

**Delaware Public Media Corporation**  
**Board of Directors Meeting, June 9, 2023**  
**Meeting Minutes (APPROVED 09-08-23)**

Pursuant to notice, the fiscal year 2023 annual meeting of the Board of Directors of Delaware Public Media Corporation (DPM) was held on Friday, June 9, 2023, via Zoom video conference call.

**Directors present:** Randy Farmer, Chair; Dave Brond, Vice Chair; Ellen Roberts, Secretary; Ellen Wolf, Treasurer; Charlisa Edelin; Drew Fennell; James Griffin; Nancy Karibjanian; Leslie Newman; George Watson; Chanta Howard Wilkinson

**Directors absent:** Robert Varipapa, Immediate Past Chair; Michael Sigman

**Others present:** Pete Booker, general manager; Jane Vincent

No members of the public were present.

**Call to order:** Mr. Farmer called the meeting to order at 12:05 p.m.

**Approval of minutes:** On a motion made by Mr. Farmer and seconded by Mr. Brond, the minutes of the board meeting on March 10, 2023, were approved as presented, with Ms. Newman abstaining, as she was unable to attend that meeting.

**Bylaws update:** The following bylaws changes were presented for consideration:

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|--|---|-----------|
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| <b>Section 3.05.</b>   | <b><u>Non-voting Directors.</u></b> The President/ <del>General Manager</del> and the Chief Financial Officer of Delaware Public Media shall <del>serve as an ex officio non-voting member of</del> hold a position on the Board of Directors as <del>ex officio non-voting members.</del>                              |           |
| <br>   |   |           |
| <b>Section 3.07.</b>   | <b><u>Resignations.</u></b> Any Director may resign at any time by giving written notice to the President/ <del>General Manager</del> , Board Chair, or Secretary of the Board. Such resignation shall be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation. |           |
| <br>   |   |           |
| <b>Section 6.03.</b>   | <b><u>Chair.</u></b> The Chair shall have the following duties, responsibilities, and powers:   |           |
| (a) Preside at all meetings of the Board or designate the Vice Chair to preside.   |   |           |
| (b) Appoint Committee Chairs and Vice Chairs.  |   |           |
| (c) Cause to be prepared and approve agendas for all meetings.   |   |           |
| (d) Serve as liaison between management and the Board.   |   |           |
| (e) Take the lead in the annual evaluation of the President/ <del>General Manager</del> .  |   |           |
| (f) Annually certify, in conjunction with the President/ <del>General Manager</del> , that the Corporation is in compliance with all requirements and regulatory provisions as required by law or in order to retain affiliation with and receive funding from the CPB, NPR, or other organizations related to |   |           |

the Corporation's business  
and activities.

(g) Perform other duties as prescribed from time to time by the Board.

**Section 6.07. President-Chair Pro Tem.** In the absence or inability to act of both the Chair and Vice Chair of the Board, the Board shall elect one of its members as Chair Pro Tem, who shall be vested with all the powers of the Chair during the absence of the Chair and Vice Chair.

**Section 8.08. Executive Committee.** The Executive Committee shall consist of the Officers of the Corporation, the Chair of each of the Committees, and, at the discretion of the Board Chair, one at-large member appointed by the Board Chair. The President/**General Manager** shall also be an ex officio member of the Executive Committee. The Board Chair shall serve as the chair of the Executive Committee. The Executive Committee may act for the Board between meetings. The Executive Committee shall meet at such times as the Chair may call, or on petition of three (3) Executive Committee members. At least seven (7) days' oral or written notice shall be given for such meetings, electronically or by other means. A quorum for conducting business at a meeting of the Executive Committee shall be a majority of the voting members. The Chair shall present a full report of all Executive Committee decisions to the Board at the next regularly scheduled meeting of the Board.

## **ARTICLE 9. PRESIDENT/**GENERAL MANAGER** OF THE CORPORATION**

**Section 9.01. Role.** The President/**General Manager** of the Corporation is an ex officio non-voting member of the Corporation's Board of Directors. The President/**General Manager** shall be accountable to the Board of Directors and its Chair.

**Section 9.02. Duties and Authorities.** The President/**General Manager** of the Corporation shall be the chief executive officer in charge of operations and shall have general executive powers and duties of supervision and management as usually vested in the office of the chief executive officer, including carrying into effect all directions and resolutions of the Board of Directors. The President/**General Manager** may execute all bonds, notes, contracts, and other instruments for and in the name of the Corporation. The President/**General Manager** shall direct the day-to-day affairs of the Corporation, including the supervision of all employees. The President/**General Manager** shall have the power to employ, remove, and suspend all agents and employees.

**MOTION:** On a motion made by Ms. Newman and seconded by Mr. Griffin, there was unanimous approval of changes to the bylaws as presented.

**Human resources update:** Mr. Booker reported that Kathy Singel has been hired as the new underwriting account manager. The development director search will begin this week.

**Fundraising update:** Ms. Vincent reported that:

- The spring fund drive raised \$20,000 from 125 donors. It was a hybrid partnership with PBS and Greater Public, the first time we've tried that.
- We're behind on individual donor gifts. We received \$145,000 through the end of May; we've received another \$2,000 since then; the goal is \$172,000.
- In honor of her retirement, we will hold a one-day "Thank you Jane" fund drive on June 22. This will be a digital and on-air campaign, supported by a postcard mailing, with a goal of \$5,000-\$10,000. She will be interviewed by Tom Byrne on the June 16 edition of *The Green*. Mr. Farmer noted that this is not self-promotion, and that Ms. Vincent views

it as a celebration of DPM's mission and volunteerism. We hope to host an in-person event in September to recognize Ms. Vincent and give the board, Community Advisory Board, and others a chance to meet Karl Lengel and the rest of the staff.

- The mobile app "Drive to 2,000" contest is underway. Simply download the app and submit a screenshot of your favorite part, or take a selfie while using the app. Participants will receive a limited-edition, multifunction phone wallet. Ms. Newman suggested board members ask people to download the app.
- We sent letters to the Bond Bill Committee, the Joint Finance Committee, and all other state legislators asking them to support our \$240,000 Grant in Aid request and our request for \$300,000 from the Community Revitalization Fund.
- We are planning a one-day fund drive on August 17 to commemorate WDDE's 11th anniversary.
- Upcoming grant requests include Delaware Humanities (two requests), Crystal Trust, and the Red Wagon Calagione Family Foundation.

**FY23 year-to-date financial report:** Mr. Booker presented via screen share the following budget vs. actuals report as of May 31, 2023:

|                   | <b>Actual</b> | <b>Budget</b> | <b>Difference</b> |
|-------------------|---------------|---------------|-------------------|
| Revenue           | \$1,131,545   | \$1,034,725   | \$96,820          |
| Expenses          | \$1,026,867   | \$1,100,696   | (\$73,829)        |
| Retained Earnings | \$104,678     | \$65,971      | \$170,649         |

- Actual revenue includes \$225,000 of Longwood Foundation funding that is actually capital, not operating, revenue, resulting in operating revenue of \$906,845.
- Actual expenses include \$24,000 of capital expense, resulting in operating expenses of \$1,002,867.
- This brings operating retained earnings to (\$96,002).
- The bank balance at May 31 was \$350,170.

Mr. Farmer noted several significant accomplishments over the past 15 months:

- We have been able to stairstep the amount we receive in Grant in Aid funds.
- We have secured substantive, long-term contracts with our university partners.
- We have benefited from good expense management, thanks largely to Dr. Varipapa's efforts to instill a culture of fiscal responsibility and restraint.
- We have built positive momentum.

Mr. Booker added that we have seen underwriting momentum over the past 8-10 weeks, and that underwriting is becoming a materially larger percentage of revenue.

**Digital performance update:** Mr. Booker presented via screen share the digital performance statistics from July 2022 through May 2023:

- Social media impressions: 1,236,947 vs. a target of 1,701,735
- Website visits: 637,467 vs. a target of 1,123,550

- Social media followers: 15,522 vs. a target of 16,000
- E-news subscribers: 3,138 vs. a target of 3,015
- E-news open rate: 35% vs. a target of 34%
- Mobile app downloads: 1,197 vs. a target of 1,000

**Local Journalism Initiative (LJI):** There was discussion of the \$800,000 grant the LJI received from the Longwood Foundation to launch Spotlight Delaware, a collaborative newsroom, and its implications for DPM. Ms. Karibjanian recently met with Allison Levine, president and founder, and noted that we need a variety of sources covering news in Delaware. Ms. Fennell noted that the goal is not to create an outlet, but to focus on content creation and then to feed that content to other outlets. Mr. Booker and Mr. Byrne have met with Ms. Levine and Amy Cherry, LJI chair, to discuss the relationship with DPM.

Ms. Karibjanian encouraged DPM to participate in, and board members to attend, the PRSA “Meet the Media” event on June 27 at DETV in downtown Wilmington.

**FY24 budget proposal:** Mr. Booker presented via screen share the draft FY24 operating and capital budgets:

| <b>FY24 Operating Budget</b> |                    |                           |
|------------------------------|--------------------|---------------------------|
| <b>Revenue</b>               | <b>Base Budget</b> | <b>Stretch Budget</b>     |
| Grants                       | \$415,000          | \$475,000                 |
| Underwriting                 | \$250,000          | \$250,000                 |
| University Sponsorship       | \$189,000          | \$189,000                 |
| Individual Donors            | \$150,000          | \$160,000                 |
| Donated Services             | \$64,000           | \$64,000                  |
| <b>TOTAL</b>                 | <b>\$1,073,000</b> | <b>\$1,143,000</b>        |
|                              |                    |                           |
| <b>Expenses</b>              | <b>Base Budget</b> | <b>Contingency Budget</b> |
| Fundraising                  | \$216,150          | \$210,000                 |
| Programming                  | \$487,460          | \$475,000                 |
| Contract Services            | \$30,000           | \$30,000                  |
| General & Administration     | \$237,205          | \$231,200                 |
| Advertising/Marketing        | \$102,000          | \$92,000                  |
| Engineering & Facilities     | \$97,618           | \$95,000                  |
| <b>TOTAL</b>                 | <b>\$1,470,433</b> | <b>\$1,134,400</b>        |
|                              |                    |                           |
| Retained earnings            | (\$97,433)         | \$8,600                   |

Ms. Roberts recommended that digital services such website work and e-news be considered programming, not fundraising or advertising/marketing. It was suggested that “fundraising” be changed to “institutional advancement” to include grants, individual donations, and underwriting. Mr. Farmer said he was excited about maintaining investments in what drives our momentum.

| FY24 Capital Budget                      |                      |                          |           |
|--|----------------------|--------------------------|-----------|
| Revenue                                  | Cash                 | Non-cash                 | Total     |
| Bond Bill                                | \$300,000            |                          | \$300,000 |
| Longwood Foundation (12/22)              |                      |                          |           |
| Signal Improvement (Trans)               | \$155,000            |                          | \$155,000 |
| Facility Move                            | \$65,000             |                          | \$65,000  |
| Microwave STL Relay                      | \$5,000              |                          | \$5,000   |
| Welfare Foundation (6/22)                |                      |                          |           |
| Generator, Pad, Sat. Dish                | \$30,000             |                          |           |
| DE Community Foundation (1/23)           |                      |                          |           |
| Generator, Pad, Sat. Dish                | \$10,000             |                          |           |
| Crystal Trust                            | \$50,000             |                          |           |
| Non-cash                                 |                      |                          |           |
| Wilkinson, Barker, Knauer LLP            |                      | \$50,000                 |           |
| Delaware State Univ.                     |                      | \$90,000                 |           |
| TOTAL                                    | \$615,000            | \$140,000                | \$755,000 |
|  |                      |                          |           |
| Expenses                                 | Original Calculation | With Potential Reduction |           |
| Signal Improvement                       | \$217,000            | \$198,000                |           |
| Facility Move                            | \$292,500            | \$282,500                |           |
| Microwave STL Relay                      | \$188,000            | \$176,000                |           |
| Computers/Digital Equipment              | \$20,000             | \$12,000                 |           |
| TOTAL                                    | \$717,500            | \$668,500                |           |
|  |                      |                          |           |
| BALANCE<br>(Contributions less expenses) | \$37,500             | \$86,500                 |           |

**MOTION:** On a motion made by Ms. Roberts and seconded by Mr. Griffin, there was unanimous approval of the FY24 operating and capital budgets as presented.

**Operations and facilities report:** Mr. Booker reported that we will be able to get an improved signal sooner if we piggyback onto the state of Delaware's communications tower behind Lake Forest High School in Felton than if we wait for K2 to complete construction on our current tower, but we will have to apply to the FCC for a minor modification to allow us to transmit from the Felton tower. The Felton tower is 300 feet high vs. our current 200 feet, which will result in less signal interference. Signal coverage maps were shared via screen share.

It appears that DSU's softball team will occupy part of our proposed new facility until a new facility for the team is completed on the downtown (Wesley) campus. It appears the earliest we could move would be in the fourth quarter of calendar year 2023; it is more likely the move will occur sometime in the December 2023 to March 2024 window.

**Governance/Nominating Committee report:** Ms. Newman reported that she and Ms. Karibjanian are working on board recruitment, and they welcome suggestions. They are especially interested in people from Kent County and the central-to-western portions of Sussex County, and they hope to attract candidates with financial expertise.

**Upcoming meetings:** Future board meetings are scheduled for 12:00 p.m. on the following Fridays in 2023: September 8 and December 8.

**Adjournment:** On a motion made by Ms. Fennell and seconded by Mr. Farmer, the board unanimously agreed to adjourn the meeting at 1:30 p.m.

Respectfully submitted,

A handwritten signature in blue ink that reads "Ellen J. Roberts". The signature is fluid and cursive, with a long horizontal stroke at the end.

Ellen J. Roberts  
Secretary, Delaware Public Media Corporation