

**WMHT Educational Telecommunications
 WMHT Board of Trustees Meeting Minutes
 November 20, 2014**

A Meeting of the WMHT Board of Trustees was held on November 21, 2013 at WMHT, Troy, New York. . Richard Taylor of the Board of Trustees, presided.

Present

Richard Taylor	John Katz
Jane Altes	Patrick Kehoe
Robert Altman	Caroline Mason
Eileen Bagnoli	William Picotte
Robert Bullock	Paul Powers
Carolyn Callner	Carl Shuster
Prentiss Carnell	Sarah Slingerland
Karen Hitchcock	Jan Smith
James Hoehn, MD	Maggie Vinciguerra
Bonnie McGuire Jones	Eugene Zeltmann
H. Graham Jones	

Excused

Karthik Bala	Scott Rajeski
Leonard Gaines	Shelby Schneider
David Haviland	Theresa Skaine
Joseph Raggio	Dustin Swanger

Also Attending

WMHT Staff: Sandra Beer, Mary Gribulis, Scott Sauer,

Call to Order

Mr. Taylor called the meeting to order at 4:04 PM.

***Consent Agenda
 Items***

On a motion by Dr. Hoehn seconded by Mr. Shuster the consent agenda of minutes and notes listed below were unanimously approved by the Board of Trustees.

Minutes and Reports:

- September 18, 2014 Board Meeting at Board Retreat
- October 8, 2014 Investment Committee Meeting
- October 14, 2014 Governance Committee Meeting
- October 15, 2014 Education Committee Meeting
- October 30, 2014 Community Advisory Board Meeting
- November 10, 2014 Investment Committee Meeting
- November 10, 2014 Governance Committee Meeting
- November 12, 2014 Audit Committee Meeting
- November 13, 2014 Finance Committee Meeting

**Finance
Committee Report**

Mr. Jones noted that the first quarter of the year is on budget with the income and expenses below budget at this point. We had strong results in October and we are doing well so far in November.

Investment Policy

Mr. Jones introduced the revised investment policy indicating that changes were made to make it clearer, accurate and in compliance with New York State's laws for non-profits. It does reflect any major change in the overall manner and goals of the station's investment policy.

On a motion by Mr. Jones seconded by Mr. Picotte the proposed **Statement of Investment Policy and Spending Guidelines for the WMHT Educational Telecommunications Fund** was unanimously approved by the Board of Trustees.

**Development
Committee Report**

Mr. Powers noted that fundraising is going well, including sustaining partners giving. He highlighted the current Wreaths for Radio and many upcoming events to where Trustees can be Ambassadors for the station. He noted that the Capital Initiatives is close to the \$ 4 million mark

**2nd Approval of
Revised By-Laws**

Ms. Mason introduced proposed changes in the by-laws written to be in compliance with a new law passed in New York State in regard to non-profits. On a motion by Ms. Mason seconded by Mr. Jones **the proposed changes to the by-laws was unanimously approved by the Board of Trustees, thus finalizing the revised by-laws.**

Ms. Mason thanked those who have served on the committee and board and welcomed the new trustees.

**Pieter VanDerzee
Memorial
Resolution**

On a motion by Mr. Jones seconded by Ms. Mason the following resolution was unanimously approved by the Board of Trustees.

Resolution upon the Death of Pieter VanDerzee by the Board of Trustees of WMHT Educational Telecommunications.

Pieter VanDerzee was a longtime friend of WMHT who served in a variety of volunteer and leadership roles over more than 20 years. His counsel was always wise and caring, his enthusiasm was unmatched and his boundless positive energy carried the entire organization and inspired countless volunteers, donors and audience members.

For many years, he chaired the Community Leadership Committee that helped secure financial support for public media through the national award-winning Great TV Auction. In this role, he recruited corporate sponsors, engaged community leaders and helped secure donations of everything from automobiles to artwork to cash sponsorships. He helped create the Buy the Capital Region stock portfolio that raised tens of thousands of dollars in support for public television while boosting the corporate images for the region's publicly traded companies.

Pieter served two terms on the WMHT Board of Trustees where he was a passionate leader and advocate for public media. He continued to lend his expertise to the WMHT Board even after his term limit expired by serving as a member of the Investment Committee.

Pieter appeared on camera and visited donors, offered advice and his own personal support, put in countless hours as a volunteer and encouraged everyone he met to do the same. He helped WMHT launch its Art Auction and Antique Appraisal Event while growing many other activities from idea to inception to success.

Pieter was awarded the Frank C. Steiner Volunteer Recognition Award by WMHT for his outstanding service to the organization and remained a valued and trusted advisor, friend and advocate until his death.

WMHT is a markedly better organization because of Pieter's involvement and our community continues to benefit from his leadership on a daily basis. He will be greatly missed as a leader, supporter and a treasured friend.

Be it therefore resolved that the Trustees of WMHT Educational Telecommunications express their great sadness and sense of loss upon the death of their friend and colleague and extend their condolences to Pieter's entire family.

***Jack Keenan
Memorial
Resolution***

On a motion by Mr. Kehoe seconded by Dr. Hoehn the following resolution was unanimously approved by the Board of Trustees.

Resolution upon the Death of Jack Keenan by the Board of Trustees of WMHT Educational Telecommunications.

Jack Keenan was a longtime friend of WMHT who served in a variety of volunteer and leadership roles over more than 30 years. He was a member of the WMHT Board of Trustees and a generous donor, but most importantly, Jack was "Mr. Old Time Radio" on WMHT's RISE service for the blind and print disabled.

For over 30 years, Jack Keenan produced and hosted weekly installments of 'The Old Time Radio Theater' on WMHT's RISE radio reading service. 'Mister Old Time Radio' produced his first RISE show March 6, 1982.

The format of his 'Old Radio Theater' program featured a radio program from the 'Golden Days of Radio' such as THE LONE RANGER, FIBBER MCGEE AND MOLLY or GANGBUSTERS. Interviews with prominent individuals from throughout the regional community were interspersed between these classic old-time radio programs. Mr. Keenan did it all; he found the classic radio programs, scheduled the guests, conducted the interviews and edited it all into an informative and engaging program.

Mr. Keenan produced almost 2,000 programs and interviewed hundreds and hundreds of guests. The guests on Jack's show ran the gamut from community leaders, media personalities and elected officials to Perry Como (who appeared on the show twice) and Fred Foy, the Hall of Fame narrator of "The Lone Ranger," who was also a repeat guest. Local radio veteran Bob Cudmore, who ironically retired at almost the exact time of Jack's death, appeared the most times with approximately 30 appearances. Albany Diocese Bishop Howard Hubbard made an annual holiday visit to Jack's show for more than 20 years.

Perhaps most importantly, Jack provided hundreds of hours of enjoyable and informative programming to thousands of listeners who rely on the services of RISE to stay informed and engaged in our community.

Jack Keenan was not only an extraordinary and tireless volunteer who had a positive impact on thousands of lives over the past 30 years, he was a true gentleman who inspired WMHT staff and his fellow volunteers through his exemplary commitment to RISE and the listeners who depended on his program.

Be it therefore resolved that the Trustees of WMHT Educational Telecommunications express their great sadness and sense of loss upon the death of their friend and colleague and extend their condolences to Jack's entire family.

Other Business

Mr. Altman shared that spectrum issues will be coming to the fore in 2015. This will have an impact on our technology even if we don't take part in the spectrum sale/auction.

Executive Session

The Board met in executive session until 4:35.

Adjourned

The board reconvened to continue the Annual Meeting business, starting at 4:45. Additional persons present: Tom Shanahan, WMHT member; Staff: Val Belden, Keren Carmeli, Bruce Cole, Jan Conti, Mary Cooper, Mary Ann Cooper, Mickey Danaher, Stephanie Del Belso, Dominic Figliomini, Brian Flynn, Tony Grocki, Mary Gribulis, Zeke Kubish, Marie McGowty, Julie Raskin, Matt Rogowitz, Matt Ryan, Joyce Stah, Tim Stah, Anthony Tassaroti, Lynn Valentino,

Governance

Committee Report

Ms. Mason introduced the slate.

On Motion by Mr. Jones, duly seconded by Dr. Hoehn. Richard Taylor was unanimously elected to the WMHT Board of Trustees, for a one-year term ending in 2015.

On Motion by Mr. Carnell, duly seconded by Ms. Mason, the following individuals were unanimously elected to the WMHT Board of Trustees, each to serve a first three-year term ending in 2017.

- Doris Malesardi

- Harry Rutledge

On Motion by Mr. Carnell, duly seconded by Mr. Jones, the following individuals were unanimously elected to the WMHT Board of Trustees, each to serve a second three-year term ending in 2017.

- Jane Altes,
- Robert Bullock
- Joseph Raggio

On Motion by Ms. Altes, duly seconded by Mr. Carnell the following individuals were elected as Officers of the WMHT Board of Trustees, each to serve a one-year term.

- Chair – Richard Taylor
- Vice Chair – Karen Hitchcock
- Secretary – Bonnie McGuire Jones
- Treasurer – Eileen Bagnoli

***Presentation of
FY2014 Annual
Financial
Statements***

Mr. Kehoe introduced the auditors, Mr. Bob Urban and Mr. John Olsen of The Bonadio Group.

The audit is complete and there were no adjustments. From an internal control stand point, there were no material or significant issues at the top two levels. There are some lower level best practices suggestions included. WMHT has a strong balance sheet. There was nothing unusual to report nor were there any significant issues or changes.

On a motion by Mr. Jones, duly seconded by Ms. Bagnoli the 2014 WMHT Audited Financial Statements were unanimously accepted by the Board of Trustees.

***Employee
Longevity Awards***

Mr. Altman recognized the following staff for their years of service:

- Bruce Cole – 40 Years
- Ron McGowty – 35 Years
- Dave Delaney – 10 Years
- Sandra Beer – 5 Years

***Recognition of
Departing Board
Members***

Mr. Taylor noted the departure from the board of five members and remarked upon their many contributions. Mr. Taylor thanked them: James Hoehn, Patrick Kehoe, Caroline Mason, Sarah Slingerland and Eugene Zeltmann.

President's Report

Mr. Altman added his thanks to the departing board members and reported that in FY14 WMHT successfully completed its final year of the three year strategic plan and created a new plan for the coming three years. He outlined our progress toward the goals of the recently completed plan and noted that

there remains much to be done to serve our community who rely on WMHT for so much. We have dedication and talent to do this with focused excellence in the year ahead.

Chair's Report

Mr. Taylor shared that has been enjoyable and rewarding to work with WMHT and thanked everyone for their dedication. He spoke to increased TV viewership, top ratings for WMHT's classical station, and increased listening to WEXT. Mr. Taylor congratulated everyone for making last year a very successful year and noted the challenges that remain for the year ahead.

Adjournment

On a motion by Mr. Jones, duly seconded by Mr. Picotte the board unanimously approved adjourning the meeting at 5:12.