



## **Minutes of Combined Board Meeting**

**October 5, 2018 at Noon  
WVIA Public Media  
100 WVIA Way, Pittston PA 18640**

### **Attending:**

L. Jay Lemons, Ph.D  
Wayne Bromfield  
Ida L. Castro  
Rick Cohen  
Jose A. De Los Rios  
L. Peter Frieder  
Jeanne Genzlinger  
Andy Hirsch  
Kristopher Jones  
Robert T. Kelly, Jr.  
Nicholas Niles  
Marcia G. Welsh, Ph.D  
Jennifer Wilson  
Thomas M. Curra

### **Absent:**

Barbara B. Hudock  
M. Holly Morrison, D.Ed.  
Ted Williamson

### **Additional Attendees:**

Lynne Pouria, WVIA  
Sarah Marie Thomas, WVIA  
Mary Ann Novak, CPA, McGrail Merkel Quinn & Associates  
Stephanie Mihal, McGrail Merkel Quinn & Associates  
Brooke Stoddard, Goldman Sachs  
Chris Blume, Goldman Sachs  
Jennifer Scully, Goldman Sachs

Chairman Lemons called the meeting to order at 12:15pm.

Chairman Lemons welcomed everyone to the October annual board meeting. He then introduced Mary Ann Novak, CPA of McGrail Merkel Quinn & Associates who presented the Fiscal Year 2018 Audit. Board members were then encouraged to ask any questions of Ms. Novak. Ms. Novak also noted the additional CPB format change that will require supplemental schedules to be added at a later date. These will not change the numbers in total. It was noted the Audit Committee reviewed the document and report in detail during their committee meeting, and recommended a motion to approve the audit as presented. Chairman Lemons then asked for a motion to approve

Fiscal Year 2018 Audit as presented. **A motion to accept the Fiscal Year 2018 Audit was made by Mr. Frieder, and approved by all.** Chairman Lemons thanked our audit team once again for their great work.

Chairman Lemons once again welcomed everyone to the October board meeting and asked everyone to provide a brief introduction for the new faces around the table. He then thanked Mr. Niles and the Nominating committee for all their hard work on establishing the committees. He encouraged anyone not currently serving on a committee to fill an available vacancy. Chairman Lemons also reminded everyone of the annual obligation to read the provided Conflict of Interest Policy, identify any conflict of interests if applicable, sign the document and return it to Ms. Thomas.

Chairman Lemons addressed increased compliance and scrutiny coming from CPB. A discussion followed regarding some of these compliance standards including open meetings notice, policies and procedures, and by-laws. Chairman Lemons noted that we have engaged Robert Winteringham of Fletcher, Heald, and Hildreth to conduct an audit of our compliance and ensure we are meeting all requirements.

Chairman Lemons introduced Ms. Genzlinger to deliver the secretary's report. Ms. Genzlinger read a revision to the minutes as follows. "Chairman Fried resumed with the Governance Committee Report. The committee met to update the by-laws and review new Director nominations. In summary, Mr. Niles recommended the by-laws be adjusted to change the election of new Directors to take place at the June Board meeting rather than the October meeting. The by-laws also now reflect the new by-laws of PBS including the addition of the authorization of Holdover Directors, which will allow a Director to stay on the Board beyond his or her term limit." Hearing no other additions, comments, or corrections, **a motion was made by Mr. Niles to accept the secretary's report as amended, seconded by Mr. Frieder, and approved by all.**

Chairman Lemons then introduced Ms. Pouria and Ms. Wilson to deliver the treasurer's report. Ms. Pouria noted and reviewed the reason for discrepancies between her reports and the official audit report. She also reviewed the statement of financial activity for the current year as of August 31st, 2018 and current bank balances. A discussion followed regarding the reduction in corporate production revenue. **A motion was made by Ms. Wilson to accept the treasurer's report as presented, seconded by Ms. Castro, and approved by all.**

Mr. Curra asked if there were any questions regarding his President's Report distributed earlier by email. Highlights include retention rates of donor revenue, increase in Corporate Underwriting, grants and foundations, community outreach, WVIA's PBS Kids in the Classroom, the Congressional Debates. He also delivered an update on the Battling Opioids project and showed an emotional clip from the production. **A motion was made by Mr. Niles to approve the President' Report as presented, seconded by Mr. Frieder, and approved by all.**

Chairman Lemons delivered a brief Executive Committee Report. He noted his view that the Executive Committee would serve to guide the Board in its strategy and activity throughout the year. He looks forward to a great year ahead! **A motion was made by Mr. Kelly to approve the Executive Committee Report as presented, seconded by Ms. Wilson, and approved by all.**

Chairman Lemons introduced Mr. Cohen, Chairman of the Finance and Investment Committee. Mr. Cohen discussed a brief history of the committee's activities to present. He then introduced Brooke Stoddard of Goldman Sachs with his colleagues Chris Blume and Jennifer Scully for a review of our current investments, market overview, and brief discussion of new opportunities. **A motion was made by Mr. Cohen to approve the Finance and Investment Committee Report, seconded by Mr. Kelly, and approved by all.**

Chairman Lemons introduced Mr. Niles for the Governance Committee Report. Mr. Niles asked that each director please take a look at the vacancies still available on committees and fill in where you can. He was also pleased to report that Robert Kelly has agreed to the Chairman position of the new Development Committee. Mr. Niles also noted that the Governance and Nominating Committee will be reviewing and suggesting revisions to the existing By-Laws. He would like to be able to present these revisions at the December board meeting for the full board's review and approval.

Mr. Niles noted that everyone has received the proposed Community Advisory Board (CAB) bylaws. Similar to the Board's bylaws the CAB bylaws will be amended and revised in the future to mirror that of those of the Board of Directors, however for compliance purposes mentioned earlier they must be approved today. Hearing no questions or further discussion, **a motion was made by Mr. Frieder to approve the Community Advisory Board Bylaws, seconded by Mr. Jones, and approved by all.**

Next Chairman Lemons introduced Mr. Jones to discuss the Building Renovations Task Force. Highlights included an overview of the committee's activities to present, logistics, and financing opportunities. He looks forward to presenting plans and further details in December. **A motion was made by Mr. Niles to approve Building Renovations Task Force report, seconded by Mr. Kelly, and approved by all.**

With no further questions, Chairman Lemons then asked for a motion to adjourn to Executive Session due to proprietary information. **The motion to adjourn to Executive Session was made by Mr. Niles, seconded by Mr. Jones, and approved by all.**

**The meeting was released to Executive Session at 1:58pm and re-opened at 2:44pm.**

With no further business, **a motion was made by Mr. Niles to adjourn, seconded by Mr. Frieder, and approved by all.**

Chairman Lemons adjourned the meeting at 2:57pm.

The next meeting is scheduled for Friday, December 7th, 2018 at Noon.

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