

Members Present:

Ursula Barrera-Richards	John Hobbs*
Gary Boehm	Sandy Isenberg*
Ty Boyd	Lisa Kahle-Piasecki
Ben Brown	Shawanna LaVoy*
Elizabeth, Brown-Ellis	Matt Luettker
Carol Contrada	Theresa Morris
Jennifer Hildebrand	Monika Ortiz
	Charlene Patten

*Did Not Attend

Staff Present:

Marlon Kiser
Katie Budas
Raye Ann Langlois
Lindsay Miller
Ray Miller
Sue Kaake
Michelle Turner
Dan Niedzwieki
Matt Reny

NETA Members

Present:

George E. Walter, CMA,
CPA
Amy Larkin, CPA

A meeting of the Public Broadcasting Foundation of Northwest Ohio was on Thursday, June 16, 2022, at noon at WGTE Public Media, 1270 S. Detroit Avenue, Toledo, Ohio.

Call to Order

The meeting was called to order by Chairperson Carol Contrada.

Minutes

Chairperson Carol Contrada called for the approval of minutes from March 10, 2022, and May 19, 2022, board meetings. Barb Petee moved to approve; it was seconded by Bob Vasquez. The minutes were approved unanimously.

FY 2022– Year-to-Date

Treasurer Wast stated as of May 31, the 11th month of the fiscal year, the Foundation had actual revenues of \$4,410,275.95 with actual expenses of \$4,286,103.72 for the continuation of a favorable operating margin of \$124,172.23.

Treasurer Wast mentioned the foundation's favorable operating margin is due, in part, to funds received from the American Rescue Plan.

Chairperson Carol Contrada asked for a motion to approve the Fiscal-Year-to-Date 2022 report. Bob Vasquez made the motion to accept, which was seconded by Leighton Woolf. The motion passed unanimously.

FY 2022 – Trend

Treasurer Wast noted that management is projecting to end FY 2022 with an estimated operating margin of \$290,800. She noted that our projected financial performance improved beyond the board-approved balanced budget.

Treasurer Patricia Wast stated the projected positive year-end performance for FY 2022 marks the 11th consecutive year that WGTE has ended the fiscal year with a favorable operating margin.

Chairperson Carol Contrada asked for a motion to approve the FY 2022 Trend. Bob Vasquez made the motion to accept, which was seconded by Olivia Summons. The motion passed unanimously.

Lump Sum Resolution

Treasurer Wast stated that given that we are projecting a fiscal-year-end favorable operating margin as previously discussed, the finance committee decided at its June 13 meeting to recommend that the board take favorable action on these two resolutions:

Resolution to authorize Lump Sum Payment to Staff for FY 2022

Chairperson Carol Contrada asked for a motion to approve the lump sum resolution. Theresa Morris made the motion to accept, which was seconded by Lisa Kahle-Piasecki. The motion passed unanimously.

Resolution for Transfer of Excess FY 2022 Operating Cash to the Capital Equipment and Major Repair, Maintenance, and Replacement Fund

Treasurer Wast noted that management requested that we transfer a portion of the fiscal year-end operating cash to the Capital Fund in order to have funds readily available for planned capital expenses. While the fund earlier this year had a balance of approximately \$725,000, that amount is being drawn down rapidly to pay for a new roof at this address, the replacement of a failed roof-top air handler, half the cost of painting the WGTE TV/FM tower, and other planned expenses.

She said the requested transfer is up to \$100,000. The actual amount will be dependent on the estimate for fiscal year-end operating revenues, which are currently projected to be \$290,000.

Chairperson Contrada asked for a motion to approve the resolution for the transfer of excess FY 2022 operating cash to the capital equipment and major repair, maintenance, and replacement fund. Elizabeth Brown-Ellis made the motion to accept, which was seconded by Bob Vasquez. The motion passed unanimously.

FY 2023 Operating Budget

Treasurer Wast noted that the finance committee, at its meeting held on Monday, June 13, met with management to review and discuss the proposed FY 2023 budget. She stated that the proposed FY 2023 budget projects expenses of \$5,941,000 against revenues of \$5,941,000, which gives us a balanced budget for the period.

Treasurer Wast noted that salary expenses are \$420,000 higher than for the FY22 budget. The increase is due to costs to hire additional staff to meet long-overdue operational needs and to provide staff with across-the-board pay increases, which have not occurred since 2019.

She also pointed out that the \$278,000 carryover in American Rescue funds is making all the positive difference between a balanced budget and a deficit. In the event that revenues do not meet projections, we do have substantial operating cash reserves to cushion a shortfall.

Chairperson Contrada asked for a motion to approve the FY2023 Operating Budget, which includes salary adjustments for all staff members as determined by management. Leighton Woolf made the motion to accept, which was seconded by Barb Petee. The motion passed unanimously.

Banking Resolution

Treasurer Wast discussed a resolution that identifies and authorizes specific individuals to act on behalf of the Foundation as signatories on all checking, bank card, and savings accounts, any and all other financial accounts, instruments, agreements, contracts, and safety deposit boxes.

Chairperson Carol Contrada asked for a motion to approve the banking resolution. Elizabeth Brown-Ellis made the motion to accept, which was seconded by Bob Vasquez. The motion passed unanimously.

Nominating Report

Chairperson Leighton Woolf noted that the following directors, whose terms expire on June 30, have agreed to serve another three-year term for fiscal years 2023, 2024, and 2025:

- Ty Boyd
- Theresa Morris
- Ann Sanford
- Patricia Wast
- Gary Boehm
- Carol Contrada
- Charlene Patten
- Bob Vasquez

Chairperson Contrada asked for a motion to accept the entire slate of those proposed. Patricia Wast made the motion to accept, which was seconded by Olivia Summons. The motion passed unanimously.

Chairperson Woolf stated Tasha Hussain Black and Matt Heyrman were seeking an appointment for an initial 3-year term for fiscal years 2023, 2024, and 2025.

Mr. Woolf pointed out that the nominating committee had voted in favor of recommending them for appointment.

Chairperson Contrada asked for a motion to the applicants as a slate. Lisa Kahle-Piasecki made the motion to accept, which was seconded by Bob Vasquez. The motion passed unanimously.

Chairperson Woolf noted that the nominating committee is pleased to present the Foundation's slate of officers for FY 2023. He said everyone has agreed to serve for a one-year term effective July 1.

- Carol Contrada, chairperson
- Theresa Morris, vice chairperson
- Patricia Wast, treasurer
- Jennifer Hildebrand, secretary
- Marlon Kiser, president
- Dan Niedzwiecki, assistant treasurer
- Ray Miller, assistant secretary

Chairperson Contrada, asked for a motion to accept the entire slate of those proposed. Elizabeth Brown-Ellis made the motion to accept, which was seconded by Bob Vasquez. The motion passed unanimously.

Chairperson Woolf noted that Joe Sharp resigned from his board appointment on May 19. He indicated that the demands of his business were not giving him sufficient time to serve well as a director.

Chairperson Contrada asked for a motion to accept, with regret, Joe Sharp's resignation. Theresa Morris made the motion to accept, which was seconded by Bob Vasquez. The motion passed unanimously. The motion passed unanimously.

Audit Report

Vice Chairperson Theresa Morris noted that we entered into a new three-year agreement with audit firm Rehmann. She noted that Rehmann has been providing audit services since 2009.

Chairperson Contrada, asked for a motion to accept the marketing report. Patricia Wast made the motion to accept, which was seconded by Elizabeth Brown-Ellis. The motion passed unanimously.

Chairperson's Report

Chairperson Carol Contrada expressed her thanks to staff, Marlon, and the finance committee members for the outstanding work they did on preparing a meaningful and solid budget.

She mentioned that several topics emerged during the last executive session meeting. One was to end board meetings on time. It was also suggested to tighten the business portion of meetings to allow more time for robust board conversations. Another suggestion was to review the committee structure. She noted that the executive committee would meet more frequently so that they could address the topics noted from the executive session.

President's Report

Mr. Marlon P. Kiser expressed his deep thanks and appreciation for not only the lump-sum bonus to staff but also the raises that were approved. He then extended a thank you to George Walter and Amy Larkin, our remote business office from the National Education Telecommunication Association (NETA). Mr. Kiser also thanked Sue Kaake for her outstanding help in sorting out our finance department after Ron Harrison's departure.

Mr. Kiser then delivered a Council of Advisors' report. He noted that the committee met early in the day to discuss program changes. *On Being* with Krista Tippett is leaving the on-air radio business at the end of June. *On the Media* with Brooke Gladstone is the replacement. Additionally, *The Interlochen Collection* is ceasing production. It will be replaced by the *Santa Fe Chamber Music Festival* (from WFMT) Wednesday evenings at 10. Mr. Kiser mentioned that none of these changes affect the FY23 budget. All are cost-neutral.

Mr. Kiser also pointed out that WGTE-FM aired over 50 network and WGTE-produced special programs that address diversity, culture, health, and education during FY22. He noted that a list of the programs was provided in the board packet.

Executive Session

Chairperson Contrada asked for a motion to move into closed executive session to discuss a personnel matter.

Leighton Woolf made the motion to accept, which was seconded by Patricia Wast. The motion passed unanimously.

The following directors were in the closed session: Ursula Barrera-Richards, Ty Boyd, Ben Brown, Elizabeth Brown-Ellis, Carol Contrada, Jennifer Hildebrand, Lisa Kahle-Piasecki, Theresa Morris,

Monika Ortiz, Charlene Patten, Barb Petee, Ann Sanford, Olivia Summons, Patricia Wast, Leighton Woolf, Bob Vasquez, and Marlon P. Kiser.

President and CEO Raise

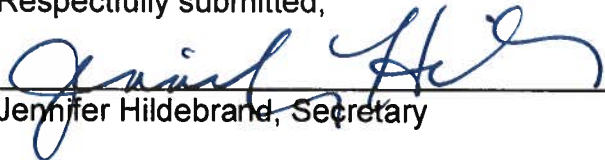
Chairperson Contrada asked for a motion to approve a raise for Marlon Kiser.

Leighton Woolf made the motion to accept, which was seconded by Bob Vasquez. Marlon Kiser abstained. All the other directors voted to accept. The motion passed unanimously.

Adjournment

There being no further business, the meeting was adjourned.

Respectfully submitted,



Jennifer Hildebrand, Secretary

6/29/2023

Date