

Delaware First Media Corporation
Board of Directors Meeting, March 18, 2022
Meeting Minutes (approved June 10, 2022)

Pursuant to notice, a meeting of the Board of Directors of Delaware First Media Corporation (DFM) was held on Friday, March 18, 2022, via Zoom video conference call.

Directors present: Robert Varipapa, Chair; Randall Farmer, Vice Chair; Charlisa Edelin, Drew Fennell, James Griffin, Chanta Howard-Wilkinson, Leslie Newman, Michael Sigman, George Watson, Jane Vincent, President; Jennifer Cornell, Treasurer; Ellen Roberts, Secretary

Directors absent: David Brond, Nancy Karibjanian

Call to order: Dr. Varipapa called the meeting to order at 3:05 p.m.

Approval of minutes: On a motion duly made by Mr. Farmer and seconded by Mr. Sigman, the minutes of the December 10, 2021, meeting were approved unanimously.

Financial update: Mr. Farmer commended Ms. Cornell and Ms. Vincent for the outstanding job they done managing finances this year. Our anticipated loss for FY22 has been reduced from approximately \$60,000 to slightly more than \$12,000.

Ms. Cornell reviewed the balance sheet as of December 31, 2021, and the budget vs. actual profit and loss statement for July through December 2021. At December 31, 2021, cash totaled nearly \$366,900; we had \$80,000 in university and underwriting support receivables; total current assets were \$454,300; and total current liabilities were \$37,978.

For the first six months of FY22, total income was \$70,000 ahead of budget, even though we did not apply for or receive any foundation grants, and corporate sponsorships were underbudget. Factors in this positive result included higher-than-budgeted support from the grant-in-aid, university sponsorships, and a successful year-end fund drive. Expenses overall were under budget, due mainly to staff vacancies and timing differences, which offset an overage in contractor expense for signal acquisition work. Ms. Vincent reported that DPM is having a difficult time filling open positions.

MOTION: On a motion made by Ms. Newman and seconded by Mr. Sigman, the financial reports were accepted as presented.

FY 2022 budget: Ms. Cornell and Ms. Vincent presented a proposed budget for the second half of FY22 (January-June 2022), which the Executive/Finance Committee approved on March 8. The proposed budget includes the start of a GM/Business Manager in May. NPR fees for the fiscal year have doubled, due largely to DPM no longer qualifying for a Minority Station discount, per CPB calculations using 2020 Census data. Ms. Vincent will contact CPB about this; in the meantime, NPR has adjusted its fees for FY22 and will work with us to determine FY23 fees. After discussion on the advisability of approving a deficit budget, the board agreed to approve a balanced budget for FY22.

MOTION: On a motion made by Ms. Newman and seconded by Mr. Sigman, the board unanimously approved the six-month proposed budget with the proviso that revenue projections be increased by \$3,000 and expense projections be decreased by \$10,000 in order to balance the budget.

Governance/name change: Ms. Newman reviewed the process followed by the ad hoc committee to review our bylaws, and gave credit to Ms. Karibjanian, who was unable to attend today's meeting. As part of this process the committee recommends that we change our legal name. Accordingly, on a motion made by Mr. Sigman and seconded by Ms. Newman, the board unanimously approved the following resolution:

WHEREAS, the Corporation was established on July 15, 2009, as Delaware First Media Corporation; and

WHEREAS, the Corporation began referring to itself as "Delaware Public Media" in 2012, when it obtained a radio broadcast license; began broadcasting over 91.1 FM WDDE in Dover, Delaware; and aligned with National Public Radio; and

WHEREAS, the Corporation adopted new brand standards in 2014 that identify the Corporation as "Delaware Public Media"; and

WHEREAS, the Corporation has identified itself as "Delaware Public Media" since then in digital and printed materials, including its website, letterhead, marketing materials, fundraising solicitations, and other materials; and

WHEREAS, the Board of Directors desires to eliminate the confusion that arises from having a marketing name that is different from the Corporation's legal name;

NOW, THEREFORE, BE IT:

RESOLVED, that the name of the Corporation shall be changed to "Delaware Public Media Corporation"; and

RESOLVED FURTHER, that the Corporation's Board of Directors attests to the advisability of making this change; and

RESOLVED FURTHER, that the Corporation's Board of Directors directs the Secretary of the Corporation to prepare and submit an amended and restated Certificate of Incorporation to the Secretary of State of the State of Delaware in accordance with Delaware General Corporation law.

Governance/revised bylaws: Ms. Newman then led a review of the draft bylaws dated February 22, 2022. She noted that some additions in the draft may be more appropriate for a board manual, but they are included in the proposed bylaws until a board manual is drafted and approved. As a result of discussion, the following changes were made to the draft:

- Section 1.05 was deleted, as there is no longer a legal requirement that we have a corporate seal.
- Section 3.02(b) was corrected to insert “Chair” in place of “President.”
- Section 7.07 was revised to match the reasonable notice to the public provisions as worded in the *CPB Compliance Booklet, June 2021* (<https://www.cpb.org/sites/default/files/stations/certification/csg-compliance-booklet-2021.pdf>).

Mr. Sigman questioned the need to retain minutes and resolutions in hard-copy form, as prescribed in Sections 7.11 and 7.12. Ms. Newman said that maintaining those documents in hard-copy form aligned with best practices recommended by the Delaware Alliance for Nonprofit Advancement.

On a motion made by Ms. Newman and seconded by Mr. Griffin, the board unanimously approved the following resolution:

WHEREAS, the Board of Directors deems it appropriate and in the best interests of the Corporation to amend and restate its bylaws in order to reorganize, revise, and update them with provisions not considered previously; and

WHEREAS, an ad hoc committee of Directors conducted a thorough examination of the current bylaws; and

WHEREAS, the ad-hoc committee’s examination included reviews of the bylaws of Prairie Public Broadcasting, Inc., the bylaws of the Pittsburgh Community Broadcasting Corporation, and the Corporation for Public Broadcasting’s June 2021 Compliance Booklet; and

WHEREAS, the ad hoc committee recommends that the Corporation’s bylaws be amended and restated in order to:

- (a) Reflect the change of the Corporation’s name from Delaware First Media Corporation to Delaware Public Media Corporation;
- (b) Add sections that outline governing laws;
- (c) Replace and reorganize sections in Article 3 pertaining to Board composition and size, director qualifications, elections, terms, roles and responsibilities, and other governance matters;

- (d) Stipulate that the President and the Chief Financial Officer are ex officio non-voting members of the Board;
- (e) Delete the waiver of notice provision in Article 4.
- (f) Add a new Article 4 that allows for the establishment of an Honorary Board of Directors;
- (g) Add a new Article 5 that sets the purpose and responsibilities of the Community Advisory Board;
- (h) Replaces Article 5 with a new Article 6 that covers officer elections, terms, roles, and responsibilities;
- (i) Revises and moves sections on meetings from Article 3 and Article 4 to a new Article 7 that adds provisions for open meetings, closed meetings, and providing notice;
- (j) Moves the definition of a quorum from Article 3 to the new Article 7 on meetings;
- (k) Add a new Article 8 that defines committee roles and responsibilities;
- (l) Add a new Article 9 that defines the duties and authorities of the President of the Corporation;
- (m) Revised and updates the indemnification provisions in Article 6 and moves them to a new Article 10;
- (n) Add a new Article 11 on restrictions regarding the operations of the Corporation;
- (o) Replace Article 7 with a new Article 12 on amendments; and
- (p) Make other changes to align with accepted bylaws language and practices; and

WHEREAS, the full Board of Directors has had ample opportunity to review and discuss the amended and restated bylaws as presented by the ad hoc committee;

NOW, THEREFORE, BE IT:

RESOLVED, that the Corporation's Board of Directors approved the amended and restated bylaws as presented by the ad hoc committee.

Governance/confidentiality policy: A draft confidentiality policy and a draft resolution to adopt it were circulated to the board prior to the meeting. Due to time constraints, action on those drafts was deferred to the June board meeting.

Operations update: Ms. Vincent reported that:

- The employee handbook is being updated.
- The spring 2022 WDDE ratings analysis showed positive trends in the fall of 2021, including in length of time spent listening.

- The digital media report shows we are trending higher than our 2022 goals, except in website traffic, which is lower than what we experienced pre-COVID.
- The mobile app launched on March 7. The goal is to achieve 1,000 downloads in 12 months; we had 150 downloads the first week.
- The spring fund drive starts on March 24; we still need volunteers to help with on-air pitching.
- Options for naming the Friday afternoon email were discussed; consensus favored "Weekend Tune In."
- DSU's current plans are to move our offices and studios to the sports annex. Details and timing haven't been finalized.
- There was no universal agreement between FCC applicants for the non-commercial band frequency applications in "Group 49," which includes the applications by DPM for frequencies in Lewes and Seaford. We therefore don't expect to be awarded either the Seaford or the Lewes signal.
- A minor modification to WDDE's existing signal could expand its coverage area. An application to the FCC for such a modification is estimated to cost approximately \$5,000, with total related infrastructure costs in the \$130,000-\$150,000 range.
- In the listener survey, more than half the respondents expressed a desire for a stronger signal in Sussex County.
- Our FCC license expires in August; we are reapplying this month.
- We plan to apply to the Laffey-McHugh Foundation for a grant; specifics haven't been decided yet.
- Our agreement with the Brandywine School District has expired and we have decided to modify the extent of our involvement in the Generation Voice program at Mt. Pleasant High School, as the district proposed changes in the amount of time WMPH simulcasts our signal and does not acknowledge the value of our interaction with the students.
- Minutes of the Community Advisory Board meeting on March 11, 2022; minutes of the Executive/Finance Committee meeting on March 8, 2022; the just-published 2021 annual report; and the 2022 Listener Survey summary were circulated prior to the meeting and are available for review on the shared Google drive.

Next meeting: Future meetings are scheduled as follows:

- Friday, June 10, at 12:00 p.m. (annual meeting)
- Friday, September 16, at 3:00 p.m.
- Friday, December 16, at 12:00 p.m.

Adjournment: Dr. Varipapa announced that Ms. Vincent intends to transition to part-time status in the summer of 2022, and that Ms. Cornell has resigned as treasurer effective June 30. He will schedule an executive session in a special meeting to discuss the implications of these changes.

There being no further business, upon a motion duly made and seconded, the meeting was adjourned at 5:00 p.m.

Respectfully submitted,

A handwritten signature in blue ink that reads "Ellen J. Roberts". The signature is written in a cursive style and is placed on a light blue rectangular background.

Ellen J. Roberts

Secretary

Delaware First Media Corporation

Supporting Documents

The following documents were circulated in advance and/or placed in the Google shared drive (<https://drive.google.com/drive/folders/1-gRHFUMIYnt7oYPJqxQloKQyunN1pkFq?usp=sharing>).

1. Agenda
2. Draft minutes of the December 10, 2021, board meeting
3. Balance sheet as of December 31, 2021
4. Profit & loss statement July-December 2021
5. Proposed budget January-June 2022
6. Proposed bylaws revision draft
7. Proposed confidentiality policy draft
8. Resolution drafts-name change/bylaws/confidentiality policy
9. Minutes of the Community Advisory Board meeting on March 11, 2022
10. Minutes of the Executive/Finance Committee meeting on March 8, 2022
11. WDDE Ratings Analysis Spring 2022
12. Digital media report 02-28-22
13. DPM Listener Survey 03-18-22
14. Newsletter name options
15. DPM Annual Report FY 2021

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