

**WORT Board of Directors
Meeting Minutes
March 16, 2016**

Board members in attendance:

Steve Ringwood – President
Stuart Levitan – Vice President
Jody McCann – Treasurer
Jan Levine Thal - Member
Paul Novak – Member
Terry O'Laughlin – Member
Haywood Simmons - Member
Tim Schneider - Staff Rep

Absent: Sandee Seiberlich - Secretary. Gil Halsted - Member, Aaron Perry- Member

Guests: Frank Emspak, Jerry Chernow, Susan Sheldon, Norm Stockwell, Dave Devereaux-Weber, Linda Pettersen, Thistle Pettersen, Linda Puck, Roger Pettersen, Jake Jacobson, Grethen W., Steph Stinger, Audra M., Steve McCarthy

Start Time: 7:05pm

Call to Order by Steve Ringwood

Call for additional agenda items

1) Welcome

2) Announcements/Communications from the Public

Thistle Pettersen - Passes around copies of explanation of how she came to use studio. Says did not intend to violate the Studio Use Policy. Was unaware of violation until WORT staff recently explained.

Linda Pettersen - Members of community since 1980. Are contributors. Love WORT programming, but confused about daughter's ban. Asks for explanation in detail to better understand.

Susan Sheldon - Re: preparation of a work plan for this year (passes around document re: Major Gift Program) that she had assumed had already been shared by committee (fundraising?). Document shows what is necessary for the startup of a successful Major Gift Program.

Jerry Chernow - Asks about closed session agenda item regarding individual employees. Raises cautionary note that the Board had better have 2 documents in front of you when

discussing any disciplinary action, the personnel policy and contract. They both spell out what you can and cannot do. Could have serious implications, not only for the station, but for each of you individually.

Gretchen W. - Speaks in support of Thistle. Says that difficult topics are not a reason to shy from public discourse.

3) **Vote on Approval of Previous Minutes**

MOTION: To accept the minutes from the meeting on February 17, 2016

By: Stu

Second: Haywood

Motion: 7-0-1

4) **Vote to approve Staff Reports**

Tim notes requests from some staff at the top of their reports.

From Doug: Please click "Interested", share, and invite friends to WORT Fundraising events on Facebook. The push on Social Media really makes a difference.

Record Riot: <https://www.facebook.com/events/1521353664825339/>

Crystal Corner Benefit: <https://www.facebook.com/events/815653328540605/>

From Sybil: 1) Still need to resolve email issues with PayPal accounts preventing us from doing eBay sales. 2) Any thoughts about Arts Wisconsin consultant/facilitator program? [[link](#)]

Norm says that the issue is due to Aaron having used the wrong email address within eBay. Norm says he talked to Aaron about correcting this today.

Paul asks that Susan use her actual job title when sending email, etc. Susan explains the title used was meant to be friendlier. Asks to keep "WORT Monthly Giver" in emails. Jan notes that lots of people use wrong titles. Steve suggests that this become a Personnel Committee issue. Haywood asks if the official title has to be used. Paul notes that official titles are currently used on the website.

MOTION: To accept the staff reports

By: Haywood

Second: Jody

Motion: 6-2-0

5) **Vote to approve Committee Reports**

MOTION: To accept the committee reports

By: Paul

Second: Jody

Motion: 8-0-0

Programming - Stu re: scheduled APA and letter. Steve asks board approve the letter. Stu disagrees since the letter is going out from the Programming Committee and not the Board.

Events - n/a

Finance Committee: Tim says the report seems to indicate staff is already working on a plan and budget. Norm explains that Susan and Doug are working on their plans now, but that he was going to go to staff for numbers at a later date.

Terry says that nothing happened at the last finance meeting with regard to applying for line of credit. Norm says he didn't understand that this was to be done by the next board meeting. Norm says Finance Committee should create guidelines for usage of the line of credit. Jody says that the next step is to reopen talks must first determine which institution to go with. Terry looked for board minutes and would like to see prior work on this. Norm notes that there is a gap in board minutes from 2014. Steve wants Tim and Steve to work on 2016 Board Portal, organizing documents.

MOTION: Stu motions to implement plan for Susan and Doug to begin preparing income estimates while staff puts together expenses.

Second: Jody

Motion: 8-0-0

6) **New Business**

a) Clarification on source of request for deadline on Major Donor Campaign

Steve says that no one put him up to bringing this topic up for discussion at the last Board meeting.

b) Discussion of Board/Staff Retreat Planning – Haywood Simmons

Haywood says that process has come to a standstill due to discussion of part-time staff invitation/compensation. Board needs to decide. Tim has talked with part-time staff who, with one exception, said that they would be able to flex their hours during a pay period in way of compensation. Jerry explains that he doesn't have the budgeted hours to flex and was the one seeking monetary compensation. Jan and Norm both say that it is the same to pay someone to attend the meeting as it is to allow taking of comparable time off. Jerry confirms he is currently under budget.

Jan calculates \$125/hr x 6 hours as the cost to the station.

Tim asks if planning annual meeting (June 25th) and retreat too close together would be an issue. There may be a changing of the guard at the annual meeting and might make more

sense to do retreat afterwards. Jan suggests we do a doodle poll for retreat dates in July or August, where all can attend and should ask that any new board members, as part of their board duties, to plan to attend.

Seats up are up this year are Jody, Haywood and Jan. Stu recommends against waiting until after the annual meeting to have the retreat.

Terry suggests a shorter 4 hour retreat and adding another longer retreat later in the year. Haywood lobbies to keep retreat time at 6 hours, noting there is a lot to be covered.

Board charges the Retreat Committee with coming up with the soonest possible dates, see how the doodle poll goes, and the have committee finalize the agenda and report back to the board.

MOTION: Invite appropriate part time staff to the Board/Staff retreat to be compensated, either in time or in money, at their hourly rate. Compensation is not to take part-time staff past their budgeted hours.

By: Jan

Second: Terry

Motion: 8-0-0

Steve says that the next 3 agenda items are reports back from committees based on Board requests. At this point Steve doesn't expect the Board to vote on any of these, but shouldisaplningld be if there be any changes/edits the Board will submit them back to committee and also make sure the staff has sufficient time to comment on these between now the next board meeting.

c) Draft of WORT Information Release Policy – ByLaws Committee – Steve Ringwood
Document: [DRAFT - WORT Information Release Policy.pdf](#)

Steve notes that there there is no policy for information release and says that this is a first attempt at such a policy. The intent now is to gather feedback for Bylaws Committee.

Terry says this policy is in violation of federal law, because it does not allow the staff to present the Public Inspection file, which is not online, and this policy says they can't release anything that's not online. Terry goes on to say that the Public Inspection file is required by federal law for all non-commercial, educational stations to have on-demand during business hours. Terry asked by Steve to send language for exception providing the public file.

Jan asks about the purpose of this policy. Steve says that the policy was generated because of an email received that had financial planning information in it the public was not privy to. Jan says policy is vague and asks why we want a policy that allows us to be secretive about things. If someone said, "how much do you make over there" and somebody else wrote back "I make \$36,000 a year," that would be a violation of this policy.

Stu asks what kind of information donors, especially major donors, expect to be able to receive. Susan says that donors who give in the \$5,000 and above range generally ask for and expect a profit and loss statement; it is a reasonable thing to ask of us, are you a good investment. Norm says that he is not aware of a reason why this cannot be a public document.

Susan says that Mitch is in our top 100 donors and had he asked for this document, he would be getting it. Mitch had attended an open Finance meeting where this document was discussed in-depth. We don't have any mechanism in our bylaws to bar someone from our Finance committee unless we are discussing purchasing of property or personnel.

Terry says that are functional issues with the policy if something that should be sharable isn't on the website. Jan cautions that it could be used to pummel somebody as opposed to protecting the station. Jan says that this policy seems very much about punishing one person for one incident. Terry adds that "communication of information" is one of the stated goals of the Mission Statement.

Steve offers to remove as a potential policy.

Susan says that we do need a donor privacy policy. Norm says that there are already some things in place. Existing CPB and WORT policies do protect some donor information.

Susan asks about how to become a member of the Bylaws Committee. Clarification of who is the current chair of the Bylaws Committee. Terry would also like to be on that committee. As Board President, Steve appoints Susan and Terry to the Bylaws Committee.

Stu adds that it would be very helpful for the Bylaws Committee to include, in the document that they come up with, the actual FCC, CPB or other regulatory requirements, so that it's clear what the legal authority of the policy is.

MOTION: Refer to Bylaws Committee to consider establishing a policy to release of financial and other information to donors, media and public. Bylaws Committee to consult with counsel and other experts before bringing this policy back to the Board.

By: Stu

Second: Jan

Motion: 8-0-0

d) Draft of WORT Policy on Banning – Ad Hoc Committee – Jan Levine Thal
Document: [WORT POLICY ON BANNING- DRAFT.pdf](#)

Jan reads aloud the draft policy on banning, as provided to board (board portal). Intent is to clarify when the term ban can be used and under what circumstances. Thistle suggests adding communication to the person banned the reasons and the timeframe for the ban. Norm ask if

anyone checked the Volunteer Handbook for congruence of existing language. Jan says that language would be fixed and run by counsel if board agrees that this is the direction we want to take this policy. Paul adds that content is important and that the work “inappropriate” will not work, as is too subjective. Jan notes that the standard for banning is high at 80% of Board needed to be in agreement, making it difficult to ban people.

Paul feels that 80% is a problem is arbitrary and high. Stu says that there is existing language about “inappropriate” behavior, something that is socially unacceptable in a work setting that is not hitting and is not stalking.

Steve offers that staff might need to issue a warning before enacting temporary ban.

Haywood would feel more comfortable with a timeframe less than 60 days and also that we would go to executive committee for review of temporary ban. Haywood suggests that we be clear, too, for when the ban does not apply. Jan says that 60 days was to be a maximum.

Norm asks if this applies to volunteers or non volunteers. Jan says that this is about what the staff can do short term and the board can do long term. The focus on who this covers is secondary to giving the Board very specific and limited power to get people out of the station.

Guest asks if someone banned might be better advised as to what they are being banned for and given the opportunity to change the behavior. Also asks if there could be something in writing so that the individual knows the when and the why.

Jan says that there is already language in the Volunteer Handbook, a very carefully laid-out set steps for what happens if somebody is to be disciplined... spoken warning, written warning... and that language could be added in here. The question of what somebody was being asked not to do would be spelled out.

Steph Stringer suggests adding something about training staff and board how to apply a ban so that its not a kneejerk reaction, identifying when there is a true danger.

e) Draft of Amended WORT Studio Use Policy – Ad Hoc Committee – Terry O'Laughlin
Document: [Proposal - Studio Use Policy amendments 16-0229.docx](#)

Technical amendments offered by Terry to correct outdated language and clarify signup process for studios. The policy should establish mechanisms to avoid conflicts. Additions on 2nd and 3rd page are intended to line up with the Policy on Banning. Terry notes that he changed the after hours surcharge arbitrarily, to cover staff time and expenses. Sybil had offered additions related to the station providing an engineer's time. Terry explains rates listed in the policy and says there still needs to be greater clarification with these.

Stu says policy needs staff input needed as part of development.

Terry suggests that policy to go to Bylaws first, then seek comments from other committees and staff. All will be reworked by Bylaws committee into updated draft.

Thistle asks for clarity regarding chain of command when for asking for scheduling. Steve explains non-volunteers must seek approval from Studio Scheduler as is stated in existing policy.

Steve suggests that language be added so that WORT's name not be used and staff not be thanked for any assistance provided. Also adds that WORT reserves right to refuse service to any party without reason.

f) Committee Appointments for Approval – Terry O'Laughlin

Terry requests appointment to Bylaws and Finance committees.

g) Bylaws technical amendments – Terry O'Laughlin

Document: [Proposal - Technical Amendment Bylaws Article V.docx](#)

Terry reads Article 5 Section 5.1 C of the Bylaws: The Personnel Committee shall consist of three to four directors including at least one officer and such additional member as approved by the Board... the "s" was left off the word "member," which muddies the intent. Terry says that the original intent was to allow as many members to a committee as the Board would appoint. Terry says that staff evaluations haven't been occurring with enough frequency and if we can get more board members on the personnel committee, they would expedite that.

Stu asks if the word "member" applies to the number or the identity. Jan says that the Board approves not just the number, but who it is to be appointed. Stu asks if the chair or the Board makes committee appointments. Norm says that he doesn't think the Board confirms all appointments to all committees; there are volunteer members of committees, like Events or PROM, who are not confirmed by the Board. Norms believes that Programming, CAB, and Personnel are the committees specified in the Bylaws where the Board appoints all members.

Norm asks if "members" means members of the board or includes members of the public. Jan says language should specify Board members only because Personnel issues are delicate and need to be private.

Norm says he reads the current language as 3 to 4 directors, one of them has to be a member of the executive committee, and such additional members from within the board, but still within the confines of 3 to 4. Stu points out that the text additional members is supplemental and in addition to the 3 to 4 where the word "member" refers to member of the Board. Norm says that the language should then say "at least 3."

Paul asks to confirm that the Staff Rep cannot be on the Personnel Committee. Jan says is already a provision elsewhere in the Bylaws and can be added, if needed.

There is no challenge to the technical amendment, but Jan believes that there could be a challenge to this at the annual meeting.

MOTION: The Personnel Committee shall consist of at least 3 directors, at least one of whom is an executive committee member, and such other directors of the Board as authorized by the Board.

By: Stu

Second: Jody

Motion: 8-0-0

h) Proposed changes to the Policy on Committees – Terry O'Laughlin
Document: [Proposal - Policy on Committees amendments 16-0312.doc](#)

Referred to Bylaws Committee.

i) Proposed changes to the Bylaws Committee – Terry O'Laughlin
Document: none

Referred to Bylaws Committee.

j) Proposed Amendments to the Personnel Policy – Terry O'Laughlin
Document: [Proposal - Personnel Policy amendments 16-0312.doc](#)

Terry says that when brought up at the last staff meeting, no one objected to the change. Tim says he understood Terry's intent to make the policy match the practice and the current practice is very often the majority vote, but there was comment from one staffer who believes consensus is currently used by the staff to make decisions and that staff does not make a practice of calling for a vote.

Steve suggests that this be referred to staff to determine if there is a need for this proposed changes. Asks why Board would impose a change if the staff does not feel is needed.

Terry says current wording means that only consensus can be used to make decision if an outside entity does not need a decision. Terry says current language means that decision making can never be by majority rule. Stu agrees. Jan agrees and states we should change it.

Steve says some staff do not agree with this. Terry says that's fine and they can disagree, but the Board decides what the policies are. Terry adds that if we leave this policy in place and it gets enforced, the staff cannot decide anything without making consensus.

Norm brings up use of vague text regarding “outside entities.” Terry responds that it is vague. Norm says that the language of Guidelines for Collective Self-Management, drafted by staff and board, could mean the calendar, the weather, or any reason a decision needs to be reached more quickly.

Paul asks if this came from the staff or from Terry.

Norm says that staff wanted time to comment on policy changes. Tim confirms that staff is interested, when dealing with any of these policy changes before the Board, to have enough time to discuss.

Terry asks that we authorize staff to use majority rule until staff has been allowed to discuss further. Paul asks why this can't wait for staff to report back. Terry responds that the problems besieging the station now are a result of people not following policy and we need to start enforcing policy and that looking the other way has caused problems. Terry adds that it is the Board's responsibility to ensure that the policies are followed, the budget is balanced and the ship runs smoothly.

MOTION: Refer to staff collective with a directive to vote on its position on consensus using majority vote. To be reported to board at next meeting.

By: Stu

Second: Terry

Motion: 7-1-0

After motion passes, Terry asks that if change is approved by staff, they report to it to the Executive Committee.

7) Old Business
none

8) Additional Items?
none

Closed Session

MOTION to move to closed.

By: Terry

Second: Jan

Motion: 8-0-0

a) Matters related to individual employees (Terry O'Laughlin)

MOTION: To share the Terry's financial presentation with staff.

By: Stu

Second: Jan

Motion: 7-0-0 (Haywood has left the meeting)

b) Hiring Practices related to individual employees (Jan Lavine Thal)

MOTION: From here out, no more hires without Board approval. Staff be directed to follow the existing policy. Bylaws to review current language re: approval of all hires.

By: Jan

Second: Stu

Motion: 7-0-0

c) Grant Process related to individual employees (Steve Ringwood)

MOTION: Remind staff that they must comply with existing [Grants Administration Policy](#). To be referred to ByLaws for better language.

By: Stu

Second: Jan

Motion: 6-0-0 (Jody has left the meeting)

Move to open session.

Meeting adjourns:

Next WORT Board meeting tentatively April 20, 2016