



Minutes of Combined Board Meeting

June 13, 2013

Attending:

Dr. Harmar Brereton
A. William Kelly
Ramona Alley
Jeanne Bovard
Rick Cohen
Attorney Bart Ecker, Jr.
Alex Fried via phone
Jeanne Genzlinger
Barbara Hudock
Kristopher Jones
Dr. L. Jay Lemons
Cliff Melberger
Nicholas Niles
Lisa Steele
Attorney Murray Ufberg via phone
Martin Walzer
Andrew J. Sordoni, Dir. Emeritus

Absent:

Virginia Hunt
Ron Knoebel
Lisa Steele
Jennifer Wilson
H.W. Wieder

WVIA Staff Attending:

Tom Currá
Lynn Volk
Joe Glynn
Chris Norton
George Thomas
Doug Cook
Ron Prislupski
Ginny Fredmonski
Kathryn Davies

Chairman Brereton opened the meeting at 12:00pm, and declared that there was a quorum present. Chairman Brereton thanked everyone for their attendance. Chairman Brereton said we would go through our usual business and then adjourn for the Executive Session with 4 motions to be made during that session. Chairman Brereton stated that the proposed Fiscal Year 2014 Budget will be addressed in the open meeting but be voted on in Executive Session.

Board of Directors Secretary Ramona Alley asked if there were any corrections or additions to the Secretary's Report from the March 14, 2013 Board Meeting. There were none. **A Motion was made to accept the Secretary's Report by Ms. Alley, seconded by Mr. Walzer and approved by all.**

Chairman Brereton asked Treasurer Nick Niles to give the Financial/Treasurer's Report as of April, 2013. Mr. Niles went over the line items on this report with the Board and explained some of the numbers contained. **A Motion was made to accept the Financial/Treasurer's Report by Dr. Lemons, seconded by Ms. Bovard and approved by all.**

Chairman Brereton presented the proposed FY2014 Budget to the Board and asked Lynn Volk to review the budget with the Board Members. Ms. Volk went over the line items that are contained in this report. Dr. Lemons asked about the amount budgeted for the Endowment Fund and Ms. Volk said this number is 5% of the current balance of this fund. Chairman Brereton stated that the Board will be overseeing the Endowment Fund and that it is possible that they will move some of this money over to operations. Mr. Jones asked about the investments and some of the outdated equipment, stating, is there one or two things highlighted that if we have the extra money, could they be included, specifically some of the out-dated equipment? Mr. Curra stated that yes, there is equipment he feels we could monetize on. This is a rebuilding year with the transition and we will be reorganizing operations. Mr. Curra stated that the Board should not be concerned about the 75k shortfall. Dr. Lemons asked Ms. Volk on how we capture an account for depreciation. Ms. Volk stated that this is an item we tack on the end of the audit. Ms. Volk stated that this year will probably show a negative number for the audit based on non-cash depreciation. Ms. Volk also spoke about the tower collapse and the fire. This proposed budget will be voted on in Executive Session.

Please note that at 12:10pm, the conference line went out and Attorney Ufberg and Mr. Fried were dropped from the meeting.

Next on the agenda was the President's Report. Mr. Kelly sent the Board an email on what is going to be on our website characterizing the initiative and purpose as well as his intention for this transition. Mr. Kelly said that it does pain him to see a budget that projects a negative line, but makes his new work on endowment even more important. Mr. Kelly stated that government funding has always been an issue in our budgets over the years. Mr. Kelly is confident in our future with Tom Curra and did not anticipate a few years ago that he would be asking the Board to vote on this transition. Mr. Kelly said the stations work so smoothly now and this was the perfect time to move forward with

this transition and to bring to the forefront the Endowment Fund. Mr. Kelly promises very good things for the Endowment Fund. Mr. Kelly assured the board of Mr. Curra's heroics. Chairman Brereton asked that the Board members take a look back on the 40 years of commitment from Mr. Kelly, radio, TV, no debt and a budget that looks extraordinary is quite an accomplishment. Mr. Curra then continued the President's report and thanked Mr. Kelly for his mentorship. Mr. Curra reported that the Strategic Plan that was done is now being implemented by the staff and to do this during this transition was Mr. Kelly's idea and he was thanked for this. The staff did due diligence for implementing the strategic plan and the staff supports this. Over the last 6 months a lot of work has been done by the staff and the Board and Mr. Curra thanked Chairman Brereton for his help. Mr. Curra stated that the station, as a whole, is ready for this.

At 12:27pm, Chairman Brereton dismissed the staff in attendance and The Board went into Executive Session to discuss the Job Descriptions and Contracts for Bill Kelly and Tom Curra and also to discuss the proposed FY2014 Budget along with the movement of 5% of the current Endowment Fund to the Operating Fund.

During the Executive Session, a Motion was made to accept the Contract for Bill Kelly by Mr. Niles, seconded by Attorney Ecker, and approved by all.

During Executive Session, a Motion was made to accept the Contract for Tom Curra by Mr. Jones, seconded by Dr. Lemons, and approved by all.

During Executive Session, a Motion was made to accept the Fiscal Year 2014 Budget by Attorney Ecker, seconded by Mr. Walzer, and approved by all.

During Executive Session, a Motion was made to move 5% from the Endowment to the Operating Fund by Dr. Lemons, seconded by Ms. Alley, and approved by all.

It was recommended that the consent of the absent Directors be obtained for the motions passed in Executive Session.

The Board also requested that they be provided with comparative compensation examples for the CEO and President Emeritus.

A Motion was made to adjourn the Executive Session at 1:00pm and approved by all.

The next meeting is on Thursday, October 10, 2013 at Noon

Respectfully submitted by Kathryn K Davies, Executive Assistant