



**Minutes of Combined Board Meeting**

**December 11, 2014**

**Attending:**

Chairman Martin Walzer (via phone)  
Lisa Steele  
Jennifer Wilson  
Nicholas Niles  
Alex Fried  
Rick Cohen  
Jeanne Bovard  
Kristopher Jones  
Cliff Melberger  
Skip Weider (via phone)  
Dr. Jay Lemons (via phone)  
Ramona Alley (via phone)  
Barbara Hudock  
Atty. Murray Ufberg  
Tom Curra

**Absent:**

Jeanne Genzlinger  
Ron Knoebel

**WVIA Staff Attending:**

Lynn Volk  
Chris Norton  
Chris Zellers  
Joseph Glynn  
Doug Cook  
Ron Prislupski  
Ginny Fredmonski  
Ben Payavis  
Amber Loomis  
Joe Krushinsky  
Sarah Marie Thomas

Vice Chairman Fried opened the meeting at 12:20pm, and declared that there was a quorum present.

Vice Chairman Fried announced that the plan for a motion to accept the Executive Compensation Policy that was originally indicated on today's agenda must be postponed due to revisions still in progress. This resolution has been replaced with a motion needed on CPB grant on fundraising.

Vice Chairman Fried asked for a motion to approve the secretary's report from the previous board meetings. Hearing no additions, comments, or corrections, **a Motion was made to accept the Secretary's Report by Mr. Niles, seconded by Ms. Steele and approved by all.**

Vice Chairman Fried requested a roll call be completed so that everyone could introduce themselves.

Next, Ms. Volk was introduced to present the treasurer's report and she reviewed the financial statements. Ms. Volk mentioned that cash flow is difficult at this time and we haven't received a renewal on our credit line yet. **A motion to accept the treasurer's report was made by Mr. Jones and was seconded by Mr. Melberger and approved by all.**

Mr. Curra then presented the President's Report for the second quarter and called upon the members of the leadership team to review a number of highlights.

Mr. Norton discussed the Artscene Conference event, held at WVIA studios, with 110 individuals representing arts organization from our coverage area. This conference was the first of its kind in this area and included panel discussions on topics of interest and help to these organizations. The event ended with a tribute to Erika Funke on her 35<sup>th</sup> anniversary. Based on evaluation slips provided, everyone unanimously enjoyed the conference and found it beneficial.

Mr. Zellers explained the new ArtSocial, a social media aggregator that partnering organizations can post information to. The response has been very popular so far, with many area organizations excited about it.

Mr. Krushinsky issued a membership overview. Processes are changing rather quickly. We seem to have arrested the drop in membership, and have now had 2 radio drives that have ended under goal and under prior year performance. However radio membership is up, due to an emphasis on sustainers. They renew automatically, so they don't need to be calling in. While it will take longer to realize that effect on the TV side, looking at the numbers it's starting to happen.

Mr. Prislupski mentioned that the underwriting department took some big hits in the first quarter ending it down compared to last year. In this second quarter the department has come clawing back, with generous help from sponsors including Benco Dental, P&G, and The First Community Foundation. Having made up some ground, the department is looking at finishing up December even with last year.

Mr. Curra discussed that VIA studios continues to grow, concentrating on broadening our client base (PBS Kids, APT, Geisinger, Weis Markets, reality show pilot Demo Boss) in addition to local productions.

As part of our new outward facing mission, Call the Doctor takes our research with Maggid and the Institute of Public Policy & Economic Development, and assessed critical needs of the region and implemented informational strategies to educate with this program. These strategies include dedicating a singular topic each month. We are having calls come in and give them to the representatives from partner organizations available in the studio. We're getting 1000 online hits the night of the show. The partners on the show are also tracking that they're getting way more phone calls after a show airs than would normally. We're pushing resources into the community, putting metrics on it, and will hopefully be able to break it down in the future. Each topic is a 3 year commitment. 2014-2016 each month will be the same topic so we continue the dialog and the outreach.

At this time the board adjourned to Executive Session.

**Vice Chairman Fried asked for a Motion to adjourn the Executive Session at 2:33pm. The motion was made by Ms. Wilson, seconded by Mr. Fried and approved by all.**

**A motion was made to separate Bill Kelly in accordance with paragraphs 6a and 7c of his employment agreement, effective 12/31/14. The motion was made by Ms. Steele, seconded by Ms. Bovard and approved by all.**

**Yes:**

Ms. Steele  
Ms. Wilson  
Mr. Niles  
Mr. Curra  
Mr. Fried  
Mr. Cohen  
Ms. Bovard  
Mr. Jones  
Mr. Melberger  
Mr. Weider  
Mr. Walzer  
Dr. Lemons  
Ms. Alley  
Ms. Hudock

**No:**

None opposed

**A motion was made to approve the separation agreement and general release as proposed and amended by today's discussion. The motion was made by Mr. Niles, seconded by Mr. Melberger and approved by all.**

**Yes:**

Ms. Steele  
Ms. Wilson  
Mr. Niles  
Mr. Curra  
Mr. Fried  
Mr. Cohen  
Ms. Bovard  
Mr. Jones  
Mr. Melberger  
Mr. Weider  
Mr. Walzer  
Dr. Lemons  
Ms. Alley  
Ms. Hudock

**No:**

None opposed

**A motion was made that in the event there is a need for further negotiation with Bill Kelly regarding the amendments discussed today, the board authorizes Tom Curra in his capacity as station president to handle those negotiations and finalize the agreement. The motion was made by Mr. Jones, seconded by Mr. Melberger and approved by majority.**

**Yes:**

Ms. Steele  
Mr. Niles  
Mr. Fried  
Mr. Cohen  
Ms. Bovard  
Mr. Jones  
Mr. Melberger  
Mr. Weider  
Mr. Walzer  
Ms. Alley

**No:**

Ms. Wilson  
Dr. Lemons

**Abstain:**

Mr. Curra

**Absent:**

Ms. Hudock

**A motion was made to pass CPB fundraising resolution that Mr. Krushinsky discussed. The motion was made by Mr. Melberger, seconded by Ms. Steele, and approved by all.**

Mr. Curra and Vice Chairman Fried then acknowledged a number of outgoing directors and other accomplishments of the station. Ms. Bovard and Ms. Alley made a statement of thanks to the board and to the station.

**Vice Chairman Fried thanked everyone for their time and asked for a Motion to adjourn the Board Meeting. The motion was made by Mr. Niles, seconded by Mr. Cohen and approved by all.**

The next meeting is on Thursday, March 12, 2015 at Noon.

Respectfully submitted by Sarah Marie Thomas, Assistant to the Board of Directors