



WYSO BOARD MINUTES

August 19, 2015

WYSO Conference Room
Yellow Springs, Ohio

Members present: Nancy Nash, Chuck Berry, William “Bill” Linesch, David Seyer, Kristen Wicker, Kevin Rose, Herbert “Rusty” Cousins, Fred Bartenstein, Kevin McGruder, Don Hayashi, Ashley Appleman, Natalie Skilliter, Seth Gordon and Glenn Watts.

Members absent: Bruce Bradtmiller.

Staff present: Neenah Ellis, Doug Hull, Luke Dennis and Jayne Monat.

Seth called the meeting to order at 8:19 a.m. He said that there was a lot to cover and, therefore, Neenah would not be providing her usual update. Neenah said she would send an E-mail covering new or important topics.

Check-in. Seth asked the Board members if they had any driveway moments of note. Seth started with an NPR story on the Russian and Brazilian economies that was on as he drove to the meeting. The reporting was very good. Neenah called attention to the Lewis Wallace piece, “A Matter of Seconds,” that aired on August 8 concerning the John Crawford shooting. Seth reported that the Veterans Voices Project at Wright State University won the University President’s Excellence Award for Innovation. Many WYSO people were involved in its production and it came off really well. Neenah mentioned that the Station’s reunion event was a great success and a “real blast.” It was well attended with guests from California, Boston and New York. The two living founders of WYSO attended and the station raised \$13,000. She thanked Don for being a part of the committee that organized the event.

Minutes. Seth did not have time to augment and revise the Agenda-Minutes of the meeting of April 15, 2015 in time to circulate them prior to this meeting. Seth will revise the text and send the augmented minutes to Glenn for reformatting. They will then be submitted to the Board for consideration at the October 21, 2015 meeting.

It was moved by Fred, seconded by Don, to approve the draft 2 version of the Minutes of the meeting of June 17, 2015 that had been circulated prior to this meeting. The vote to approve the revised Minutes was unanimous. Glenn will E-Mail a copy of the Minutes to Juliet Fromholt for posting on the station’s website.

Financial Report. Doug distributed a schedule showing the financial activity for the period ending June 30, 2015. This schedule shows actual and budget numbers for the most recent month, and year-to-date for the current and two prior years. Doug said he would be focusing on the dollar variances from Budget to Actual.

This has been a very good year with revenues above budget by \$352,908 and expenses below budget by \$58,183 for a net positive variance of \$411,091. A contributing factor is Gifts,

which are up \$45,654 for a new record level. The tower project made a unique contribution to revenue this year. The station is booking and showing the tower revenue, but only the cash received to date and not pledges. This will create a mismatch, however, for next year. In 2016 the station will be spending capital dollars to complete the tower project, but there will be no offsetting revenue because the revenue has been recorded in 2015. Grants are also up and the net of the three grant categories is a positive variance of \$24,739. On the down side, Underwriting is under budget by \$37,719, and Special Events & Other ended the year \$30,420 under budget.

On the Expense side, there are both positives and negatives. Wages & Benefits was a significant contributor to the positive operating balance with a positive variance of \$69,012. About half of that amount was provided by benefits. The College provided a budget number that proved to be higher than the actuals and this helped the station. This is likely a one-time event. Programming was part of the negatives. It was \$16,000 to \$18,000 over budget. This was expected because of the way the budget cycle works. Premiums, printing, and some services associated with the larger direct mail effort that was started after the budget was prepared also went above budget. We knew direct mail would cause an \$18,000 postage overage, but the overage has been more than offset by increased gift revenue. The bottom line for Expenses is that the station spent \$58,183 less than was budgeted.

There are some “adjusting factors” that should be kept in mind when looking at the financials. The Tower Revenue of \$327,764 is a major contributor to the positive year-end balance. This is a one-time event, but even if you take this out we still have a positive revenue variance of \$25,144. On the Expense side, the treatment of Depreciation was changed midyear and the benefit from this reduction was \$62,174. If the lower Depreciation amount is excluded from the Expenses, we still nearly breakeven with a slight negative variance of \$-3,991. Overall, on an Adjusted Cash Basis (excluding both the Tower and the Depreciation change) we finished the year with a positive variance of \$21,153. This year, because the station does not hold cash reserves, we contributed cash to the College of \$66,656.

Chuck expressed concern about the level of underwriting and also expressed hope that the level of Gift support will continue. Luke said that they are working on an aggressive plan to improve underwriting. They have the Media Kit and other promotional material, they are looking at quarterly performance rather than waiting until the end of the year, and the nominating process for the Board is now focused on adding members who can help with the underwriting pipeline. Luke said that the Nielsen numbers for midday have more than doubled from the previous book. The audience has responded well to *On Point* and they are also adjusting to having *Excursions* and Nikki on at a later time.

Next Up Report. By way of background, Ashley said that Next Up is composed of young audience members and its purpose is to cultivate the next generation of listeners who are 18 to 30 something. So far the focus has been on marketing and getting the word out. Next Up members hand out flyers, staff event tables and handle other things that promote the station. They have fun social events a few times a year, including a Holiday party, and this past Sunday they had their first listening party at the Corner Kitchen.

Luke introduce Jayne Monat who has been with the station for the past year. She has been assigned, among other duties, responsibility for Next Up and she spoke briefly about her plans

for the future of the program. Jayne said that there definitely will be more listening parties like the last one, but she wasn't sure if there would be one before the Holiday Party. She is encouraging the Next Up members to hold their own listening parties.

There is an NPR Generation Listen program designed to get more Millennials interested in public radio and Jayne has been in contact with the people running this effort. She says that the WYSO program compares well in participation and content. One comment she heard was that listening parties are like church for people who don't go to church; they give people the chance to have a deep secular conversation with a like-minded group of people. She says this is important for Millennials who tend to be media driven without as many opportunities to become directly involved. The subjects explored on *This American Life* or developed by the WYSO news staff are important topics that could be discussed at listening parties.

Seth mentioned that almost all of the participants in the Veterans Voices program are Millennials and perhaps the Next Up members would like to hear what they are producing. Neenah thanked Seth for the suggestion and also suggested that the work of Quil Lawrence might be appropriate.

Luke noted that some of the Board members have contact with young professionals through their jobs and he asked those who do to be in contact with Jayne to help bring these people into the group.

Redefining Committees. Luke said that he has been trying to develop a better way to get and keep Board members involved. The change to six meetings of the Board each year with the bulk of Board work occurring in the committees has been a major shift. Luke said that he and Neenah have realized that this new structure is not working as well as they had hoped, in part because there has not been enough staff support for the committees and because we may not have the right committee structure. Therefore, they are proposing some modifications as well as some new committees. The model is that each committee has a Board member as chair who is responsible for convening the committee in the months between regular Board meetings. Additionally, Board members are on only one committee so that they can focus their attention on its work.

The two most significant changes are that the WYSO Leaders Committee has been dropped and an Events Committee has been created. Two other committees were created – Nominating and Boardmanship – to help coordinate activities and promote communication with Board members. Additionally, there is now an AF Base Working Group. A page was distributed showing the proposed committee structure and membership.

Chuck noted that he has been moved from the Programming Committee to the Finance Committee and wondered where programming issues would be considered. Neenah replied that programming was now a part of the Programming and Training Committee. Jocelyn Robinson has agreed to serve on this committee. While not a Board member, she has experience in both Community Voices and the archives project. Luke noted that the committees will have some non-Board members with the hope that they can be groomed to serve on the Board.

Luke asked that the Board break out into their committees and discuss when they want to meet and whether in person or by telephone conference call. Neenah asked that the Chair let her know when his or her committee will be meeting so that she or other staff can be involved. Natalie suggested that Committees set a day to meet in the alternate months. Having a standing meeting day will save a lot of time and allow everyone to plan so that they can attend.

New Committees Meet. (At this point the Board adjourned for ten minutes to enable the new committees to briefly meet.)

Board Responsibilities. Luke said that 13 out of 15 Board members completed the skills matrix. As we work on filling Board vacancies, the matrix tells us which skills we have and which we need. Then, through the new Boardsmanship Committee, we can better define expectations for Board participation, whether that be in meetings or how members can help support the station.

The first section of the study dealt with compliance and the second was a skills set survey. Chuck asked if he could receive a copy of his survey submission because he had not been able to keep a copy. Nancy said it would be good to have the station send to each member a copy of his or her responses and then provide periodic updates. This would provide a gentle reminder of what each person needs to work on.

Luke asked Nancy to walk the Board through the survey results. Nancy said that some members had mentioned to her that they were unaware of some of the compliance requirements. She noted that everyone needs to agree on what it means to serve on the Board, and determining what is expected is one of the important reasons for conducting the survey. Luke noted that the Financial Support item was new. He and Neenah have discussed whether having a financial target would be useful, but they want everyone to understand that this target can be met by donating or by working to induce others to donate. Luke said that we do not want to have a wealth requirement to serve on the Board.

Nancy said that several people had not met the standard for volunteering time. She observed that there are many opportunities to volunteer throughout the year such as the Community Concert, Fund Drives and Listening Parties. Luke asked if everyone is receiving the E-mail notices of volunteer opportunities and it appears that most are on the list.

Geographically, the Board has members from three counties, but only one member from Clark County. Kevin R. said that we should be doing more to get broader representation from the counties served by the station.

The age distribution skews to the “mature” side, but does have a good range.

Financial Expertise is well represented with three members having a Strong Presence and six having a Presence.

Seth asked what the ideal level of expertise should be for each category. For example, he wondered if three Strong Presence people on Financial Expertise was sufficient or if there was a better target. Doug said that for a non-profit, one would be adequate; for a corporate board two or three experts are required by law. His only preference is that every Board member be

cognizant of the importance of meeting budgets and the significance of spending constraints. Doug added that for Legal Experience, one person with Strong Presence is probably adequate unless the organization is in a very challenging environment.

Nancy said that we appear to be more than covered in Strategic Planning, but that the Capital Campaign area is light. Chuck agreed and said we need to recruit people with strength in this area. He has been on some campaigns, but to be successful you need both the detailed knowledge of how to structure a campaign and a personal network of people who can contribute. We need at least one or two people with this knowledge and network. Nancy asked everyone to suggest names of people with these strengths to the Nominating and Boardmanship Committee.

Governance Experience seems about right. Networking Experience has some corollaries with Capital Campaign Experience. Three people have this as a part of their job, but this seems to be an area that we should consider expanding as we bring in new people.

Underwriting Participation has two members with Strong Presence and seven with Presence, but more could be used. Seth asked whether we should have four with Strong Presence. Luke responded that the descriptions for the Networking Experience and Underwriting Participation categories were developed in consultation with the sales staff who feel that more representation in these areas is needed. He recommends that Capital Campaign and Underwriting be the focus for new Board member recruitment.

Human Resources Experience appears sufficient, Board Membership Experience is well covered as is Marketing Experience, and Public Relations Experience is adequate. Legal Expertise seems fine as does Volunteer and Board Engagement.

Government Engagement Experience is quite strong, but we may not be tapping into this talent as much as we should. Nancy noted that at one time there was a state legislator (Merle Grace Kearns) on the WYSO Board. Glenn observed that there is a public radio lobbying group in Ohio, but they are not very active although the stations do pay a lobbyist. The members could be used much more effectively to inform legislators of the many ways that public radio stations can and do serve the state.

Community Outreach Experience and Nonprofit Fundraising Experience appear strong. Neenah said she would like to know who the individuals are in each of the categories so that she might utilize their abilities better. Luke will provide her with a copy of the report that includes Board member names.

Nancy reminded the Board that this project is based upon a process developed by the Dayton Performing Arts Association. They review and update this information annually and she recommends that we follow this approach. The annual update will provide a personal reminder to Board members and help everyone focus. Neenah suggested that each person being considered for Board membership be asked to complete the survey. Nancy agreed that the survey should be added to the Resource Profile. Rusty suggested that recruitment of new members would be improved by more precisely defining our specific needs. People may have skills and ability in a given area, but these might not apply well to the specific needs of the

station. Don added that asking the candidate for examples might be useful. The enhanced definitions could also be used in the candidate interviews.

Nancy summarized the discussion by saying that we have three areas of strong need and five open Board seats. We also have rotations coming up in ten months. Seth said that there have been conversations about two individuals. One has fundraising experience, but Seth does not know if she has capital campaign experience. We shouldn't ignore these two because they would be good Board members, but they may not be strong in the areas the Board needs most. Seth asked if we should discuss the names of potential candidates at this time. Kevin R. responded that it is difficult to discuss candidates without having some advance information about them. Unless they complete the matrix survey, we may never know about some of the skills that they have.

Luke suggested that we look first for candidates with Capital Campaign experience and then consider Underwriting and Geography in a second conversation focused on tower relocation opportunities. The Strong Presence description in Capital Campaign Experience well defines what we need: an extensive local personal network and experience with direct gift solicitation. Kevin R. observed that there are two kinds of qualification needed for a capital campaign. One is campaign management ability, but people with this experience are often working in the field and not free to participate in a campaign for another organization. The other is wealth and connections. These people may not be working directly in a campaign, but they have a broad network of friends. Luke said he was looking for the latter. Nancy asked if this type of person wants to be on the Board or would fit better on the capital campaign committee. Rusty suggested that these people would be better on the campaign committee. They are not interested in attending meetings. They are more action-oriented; they want to understand the task and then be free to go and get it done.

Kevin R. said that friend-raising is important for the Board and getting connected people on the Board is critical, but a capital campaign begins long before the first ask is made. We are currently reaching out to people with our listening parties, so we are making a good start. Chuck said that we need to look at our donor list to find people who have a passion for public radio. Nancy responded that we have done this, but our greatest success is with people who have shown direct interest in the station beyond writing a check. Seth concluded that we need to have more discussions with the people we know who know people. Kevin R. said we should look to underwriters who may be able to connect us to potential donors and other underwriters.

Chuck urged the station personnel to increase their visibility at area events where they can meet people of means and influence. He asked David how much time he spends on external events as Special Wish Foundation CEO. David replied it was 50% and then he stays up until midnight getting his work done, but his operation is different from WYSO. Neenah agreed that we need to be more involved in community groups and said that she and Luke are making a greater effort. However, it is difficult for her to get out of the building because of the demands on her time at the station.

Seth suggested that we need greater contact with the small business community to improve underwriting. Kevin R. responded that attending groups like Rotary is great for advancing an individual, but not so much for an organization. However, if you can speak to a Rotary group on a topic like Community Voices, you can reach all of the members at once. Neenah said she

spoke at a couple of Rotary meetings and an Optimist meeting last year. Natalie said we have a robust list of groups in the new coverage areas where we should concentrate our efforts.

Nancy asked that Board members review the names of people they know and refer them to Luke. Seth said that the Board will revisit this topic at the October meeting.

Dashboard Update. Fred said that this was the end of the first year of the first ever strategic plan implementation for WYSO. There are seven specific items that we identified as the most important for the station to achieve in 2014-15. Now, at the end of that first year we can look back at how well we did. Also, the Dashboard has been revised and updated with 2015-16 goals. We can look at both years at the same time:

1. **Improved Programming.** In 2014-15 there was a listener survey and on-air programming changes were put in place. Going forward to 2016, Neenah said that there are five steps to be taken to improve programming. A metric has been established for *On Point* listenership, we have a plan to re-launch the Tom Duffee show, we are working on a veterinarian module, there is a plan to add local programming to the 5:00 am hour, and she is developing a metric for local news content. We had a huge increase in local news content last year and the question now is where to put that effort this year. There are other programming efforts underway, but these are the most important.
2. **Increase and Diversify Revenues.** This is mostly a good news story despite the fact that we missed three of the four targets. The first target was to get total revenue up by \$30,000 or 2% over last year's actuals. When you remove the tower gifts, we exceeded the budget by \$47,867 or 3%, but were short of the 2014-15 actuals by \$54,065 or 3.2%. However, there is an anomaly in 2014-15 revenues that Doug has previously discussed, so this is still a very positive outcome.

The second target, Leader's gifts exceeding 2013-14 by 5%, is a "standing ovation" item because Leaders donated five times what was budgeted, 25% more than expected!

The third target was for underwriting to exceed 2013-14 by 10%, but it was down by 3%.

The fourth target was for the number and size of pledges to increase by 10%. The number of pledges exceeded the target (11.9%), but the average gift was up by only 3.28%. With hindsight, we know that a 10% increase in the average gift is far too large. In order for the average gift to grow that much, new gifts would have to be many times larger than the average of the base gifts because the base is so much larger.

Looking forward to 2015-16, Neenah said that numbers need to be plugged in for these targets, but these are what she will be working on. The WYSO Serious event will be taking the place of the WYSO Auction as our primary fund-raising event of the year. In addition, we are going to generate income from the Community Concert which traditionally has not made a lot of money. There will be other

revenue raising events during the year, but these are two area where we will be pushing hard. Our efforts on the Concert are for September 2016. Traditionally, we have started planning too late to allow this event to make much money. Doug said that the key is to get a sponsor to cover the event costs so that the beer sales and donations are profit.

3. Enhanced Business Operations. These four targets are complete. The Trade policy and tracking process are in place and functioning. The communication and financial integration with Antioch College is functional; this is another major accomplishment. A cooperative initiative with another public radio station or network has been achieved: Neenah has previously reported that the station is working with Think TV and NPR on the American Graduate Part II. The last target in this section was to reduce the annual deficit by \$20,000 or 10%. This was achieved. The deficit was reduced by \$34,500 or 24%.

The Goal for 2015-16 is to develop a Market-Based Compensation Program for Staff. Now that the deficit problem has been resolved, Neenah is working with the Antioch College HR Department on a new compensation plan. She said that improved staff compensation is a major objective for this year.

4. Expand the Listening Audience. We have launched a station marketing/branding initiative, the antenna relocation is imminent, and progress has been made in raising the Nielsen market share above 3.0. For listeners above the age of 25 our share is 3.0 and for those above 35 the share is 4.7. In the 2015-16 plan, Expand the Listening Audience is the first priority. Neenah said the station's market share will grow because of the new antenna and they are looking for a number to plug into the goal. The new transmitter building is finished and they are breaking ground for the tower today. If the weather cooperates, the new antenna should be operational this fall. The new antenna will not be something that will be discussed during the fall fund drive. Rather, the big rollout will occur in January. She is working with John on an awareness campaign and they hope to have it in place this fiscal year.
5. Implement a Capital Campaign. There are two pieces to this. The first is the \$600,000 cost of the new antenna. A few days ago we were at \$598,500 and that includes a match from the Yellow Springs Community Foundation. The second is to put the goal, case statement and campaign cabinet for Phase II in place by September 30, 2015. A consultant is needed to help achieve this second outcome and \$4,000 of the needed \$12,000 has been raised. This goal carries over to 2015-16. Neenah said that the efforts for this year follow on what was started last year.
6. Establish a Friends of WYSO Organization. We did establish a Friends of WYSO Fund at the Dayton Foundation, there is a governing body of three members in place, and we have a balance of \$600 as of today. Looking ahead to 2015-16, Neenah will be putting a dollar figure into the target and actually creating a 501(c)(3) organization in consultation with the committee that we already have. In addition, governance criteria and a Board succession plan will be developed to ensure smooth operation and continuity.

7. Integrate Strategically with Antioch College. The three targets for 2014-15 have been accomplished. A Community Voices course is being offered at the College, a College representative is now on the WYSO Board, and a collaborative project with the College's Media Arts Department is underway. Neenah said that Kevin M. has been working with the station on many more things than are listed in the Dashboard, and he has greatly improved communications with the campus. In 2015-16 the station will build on these accomplishments. Neenah said that the College will be hiring a person who will be a station liaison as part of his or her duties and the College wants that person to look into the possibility of using one of the HD channels as a student station. She does not know if this will be possible, but they will start that conversation this year.

There is one more Goal in 2015-16 than in 2014-15: Create a Working Plan for the Center for Digital Media. Neenah said that Kevin M. and Jocelyn Robinson will be working with her to make this a reality.

Fred said that Bill will be taking over responsibility for the Dashboard. Neenah said that the Dashboard has been a wonderful help to her and the staff and she cannot thank Fred enough for putting it in place, working with her throughout the year to keep it going and for making the staff feel good about their accomplishments.

Fall Fund Drive. Luke said that he hopes the fall drive will combine the best of the new and the old models. The new model aims to raise as much money as possible without interrupting programming. The March drive involved three weeks of 30-second promos saying that it was time to give. We raised over \$100,000 in what we previously would have called a pre-drive period. We will use this approach again in the fall with the promos starting September 14 and running for three weeks. We will improve the promos by including the case for public radio. The target for the ramp-up period is \$125,000. The "interruption" portion will start Wednesday, October 7 for four days. We will go in four or five times each hour for three or four minutes at a time.

Luke said that they will support the on-air effort with a really nice mailing. There will be up to \$50,000 of challenge grants because we have a new strategy for raising challenge grants that involves wealth analysis of our database. We didn't use many challenge grants in the spring and we missed having them. The best way to get new members, especially sustaining members, is through on-air fund raising. During the fall drive we will not talk negatively about on-air fund raising. It is the best way to introduce the station to new volunteers. Chuck said he loves being on the air, but in the spring we proved that we can raise money without disrupting programming.

Neenah said that this fall they will push hard during the initial three week period, but they will not talk about the four days of "interruption" that will come later because if they can make the goal they may not need any of the four days.

Nancy said that the Columbus Day weekend falls during the drive and this might impact some donors. She also asked about the CFC Campaign and how sustainers will be asked to increase their contributions. The Miami Valley CFC starts October 7 and runs through November 20. Luke responded that they will be devoting more effort to increasing the amount that sustainers

give. The Nutcracker premium is back for new sustainers; we added over 500 sustainers the first time we offered those tickets.

Seth said that \$1,500 is needed to meet the tower relocation target and perhaps this is something that Board members could do. Neenah said that if more than the target is raised, the extra will be used for marketing.

Next Meeting. The next regularly scheduled meeting will be held at **8:15 a.m.** on Wednesday, **October 21**, 2015 at the station's studio location, 150 E. South College Street, Yellow Springs. The Agenda will include approval of the Minutes of the meetings of April 15, 2015 and August 19, 2015, a discussion of possible new Board members, and reports from each of the committees. 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.

Adjournment. Moved by Don, seconded by Bill, to adjourn. The motion to adjourn was approved by voice vote and the meeting ended at 10:19 a.m.

Respectfully submitted,
Glenn Watts, Secretary