



WYSO BOARD MINUTES

October 21, 2015

WYSO Conference Room

Yellow Springs, Ohio

Members present: Nancy Nash, Chuck Berry, Ashley Appleman, Don Hayashi, Herbert “Rusty” Cousins, William “Bill” Linesch, Seth Gordon and Glenn Watts.

Members absent: David Seyer, Kevin Rose, Kevin McGruder, Natalie Skilliter, and Bruce Bradtmiller.

Staff present: Luke Dennis.

Seth called the meeting to order at 8:22 a.m. He said that Fred Bartenstein has resigned, but indicated that Fred will continue to be involved in ways that support the station. Seth also reported that Kristen Wicker has an on-going conflict with her work schedule that prevents her from participating, but that she also wants to continue to be involved through a committee.

Minutes. Moved by Don, seconded by Rusty, to approve the Minutes of the meeting of April 15, 2015, with the addition of Luke’s handout about the spring fund drive, and the Minutes of the meeting of August 19, 2015. Draft versions of both Minutes were circulated prior to this meeting. The motion to approve the two sets of Minutes was approved by voice vote. Glenn will E-Mail copies of the Minutes to Juliet Fromholt for posting on the station’s website.

Bylaws Update. Glenn said that there are some discrepancies between what the Bylaws call for and the Committee structure adopted and assignments made at the last meeting. In order to operate in compliance with our Bylaws, we need to remove the following discrepancies between the recent committee assignments and the Bylaws:

1. The Board is required to have an Executive Committee; none is listed on the Committee assignment sheet.
2. The Nominating Committee is required to have three members from the Resource Board.
3. The Development and Marketing Committee has specific duties that are not listed on the Committee assignment sheet. Some of these have been assigned to the new committees (e.g., Capital Campaign, On-air Campaigns, Events) while others are not listed (e.g., underwriting sales support). The Development Director is a non-voting ex-officio member of the Committee.
4. The Finance Committee has seven specific duties, only one of which is mentioned on the Committee assignment sheet. Additionally, the Finance Director is a non-voting ex-officio member of the Committee.

Initially, Glenn considered resolving some of these discrepancies by making some of the new committees subcommittees of the Standing Committees, but there are too many cross-committee assignments to allow this to work. Rather, the Board has the authority to amend its Bylaws and that is the cleanest and most direct way to resolve the conflicts. This can be done in one of two ways.

One is to eliminate the existing Standing Committee duties from the Bylaws or re-assign the duties to newly created Standing Committees that mirror those listed on the Committee assignment sheet.

A better approach is to add a sentence giving the Chair authority to reassign the duties of the standing committees to Special Committees. This approach is simple, preserves the list of duties that were considered important when the Bylaws were written, and adds flexibility to Board operations.

Glenn said that the Bylaws require that the Board approve Special Committees and the number of people who serve on them. The Chair is then authorized to make the appointments. Given that we've already approved the new committee structure and membership, we have the cart just a bit ahead of the horse. He proposed that we do the following:

1. Amend the Bylaws giving the Chair the authority to assign the duties of the Standing Committees to Special Committees in order to focus attention on the specific duty. He distributed a Resolution to accomplish this change. This served as a "first reading" and approval by two-thirds of the entire Board membership (not two-thirds of those attending) must occur at a subsequent meeting.
2. Have the Chair restructure the Committee assignment sheet to make sure that all of the duties mentioned in the Bylaws are assigned to a Standing or Special Committee. The full Board should then approve this structure at the December meeting after the Bylaws are amended.
3. The Chair should make sure that the number of people on each of the Special Committees is spelled out. A range (say 2 to 7) would be acceptable.

The Board agreed to consider the draft Resolution at the next meeting.

General Manager's Report. Luke provided the report in Neenah's absence. He said there are several content initiatives underway for this fall. There will be a new season of *Veteran's Voices* and there is a new grant for the *American Graduate* coming through Think TV. Last year the focus of the *American Graduate* was on Latino graduations; the topic for this season has not been selected. We are having trouble finding funding for the *Youth Radio* series. Many foundations only want to fund the start-up year of a project and what is needed now is continuing support. Last year we raised a total of about \$34,000 from three foundations. This provided funds to offer *Youth Radio* programs at three high schools at no cost to the schools. All of the schools want to continue the *Youth Radio* project, but funding had not materialize as of September. We explained the situation to the three schools that were involved last year (Ponitz Career Technology Center, Dayton Early College Academy and Dayton Regional STEM School) and they were able to find some money, but not enough to meet all of the hard

costs. At this point there is enough to operate at Ponitz, and Luke hopes that by January there will be funds to allow the program to resume at the other two and to add Stivers School for the Arts.

Ariel Van Cleave is leaving in about three weeks to become the morning host for the big NPR station in Seattle. It is great for her, but unfortunate for us. However, this shows that someone can go from our small market to a station in the top five public markets in the country and be the morning host. WYSO has repeatedly demonstrated a national presence by performing like a big station and this has been noticed. Ariel will be greatly missed because she has been a team player who works really hard to make us a better station. Mike Frazer will assume the Morning Edition duties until the position can be filled.

Finance Committee: Glenn reported that the Finance Committee met on September 22 and received an update from Doug on the financials to date. Subsequently, Doug reported to the Committee by E-mail that at the end of September, WYSO has a negative budget variance of \$71,700 reflecting temporary shortfalls in Gifts (\$17,900), Tower Gifts (\$87,500), and Underwriting (\$22,700) offset by a positive variance in Expenses (\$64,100). In addition, the Committee discussed the following:

The outlook for 2015-16 as a result of:

1. No one-time benefit due to the change in depreciation.
2. Tower relocation expenses without bookable income.
3. Higher operating expenses associated with the new tower location.
 - a. Doug said that the station has negotiated favorable terms for the new tower lease. Tower rent will be higher initially than the current rent and will slowly grow to market rate.
 - b. The committee discussed the accounting procedure required by the auditors for the tower gift revenue. Glenn said that he does not understand why they are treating the revenue as they are.
 - c. Studio to tower link has some one-time costs, but there will actually be some savings because of the elimination of some landline circuits. Glenn observed that there are now two microwave antennas on the studio tower, and Luke said that the original antenna will be needed until the cutover to the new tower. The station will maintain access to the old tower as backup until the new tower is proven, but there is no long-term plan to be able to use the old tower.

The Committee considered how improved staff compensation might impact 2015-16 and 2016-17 finances. The first step is to conduct a survey of comparable stations and determine if our salaries are competitive. If they are low, a plan will be needed to correct the variance over time.

Seth observed that staff turnover is expensive and we need to keep people for longer periods of time. Nancy asked if we shouldn't also determine what the salary levels are at the type of station that wants to attract our talent. Bill agreed, saying we need to look at the salary strata so we know where the break points are. Luke said that CPB does an annual salary benchmark

survey and that they will be looking at that data as well as the Ohio Association of Nonprofit Organizations salary survey. This survey is done by job type.

Chuck stated that the Committee discussed underwriting and believes that improvement is important. Luke said that each year the station participates in a revenue benchmark program. We report revenue data, as do other stations, and that gives us a sense of how much we can raise from listeners and from underwriters. In the last three years we have gone from below median in membership giving to slightly above. However, there are about 98 stations that participate in the survey and we are about third or fourth from the bottom in underwriting. Therefore, Luke sees an opportunity to significantly increase revenue if we can improve the way we market and sell underwriting. The increased audience that we will gain from the new tower will improve this opportunity.

Glenn said that additional members are needed for the Finance Committee and the Committee is considering adding people who are not Board members. This is sanctioned by the Bylaws.

Dashboard Update. Bill provided a handout that he characterized as the working draft of the Dashboard for FY2016. Luke and Neenah had worked on this and he made some changes to make it easier to understand. He said that his only concern is that the choices in the key tracking column (On Track?) do not convey what is or isn't happening. Some of the projects haven't started yet, but they show a "Y". This doesn't tell the reader what the station is currently working on. He suggested that another category would allow us to know that something hasn't been started. Glenn suggested a "P" for pending. Otherwise, Bill said that things look good. He added that he will add color to make it easier to tell where things stand. Nancy said that the comment section will be important and Bill agreed that by December that section should be filled in.

Marketing and Development. Luke said that the fall fund drive has met its goal of \$230,000. This was the highest on-air goal that the station has ever had, but experts are warning that stations should not expect to see additional increases. Luke handed out a breakdown of the fall 2015 fundraiser and said that \$230,000 is likely the highest goal that we will have in the near future because sustainers are now providing a significant share of donor revenue and they are not counted in the drive unless they increase their contributions. This is not to say that there is no need to increase our annual fund-raising goals, but only that the money will come in at different times of the year and in different ways. Luke said that 37% of the contributors are now sustainers and those 1,517 people will not be calling in during pledge drives. We are on track to raise \$750,000 this year.

Nancy asked Luke how he plans to present these lower goals to listeners without suggesting that our needs are less. Luke said that last spring we were able to say that thanks to our sustainers we were able to have a lower goal for the drive.

Luke said that we raised \$100,000 in the pre-drive which shows that people are willing to contribute during the three-weeks before the on-air segment. The pre-drive was called the "Warp Drive" and the promos were very good.

Bill expressed some concern about setting lower goals. He said that we need to keep the pressure on to increase our contributions because the new tower will provide a larger audience. Opportunities like this come very infrequently and we need to take advantage of this one. Chuck said we need to cut our deficit and raise more funds for salaries and to hire the talent that we need. The station needs to be self-supporting and not a financial burden on the College.

Rusty asked if what we need is a “new member goal” as well as a dollar goal. Then, a goal of converting members into new sustainers. Seth said the station has been successful in doing things somewhat differently and we need to continue to be aggressive, but we should be a little cautious when thinking about the new tower. Keep in mind that the new tower will enable us to compete for the listeners of other stations rather than attract people who have never heard of public radio. We need to find a way to get these people to leave their current station and move their allegiance to WYSO. Bill said that the new tower will give the station access to the fastest growing area in Ohio and we need to maximize this opportunity. Right now if you commute between Dayton and Cincinnati, you have to switch stations because the WYSO signal is not available most of the way. However, WYSO has better programming. Nancy pointed out that we have a Dashboard entry that speaks to this, but perhaps we need an even greater emphasis. Luke responded that there will be a “big splash” when the tower comes on line. Part of the tower budget designates \$65,000 for marketing, and Vella, Inc. is helping create the campaign. Our goal over the next four to five years is to capture the same percentage of members and dollars in the new market that we have in the existing market.

Luke believes that we made the \$230,000 goal because we had a strong pre-drive. The only area where we were low was challenge grants, and this was because a number of people who previously provided challenge grants recently made major contributions for the tower project.

Luke reported that we have added 295 new sustainers which means that 37% of our total membership is sustainers. The best in the NPR system is Minnesota which has about 50%, so we are doing quite well. We are trying to realize \$750,000 in contribution payments and Jayne says we need to get \$845,000 in pledges to make this total because some pledges are not fulfilled or are received in the next fiscal year. We have the year-end drive and the end of fiscal year drive remaining plus the ongoing receipts from sustainers. Luke noted that they are expanding their focus to include \$5,000 and larger gifts, as well as those from the basic or starting donors. Seth said we should re-emphasize the \$93.10 gift. Luke agreed saying that it amounts to 25¢ per day.

Nancy observed that stations she has heard while traveling use a broad giving range. A range leaves room for entry gifts as well as encouraging the sustainers. She also said that in Columbus they announce how much they need to raise to cut a day from the on-air drive.

Luke asked for reactions to the drive messages. Seth said that some of the playfulness was missing; it seemed that the staff just wanted to get it over with—give now and we won’t inflict this awful on-air thing on you. Additionally, he wondered why we ended the drive on Saturday because there are some really good shows on Sunday. Rusty said that when he was present on Sundays, there were very few calls. *Rise When the Rooster Crows* gets calls, but then the phones go dead.

Chuck said that all of the on-air people need to have training. We need to stay on message and training helps. Chuck said that Ariel was particularly helpful; she listened, critiqued what was being said and suggested improvements.

Nominations and Boardsmanship. Nancy reported that the Committee met in September to consider a list of eleven people that the Committee is contacting. She distributed the candidate profiles for two people, Bradley Price and Judd Plattenburg, who have said that they are interested in serving on the Resource Board. They have also completed a portion of the survey that Board members recently completed so that we could get a better idea of their particular areas of expertise. A third candidate, Rodney Veal, also appears on the survey form and the Committee is on track to bring his candidacy to the Board soon. Nancy gave the members time to review the material.

Luke said that Judd Plattenburg runs Oregon Printing Communications and has been a great friend of the station. He has served on several community boards, including Dayton History, and is highly respected in the business community. He is a member of Dayton Rotary. All of the improvements to the WYSO mail pieces, including personalized print, are a result of Judd's work. He personally shepherds the station's work even though he has several people working for him who could handle it.

Luke is very enthusiastic about having Brad Price on the Board. Brad is a young man who says that WYSO changed his life. He is a contributor, he sends new members to the station, and he volunteers for everything. Ashley said he helped create Next Up and that Brad's friends are a large part of the membership. Seth said that Brad was the first to arrive to help move the station to the new studios, and Don said Brad is always available to staff the Station's booth.

Nancy said that both Judd and Brad have strong community networks, as does Rodney. Luke said that they will definitely help increase underwriting.

Moved by Nancy, seconded by Bill, to invite Brad Price to become a member of the Resource Board. The motion was approved by voice vote.

Moved by Nancy, seconded by Don, to invite Judd Plattenburg to become a member of the Resource Board. The motion was approved by voice vote.

Nancy said that Neenah will be meeting with Rodney Veal soon and, assuming that the meeting goes well, Nancy may bring his candidacy to the Board by E-mail so that he can be seated at the December meeting. Nancy said that three of the people they approached had declined to become members because of other commitments, but all said they would consider participating at some point in the future.

Nancy also said that the Committee has reached out to the Dayton Foundation. The Foundation is creating a panel of candidates to promote diversity on the various boards in its service area. Nancy said there are candidates in the pipeline, but we always need new names and Board members should send them to her.

Handbook. Several members suggested that there should be a Board Handbook that could provide basic information about the station and the work of the Board. This would be useful in

orienting new members and also provide a reference source for those who have been on the Board for a while. Luke said he would help with this.

Next Up Report. Ashley said that they met last week and decided to have a listening party November 8 at the Solar Decathlon House which is adjacent to the Westcott House in Springfield. Kevin R. helped arrange the location. At this point the group is thinking about content and will likely focus on sustainability and perhaps architecture and design because of the location. If Board members have heard stories lately or know of other appropriate audio material, please contact Ashley.



There will be a winter holiday party and the Committee plans to hold two additional listening parties next year.

WPAFB Working Group. Rusty said that the Combined Federal Campaign (CFC) kicked off and Seth and Rusty ran the booth at the Nutter Center. CFC is an opportunity for federal employees to make all of their charitable payroll deductions through a single appeal. Most of the federal employees in this area are affiliated with Wright-Patterson, but others work for the VA, TSA, FAA, Post Office, the National Archives and a few other agencies.

Rusty said that he and Seth used the booth to introduce people to WYSO and they found that a lot of people listen, but choose to donate directly through the pledge program. Seth said he was surprised by the number of people who say they listen all of the time, but are not contributors. Rusty said that he was undecided about whether their effort at the Nutter Center was worthwhile. The CFC will run through November 20 and if anything can be done to encourage contributions, it should be done soon because most people make their commitments during the first two weeks of the drive. Nancy asked if there would be on-air appeals and Luke said one would run tomorrow.

People who contribute to WYSO through the CFC have the option of being identified to the station or having their contribution reported anonymously. Luke said that we get about \$20,000 per year from CFC. The check is received in April. Don asked if the station appears under its own name. Rusty answered that WYSO appears as part of Antioch University and some potential donors may not find it in the list of organizations. He added that about 60% of what is received is now going to Antioch College. Glenn suggested that Friends of WYSO be used for CFC so that the station can provide its own financial information for the CFC profile. Luke said he will check to see if this is how Glen Helen gets listed.

Rusty said he is trying to get people from the Junior Force Council (military and civilian staff with one to eight years of service) connected to Next Up. They do a lot of volunteer work with Habitat for Humanity, but some may be interested in things other than building houses.

Programming and Training. Seth said that this Committee is in need of a formal charge. Neenah has met with them, but formal direction is needed.

Events Committee. Luke said that Brad Price will likely chair this Committee now that he has been elected to the Board. The biggest event for the Committee is the April fund-raiser which

will be held at Memorial Hall this year. The Committee met there recently and developed a number of very good ideas, the best of which is to get Ari Shapiro to be the guest celebrity. They would like him to come and sing big band songs. (He is a guest singer with the “little orchestra” Pink Martini.) The Committee might also hold an air guitar competition and Ari could be the celebrity judge. This, of course, is contingent on Ari being available.

The Committee members are Dave, Don, Kristen Wicker, and now Brad Price.

Adjournment. Moved by Don, seconded by Rusty, to adjourn. The motion to adjourn was approved by voice vote and the meeting ended at 9:50 a.m.

Next Meeting. The next regularly scheduled meeting will be held at **8:15 a.m.** on Wednesday, **December 14**, 2015 at the station’s studio location, 150 E. South College Street, Yellow Springs. The Agenda will include approval of the Minutes of the meeting of October 21, 2015, committee reports and consideration of the amendment to the Bylaws. Committee Chairs should E-mail agenda topics that require Board discussion or action to the Board Chair not later than the Friday before the meeting. The E-mail should include the topic, the desired outcome (e.g., a resolution) and the estimated time that the discussion will require.

Respectfully submitted,
Glenn Watts, Secretary