

WCUW 91.3FM

910 MAIN STREET, WORCESTER MA 01610

Board of Directors meeting:

TUESDAY – November 21, 2023 7:00 PM (Zoom)

The November 21, 2023 Minutes were approved at the December 19, 2023 Board of Directors Meeting

MINUTES

Meeting called to order at 7:01 pm by Nick Cozzens

Attending: Uma Ananth, Ed Arndt, Mark Babson, Greg Check, Nick Cozzens (acting chair), Gail Hall, Scott Hayman, Rick Hendra(secretary), John Solaperto

Not attending: Mitch Gordon, David Connell

Also attending: Troy Tyree, Ex Officio; Darren Pinto, Walter Henritze, Robin Scott

Approval of minutes from October 17, 2023 –

- Scott Hayman asked to amend attendees list by inserting “Ex Officio” after the Executive Director’s name. Rick agreed to do so. No other changes were requested.

Report from the Vice Chair, Acting as the Chair –

- Nick welcomed the new members of the Board and thanked them for wanting to get involved in the radio.
- Then he moved to introduce the three committees before asking Rick to report on the Community Development and Fund-raising Committee.

Committee Reports:

- **Community Development & Fund-Raising Committee –**
 - Rick presented, as neither Darren nor Mitch were available.
 - Purpose of the CDFR Committee:
 - Originally, to get WCUW’s name and logo out there and
 - Establish our presence in the community, and develop working relationships with key agencies in the community, from establishments like Halloran’s to the Woo Sox.

- The charge of the committee grew when it took charge of managing the \$31,000 TDI Grant.
 - Darren and Mitch, as grant-writer, took the lead on this.
 - They worked out the budget, met with the grantors, and prepared for hiring.
 - We were hoping to appoint Mitch to the storyteller position this evening but we're still awaiting a contract back from him. Gail asked if we have yet to receive the grant funds and Rick confirmed that we have. Scott asked if Mitch has stepped down from the board and Rick confirmed that he has stepped down. Rick was concerned that Mitch may not now be interested in the Grant position. Mark asked about deadline or timeline for the grant. Rick said the grant is an 18-month grant and we are six months into it. He said we need to get going. Darren said we are right now just starting to fall behind. He says the funds are all there and ready to go. Nick wanted clarity on the situation. His understanding is that Mitch resigned from the Board so he could accept the grant-funded position. Rick confirmed that this is correct. Nick reflected some concern that we haven't heard from him.
 - Scott motioned that we accept Rick's report. Nick seconded the motion. All were in favor and the motion passed.

Human Resources Committee –

- Purpose of the HR Committee: Rick presented on behalf of David Connell, who was not present.
 - To conduct the annual personnel evaluation of the ED required in the By- Laws.
 - To deal with matters like raises, working conditions, and required trainings.
 - To deal with issues with programmers or other volunteers that get kicked up to the next level.
 - To recruit and orient new members to the Board.

Rick noted John S asked for a report on the last meeting's executive session. Rick said he was going to do this, but he realized it involves personnel matters and it wouldn't be appropriate to share with non-board members and general public. Rick says he did share these details among board members and that the session was a discussion of Succession planning.

- John S. said that he thought the majority of the discussion was about proposing and considering a change in management structure. Rick said that yes, this was discussed, but that the gist of the discussion was about succession planning and that David Connell has done a good job with these matters.
- John S. asked Rick to share the material about succession planning and management structure with the rest of the board after the meeting. Rick said he will share with the Board.

Scott motioned to accept Rick's HR report. Mark had a question as to whether we should formerly accept Mitch's resignation from the Board. Mark also asked who else is on the Human Resources Committee. Rick said the members were Darren, David and Rick. Bill Fisher was on the committee, but he resigned. Scott motioned to accept the resignation of Mitch. Edward Arndt seconded the motion. All were in favor.

Recognition Event Task Force – is now under the Exec. Director's lead and will be presented under ED report.

Report on Bank Grant Task Force:

- Rick explained how the Board's task forces came about: pressing needs with no obvious committee home:
 - The first task force was to manage the TDI grant
 - The second was the Awards Ceremony, as this had kicked around for over a year while the 50th anniversary was passing us by.
 - The third was the Bank Grant task force, charged with using grants to jumpstart our new funding in response to the matching gift.
 - If we lose the matching gift, Rick recommended folding this task force into the Community Development & Fund-raising Committee for the long term.

- Rick also sought suggestions for another bank we might submit his proposal for a Zoom room to as our own bank seems unlikely to fund us without a matching gift to cover for our plush looking account balance just now.
- John S. suggested that we begin a capital campaign around the slogan, “\$50,000 for 50 years”. We could combine this campaign with the Community Development and Fundraising Committee if this is practical.
- Rick said he seconded the motion but thought the issue deserved more deliberation because there were false starts in the past. He said we hired consultants in the past and that they believed we were not ready for a capital campaign.
- Scott said he would second the motion as well. Mark asked for notes about former work that consultants did.
- Nick suggested we just roll the campaign into the community development and fundraising committee and Rick thought we should put the bank grants in there as well.
- No votes were taken on this matter.

Infrastructure Committee – (Greg)

- Purpose of the Infra/Infostructure Committee
 - Greg talked about managing both the building – the infrastructure –
 - And the software that runs our infostructure: web presence, records, donor management, laptops, etc. This committee would not address the “broadcasting equipment”. The committee would handle the building.
- Greg went over our fire inspection status and the issues with sprinkler heads, fire extinguisher systems, and annual and 5-year inspections, etc., with regard to the Front Room and public usage. We may have some sprinkler repairs, new melt away tiles, and be required to have a commercial grade fire alarm system.
 - Troy reported that an electrician had estimated that the necessary equipment could cost 8 to 10 thousand dollars and we should double this for installation costs.
 - Estimates so far point to a cost of \$30 thousand.
 -

- Mark asked about using the building now, while we deal with the sprinkler and fire alarm situation. Can we have members-only events, etc. What is the level of usage we can have? Troy said that, by working closely with the fire department, he hopes we can get approval for member-only events, the record sale, etc. prior to installing a full-blown alarm system. John pointed out to Troy that just today he had written he is confident about having recognition event and record sale. Troy responded that he believes the fire department is working with us.
- Scott added that he believed there is a big difference with regards to compliance and costs between public music shows in the Front Room and the general activities of a radio station. He thought the general activities of the station could continue with less requirements and sooner than the Front Room public shows with PA system. He cautioned that the Fire Department and Inspectional Services are pretty independent and can be hard to predict until they clearly share their final decisions.
- John asked Troy to ask City if we could have acoustic music at member only events during the interim.
- Mark asked if the fire alarm and sprinkler compliance issues are covering the Pizza place also. Troy answered that there have been no discussions with the city about the Pizza place.
- Greg went on to give an update on the status of other renovations that were already under way:
 - The carpet tiles have been ordered for the hallway and the record store dedicated to Harold Stevens. Installation is coming up the week after next.
 - The renovation of the store area is coming along. Larry Haley and his co-worker are constructing record cabinets. Troy has pictures.
 - The crack in the wall is not a water infiltration issue. The committee has voted to put any action on hold until we get results of sprinkler/fire alarm issues.
 - HVAC- the committee agreed to get an estimate on fixing the system to include multi-zones, but also agreed to put on hold pending determining sprinkler/fire alarm costs.

Greg then went on to report that the bequest funds, the TDI Grant funds and the Greater Worcester Community Foundation grant funds have all been put into a restricted savings account that can be transferred by him, as Treasurer, to operations or particular grant expenditures as needed. Account balances are now: \$106,000, \$32,000 of which is TDI, and the balance is from the bequest. The GWCF funds had not hit the accounts as of the end of October. Certain of the bequest funds have been expended for the carpet tiles, donor management software and record store renovations, 50% downpayment for sprinkler inspection, fire extinguisher inspections, 3 PCs with Monitors,

including 3-year replacement plans, and a new streaming machine, including setup. Greg said the bequest funds should be used for one-time capital expenditures as the bequest is one time. Ongoing expenditures should be paid for by operating grants, etc. That said, back in October, the board did discuss transferring some of the bequest funds to operating. Troy was asked to make a budget for review and then transfer to happen. That didn't happen. Greg said he needs sense from the current board on what the bequest money should be used for.

- Scott suggested he thought the new board should develop its determination of how to spend the bequest funds within the next two board meetings.
- Scott then made a motion to create an annual budget and to set aside \$40K of the bequest for capital projects, and then \$10K for routine maintenance via the checking account. The balance of bequest should be unspecified until an annual budget is created.
 - Rick proposed that the motion be amended to make this apportionment subject to review by the Budget Committee.
 - Scott accepted this amendment and Rick's second, and the motion was approved without opposition.

Recognition Task Force:

- Uma deferred to Troy's lead on this effort, and the discussion segued into the Exec. Director's report:
 - There was a discussion of trophies and plaques.
 - The decision to go to a potluck with perhaps some extra catering was accepted.
 - Rick made a motion to fund the Awards Ceremony up to \$5000, as we wouldn't meet again before the projected date of the ceremony. The motion was seconded and passed.
 - Concerns were raised about the event's costs and the station's fiscal situation.
 - There needs to be decisions made and a budget submitted, and the team agreed to gather more info and then submit a proposed budget with event details.

Executive Director's Report (you should have this report under separate cover):

- Troy reported on his projects – like the record store taking shape in the ED's old office and plans for the Harold Stevens Gallery.
- And he updated us on his take on the Front Room repairs, including a fire alarm box that could cost as much as \$30,000.

- And he noted that we have \$4,52 on hand, with nothing outstanding on our line of credit.
- Fund-raising:
 - Troy announced a couple of upcoming fund-raisers being held off-site.
 - John and others urged that we make an end-of-year push.
 - Mark suggested we take advantage of the upcoming “Giving Tuesday” event, emailing members a few weeks in advance and broadcasting it on a regular schedule.

Old Business:

- Front Room financials: we agreed to table this discussion once again, in light of more pressing financial considerations concerning that space
- We likewise tabled the discussion of renegotiating the lease with Fantastic Pizza.
 - It might be good to know more about the state of the building before we do.
 - Scott volunteered to join the negotiating team on this.

New Business:

- The first order of business was to re-appoint Darren Pinto to the Board to take the place of Mitch Gordon, whose resignation we accepted earlier.
- Election of new officers:
 - The first question was how to tally the votes, and it was decided that a neutral observer would be asked – Walter Henritze, who agreed to tally.
 - The first office to be decided was the Chair:
 - Nick announced that he would not be running, that he’d be stepping off the Exec. Committee
 - Darren Pinto and Mark Babson were nominated
 - The vote ended in a tie.
 - After some discussion, Mark deferred to Darren and volunteered to serve as Vice-Chair, as he was still new to the Board.
 - Darren was thereby re-elected Board Chair
 - Mark was elected Vice-Chair as a result
- Greg ran unopposed for Treasurer and was elected without dissent
- Rick announced he was stepping down from the Secretary role
 - He nominated Uma to take his place as Secretary, but she declined.
 - Gail nominated Scott to be the new Secretary,

- Scott accepted the nomination and was elected to the post without dissent.
- WCUW's Officers for its Board of Directors for the next year are:
 - Darren Pinto, chair
 - Mark Babson, vice-chair
 - Greg Check, treasurer
 - Scott Hayman, secretary
- In other new business:
 - John moved that we meet in person monthly; Mark amended that to once each quarter. John accepted the amendment, and it was passed without dissent.
 - Greg noted that, as our annual revenues had this year surpassed \$200K, we are by law subject to a "financial statement review"
 - Our accountant, Aaron White, can do this for us.
 - The fee for his services will be \$2250 (see attached)
 - Greg also raised a control-issues around posting the Zoom link for our meetings on our Thewebsite:
 - He suggested we require that new business be submitted to the Exec. Committee two weeks before the meeting, setting a specific date for each month, to control the content and time of the agenda.
 - There was talk about the approval process for new business items and communications around that process.
 - John S. asked to amend Greg's proposed requirement to submit request for new business items to 10 days before the regularly scheduled meeting. The Executive Committee would then review and approve the requests and place the items on the agenda. Greg agreed and all approved.
 - And finally, it was decided that we will not post an open invitation to our meetings on our website until these issues have been worked out.
 - Scott moved that we form a By-Laws Review Committee. Seconded and approved

Motion to adjourn passed by acclamation at 9:05.