



Minutes of Combined Board Meeting

**June 9, 2017 at Noon
WVIA Public Media Studios**

Attending:

Alex Fried, Chairman
Rick Cohen
Peter Frieder
Jeanne Genzlinger
Andy Hirsch
Kristopher Jones
Bob Kelly
Elaine Lambert (via phone)
Dr. Jay Lemons (via phone)
Cliff Melberger
Kathy Scullin
Martin Walzer
Jennifer Wilson (via phone)
Tom Curra

Absent:

Barbara Hudock
Nicholas Niles

WVIA Staff Attending:

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

Chairman Fried called the meeting to order at 12:10pm.

Chairman Fried introduced and welcomed our three new board members Mr. Peter Frieder, Mr. Andy Hirsch, and Mr. Bob Kelly. He also noted our three new board members will be going through a scheduled orientation with our advisor Ms. Jennifer Walsh, who specializes in governance and human resources.

Chairman Fried noted that everyone has received a revised agenda for today's meeting which now includes an executive session.

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

Ms. Genzlinger then introduced the nominations for new members of the board on behalf of Mr. Niles. She is honored to bring the resumes of Marcia G. Welsh, Ph.D. and Wayne Bromfield before the Board for approval today. These candidates increase our representation from the Poconos, and Chairman Fried commended Mr. Curra and Mr. Niles for their excellent work. Hearing no questions or discussion, **a motion was made by Dr. Lemons to accept Marcia G. Welsh and Wayne Bromfield to WVIA's Board of Directors, seconded by Mr. Melberger, and approved by all.**

Ms. Wilson asked about term limits for Directors in our current bylaws, and suggested that potentially losing 5 members in one year can create an impact on the future board. She suggested the board consider spreading out nominations and additions more to avoid that.

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 April 30, 2017. She then reviewed the Fiscal Year 2017 forecast. Ms. Pouria noted our auditors have requested a formal motion to approve the stations use of interest income from our endowment fund. Chairman Fried noted this amount was already included in our budget and approved by the board, however at this time we are asking for a formal motion to satisfy the auditor's request. **A motion was made by Mr. Frieder to authorize the use of \$30,000 in interest income from the current endowment, seconded by Mr. Melberger, and approved by all.**

Ms. Pouria then reviewed bank balances and our current line of credit. Dr. Lemons noted that although that is not where we were hoping to be this year, in comparison to previous years this looks quite positive. Mr. Frieder suggested using additional funding opportunities such as Amazon Smile. Mr. Curra noted that we currently offer that opportunity, and that we will look into promoting it more. **A motion was made by Mr. Jones to approve the treasurer's report as delivered, seconded by Mr. Kelly, and approved by all.**

Chairman Fried then asked for a motion to move to Executive Session due to proprietary information. **The motion to move to Executive Session was made by Mr. Frieder, seconded by Mr. Cohen and approved by all.**

The meeting was released to Executive Session at 12:52pm and re-opened at 1:49pm.

A motion was made by Mr. Kelly to approve a fiscal year 2017-2018 budget with a surplus, to be funded with a line item showing \$800,000 in proceeds from the FCC Incentive Auction, seconded by Ms. Scullin, and approved by all. Chairman Fried noted the surplus would be used to support the 3% staff salary increase effective in October and management is to detail how the remaining funds are to be used at the October full board meeting.

Mr. Melberger asked if WVIA is present in the Bethlehem area. Mr. Curra and Mr. Glynn discussed overlaps in coverage.

Mr. Curra introduced WVIA's leadership team to deliver updates on their individual departments. Mr. Glynn reported on the sale of the FM translator, activity to prepare for channel sharing on television, a potential land deal with our transmitter, and technology evaluations and updates.

Mr. Zellers delivered a report on website and new social media initiative WVIA is a part of. He also gave a positive report of WVIA's Passport member on demand service which continues to grow.

Mr. Payavis recapped our spring production schedule and was happy to report that VIA studios reached its revenue goal for this fiscal year.

Mr. Prislupski discussed the trend of sponsors transitioning to digital advertising vs. traditional ads. Although it has been a challenging year, the department signed \$265,000 in new money which is a great number. \$50,000 in contracts was signed for the PBS Kids in the Classroom outreach program which has been very popular with local foundations, which the department hopes to grow next year.

Mr. Krushinsky reported on membership and individual giving. A highlight is that both TV and FM have seen an increase in donors, and more revenue than the previous year. Currently in the year end push to meet the forecast for both areas. Online auction results are still pending.

Mr. Norton delivered an update on the education department including PBS Kids in the Clubhouse events, Scholastic Scrimmage, and much more. He also reported on the many events and activities WVIA FM has had throughout the spring including Simply Grand and Homegrown Music concerts as well as the Philharmonic Chamber Series and Bloomsburg University Artist Competition. Mr. Norton also discussed the success of NPR's Going There event with Michele Martin at the University of Scranton this past week. The event was web streamed with social media interaction worldwide. NPR was impressed with the work WVIA had done to prepare for this event and Mr. Norton thanked Neil Prisco, Chris Zellers, Andrea O'Neill, Lisa Mazzerella, Erika Funke, and all those who helped during this tremendous undertaking.

Chairman Fried then asked for a motion to approve the President's report. **A motion was made by Mr. Jones to approve the President's report as delivered, seconded by Mr. Frieder, and approved by all.**

Chairman Fried introduced Jo Ann Reif, Ph.D., who delivered her report at the Community Advisory Board chairperson. **A motion was made by Mr. Walzer to approve the Community Advisory Board's report as delivered, seconded by Mr. Melberger, and approved by all.**

Chairman Fried delivered a report on behalf of the Executive Committee. He encouraged all Directors to take a look at the open committees and please consider joining them. He also notified the board of a potential conflict of interest that may need to be discussed at a future meeting.

Mr. Cohen delivered an update on behalf of the Investment & Finance Committee. The committee is working on crafting a short term and long term plan to invest the proceeds of the FCC Incentive Auction. We know there will be public equities portion and an indexed portion. We have also been in touch with multiple firms that manage bonds and evaluating other asset classes as well. The committee will come back with additional information in October for the boards review. Mr. Cohen asked if the funds come earlier, does the Investment & Finance Committee have authority to begin laddering a small portion and get started. Chairman Fried replied that the committee would not have that authority, but must be reviewed by the Executive Committee first and then reviewed by the full board for approval.

Chairman Fried then asked for a motion to approve the committee reports. **A motion was made by Mr. Walzer to approve the President's report as delivered, seconded by Mr. Kelly, and approved by all.**

Chairman Fried discussed the chart regarding the net auction proceed expenses listed on the budget narrative. Mr. Curra reviewed each line item in detail. Chairman Fried then requested a motion to approve how the gross auction proceeds would be used to fund the line items presented, with the remaining estimated balance of \$22,048,834 being added into our endowment. **A motion was made by Mr. Jones, seconded by Mr. Walzer, and approved by all.**

With no further business, Chairman Fried adjourned the meeting at 2:43pm.
The next meeting is scheduled for Friday, October 6th, 2017 at Noon.

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