 2012 Executive Committee Meeting
- November 5, 2012 Governance Committee Meeting
- November 7, 2012 Finance Committee Meeting
- November 7, 2012 Investment Committee Meeting

## **Finance Committee**

Mr. Altman presented the proposal to amend the 457(b) plan.

On a motion by Mr. Jones duly seconded by Ms. Zeltmann the Amended 457(b) plan was unanimously approved by the Board of Trustees.

## **Governance Committee Report**

On Motion by Dr. Hoehn, duly seconded by Ms. Altes, the following individuals were unanimously elected to the WMHT Board of Trustees, each to serve a first three-year term. ending in 2015.

- David Haviland
- John Katz
- Sinclair Schuller
- Carl Shuster
- Dustin Swanger

and the following individuals were unanimously elected to the WMHT Board of Trustees, each to serve a second three-year term. ending in 2015.

- Carolyn Callner
- Karen Hitchcock
- Bonnie McGuire Jones
- Paul Powers

On Motion by Dr. Hoehn, duly seconded by Mr. Bullock, the following individuals were elected as Officers of the WMHT Board of Trustees, each to serve a one-year term ending at the close of 2013.

- Chair – Eugene Zeltmann
- Vice Chair – Richard Taylor
- Secretary – Bonnie McGuire Jones
- Treasurer – H. Graham Jones

Dr. Hoehn also reported that the Governance Committee is working on updating the by-laws, a board self-assessment process and a letter to go to prospective trustees.

## **Auditor's Report**

Mr. Petell of BST thanked WMHT for choosing BST to continue as auditors, this being the seventh year.

The first report was the Statement on Auditing Standards No. 114 Communications to Those Charged with Governance.

The second are the traditional Audited Financial Statements. The audited financial statements are made with an unqualified opinion; the highest level of

approval and no management letter was issued with the audit.

There was nothing unusual to report nor were there any significant issues or changes that needed to be discussed with the management. BST did not make any audit adjustments at year-end which testifies to the accuracy of the work done by Ms. Raskin and her staff.

On a motion by Ms. Mason, duly seconded by Mr. Powers the 2012 WMHT Audited Financial Statements were unanimously approved by the Board of Trustees.

### **Employee Longevity Awards**

Mr. Zeltmann presented an award to the Mr. Altman in recognition of 5 years of service with WMHT.

Mr. Altman presented the awards to the following employees:

- Dave Lastarza, Master Control Operator – 30 Years
- Bill Winans, Radio Operations Manager– 25 Years
- Tim Stah, TV Promotions Producer – 25 Years
- Joanne Durfee, Producer/Director – 20 Years
- Joanne Shay, Director of Data Management – 15 Years
- Barbara Lukas, Family Learning Coordinator – 10 Years
- Chris Wienk, VP of Radio – 10 Years
- Matt Ryan, Managing Editor of New York NOW – 5 Years
- Kathy Beam, Director of Corporate Support – 5 Years

### ***Recognition of Departing Board Members***

Mr. Zeltmann presented the awards to the following departing trustees in recognition of their service to WMHT:

- Laretta Chrys (in absentia)
- Joe Richardson

### ***President's Report***

Mr. Altman noted the continued achievement for WMHT which saw enhanced engagement with the community and robust growth in its legacy services. FY12 was another year of strong financial results, driven, in large part by the generosity of our individual donors. Capital investments in HD television production equipment has revitalized our production services department and our new investment in a joint storage and master control facility will free up important resources for investment in our programs and services in the years ahead.

### ***Chair's Report***

Mr. Zeltmann thanked everyone for having made this a very successful year in a very difficult economic climate. He noted the importance of our various efforts in the community. He noted the excellence of the work by staff and board members and the need to be better in the next year so that we never let up on delivering on the expectations of excellence we create.

### ***Adjournment***

On a motion by Dr. Hoehn, duly seconded by Ms. Jones, the board unanimously approved adjourning the meeting at 5:12.