



Minutes of Combined Board Meeting

March 10, 2017 at Noon
WVIA Public Media Studios

Attending:

Alex Fried, Chairman
Jeanne Genzlinger
Kristopher Jones (via phone)
Elaine Lambert (via phone)
Dr. Jay Lemons (via phone)
Cliff Melberger (via phone)
Nicholas Niles
Martin Walzer (via phone)
Jennifer Wilson
Tom Curra

Absent:

Rick Cohen
Barbara Hudock
Kathy Scullin

WVIA Staff Attending:

Joseph Krushinsky
Chris Norton
Ben Payavis
Ron Prislupski
Lynne Pouria
Sarah Marie Thomas

Chairman Fried called the meeting to order at 12:03pm.

Chairman Fried reviewed the exciting results of the FCC Incentive Auction and thanked Mr. Curra and Mr. Glynn for their guidance and work throughout the process leading us to such a great end result.

Chairman Fried delivered his Chairman's report, proposing the need for a formal Investment Committee. Back in 2014, the station created an endowment policy. Page 5, V a. recommended the creation of such a committee. Chairman Fried had Mr. Curra put together a meeting with a few suggested members including Chairman Fried, Ms. Hudock, Ms. Wilson, Dr. Lemons, Mr. Cohen, Mr. Curra, and advisor Robert Kelly. Next steps discussed included identifying similar institutions that have also come into a windfall and have gone through the investment process and develop requests for proposals.

Chairman Fried would like to formally recommend to the board a motion to authorize WVIA to create an Investment Committee, which will be added to the organizations bylaws, consisting of up to 7 members who will consider the long term investment strategy and spending policy of the station. **A motion was made by Mr.**

Melberger to approve the creation of an Investment Committee of up to 7 members, seconded by Mr. Niles and approved by all.

Secondly, after discussing next steps with Mr. Curra, Chairman Fried discussed engaging a consultant to review staff compensation and performance. Mr. Curra reviewed the information he has received from a firm out of Washington DC that has worked previously with both PBS and stations across the country. This firm is not only able to do a current evaluation, but can also help develop performance metrics for future evaluation. Ms. Wilson inquired about the cost of such an evaluation. Mr. Curra will continue his conversation to get additional information. Dr. Lemons suggested the Personnel and Compensation Committee engage and find at least (2) potential companies who are capable of this review as a measure of due diligence. **A motion was made by Mr. Walzer to authorize the Personnel and Compensation Committee to head a study and solicit RFP's from companies which will help provide a compensation study, seconded by Mr. Melberger, and approved by all.**

Chairman Fried introduced Ms. Genzlinger to deliver the secretary's report. Hearing no additions, comments, or corrections, **a motion was made by Mr. Niles to accept the secretary's report as written, seconded by Dr. Lemons, and approved by all.**

Chairman Fried then introduced Ms. Pouria to deliver the treasurer's report. Ms. Pouria reviewed the statement of financial activity for the current year as of January 31, 2017. Mr. Niles mentioned that the 50th anniversary event is a miraculous contribution to this year. Mr. Curra continued to give credit to all those who helped plan the event. **A motion was made by Ms. Wilson to accept the treasurer's report as presented, seconded by Ms. Lambert, and approved by all.**

Mr. Curra then delivered his President's report. He thanked Chairman Alex Fried, the Executive Committee, Mr. Glynn, and everyone for their support throughout the FCC Incentive Auction process. He discussed the communications and public relations strategies, as well as an update on our channel sharing agreement. Highlights also included a discussion on Mr. Curra's recent visit to Washington to meet with several of our legislators, state funding, and a discussion on how new technology can create new revolutionary revenue streams.

Mr. Curra noted that WVIA has implemented a new health and wellness program for its employees and introduced Mr. Prislupski as chair. Mr. Prislupski noted both he and the staff are enthusiastic about the program which began with an orientation in January and is planned throughout the year including implementation of a "Fruit of the Month" club, healthier options in the vending machines, health presentations from Geisinger, and more. Last week, nurses were on sight to conduct blood labs, and participants are receiving those results today along with an individualized plan to help improve. 70% of the staff are participating in this voluntary program.

A motion was made by Mr. Niles to approve the President' Report as presented, seconded by Ms. Genzlinger, and approved by all.

Chairman Fried then asked for a motion to adjourn to Executive Session due to proprietary information. **The motion to adjourn to Executive Session was made by Dr. Lemons, seconded by Ms. Wilson, and approved by all.**

The meeting was released to Executive Session at 12:51pm and re-opened at 1:06pm.

Chairman Fried introduced Mr. Niles who presented (3) candidates nominated for WVIA's Board of Directors.

A motion to add Mr. Peter Frieder to WVIA's Board of Directors (effective first meeting in June) was made by Mr. Niles, seconded by Mr. Fried, and approved by all.

A motion to add Mr. Robert Kelly to WVIA's Board of Directors (effective first meeting in June) was made by Ms. Wilson, seconded by Mr. Fried, and approved by all.

A motion to add Mr. Andy Hirsch to WVIA's Board of Directors (effective first meeting in June) was made by Mr. Fried, seconded by Ms. Wilson, and approved by all.

Mr. Niles noted that more candidates will be brought to the table at our June board meeting. Chairman Fried mentioned we are running behind on our normal nominating process due to the silent period and suggested we have some catching up to do. Mr. Niles suggested he would like to see more diversity representative from our community.

Mr. Curra reminded everyone to fill in the required FCC Broadcast Questionnaire they have received from Mr. Glynn.

With no further business, Chairman Fried adjourned the meeting at 1:34pm.

The next meeting is scheduled for Friday, June 9th, 2017 at Noon.

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