

**WOMR Board of Directors
Minutes of October 8, 2019 Meeting at 5 pm
Eastham Public Library**

Attendees: Ira Wood, John Braden, Tony Pierson, Georgine Riedl, Bruce Bierhans, Sandra Hemeon-McMahon, Marcy Feller, Sheila Lyons, Steve Gass, Steve Shervanian, Breon Dunigan, Dave Wilber, Justine Alten

Regrets: Fred Boak, Rick Sigel, Mark Adams

Meeting called to order at 5:02 pm

Public Comment: Dawn McCall

Minutes: Motion to approve September 11, 2019 minutes made by Steve Shervanian; it was approved unanimously, with corrections

Finance Committee report attached, with details on:

- Statement and Review of Committee's 2019 goals
- Financial Policy Review, ready for Board approval
- Standard Financial Update as of October 4th
- BECC Update
- Mortgage Payoff

Executive Director's report attached, with details on:

- The Broadcast Equipment Upgrade = slated to be completed by the end of November, although a time delay may happen due to furniture delivery
- The budget for the BE Upgrade = went up from last report, due to the added chairs and more wall treatment
- The Energy Audit (attached) = done by "Rise" Engineering, who will do some work on the attic to save on energy costs. Cost of work = approximately \$2800. Tony P. advised that this work be funded from the finance reserves. A vote was taken: Steve S. made a motion, Tony P seconded, and the vote to approve the work was passed unanimously.
- Moving the Transmitter = preparations still moving forward
- Fall Pledge Drive = coming up soon! 11/1 – 11/15 (DJ summit 10/23 in the Davis Space) Board members are vigorously encouraged to come in to talk on the air with the deejays during their shows, to help with the fundraising. Deejays love it!
- Underwriting = income is robust, we have new business supporters
- Milestone =Bernie Hutchens passed away

New Business :

- Policy Discussion = Term Limits for Program Committee
Reason for Board interest = The WOMR Strategic Plan states that the Board needs to look at Programming. Many Programming Committee members

have served for several years. Discussion: Tony P. brought up that we have difficulty getting candidates to serve so we cannot really ask for term limits. Justine A., who is on the PC, said she believes changing programming overall is a task for the Board and not really a one-committee job, since it is so important overall to the station. Bruce B. stated that with the new equipment, this is a good opportunity and a crucial time for the Board to give the PC some direction. Some general talk of creating an "I wish" exercise, coming up with a survey for all the deejays and others involved directly in the station to take. Instead of term limits, draw up a guideline and expectations, spurred on by the new equipment. Good if there could be a few new people on the Program Committee. Programming, "It's what we do!" = quote by Ira. Dawn McCall, Public Comment: suggestion that the Board give strategic expectations list to the PC, then let them decide how to implement. Task to Board members = think of what is needed, strategically. Sheila L.: should there be a specific strategic meeting for the Board, with a facilitator? Should there be a Retreat? Put this on the Agenda for Board discussion at next meeting.

Approval of Policies and Procedures:

1. Document Retention Policy (see attached)
2. Financial Controls (see attached)
3. Financial Procedures (see attached)
4. Gift Acceptance Policy (see attached)
5. Whistle Blower Policy (see attached)

All of these policies and procedures had needed an update; the Finance Committee spent months reviewing them, and the Procedures Committee did a lot of work on them too. Tony P moved that they all be approved, Steve S seconded, and the vote was unanimous.

Old Business:

- Reminder by Tony that in order to receive the 2nd payment from the CPB, there is a prerequisite for mandatory training against Harassment to be completed by certain Board members. If you are one of them, please get the online training done, thank you!

Other Business:

- None.

Next Meeting:

- Ira suggested that instead of another Board Meeting before the Annual Meeting November 23rd, Board members make a special effort to come in during the Pledge Drive to help out. Next meeting will be **Tuesday, December 3, 2019, 5pm** at the Eastham Library. This will be Ira's last Board meeting as Chair.

Other Upcoming Meetings:

- Program Committee meeting scheduled for October 23 was cancelled; next meeting for that committee will be November 20th at 4pm at Eastham Library

- Financial Committee meeting October 28th
- The Annual Meeting, Open to the Public, is on Saturday, November 23rd at the Center for Coastal Studies. Arrive at 12 noon for lunch; the meeting is from 1-3pm. Bring people!

Adjournment – Motion to adjourn by Bruce, Sheila L seconded. Approval was unanimous. Meeting adjourned at 5:45pm.

Minutes taken and written up by Sandra Hemeon-McMahon

LOWER CAPE COMMUNICATIONS, INC. – WOMR
FINANCE COMMITTEE October Board Report – Prepared on October 4, 2019.

Note: Finance Committee hasn't met since last board meeting but had an opportunity to review this material.

Committee 2019 goals are to:

- ✓ Ensure good financial stewardship by diligent review and questions;
- ✓ Agree on standard set of Financial reports;
- ✓ Monitor financial results of major initiatives (either Fund or Friend Raising);
- ✓ Sound analysis of current budget and development of 2020 budget;
- ✓ Review of major expenditure items;
- ✓ Regular in person meetings;
- ✓ Provide meaningful summaries to the Board; and
- ✓ Adhere to written Policies and Procedures – on agenda for Board approval

1. Financial Policy Review – ready for Board approval
2. Standard Financial Update – Note: September bank statements not available yet due to continuing bank issue with electronic uploads.

As of October 4th

Checking \$19,090

Reserves \$92,103 (Board approved Mortgage paydown of \$40,000 was made on October 3, a year ago the reserve was approximately \$33,000)

BECC \$155,831 (Beginning to spend dollars, Board approved BECC Financial Policies in place)

3. Final Fiscal Year 2019 budget analysis will be completed before next Finance Committee meeting on October 28th.
4. BECC Update
 - a. Major expenditures in next two months.
 - b. New budget established after 9/30/2019 meeting with engineers.
 - c. Total budget now \$309,500 (with \$26,000 contingency reserve)
 - d. Total fund raising is \$304,313 (given contingency reserve, we should be in good shape)
 - e. Adhering to BECC Financial Controls

5. Mortgage Payoff

- a. \$40,000 partial payment made from reserves on October 4th
- b. Decision on use of approximately \$9,000 Summer Fund Drive overage to be made at October 28th meeting – given uncertainties around antennae move, I would recommend deferring another mortgage paydown until we have greater clarity.
- c. Met with Karen Gallagher from The Cooperative Bank of Cape Cod on September 19th
 1. very good contact who would be happy to work with us – current loan rate would be about 5%, with modest costs.
 2. given current mortgage rate of 4.25%, no need to do anything quickly.

3. unless something happens with Seamen's relationship before January 2020, they are likely to give us relief on any major interest rate increase.

6. Future Meeting calendar – October 28th.

Report of the Executive Director
Meeting of the Board of Directors of WOMR/WFMR
Wednesday, Oct 8, 2019 – 5:00 PM

Happy New Yew:

Welcome to fiscal year 2020.

Broadcast Equipment Upgrade:

Chris Kelly and Gary Pink from Integrated Group Solutions Boston met with Matty and I and Eli on September 30th to answer questions and map out a strategy for going forward with the upgrade project. It was a very productive and helpful meeting. It's looking like we will be able to follow the timeline that we suggested to them with work commencing on November 18. We have had painters in to paint Matt's office as well as windows in the office that were never finished after the installation.

Efforts to Move WFMR Transmitter:

Preparations for moving the antenna and transmitter from Brewster to Orleans continue to move forward. This past week I received a draft of the lease for the new location which I read over and passed onto Marcy to review.

Fall Pledge Drive:

The Fall Drive is already creeping up on us – beginning November 1st and running thru the 15th. We have budgeted \$65k for the on-air drive and \$14k for the direct appeal. As a board member, we can really benefit from your help during the drive. I will keep everyone posted on shifts that need pitching help.

Energy Audit:

RISE Engineering came by the station and did an audit on the 2nd as suggested by the board at their meeting in May. I've included details of what they would like to do to the board packet but the bottom line is they would like to do \$16,162 worth of work in the attic for which we will pay \$2,858.

Underwriting:

Income from underwriting for FY2019 is almost exactly the same as FY2018 at over \$57k. New business supporters include "Trove Art Gallery" in Orleans.

Milestone:

Tuesday night jazz DJ Bernie Hutchens passed away in late Sept after a long illness.

Upcoming Meeting Schedule:

- **Program Committee:** Wednesday Oct 16, 4:00 at the Eastham Library

Summitted Oct 2, 2019

John Braden, Executive Director