

**WORT Board of Directors
June 21, 2017, 7pm
Vinyl Library**

Minutes & Agenda

1. Introduction of board members and visitors

Board members present:

Martin Alvarado – Member

Laura Gutknecht

Gilman Halsted – Member

Doug Holtz – Staff Representative

Stuart Levitan – Member

Paul Novak – Member

Steve Ringwood – President

Sandee Seiberlich - Secretary

Guests: Arlene, molly, eric, troy, steve, jon, jerry

2. Comments from visitors-- NONE

3. Election of board President

Doug nominates Steve

MOTION: Move that nominations be closed.

By: Stu

Second: Gil

Steve nominates Stu

Paul second.

Stu declines. Steve will serve as President through the annual meeting.

4. Approve minutes as amended

By: Stu

Second: Martin

Closed session for a personnel matter

5. Approve agenda – additions and corrections.

New A - addition to meeting agenda by Molly

6. New Business

- a. **Assistant News Director, Alejandro, has resigned. Molly has submitted a requisition for hire. This will be a tight timeline. Molly will need to fill in on day-to-day items interim. Earliest start date is the 10th of July. The job will be posted at UW, Madison College, Edgewood, WORT, journalism jobs.com...**

MOTION: Move to authorize the recruitment and hiring of a new Assistant News Director

By: Stu

Second: Paul

Passes: 7-0-0

Steve: Congratulations to Sybil and Rockin' John for MAMAs

b. Annual Meeting

i. Finalize agenda

For bylaws ask for questions after each is read. Set a limit for questions/comments for each.

MOTION: move to approve annual meeting agenda

By: Sandee

Second: Martin

Passes: 7-0-0

ii. Planning for Board Meeting at end

Someone needs to record the results of the meeting.

They will elect temporary executive officers and determine who has which term.

Email address needed for CPB

Gmail addresses will be needed for board portal

iii. Tentative role call

Steve will do thank you and intros.

Call for nominations and candidate speeches will be managed by Gil.

Steve will serve as timer. Steve will preprint the order.

iv. Beer will be provided by WORT.

All board and staff will bring a snack to share.

Gil, Steve, Paul will count votes. A fourth person is needed (Sandee or other).

v. Note taker?

If Sandee is not there in time, Martin will take notes.

c. Recommend the Board approve purchasing a Directors & Officers insurance policy from West Bend Mutual through Harms Insurance for \$450 per year and discontinue the existing policy from United States Liability Insurance (annual savings will be \$858). (Doug for Terry)

MOTION: Move to approve

By: Gil

Second: Martin

Passes 7-0-0

d. Recommend the Board approve paying Accede CPAs \$695 for the services of Cass Joy on preparation of the IRS 990s for 2015 and SY 2016, preparing the W-2, W-3, 1096 & 1099

forms, and preparing QuickBooks for easy export of financial data to complete future 990s. (Wegner quote for just the 2015 IRS 990 was \$1400)

MOTION: Move to approve

By: Sandee

Second: Laura

Passes: 7-0-0

- e. **Recommend the Board approve adoption of the Wegner sample policies for Document Retention and Destruction and for Compensation Review as written for expediency. Staff has done a lot of investigation into retention. Table until board has time to look at the document.**

MOTION: Move to refer both documents to the July board meeting

By: Laura

Second: Stu

Passes: 7-0-0

We need to cover the minimum of the nonprofit and CPB. Who will review?

- f. **Discussion of proposal for new credit card process**

WORT Credit card policy changes the assignments of the various levels within the limit will be assigned by staff vs. the treasurer to facilitate

Laura would like to see a policy item addressing changing of a person's account limit.

Can a cardholder adjust the limit, or must it be the Treasurer?

A collective member without a card will negotiate the limits between employees. This can be asked after the annual meeting.

Only collective members can be cardholders.

The board did not have access to the correct document to approve changes.

MOTION: Move to refer to the next regular meeting.

By: Stu

Second: Gil

Passes: 7-0-0

- g. **Discussion of proposed new PD's (Gil)**

What remains to be negotiated are the station critical duties. All of the work is being done, but none of this is reflected in the PDs at this point.

We are not done with the work of reorg yet, because some of the mission critical duties have not yet been accepted. The PDs are good because they have been negotiated as staff.

Laura has agreed to stay on as Chief Operator for regulatory purposes.

There are some things that are mission critical that are missing, especially the web related duties. These need supervision, because the Social Media Committee and Web Collective are not supervised.

Laura is worried that they aren't documented and they will fall off of our radar.

The PDs (with the exception of Glen's) are adequate.

Working in a collaborative and cooperative environment should be included in all PDs.

Typically car insurance doesn't cover work-related liability. It must be added to the policy. This codifies the fact that she is using her car for a job. The board should investigate what a rider would cost to cover liability.

Investigate with insurance, but take the statement out of Molly's PD.

We could submit an expense report for mileage.

Delete the provision until further information from insurance.

Molly will contact the WORT agent (Harms)

Cheaper to pay cab fare. Would Union cab do a trade? We have an account with them.

Ask the insurance company how this is done in other places so that we might minimize our risk.

It should say they are responsible for getting equipment to sites.

MOTION: Move to send back to the Reorganization Committee to resolve the underlined portions and to come back to the August meeting with a final draft for a vote.

By: Laura

Doug would like to have staff meet with the Committee to negotiate the details.

Second: Martin

Passes 7-0-0

- h. Status of new tech hire and engineering management**
Laura's status as manager of the Engineering Department (she is chief operator responsible for logs/maint for transmitter for FCC). She has been trying to supervise Nathan and help with prioritization and sign his time sheet. Sybil and Molly will co-manage Nathan after Laura leaves the board.
Laura will be surrendering credit card. It is unknown if she will keep keys.
It has been a year and we haven't finished rolling out the donated machines. Molly has agreed to be the time sheet supervisor to sign time sheets.
It has been proposed that balance of the engineering credit card be transferred to Susan's department temporarily.
Molly, Sybil have volunteered to serve on the hiring committee. We need board volunteers to serve on the committee. Paul will be a board member and either Gil or Steve. Steve and Gil can call a meeting next week to kick this off.
- h. Thoughts on improving the election process (Gil)**
Gil wants to suggest that the recruitment is changed to avoid the confusion of one of the applicants. They need to be contacted about what it means to be on a board. Wants to make sure this doesn't happen again.
- i. Reports – Executive Committee met by email for social media intern and it was approved.**
Pledge drive was short \$13,000. How much is due to the increase in auto-giving?
Engineering committee - Talked about music collectors and other forms of cataloging digital collections.
Block party also short due to cold weather. Also discussed band solicitations for Willy St. Fair.
- j. Knowledge transfer – keys**
Laura and Terry – Susan is the keymaster. Terry also has the key to the key safe.
Board buddies is one way knowledge has been transferred in the past.

Martin is finalizing the dashboard, working with Susan. They have had an offer for someone with financial knowledge to help.

Shawn Steen offered to do workshops with new board.

Sandee can update portal.

Board binder needs to be updated – Molly will help, but this should be set for July meeting.

Signatories. Terry has started process, but the name of President and Treasurer will be needed.

FCC Transfer of Ownership form needs to be filed since there will be a >50% change in the board.

Laura – use of Google docs are troubling. Owners have control. She would like to suggest that we use Google Team Drive instead. The station can take ownership of this and it can be changed. The person that creates the team drive can set the rules.

Sandee will set up team drive, but is not sure if WORT has access without a corporate account. The board secretary will be the primary owner. Plus one of the staff members should be an admin – should be the board rep.

Point person for orientation for the new board? Steve will work with staff on that. Doug and Molly will help and they will present at July meeting.

Sandee can find the board buddy document and share.

Move to adjourn – 9:38 by Doug
