

Board Present:

Ursula Barrera-Richards
Tasha Hussain Black
Gary Boehm*
Ty Boyd
Ben Brown
Elizabeth Brown-Ellis*
Contrada, Carol
Matt Heyrman
Jennifer Hildebrand
John Hobbs*
Sandy Isenberg
Lisa Kahle-Piasecki

COA Present:

Tom Dawson
Neema Bell

Shawanna LaVoy

Theresa Morris

Monika Ortiz

Charlene Patten

Barb Petee*

Ann Sanford*

Olivia Summons

Patricia Wast

Leighton Woolf

Bob Vasquez

Staff Present:

Marlon Kiser

Katie Budas

Sue Kaake

Lindsay Miller

Ray Miller

Dan Niedzwiecki

Michelle Turner

Raye Ann Langlois

Matt Reny

Matt Brown

NETA Members Present:

George E. Walter, CMA, CPA*

Amy Larkin, CPA

*Did Not Attend

A meeting of the Public Broadcasting Foundation of Northwest Ohio was held on Thursday, June 15, 2023, 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 9, 2023, and May 18, 2023, board meetings. Sandy Isenberg moved to approve; it was seconded by Bob Vasquez. The motion was approved unanimously.

FY 2023– Year-to-Date

Treasurer Wast stated that we do not have a report through May. She noted, among other things, that the staff has not yet received our banking statements for the period. She pointed out that at the May meeting, a report showed a favorable operating margin of approximately \$99,000 through April. She said that management believes that the favorable results have carried through May.

FY 2023 – Trend

Treasurer Wast noted that management is projecting to end FY 2023 with an estimated operating margin of \$72,000. She said that our projected financial performance improved beyond the board-approved balanced budget.

Ms. Wast stated the projected positive year-end performance for FY 2023 marks the 12th 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 2023 Trend. Ben Brown made the motion to accept, which was seconded by Sandy Isenberg. The motion passed unanimously.

Resolution for Transfer of Excess FY 2023 Operating Cash to the Capital Equipment and Major Repair, Maintenance, and Replacement Fund

Treasurer Wast stated with a projection to end Fiscal Year 2023 with a favorable operating margin, management requested that the finance committee consider recommending that the board approve a resolution to transfer excess, fiscal-year-end operating revenues to the Capital Fund.

She pointed out that the board has taken similar actions in past fiscal years. Treasurer Wast said if the board approves the resolution, the transfer will occur in July after the closeout of the fiscal year.

Chairperson Contrada asked for a motion to approve the resolution for the transfer of excess FY 2023 operating cash to the capital equipment and major repair, maintenance, and replacement fund. Leighton Woolf made the motion to accept, which was seconded by Bob Vasquez. The motion passed unanimously.

FY 2024 Operating Budget

Treasurer Wast stated that the proposed FY 2024 budget projects expenses of \$5,346,000 against revenues of \$5,346,000, which gives us a balanced budget for the period.

She noted that salary expenses are \$112,000 higher than for the FY23 budget. The increase is driven by a major gifts/planned giving manager hire that has occurred, as well as filling vacancies in engineering and I.T.

Ms. Wast stated that expenses are budgeted at \$274,000 more than the fiscal year 23 trend. She said the cost increase is related to the anticipated rate increase for medical and dental insurance, maintenance, energy, tower leases, PBS and NPR fees, and other line items.

Treasurer Wast noted that most of the salary growth is due to a 3% rate increase for staff, which the board indicated support for during the May meeting, and for filling vacancies for major giving, engineering, and I.T.

Chairperson Contrada asked for a motion to approve the FY2024 Operating Budget, which includes salary adjustments for all staff members as determined by management. Olivia Summons made the motion to accept, which was seconded by Bob Vasquez. 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 cards, savings accounts, and other financial accounts, instruments, agreements, contracts, and safety deposit boxes.

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

Fifth Third Bank Specific Authorized Signers Resolutions

Treasurer Wast said this year, Fifth Third Bank requires two board-approved resolutions specific to the Bank. She noted resolution G-1 identified Marlon, Sue, and Michelle as authorized signers for day-to-day banking activities. Ms. Wast said resolution G-2 identifies Marlon, Sue, Michelle, and herself as the board's treasurer, as those authorized to enter into certain agreements with Fifth Third Bank, such as trust documents, investments, etc.

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

Nominating Report

Chairperson Leighton Woolf noted that the following directors, whose terms expire on June 30, chose not to serve another three-year term for fiscal years 2024, 2025, and 2026. Jennifer Hildebrand has decided not to renew due to professional commitments. He pointed out that she provided her notice in writing. Chairperson Woolf then informed the board that John Hobbs had verbally told him that he did not wish to renew due to professional demands. He mentioned that John was requested to provide a written notice, but that has not yet been received.

Chairperson Woolf stated Katie Cappellini and Cathy Schrein were interested in being appointed to the board. Mr. Woolf mentioned the nominating committee had endorsed their appointments and asked that the board approve them as directors effective July 1 for a 3-year term for fiscal years 2024, 2025, and 2026.

Chairperson Contrada asked and received no additional nominations from the floor.

Chairperson Contrada asked for a motion to accept the applicants as a slate. Patricia Wast made the motion to accept, which was seconded by Shawanna LaVoy. The motion passed unanimously.

Chairperson Woolf noted that the nominating committee is pleased to present the Foundation's slate of officers for FY 2024. He said everyone has agreed to serve for a one-year term effective July 1.

- Theresa Morris, chairperson
- Bob Vasquez, vice chairperson
- Patricia Wast, treasurer
- Ann Sanford, secretary
- Marlon Kiser, president
- Dan Niedzwiecki, assistant treasurer
- Ray Miller, assistant secretary

Chairperson Contrada requested that the board take action for all appointments as one slate rather than voting individually on each candidate. She asked and received no additional nominations from the floor. Ben Brown made the motion to accept, which was seconded by Sandy Isenberg. The motion passed unanimously.

Amended and Restated Code of Regulations

Chairperson Carol Contrada referred everyone to the Amended and Restated Code of Regulations. She noted the Code had been amended to reflect the reduction in the number of standing committees to five from six. She pointed out that it was due to combining the marketing and membership committee into one committee that is now called the development committee. She noted that the change also reduces the number of directors who serve on the executive committee to a total of seven from eight. In addition to the restructuring of committees and membership on the executive committee, the Code also reflects minor changes related to terminology for convening meetings via "authorized communication equipment," i.e., online Zoom-type meetings, which is consistent with the Ohio Revised Code.

Chairperson Contrada, asked for a motion to accept the Amended and Restated Code of Regulations. Theresa Morris made the motion to accept, which was seconded by Bob Vasquez. The motion passed unanimously.

Council of Advisors Report

Ray Miller noted in the absence of Dr. Amjad Hussain, he would be giving the council of advisors (COA) report. He said on June 12, the committee met, and Brad Cresswell informed them that "Jazz Spectrum" with Fritz Byers in early July will replace our weekend overnight jazz program, the WFMT Jazz Network. Fritz, for more than 34 years, has produced a very high-quality program that enjoys a loyal audience. Brad also shared that the Santa Fe Chamber Music Festival replaces Gateways Radio.

Brad reported on the progress made by our podcast series, "**Voices Around Us**"™. He said several podcasters are now in training, and more are coming. He pointed out it will launch in August.

Brad then provided brief updates on current projects: "Raising Up Ohio's Women," a series about Ohio's most notable women; "New Music from Bowling Green" is entering its 11th season; "Shakespeare Full Circle" has started a new 13-week series on The Sonnets; The Ohio Newsroom, a service of Ohio's public radio stations, premiered on June 12 its weekday as a statewide news segment titled "Today from the Ohio Newsroom;" and WGTE's Mary Claire Murphy is creating a new radio/online series entitled "The Patchwork Suite."

He concluded with a rundown of currently scheduled live FM 91 on the Road events.

Ray Miller informed the committee that "Lakeside Chautauqua: An American Treasure," our latest Toledo Stories, premiered at Lakeside's Hoover Auditorium before an audience of 1000. He said audience feedback was very enthusiastic.

He noted "Freedom Means Never Surrender" is tentatively scheduled to broadcast in September.

He mentioned that work has started on a documentary about the Old West End.

Additionally, he updated the advisors on the Criminal Justice Reform project through Lucas County and funded by the MacArthur Foundation, "To The Point with Doni Miller," "Business | Life 360 with Kristi K.," and "Listening with Keith Burris."

Chairperson's Report

Chairperson Carol Contrada took a moment to thank Jennifer Hildebrand for her second set of terms with the board, having served earlier for nine years. Ms. Contrada thanked Sandy Isenberg, Ben Brown, and Leighton Woolf for serving for more than 20 years.

Chairperson Contrada reflected on her two years as chairperson. She noted that the board had many accomplishments that she was proud of. Specifically, the board renewed its mission, developed a more responsive committee structure, revamped and updated our financial reporting, added a fourth broadcast channel, and was awarded significant grants that supported our mission and programming. She thanked the staff and Marlon for all their hard work and let the board know it has been a pleasure serving alongside them.

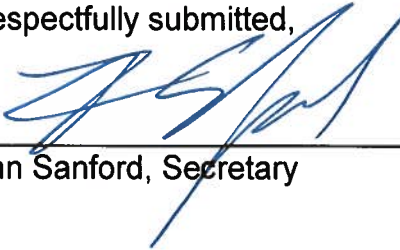
President's Report

Mr. Marlon P. Kiser expressed his deep thanks and appreciation to those leaving the board. He reminded everyone that Ben, Sandy, and Leighton would be cycling over to the Council of Advisors. He thanked Carol for her leadership, and he thanked the board for supporting staff raises for the 2024 fiscal year.

Adjournment

There being no further business, the meeting was adjourned.

Respectfully submitted,



Ann Sanford, Secretary



Date