

WORT Board of Directors
Regular Monthly Meeting
May 16, 2018, 7:00 PM// Vinyl Library
Minutes approved June 20, 2018

Directors present: David Devereaux-Weber (President), Stuart Levitan (Vice-President), Jane Richard (Secretary), Martin Kehrein (Treasurer), Jerry Chernow, Gilman Halsted, Doug Holtz (Staff Representative), Katherine Hoveland, Stephen Lord, Paul Novak, Lincoln Tice

Also present: Esty Dinur, Hannah Lanser, Dan Lippitt, Bruce Meyer, Glenn Mitroff, Susan Sheldon

President Devereaux-Weber called the meeting to order at 7:09. The agenda was adopted with some minor re-arrangement, and the minutes of April 30, 2018 were approved as amended. Sheldon took a few minutes to give a run-down of the research she's done on the bookkeeping options. This was also discussed later in the meeting.

Wegner accountants Meyer and Lanser gave an informative and highly interesting overview of the WORT audit, covering big questions about reserve funds and deficits. They were pleased with the turnaround the station has made in the past few years. There were many questions from the board and from Dinur. Wegner noted that current concerns are outlined in the management letter regarding the checks and balances on how money comes in and gets to the bank. The goal is to have at least 2 people looking at every process. The number of those recommendations are much improved, too, from several years ago, and most have been addressed. It was agreed that forecasting the future (of radio) remains an elusive art. Wegner suggested finding out why people donate may be an effective tactic to deal with things like audience competition and the changes in the tax codes. Next year's financial statement will look different because of liquidity rules. Lanser and Meyer left the meeting at 7:50.

Committee and staff reports were received with little immediate discussion.

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| <ul style="list-style-type: none">● Programming● Bylaws:● Staff: Business and Events● Staff: Listener-Sponsor Development | <ul style="list-style-type: none">● Staff: Music● Staff: Promos/Music Assistant● Staff: News, Talk, Public Affairs● Staff: Volunteer Outreach● Community Advisory Board |
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Novak left at 7:53. Quorum holds.

There were a number of announcements about the health of the broadcasting equipment (UPS, transmitter, and tangentially the high definition (HD) broadcast which is down for the count). Lord recommended that the Technology Committee review the HD situation and advise the board on a plan of action (fix the equipment or not).

The board reviewed the bylaws amendments to be presented to the membership at the June 24 annual meeting. A lively discussion ensued on Section 3.2 which limits part time staff to being on the board as only participating members. All of the changes will be recommended to the membership to adopt; the changes will be presented "cafeteria style" and items can be voted on individually. Chernow moved to separate Section 3.2 (and related sub sections) in order to have two different recommendations to the membership. Kehrein 2nd.

6 were in favor, 3 opposed. motion passes.

*Board of Directors meeting schedule: 3rd Wednesdays
Next scheduled: June 20 // 2018 Annual Meeting: June 24 (2-5 Art In)*

The next motion taken up came from the Bylaws and Policies Committee (no 2nd needed) and is slightly adapted from the last motion: the committee recommends the adoption of bylaws to membership, except for Section 3.2 .

8 in favor, 1 opposed; motion passes

The next motion taken up (who moved? Jerry?) and seconded was to recommend Section 3.2 to membership.

6 in favor, 2 opposed and 1 abstention (Holtz); motion passes

There was a short break. Upon coming back to order, the board discussed the bookkeeper options:

1. in house bookkeeper for about 20 hours/week at about \$20/hour
2. outsourced bookkeeper for those 20 hours/week (estimated): RFP pending
3. All advice suggests having an in house person only or in addition to the outsourced duties. This would put a strain on the WORT budget.

Levitan moved and Halstead 2nd to **establish a hiring committee for internal bookkeeper for up to 20 hours/week simultaneously and send RFPs for outsourcing bookkeeping. The timeframe will be 2 weeks to get the RFPs and 3 weeks for applications.**

all in favor; motion passes

A hiring committee was formed of Dan Lippitt, Dave Devereaux-Weber and Gil Halstead
The Finance Committee will formulate the RFP details.

The approval of the CPB-mandated anti-harassment policy was the next intended agenda item, but it wasn't ready. it will be taken up by the Executive Committee to expedite the posting of the policy as required.

A discussion of the of the physical building options was deferred to gather more information.

Richard moved and Levitan moved to go into closed session at 10:01.

Levitan moved that the board authorize the executive committee, after consult with staff collective as to mission critical duties, to conduct an expedited hiring of an interim tech director

2nd by Kehrein

all in favor; motion passes

President Devereaux-Weber called the meeting back into open session to adjourn at 10:18.