



**Minutes of Combined Board Meeting
October 8, 2015**

Attending:

Mike Bean
Alex Fried, Chairman
Jeanne Genzlinger
Kristopher Jones (via phone)
Elaine Lambert
Dr. Jay Lemons
Elena Kilpatrick
Cliff Melberger
Nicholas Niles
Kathy Scullin
Andrew Sordoni
Martin Walzer
Jennifer Wilson
Tom Curra

Absent:

Rick Cohen

WVIA Staff Attending:

Joseph Glynn
Joe Krushinsky
Chris Norton
Ben Payavis
Ron Prislupski
Lynne Pouria Sandone
Sarah Marie Thomas
Chris Zellers

Chairman Fried opened the meeting at 12:00pm, and declared that there was a quorum present. With so many new faces at the table, he requested a roundtable introduction of everyone.

Chairman Fried delivered his Chairman's report, and then introduced the IAAC Committee, including its advisors, charter, purpose, and minutes from its initial meeting. The committee is advisory in nature, and any actions recommended would be developed as resolutions and then presented to the Board of Directors to be voted on.

Chairman Fried then discussed the current and revised conflict of interest policies and recommended the board entertain the draft of the new policy. Chairman Fried asked for a motion to accept this revised conflict of interest policy as presented. **A motion to accept the Revised Conflict of Interest Policy was made by Mr. Melberger, seconded by Mr. Bean, and approved by all.**

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

Mr. Frank Melliand, CPA of Snyder & Clemente then presented the Fiscal Year 2015 Audit. Board members were then encouraged to ask any questions of Mr. Melliand. The floor was then opened to directors for any questions. Chairman Fried then asked for a motion to approve Fiscal Year 2015 Audit. **A motion to accept the Fiscal Year 2015 Audit was made by Mr. Bean, seconded by Dr. Lemons and approved by all.**

Ms. Sandone then presented the Treasurer's report and financial report to date. Ms. Sandone also mentioned she is in the process of redesigning our financial reports to be able to present this information in a cleaner, more organized fashion that also allows for better forecasting for the year ahead. Chairman Fried then asked for a motion to approve the Treasurer's report. **A motion to accept the Treasurer's report was made by Mr. Niles, seconded by Ms. Genzlinger, and approved by all.**

Mr. Curra then delivered his first quarter Presidents report. Highlights include WVIA's Outward Facing Policy, additional staff in underwriting, membership changes, and programming highlights. Mr. Curra also gave an update on the public television caucus and state funding as well as the FCC incentive auction. Chairman Fried then asked for a motion to approve the President's report. **A motion to accept the President's report was made by Mr. Niles, seconded by Mr. Walzer, and approved by all.**

At this time Chairman Fried asked for a motion to enter into executive session due to a discussion regarding the FCC Incentive Auction that is proprietary and confidential in nature. **A motion to enter into Executive Session was made by Ms. Scullin, seconded by Dr. Lemons, and approved by all.**

{Executive Session }

Chairman Fried then asked for a motion to adjourn the executive session. **A motion to adjourn the Executive Session was made by Mr. Niles, seconded by Ms. Scullin, and approved by all.**

Based on previous discussion, Chairman Fried then asked for a motion to allow the Executive Committee of the Board of Directors to act on the interests of the larger board prior to auction. **Ms. Wilson suggested an alternate motion to allow the Executive Committee the opportunity to strategize on behalf of the board and negotiate possible options, however the Executive Committee must report back to the board for final vote and agreement before any action can be taken. Ms. Lambert seconded the revised motion, and it was approved by all.**

The meeting was adjourned at 3:05pm.

The next meeting will be on Thursday, December 10th, 2015 at Noon.

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

