

**WMHT Educational Telecommunications
WMHT Board of Trustees Meeting Minutes
March 21, 2013**

(800) 768-2261.

A Meeting of the WMHT Board of Trustees was held on March 21, 2013 at WMHT, Troy, New York. Eugene Zeltmann, Chair of the Board of Trustees, presided.

Present

Eugene Zeltmann	Graham Jones
Jane Altes	John Katz
Robert Altman	Caroline Mason
Doris Fischer (by phone)	Paul Powers
Leonard Gaines	Joseph Raggio
David Haviland	Shelby Schneider
Karen Hitchcock	Carl Shuster
James Hoehn, MD	Richard Taylor

Excused

Karthik Bala	Bonnie McGuire Jones
Sarah Boggess	Sarah Slingerland
Robert Bullock	Jan Smith
Carolyn Callner	Dustin Swanger
Paul Fahey	

Also Attending

Guests: Mike Seymour and Sabrena Norris of The Florida Programming Service, Mr. McGrath of BST Advisors

WMHT Staff: Val Belden, Paul Hoagland, Katherine Jetter, Scott Sauer, Anthony Tassarotti, Sandra Beer, Julie Raskin, Mary Gribulis, Joyce Stah

Call to Order

Mr. Zeltmann called the meeting to order at 4:07PM.

***Consent Agenda
Items***

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

Minutes and Notes

- January 24, 2013 Board Meeting
- February 14, 2013 Development
- March 6, 2013 Education Committee
- March 7, 2013 Development Committee Meeting
- March 7, 2013 Governance Committee Meeting
- March 13, 2013 Strategic Planning
- March 14, 2013 Finance Committee
- March 18, 2013 Executive Committee

IRS 990 Report

Mr. McGrath, Partner of BST Advisors presented the FY12 990 Report. He explained a part of the 990 regarding joint ventures. The following policy was written to affirm the practice of the organization. He noted that the IRS is particularly focused on issues of governance. New York State Attorney General's office is also instituting a plan to focus on governance including executive compensation and financial audits and a new program "New York On Board" to recruit and train directors for boards.

On a motion by Mr. Jones duly seconded by Mr. Katz the following was unanimously approved:

When WMHT participates in a joint venture with one or more parties that are not exempt from federal income taxation, WMHT will consider the implications such a venture could have on its tax-exempt status, and will implement any safeguards necessary to protect that status.

Where there is any question as to whether a particular joint venture may pose a risk to WMHT's tax-exempt status, a decision to enter into such joint venture will be made only in consultation with legal and/or tax counsel.

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

Finance Committee Report

Mr. Jones presented for the Finance Committee. We are doing well thus far in the fiscal year but there are some possible pitfalls ahead. As of February 28th, net income before depreciation is \$201,955 better than budget. Both program and project underwriting have increased markedly. Membership may be a bit lower than hoped in the second half of the year and the joint master control project is behind schedule. The Finance Committee has been looking at the fundraising margins.

Development Committee Report

Mr. Powers reported the work to "super-charge" cultivation efforts through increased Board involvement. Part of this is the effort to boost the capital fundraising in the immediate term and to build our capacity for future funding through leadership gifts.

Report of Television Audience & Programming

Mr. Sauer introduced Mr. Seymour and Ms. Norris of The Florida Programming Service who have worked with the station to help guide the television programming for more than 10 years. They presented information about the national PBS audience and some specific information about WMHT's audience.

President's Report

Mr. Altman noted how much education is a driver for our audience and is in our favor in this market. With the education and nanotechnology / science industries, our demographics are also particularly strong. We've have had good ratings recently with both television and both radio stations. Our web

traffic is up over 20% over last year. Our community engagement work continues unabated, including Barbara Smith joining us as someone in part of *Makers* and Sarah Burns will be at a screening on April 5th of her documentary *Central Park Five*. The staff is busy working on planning for next year.

Chair's Report

Mr. Zeltmann noted that he and Mr. Altman attended the annual meeting in Washington DC, including a time to meet with our congressional representatives. CPB is expecting a cut of about 5.1% due to the federal sequestration but is not currently the focus of a great deal of attention.

Executive Session

Executive session began at 5:53pm. No action was taken.

Adjournment

The meeting adjourned at 6:00 pm.