



Minutes of Combined Board Meeting

October 10, 2013

Attending:

Dr. Harmar Brereton
Thomas M. Currá
Ramona Alley
Jeanne Bovard
Alex Fried
Jeanne Genzlinger
Kristopher Jones
Cliff Melberger via Phone
Lisa Steele
Attorney Murray Ufberg
Martin Walzer
H. W. Wieder

Absent:

Rick Cohen
Attorney Bart Ecker, Jr.
Barbara Hudock
Virginia Hunt
Ron Knoebel
Dr. L. Jay Lemons
Nicholas Niles
Jennifer Wilson
Andrew J. Sordoni, Dir. Emeritus

WVIA Staff Attending:

Tom Currá
Lynn Volk
Joe Glynn
Chris Norton
A. William Kelly
Doug Cook
Ron Prislupski
Ginny Fredmonski
Ben Payavis
Kathryn Davies

WVIA Staff Absent:

George Thomas

Additional Attendees:

Mr. Frank Melliand, Snyder & Clemente
Ms. Sylvia Strobel, Lehmann & Strobel via phone

Chairman Brereton opened the meeting at 12:03pm, and declared that there was a quorum present. Chairman Brereton thanked everyone for their attendance. Chairman Brereton spoke about the binders which were sent to the Board 10 days ago and showed them where the agenda for today was located.

Chairman Brereton addressed the staff of WVIA, who was invited to the meeting and spoke about three extraordinary people who are exemplary of this station. 40 years ago Bill Kelly joined this organization, with half of that time being spent as President & CEO. Chairman Brereton spoke about how far WVIA has come during his years with WVIA. Chairman Brereton saluted Mr. Kelly and also saluted WVIA's new President & CEO Thomas Currá and referred to the 90 day Executive Summary that Mr. Currá sent out. Chairman Brereton asked all of the people in the room to give kudo's to Mr. Kelly and Mr. Currá.

Chairman Brereton then gave Congratulations to WVIA Vice President of VIA Studios Global & WVIA Production, Ben Payavis for winning the "Best Director" Emmy at the Mid-Atlantic Emmy's this year. Mr. Payavis spoke to the group and stated that this demonstrates that we can compete with larger stations like Philadelphia and Pittsburgh, and stated that this is an award for the entire station. Mr. Payavis was given a round of applause.

Chairman Brereton then asked Bill Kelly, WVIA's Chief Development Officer to give his report, a copy of which is contained in the Board of Directors individual binders. Mr. Kelly thanked the Chairman and also the staff of WVIA and apologized for the stress that was involved in this transition. Mr. Kelly went over his report with the group. Mr. Kelly shared that Keith Eckel is now the first Estate Gift for the endowment valued from \$100,000.00 to \$800,000.00. This validates a strategy that Mr. Kelly and Mr. Currá developed, going to people that are not our regular donors first, therefore demonstrating that we can do this with donors outside our normal realm of people to ask. Mr. Kelly summarized his report with 60-65 prospects separated into 3 different categories to start working on. Mr. Kelly spoke about the NBJ Premiere last Tuesday where he gave a talk to those present on our Endowment Fund. Chairman Brereton suggested that Mr. Kelly record his speech and to have it put on our website.

Chairman Brereton welcomed Sylvia Strobel of Lehmann Strobel who has joined us via phone. Ms. Strobel was our legal counsel for the Revised By-Laws and the WVIA Compliance Review Policies, from the Corporation of Public Broadcasting and the FCC, that are to be gone over later in this meeting.

Chairman Brereton then turned the meeting over to Frank Melliand of Snyder & Clemente for his Audit Report. Mr. Melliand thanked the board for once again using his company for our Audit and also thanked the staff and Ms. Volk for their help with this. Mr. Melliand went over the Audit for Fiscal Year 2013 with the Board pointing out several of the line items contained in this report. Mr. Fried asked about the recommendations from last year and were these recommendations activated. Mr. Melliand said that for the most part yes, but he does have recommendations again, mostly

having to do with the segregation of duties. Mr. Melliand then stated that the 990's will be completed in the next few weeks and all Board Members will receive a PDF copy to review before filing. Mr. Melliand asked that if anyone had a questions they were to direct them to Ms. Volk. **A Motion was made to accept the Audit Report by Attorney Ufberg, seconded by Ms. Alley and approved by all.**

Before Chairman Brereton dismissed Mr. Melliand, he asked him to talk about some sensitive items in regard to the 990's that are open for the public to see. We have to list the salaries of the staff, so Mr. Kelly will not only show his salary but also his payment of his deferred compensation which will show a large payments to Mr. Kelly.

Board of Directors Secretary Ramona Alley asked if there were any corrections or additions to the Secretary's Report from the June 13, 2013 Board Meeting. There were none. **A Motion was made to accept the Secretary's Report by Ms. Alley, seconded by Ms. Steele and approved by all.**

Chairman Brereton asked WVIA CFO Lynn Volk to give the Financial/Treasurer's report, as of August 2013, in Mr. Niles' absence. Ms. Volk 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 Mr. Fried, seconded by Mr. Wieder and approved by all.**

Chairman Brereton asked Ms. Volk to go over the payment of unemployment claims. Ms. Volk gave a brief explanation of this the Board. Ms. Volk said that now would be an ideal time to make the switch from paying SUI Tax to paying individual claims. We should realize a savings with this method. Mr. Fried asked if they are rated to be able to guarantee stability of the organization and Ms. Volk stated that she will check. **A Motion was made to accept the Approval of the Actual Payment of Unemployment Claims by Mr. Walzer, seconded by Attorney Ufberg and approved by all.**

Chairman Brereton and WVIA President and CEO Thomas Currá then spoke to the Board about the July 1, 2013 transition in leadership at WVIA. Chairman Brereton stated that Ms. Strobel helped us with this transition by using "Best Practices." There were a lot of things that needed to be fixed and we are now in good shape. Ms. Strobel thanked the staff of WVIA for all of their help during this, and especially thanked Mr. Currá who was a big advocate for these changes. Ms. Strobel explained her background to the Board, and then went on to explain that there are a lot of PBS stations who are not in compliance and Mr. Currá was looking to have the By-Laws revamped and to also make sure we were in complete compliance with CPB and the FCC. Ms. Strobel explained the different policies that have been implemented by WVIA to be in complete compliance and to become a well-run non-profit organization. Ms. Strobel spoke about the Compliance Audit that she did for WVIA.

Mr. Currá then gave the Board an update on the WVIA Strategic Plan. Mr. Currá also spoke about Chiaroscuro Records and the new releases for Phil Woods and Bill Mays.

Ms. Bovard stated that in regard to Mr. Curra's 90 Day Executive Report, she compared it to the Strategic Plan and said that all was well done.

Chairman Brereton gave an overview of the revised By-Laws. **A Motion was made to accept the Revised By-Laws by Attorney Ufberg, seconded by Ms. Steele and approved by all.**

Mr. Currá briefly went over the new WVIA Policies with the Board which are contained in the Board Binders. Chairman Brereton thanked Ms. Alley and Dr. Lemons in regard to Executive Compensation and a comparison was made with other stations in regard to President/CEO salary. However, they were unable to compare Mr. Kelly's salary because this is a unique situation. Mr. Melberger stated that in the marketplace, this is very defensible.

Chairman Brereton asked Mr. Currá to go over the new policies that are now in place at WVIA. These policies were vetted by the WVIA Staff, Legal Counsel Sylvia Strobel of Lehmann Strobel and the Executive Committee of the Board of Directors. Chairman Brereton stated that these policies have been approved by the Board of Directors Executive Committee at their last meeting. These policies were gone over by Mr. Currá with the assistance of Ms. Strobel.

Chairman Brereton stated that the Leadership Team Job Descriptions are also contained in the Board of Directors Binders.

Chairman Brereton went on to the next item on the agenda which was the Board Term Limits. Ms. Strobel said that it is a good idea to have this in place so we get new ideas and also allow for Board Members to take a break for a year or two. Chairman Brereton said that no decisions are to be made today but he would like responses on what the Members want in regard to serving on the Board. Chairman Brereton asked that the Board Members get back to him soon on their decisions, and that in-coming Chairman of the Board, Martin Walzer will follow up with them.

Chairman Brereton asked everyone for their opinions on the above. Mr. Currá stated that he is glad we are now in compliance and spoke about some other stations that were fined for not being in compliance. In our region, a local radio talk show host has made an official request for an Audit by the Inspector General. All of the Board Members present agreed on the Policies not in effect.

Chairman Brereton thanked Mr. Walzer, Mr. Sordoni, Mr. Wieder, and Attorney Ecker for their help with the recent transition.

Chairman asked if there was any other business. Mr. Wieder stated that Chairman Brereton's leadership throughout this process was extraordinary. Mr. Currá thanked Chairman Brereton for all of his help and mentorship, and also thanked Ms. Davies, Ms. Volk and Mr. Norton for their help with all of this.

The last item on the agenda was the Transition of Chairman of the Board of Directors. Chairman Dr. Harmar Brereton handed over the gavel to incoming Chairman Martin Walzer.

Chairman Walzer asked for a Motion to adjourn the meeting at 1:02pm. The motion was made by Ms. Alley, seconded by Ms. Steele and approved by all.

The next meeting is on Thursday, December 12, 2013 at Noon

Respectfully submitted by Kathryn K. Davies, Assistant to the Board of Directors