

<b>Board Present:</b>	Shawanna LaVoy	<b>Staff Present:</b>
Ursula Barrera-Richards	Matt Luettker*	Marlon Kiser
Tasha Hussain Black	Theresa Morris	Katie Budas
Gary Boehm	Monika Ortiz	Sue Kaake
Ty Boyd	Charlene Patten	Lindsay Miller
Ben Brown	Barb Petee	Ray Miller
Elizabeth Brown-Ellis*	Ann Sanford*	Dan Niedzwiecki
Contrada, Carol	Olivia Summons	Michelle Turner
Matt Heyrman	Patricia Wast	Raye Ann Langlois
Jennifer Hildebrand*	Leighton Woolf	Matt Reny
John Hobbs*	Bob Vasquez	
Sandy Isenberg*		
Lisa Kahle-Piasecki*	<b>COA Present:</b>	<b>NETA Members Present:</b>
	Marna Ramnath	George E. Walter, CMA, CPA
*Did Not Attend	LaMar Frederick	Amy Larkin, CPA
	Bill Heywood	
	S. Amjad Hussain	

A meeting of the Public Broadcasting Foundation of Northwest Ohio was held on Thursday, January 12, 2023, at noon at WGTE Public Media, 1270 S. Detroit Avenue, Toledo, Ohio.

**Call to Order**

The meeting was called to order by Chairperson Carol Contrada.

**Minutes**

Chairperson Carol Contrada called for the approval of minutes from the November 10, 2022, board meeting. Ben Brown moved to approve; it was seconded by Theresa Morris. The minutes were approved unanimously.

**Employee Recognition**

Carol Contrada expressed her thanks and appreciation for the following staff members noting their length of service milestones.

- Sue Kaake | 5 Years
- Betty Klavinger | 5 Years
- Ray Miller | 15 Years
- Cathy Kamenca | 20 Years

**FY 2023 – Unaudited Financial Report**

George E. Walter stated, as of November 2022, the fifth month of the fiscal year, the Foundation had actual revenues of \$1,621,000 with actual expenses of \$2,032,000 for a negative operating margin of \$411,000.

Mr. Walter pointed out that the negative variance is better by \$21,000 than the originally projected loss of \$432,000 for this period.

Matt Heyrman made the motion to accept, which was seconded by Shawanna LaVoy. The motion passed unanimously.

**Finance Mission – Charter Statement**

Chairperson Patricia Wast asked if there were any questions regarding the updated finance committee mission - charter statement in the board packet. There were none.

Gary Boehm moved to approve; it was seconded by Olivia Summons. The mission – charter statement was approved unanimously.

**Audit Committee Report**

Mr. Kiser regrettably informed the directors that we have yet to receive a final audit report. He noted that when the audit committee met, the members approved the draft audit "as to form," but there are still some unresolved issues with the audit. He reported that the issues were not substantially material, which means that the committee could accept the draft with the assurance that we would have no major variances. He said once the final audit is shared with the audit committee, he would seek the rest of the board to approve it.

**Marketing/Development Committee Report**

Tasha Hussain-Black, chair of the marketing committee, noted that they met and updated the committee's mission – charter statement in their board packet. She asked if there were any questions. There were none.

Matt Heyrman moved to approve; it was seconded by Theresa Morris. The mission – charter statement was approved unanimously.

### **Membership Committee Report**

Gary Boehm noted that the membership committee met to discuss updates for their committee's mission – charter. He said they were still working out the language and planned to have a final version to present to the board at the March meeting.

Leighton Woolf moved to approve the report; it was seconded by Tasha Hussain-Black. The report was approved unanimously.

### **Nominating Committee Report**

Nominating chairperson Leighton Woolf informed the board that the nominating committee met before the board meeting to discuss changes to the mission – charter statement, what board members were term-limiting out, who was up for renewal, and to discuss possible board candidates for FY 2024.

Chairperson Woolf noted that there are two members up for renewal. He stated Jennifer Hildebrand, who is up for renewal, was not interested in renewing due to personal and professional obligations. He said that this would create a vacancy on the board. Mr. Woolf also noted that John Hobbs was up for renewal.

Chairperson Woolf informed the committee that there are three directors that will be term-limited out.

- Ben Brown
- Sandy Isenberg
- Leighton Woolf

He stated that we currently have 24 board members. With the directors terminating and Jennifer Hildebrand not renewing, he said we would be down to 20 board members. He stated that we could have up to 30 board members.

Leighton asked if anyone knew of possible board candidates. Marlon Kiser noted it would be good if those that are suggested have a working knowledge of WGTE Public Media. He also said it would be helpful to have minority and geographical representation. Dr. Hussain recommended Debbie Sauder David.

Gary Boehm asked if there was a matrix of what we are looking for in a board director. Marlon said that he would update what we currently have.

Chairperson Leighton Woolf asked if there were any questions regarding the updated nominating committee mission - charter statement in the board packet. There were none.

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Ben Brown moved to approve; it was seconded by Bob Vasquez. The mission – charter statement was approved unanimously.

### **Council of Advisors Update**

Dr. Hussain, the chairperson of the council of advisors, stated that the committee met prior to the board meeting. He said there were no significant changes made to radio programs.

He mentioned that Mary Claire Murphy is working on developing a podcast. He also then informed the committee of the Father Bacik podcast-“A Bacik Conversation.” He noted that they have taken his most thought-provoking lectures covering relationships, democracy, religion, and more and distilled them down to a podcast format. Fr. Bacik has Brad Rieger as his co-host.

He noted the Voices project was starting to take shape. He reminded them that the project would provide equipment, funding, resources, and mentorship to content creators in our broadcast area.

Dr. Hussain informed the board that the council of advisors briefly discussed a plan for the Journey into the Digital Age. He said it requires considerable discussion, so it was decided to meet again just to discuss that. Marlon noted that the outline of that plan was in the board handouts.

Matt Heyrman moved to approve the report; it was seconded by Bob Vasquez. The report was approved unanimously.

### **Chairperson's Report**

Chairperson Contrada noted that she didn't have a report to give in an effort to give time to discuss all the committee work that was done on updating charters. She said she had hoped to discuss the Journey into the Digital Age plan, but that can wait until after the council of advisors meet to discuss it. She asked if Matt Heyrman had anything he wanted to add.

Matt Heyrman said he would keep it brief out of respect for time. He noted that the Journey into the Digital Age plan would lend itself well to input from all the board committees. He also complimented the staff on taking concepts and adding structure to them. Additionally, he noted that they were able to secure some funding from the MacArthur Foundation. He said the staff was able to submit the proposal in an extremely short amount of time.

### **President/CEO Report**

Mr. Kiser informed the board that they could expect to receive the second quarter of the activities and accomplishments report electronically. Shawanna LaVoy asked that a map of our viewer and listenership area be included with that report. Marlon said that he would include it.

There being no further business, the meeting was adjourned.

Respectfully submitted,

  
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Jennifer Hildebrand, Secretary

6/29/2023  
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Date