

Board of Directors
Back Porch Radio Broadcasting, Inc.
October 19, 2016 - 7:00 PM
WORT Studios

ACTION ITEM FOR BOARD MEMBERS PRIOR TO NOVEMBER MEETING: Read collective bargaining agreement.

Note that votes are recorded in the following order: in favor-against-abstentions

Board members in attendance:

Note: Board President doesn't vote

Martin Alvarado – Member
Sarah Carroll – Member
Laura Gutknecht – Member
Gilman Halsted – Member
Doug Holtz – Staff Representative
Stuart Levitan – Member
Paul Novak – Member
Terry O’Laughlin – Treasurer
Steve Ringwood – Member
Santee Seiberlich - Secretary
Jan Levine Thal – Acting President

Guests:

Guests Elizabeth Delaquess
Susan Sheldon

Call to order: 7:04 p.m.

I. OLD BUSINESS

A. Approval of past minutes

Terry made motion of all over \$300, not Steve.
Stu didn't move. Santee will amend approvals

MOTION: To accept minutes with edits.

By: Jan

Passes: 10-0-0

B. Additions & Corrections to the Agenda

Please look at items that can be tabled for another meeting. No other additions or corrections.

C. ACTION ITEMS

1. Elect New President

Jan is acting president.

MOTION: To nominate Jan Levine Thal for board president.

By: Terry

Second: Sarah

Passes: 10-0-0

MOTION: To nominate Gil as board vice president to replace position vacated by Jan.

By: Sarah

Second: Doug

Discussion: Declined by Gil. Motion withdrawn

MOTION: To nominate Steve as vice president

By: Steve

Second: Sarah

Passes: 10-0-0

2. Sarah Hoepfl's position (Doug) -- 15 min

Board had decided to pay Sarah Hoepfli until the board meeting. She is the producer for a Public Affair.

Sarah works 3 hours, 5 days per week, to produce the show. At the last board meeting, \$2,500 was approved for salary for Sarah through the end of the year, but it was assumed this was a work/study position (and Sarah is not eligible). Molly tried to find work/study people, but was unable to hire anyone suitable.

Once the \$2,500 sum was approved, Molly assumed she could pay Sarah through the end of the year.

Note for clarification: News Department Assistant is Alejandro (30 hours week).

MOTION: Move that this be moved to the closed meeting agenda.

By: TERRY

Discussion: Paul has an issue with people not being paid for work done. In this case, Sarah has been paid for all work performed.

Second: Sarah
Passes: 5-3-1

3. Update on sales tax (Terry) -- 2 min

At this point, if we don't engage in any sales activity, we are under the limit for sales days and will not be taxed.

There is one more day of sales for the Record Riot. No sales will be conducted at the Birthday Bash, but there will be sales at the Fair Trade Holiday fair (limited to 20 days of sales prior to paying sales tax – we will be at 19). Next year, the limit will be 75 days.

The state of WI is auditing non-profits and we will continue to be in compliance

4. Capital Campaign (Paul) -- 10 min

Is there a way to do a capital campaign as a different kind of pledge drive, e.g., selling bonds or deeds? In the past this has been done for the transmitter. This will be referred to the Fundraising Committee and Paul will attend. Someone brought it up at the annual meeting as well.

5. Permission to lead Archive Projects (Paul) -- 5 minutes

Someone is collecting historical items from radio stations all over the country.

MOTION: Move that Paul lead the archives project as long as there are no expenses, no staff time is involved, and we retain all rights to the material.

By: Terry

Second: Sarah

Discussion: Paul is willing to look into this, and after we work through the FSLA changes we can look again at staff time.

Passes: 10-0-0

6. Board vote on Finance Committee leading discussion of budget

The process would begin tomorrow and it would help determine how much money is available for staff.

MOTION: Move the Finance Committee be given the lead on the next phase of the budget.

By: Terry

Second: Martin

Discussion: Cass suggested that Terry raise this.

The FC develops a clear picture of non-personnel budget, then a personnel discussion takes place with the board, followed by discussion with a larger group (once we know how much money we have for personnel).

Steve hopes that there will be a breakdown of non-personnel expenses into critical and non-essential.

Passes: 8-1-1

7. Insurance review and recommended changes (Terry) -- 10 min

MOTION: Add a add a \$1 million liability policy costing \$626 for 1 year.

By: Terry

Second: Stu

Discussion: It would be immediately. Right now we pay \$3,000 approximately for all liability combined.

Passes: 10-0-0

BOARD insurance (individual liability)- We must submit our last 2 years financial statements. It could go up.

Health insurance. Terry has produced a chart for future awareness for employee contribution changes.

Action Item: All board members should read the collective bargaining agreement before next meeting

8. Tower expenses (Terry) – 5 min

Terry received a note from Tom Wieden who is asking WMTV to take care of roof, hole in wall, and other repairs to the tower structure.

Tom Adams has offered to donate \$1500 for a refurbished transmitter. There are no used available, WORT can purchase a spare for an additional \$500. (\$2,000 total)

MOTION: That \$3,000 is added to the Q2 2016 budget for improvements to transmitter site.

By: Terry

Second: Gil

Discussion: During the tour of the facility, Norm pointed out the box that the spare transmitter was supposed to be in, but it couldn't be located.

Fallback system – The first is the stream and secondary is not working. We do need funding to deal with the blower motor. It has been acting up and could knock us off the air. It is estimated at \$600-800

Maintenance is currently \$700 per quarter (and is based on past budgets).

We need to draft a continuity plan to keep the station on the air when equipment fails.

\$1,000 is estimated to be the least needed in an emergency fund to keep WORT on the air. Could we put this aside and come up with a contingency plan?

COOP (Continuity of Operations Plan) document is needed for next board meeting. This will fall on Laura's plate. Work can be done in the Engineering Committee meets the week before the board meeting.

Friendly Amendment: Add to Terry's motion to a contingency fund of \$1,000 until a continuity plan further defines this amount.

By: Laura

Seconded: Gil

Passes: 10-0-0

9. **Auditors' Report** - Bruce Mayer, Hannah Lanser - Wegner CPAs
They have reviewed Independent auditor's report and determined WORT has a clean financial statement for the last 2 years.

There were losses each year for the last four years. This is mainly because expenses have gone up considerably. There will be cause for concern if the trend continues. Staff members are not being paid opulently, but revenue is not keeping up with expenses.

Suggestions for improvements to controls are outlined in the Board of Directors and management letter. Management letter contents are private (not for public consumption through minutes or otherwise).

It has been suggested WORT adopt a station records retention policy (e.g., after 7 years). Wegner has a specific list that WORT could adopt as policy. It's on their web site. Susan knows the IRS requirements for donations, but wants to know if the CPB has separate requirements.

FCC has certain requirements as well, e.g., for transmitter maintenance and emergency broadcast system tests.

They need a list of the date and who the two (required) people were that opened mail donations (need documentation). Documentation will trace from opening the mail to the bank deposit. If we use a scanning service, we would still need two people verifying. The bank has offered us the scanning service at no charge.

Review vendors and signatures on checks. Spot check.

They have a form they gave to Terry that we could use and scan with initials or signatures on it. Terry and Jerry (Treasurer and bookkeeper normally do this).

If there is not a receipt and approval, do not pay reimbursement.

Put "paid" on the receipt, so the receipt is not submitted more than once.

Creating a Purchase Order log would be a good idea.

Cass should be thanked, as the books were in much better shape than last year.

Paul, as documents are shredded, asks we keep items that document the history of the station.

ACTION ITEM: Steve asks that the Policy and Bylaws Committee work on retention policy.

10. Hiring process step and board approval (Steve)

Board needs to approve the actual hire of a position (not the specific person), which it does now. This should include how much per hour and what type of position it is. Since all of the paperwork goes to Jerry, the board should approve and notify Jerry.

Discussion: The approval of board to hire already exists.

The process is in place, but before the person starts, paperwork must be completed that goes to Jerry. Jerry needs to know all of the details.

MOTION: Any hire for all approved employee positions return to the board for final authorization of any expenditure.

By: Terry

Second: Sarah

Discussion: One letter/form for approval is needed to recruit. A second letter, an offer letter, is needed to spell out for the employee the details of their position that were approved by the board before being sent to the employer.

This is a ministerial item (ensuring documents match), which can be approved by the Executive Committee or the Chair of the Personnel Committee.

ACTION ITEM: Sarah will write a procedure memo next week.

Motion withdrawn.

11. A "motion registry" (Steve)

A searchable database of actions taken would be helpful. Steve wants it to be on the web (board portal).

ACTION ITEM: Steve will do this.

12. Committee issues (Laura)

Set up regular monthly Personnel Committee, Policies & Bylaws, Reorganization, and Facilities committees ASAP.

MOTION: Move that Facilities and Engineering committees are rolled together.

By: Terry

Second: Laura

Motion withdrawn. No vote taken. Engineering Committee will decide if they can handle the Facilities work, as well.

Committee Chairs:

Stu – Policies & Bylaws

Sarah – Reorganization

Laura – Engineering

Sandee – Personnel

Beginning 11/1 all committee meetings must be posted publicly seven days prior – ask Doug to post on the bulletin board.

Chairs of committees must make sure that people that need to know are aware of meeting.

Every chair must put meetings on WORT calendar.

MOTION: Move that meetings go on the web site.

By: Steve

Second: Paul

Discussion: CPB requires either web site, on air (rules apply), notice in newspaper, on station's phone system.

What is the procedure if it is not an open meeting?

13. Confirmation of the official version of the bylaws and policies (Laura)

Action item: Personnel Committee needs to pick the correct bylaws and policies versions and bring them to the next board meeting. The dates should be noted in the document headings.

The next step will be to add FCC and CPB policies to bylaws and policies and combine in a PDF that is searchable.

D. Reports

1. Status of Department of Labor Fair Labor Standards Act (FLSA) Overtime Law as it pertains to WORT (Sarah).

Sarah consulted Sally Stix who reviewed existing position descriptions and the FLSA regulations pertaining to broadcasting and non-profit organizations. None of the staff appear to be exempt from the minimum salary threshold of \$47,476. Subsequently, there are three options for complying with the change to FLSA, effective December 1, 2016:

- a. Limit all staff to 40 hours with no overtime
- b. Pay overtime
- c. Raise staff to the minimum salary threshold to be exempt

It is key to adhere to rules, as we could be audited. One example of questions to be answered: If a staff member gets paid to do a show as a fill-in (and if doing shows in their job description), they can't also volunteer to do the same thing, even if it's for a different show.

Solutions could be: Every host needs to have a canned show (evergreen) or could use automation when they are in danger of going over 40 hours in a given week.

MOTION: Consider PD work tied with FSLA.

By: Sarah

Second: Sandee

Passes: 10-0-0

Steve will join the committee.

2. General acknowledgment of reports from committees and staff -- questions and concerns

Archives took a station photo. Please send pictures to be Photoshopped in if you weren't able to be in the photo.

Programming Committee discussion will occur at the next board meeting, per Martin.

There was a closed staff meeting. Move discussion to next meeting.

MOTION: To accept reports.

By: Gil

Second: Steve

Passes: 9-0-1

3. Position Descriptions update (Sarah)

Sarah read an update of what she has learned after reviewing position descriptions for all of the Staff Collective members, and after talking with four of the five Staff Collective members who were available to meet.

There are inconsistencies in titles (Directors versus Coordinators) among the Staff Collective with no apparent logic.

"Position Manuals" were agreed upon by staff per Doug but only Doug has followed through in providing any documentation. Sarah recommends revisiting this agreement for staff to provide information regarding their roles' specific responsibilities.

The responsibilities of roles have been established by staff in part. Analysis of what the station needs and might increase efficiencies. We need to look at major job functions vis-à-vis skill sets of current staff.

Onboarding and training is needed. Currently there are no clear expectations for staff, nor is there a standard of staff accountability. For example, measuring outcomes from events is critical for being able to decide whether or not to continue doing certain events.

Recognition of work well done according to clearly communicated expectations is also needed, to reinforce what is working.

Technical efficiencies need to improve (for example, digital promos and minidisks reflect a duplication of work). Technological/operational support is needed, as is a comprehensive social media strategy.

Doug will ask staff who they would like to have as their representative on the Reorganization Committee. Staff meeting is one week from Tuesday when people are back.

4. CAB (no written report) (Paul)

Paul provided a verbal update.

5. Finance Committee

a. FY 2017 budget (Terry)

Budget was presented. Additional expenses need to be added. Income is rising in a minor way. Expenses rising in a major way (but dropping a bit). Employee costs are the biggest expenditures (full- and part-time)

b. Q1 budget report (Terry)

Q1 data is not as useful due to the move of the date of pledge drive.

c. Q2 adjusted budget report - all changes previously approved (mainly contractors into PT employees, but also Sept inclusion of work study funds for news) (Terry)

d. Report on health care options and overview (decision due by Dec board meeting)

e. Resolving the IRAs An offer will be made to resolve we have not paid in IRAs.

MOTION: Approve the immediate \$6551.68 as an offer to make up the arrears on IRA contributions.

By: Terry

Gil: 2nd

Passes: 8-0-2

E. NEW BUSINESS

No new business

F. CLOSED SESSION

Two separate personnel issues

Susan - Explained Molly's part-time position

At 9:58 p.m.:

MOTION: Move to go into closed session

By: Steve

Second: Martin

Passes: 9-1-0

MOTION: Mitigate the risk of operations by authorizing an APA news assistant for \$15/hour at 12 hours per week through the end of 2016 (the last A Public Affair of the year) as an LTE, non-work/study position.

By: Sarah

Second: Laura

Passes: 8-1-1

Policy needed on acceptance of donations. Look at Susan's example.

MOTION: Accept the donation that has been offered, but accept no new donations designated for personnel without a written policy.

By: Terry

Second: Doug

Passes: 10-0-2

MOTION: Move to come out of closed session.

By: Stu at 11:10 p.m.

MOTION: Move to adjourn.

By: Stu at 11:15