

WORT Board of Directors
March 15, 2017, 7:00 p.m.

Board members present:

Martin Alvarado – Member
Sarah Carroll – Member
Laura Gutknecht – Member
Gilman Halsted – Member
Doug Holtz – Staff Representative
Stuart Levitan – Member
Paul Novak – Member
Steve Ringwood – Vice President
Sandee Seiberlich - Secretary
Jan Levine Thal – President

Board members absent:

Terry O’Laughlin – Treasurer

I. Minutes & Agenda

A. Approve minutes

MOTION: Approve minutes

By: Gil

Second: Martin

Passes: 8-0-1

B. Approve agenda – additions and corrections

Add payroll

Report on Executive Committee to hire a sub for Christian. This will be discussed in closed session.

Correct item 3e

II. Comments from visitors: Susan, Molly, Jon, Elizabeth, Bob, Mitch, Sam, Steven

Laura: WORT News Dept. is up for several awards

Gil was awarded the Wisconsin Watchdog Award

III. New Business

A. Financial report – tabled until Terry is in attendance

- Must pass a compensation review policy for IRS

MOTION: To refer to the Executive Committee

By: Stu

Second: Martin

- Quarterly budget review. Q1 review will occur at end of March. Terry sent a budget review. Must occur at the next meeting.

Motion withdrawn. This will be referred to the Finance Committee.

List of Needs/priorities

- Paying bills
- payroll
- Hiring tech director/facilities (#1 for staff)
- Having a reserve
- Take in more money than we spend over a year
- Fundraising
- Physical plant – facilities maintenance (fix crack in basement, mold abatement)
- Facilities upgrades – engineering
- Development for board – education for members
- Accountability for time spent for current staff
- Station priority – PDs

Next, this list goes back to staff. All committees should look at this list.

- B. Board approval of Community Advisory Committee (CAB) officers

MOTION: Move to approve

By: Gil

Second: Doug

- B. Board position descriptions and contradictions among descriptions (Martin) One such description is the application to the board:
“WORT's Board is an active participant in station affairs. Board members do committee work and participate in pledge drives and other fundraising events. Board members are expected to commit to five to ten hours a month in addition to meetings. Roughly estimate the time you have available for work in addition to Board meetings.”

Board member commitment hours are not consistent. (2)

Martin proposes 10 to 20 hours with a minimum of 2 committees

Friendly amendment: Move to set an expectation of at least 10 hours per month of board work and that each board member actively participate on a minimum of one committee committee. This is in addition to the time spent at monthly board meeting.

Friendly Amendment accepted.

Passes: 9-1-0

Accountability of board members

Reorg committee could discuss this, if Sarah is willing to add it
What defines board work?

The board should fill out a time reporting form for grant reporting requirements. Time donated as a subject matter expert (e.g., financial, IT, et.) that could be reported as an in-kind donation.

This has been estimated and reported on the Form 990.

Jan suggests this be referred for documentation to the Bylaws and Policy Committee. Stu accepts. There is a draft to start with.

Reorg Committee report – 2 meetings since February board meeting.
Target for PDs and goals for the board to approve.

Staff had concerns that additional goals added to PDs should be done through negotiation

D. Reorganization Report (Sarah)

Sandee – follow up with Sarah with any goals

Susan suggests that Frank or the labor professor from education come to the meeting to help board members understand negotiations.

Sarah needs information

E. Proposal for Tech Director (Laura)

Committee comes up with final draft and circulates to staff collective, board and volunteer list. Can be done by the end of this week. Don't need to wait for another month to fill out recruitment letter as well.

Finances to fund this position will also be discussed (proposal presented in December by Terry). Laura has been in communication with Terry.

F. Proposed bylaws changes (Stu)

Listener sponsor who is also a volunteer – can they choose which seat to seek? The intent of A. was to allow people on the board who are not volunteers.

Should a person who is both a volunteer and listener sponsor be allowed to run in either seat?

We would prefer listener sponsors, but if no LS run, we would allow people who are both.

This will be voted on by the membership at the annual meeting.

Drop both As keep B&C
By consensus

Section 3.3 - Should part-time staff members that qualify as volunteers be allowed to run? Now they can run as a volunteer or a listener sponsor. Was under b.1, now listed under (c).

MOTION: Part-time employees cannot serve on the board
By: Stu
Second: Gil
Passes: 6-1-2

Removal – approved by consensus

c A participating member...removal from board (3 items)

d – add in each of 3 consecutive months
add station non-volunteer to 3.6 letter d

4.3 and 4.4 make it clear that board elects temp officers at annual meeting and permanent ones within 2 meetings after

4.4 spells out 1 year term for officers

Article V - adding Work Groups

Note: Standing committees aren't specified in the bylaws.

Work Groups do not require a board member as a member (unless they decide to have one).

Keep existing (d), Ad hoc committees, add Work Groups and everything defining the committee is done in the motion creating it.

MOTION: To specify three types of Committees:
Permanent (Exec, Finance, Personnel)

Standing
Work Groups
By: Stu
Second: Gil
Passes: 7-1-1

What to do when an Executive Committee member will be off-grid with previous notice:

MOTION: Two affirmative votes may constitute approval by the Executive Committee (EC) and any decision made by EC must be ratified at the next board meeting.

By: Doug
Second: Gil
Passes: 9-0-0

Membership of the Finance and Personnel committees:

MOTION: That the Treasurer be the chair of the Finance Committee.

By: Stu
Second: Steve
Passes: 5-4-0

NOTE: For non-contested changes, motion by committee and no second will be needed. These will be approved as a package.

The Personnel Committee shall consist of between three and five Directors, including at least one (1). It shall develop personnel policies under the direction of the Board, and, in accordance with these policies, implement procedures for the hiring and evaluating of employees

Final Membership roll is approved at annual meeting.

6.3 special meetings – specifies timeframe, and posting of notice time

6.5 notion of meeting continuing beyond the absence of a quorum – so delete.
Quorum absence must be noted

9.2 clarify there are two ways bylaws amendments can be made

60 days doesn't apply to the board. This clarifies when we have to notify members

By-Laws 3-6-17 SDL edit.docx – any votes noted above are on controversial items

MOTION: Approve proposed amendments to the bylaws.

By: Stu

Second: Steve
Passes: 9-0-0

MOTION: Move to direct the Policy & Bylaws Committee to prepare a presentation of the changes to the members

By: Stu
Second: Martin
Passes: 8-0-1

MOTION: Move reconsideration

By: Stu
Second: Jan
Passes: 9-0-0

amend 6.1 to delete the word June

2.1 def. of participating member "bounded by..." 5 hours of work in each of 3 consecutive...

MOTION: Move as amended

By: Stu
Second: Martin
Passes: 9-0-0

Annual Meeting

Gil volunteers to be on the elections committee. Sandee will be gone 6/24-25.

MOTION: Sunday 6/25/17 at 4:00 proposed as annual meeting time

By: Martin
Second: Steve

Elections committee brings a plan to the next meeting.

Susan wants board to make a directive to departments to provide their wish list suggestions for what she can offer Major Donors in the form of "We need to raise ___ for a ____." Wish list for things that we need to buy that major donors will fund.

Ask that staff come up with a list of specific items that could be used on a wish list. Doug will include this in the next WORT's happening.

By the next meeting, send to Jan and Glenn.

Like and share Rock and Bowl Facebook event.

Programming committee #2 -

MOTION: Accept as is for changing

By: Steve

Second: Paul:
Passes: 9-0-0

VI. Old Business

- A. Continuing discussion on National Public Radio annual link fee (\$10,100 for 2017)

MOTION: Move that we authorize payment (for satellite)

By: Stu

Second: Doug

Passes: 8-0-1

Board instructs Jerry to make the payment

- B. CPB – approach of the station vis-à-vis the public (Jan)

Jan would like Molly to work with Susan on language for on the air/website to get listeners to support the CPB. There is language out there. Must avoid lobbying under the IRS definitions. Jan would like a strategy by a month from now.

Per Arlene, Sandee will add an option for receipt for volunteer feedback to letter requesting feedback in lieu of anonymity.

V. Closed meeting (Personnel)

MOTION: Move to go to closed session.

By: Stu

Second: Steve

Approved the 2 CAB members

Approval granted for Kevin Hagan to serve as permanent substitute janitor until Kristin can return to her duties (or as needed).

Glenn needs to redraft the offer letter so he can send to Kevin.

Approved with offer letter filled out.

Approved a clarification to overtime rules that supervisors may authorize part-time workers to work overtime, if necessary, cc: Jerry, and shall notify the board of instances where they do so.

Approved to pay Nathan his fees and do the same for others similarly affected by a payroll delay, due to absence of authorized staff, tomorrow.

Move to go out of closed session - Jan

VI. Adjourn
Move to adjourn