



**WVIA's Board of Directors Meeting Minutes  
October 7, 2022 at 1:00 pm  
100 WVIA Way  
Pittston, PA 18640**

**Attending:**

Dennis Cheng	Patrick Marty
Rick Cohen	Nick Niles
Jose A. de los Rios	Lia Richards Palmiter
Peter Frieder	John Pullo, Sr.
Jeanne Genzlinger	Don Stanziano
Robert T. Kelly, Jr.	Jonathan Weis
Jon Kirkwood	Jennifer Wilson

**Excused:**

Dr. L. Jay Lemons  
Holly Morrison  
Andrew J. Sordoni, III

**WVIA Staff:**

Melanie Andreoli	Ben Payavis
Kristen Mackrell Clark	Mary Price
Joe Glynn	Neil Prisco
Carla McCabe	Kate Sickora
Chris Norton	Chris Zellers

**Guests:**

**Styena Consulting:**  
Maja Mrkoci

A quorum was present.

Mr. Frieder called the meeting to order at 1:05 pm.

Mr. Frieder welcomed new director, Jonathan Weis, to the WVIA Board.

Mr. Frieder shared with the Board that Jennifer Walsh has resigned from the WVIA Board, effective immediately.

**A motion was made by Ms. Wilson to accept Jennifer Walsh's resignation from the WVIA Board. Mr. Marty seconded. With all in favor, none opposed, the motion passed.**

There were seven action items on the consent agenda. **All items were previously sent to the Board for review.**

- ✓ June 3, 2022 Meeting Minutes
- ✓ Confidentiality Policy
- ✓ Document Retention Policy
- ✓ Feasibility Timeline
- ✓ Revised Capital Asset Budget FY2023
- ✓ Rename the Repack Fund to the Building Project Fund
- ✓ Rename the Board Designated Fund to the Unrestricted Investment Portfolio

**A motion was made by Mr. Kelly to approve all consent agenda items as presented. Mr. de los Rios seconded. With all in favor, none opposed, the motion passed.**

Mr. Kelly gave a Goldman Sachs Portfolio update.

- The current value of the Investment Portfolio is \$27,094,658, as of October 4, 2022.

Mr. Kelly stated this is an update to the Board and the Finance Committee does not have any recommendations to the Board at this time.

Mr. de los Rios then presented the audited financial statements for FY22. The Board received the audited financial statements and were asked to review them prior to the meeting.

Mr. de los Rios stated that there were no material weaknesses and/or significant deficiencies identified by Baker Tilly and there were no unrecorded audit adjustments.

Ms. Clark shared recommendations from the auditors and stated that the audit experience gave a great overview of WVIA's standard practices and procedures.

The Chiaroscuro music rights will be valued during FY23, Board designated net assets will be reviewed annually, and language will be added to the Capitalization Policy to include estimated useful lives and depreciation methodology.

**A motion was made by Mr. Pullo to approve the audited financial statements as presented. Mr. Cohen seconded. With all in favor, none opposed, the motion passed.**

Ms. McCabe then gave an update on recent content and upcoming events.

Mr. Norton shared with the Board that WVIA has partnered with the Philharmonic to commission a piece of music to celebrate the 50<sup>th</sup> Anniversary of WVIA Radio and the Philharmonic. The music is being completed by a composer from Lehigh University and it will be an Italian fairytale. Completion date is targeted for summer of 2023.

Mr. Payavis gave a Chiaroscuro update.

The production team is currently in the early stages of producing a documentary on Eddie Durham. This project will be completed for the fall of 2023.

Mr. Payavis also shared that Chiaroscuro Records will release a Buck Clayton Jam Session Volume 3 CR(D). The release is slated for December 9<sup>th</sup>. This recording was produced by Hank O'Neal, the album is a continuum of the swing-era trumpeter's famed Jam Session recordings.

Ms. McCabe then gave a campaign and Committee structure update.

Ms. McCabe stated one of the next steps for the campaign is to create a Campaign Readiness Committee. Mr. Kelly and Mr. Frieder have agreed to co-chair the new Committee. Ms. McCabe also said they are working with the NEPA Alliance on grant opportunities and other funding options.

Ms. McCabe gave a Committee Structure review with the proposed following changes:

- Merge the Audit Committee with the Investment and Finance Committee, with the name of the merged Committee the Audit and Finance Committee.
- Planning and Development Committee - We recommend separating the planning component from the P&D Committee and changing this Committee to the Development Committee only.
- Create a new Planning Committee. This newly formed Planning Committee will have two areas of focus. One is prioritizing building/ facilities and the other is to foster strategic thinking as an ongoing activity. The building project and strategic priorities must be aligned as WVIA works toward creating a facility that will reflect the public media station of the future. The Planning Committee will lead the discussion on strategic issues and opportunities. The current members of the Facilities Steering Committee will be on the Planning Committee. Additional members will be appointed by the Board Chair.
- The Governance Committee will remain as is but will absorb the role of the Diversity Task Force in order to make diversity a part of the fabric of the organization. The Diversity Task Force was an ad hoc Committee put in place to set parameters and identify goals. The recommendation is to rename the title of this Committee to the Nominating and Governance Committee to ensure the nomination process is a priority.

Mr. Frieder stated the new Planning Committee is the key component for defining the future of WVIA.

Ms. Clark then presented the revised Bylaws. Ms. Clark added language to the Bylaws to reflect the new Committee changes.

**A motion was made by Ms. Wilson to approve the amended Bylaws as presented. Mr. Kirkwood seconded. With all in favor, none opposed, the motion passed.**

Ms. Clark stated she will have new Committee Charters completed for the December Board meeting.

Ms. Mrkocki then began a discussion and presentation as a follow-up to the June visioning session.

Ms. Mrkoci and Ms. McCabe spoke on several topics which included a Media Landscape, News and Journalism today, and next steps for the future of WVIA.

**With no motion for an executive session or further business, Mr. Frieder made a motion to adjourn the meeting. Mr. Niles seconded. With all in favor, none opposed, the motion passed.**

**Respectfully submitted by Mary Price, Assistant Secretary to the Board of Directors**