

WCATV Board Meeting Minutes, Feb 28, 2023

Present: Chris McKenzie, George Skuse, Jen Nicholson, Elaine Mello, James O'Connor, Robert Romano, David Stokes, Samantha Henry, Ninos Hanna, and Andrea Santopietro

** conducted online via Zoom*

Meeting was called to order at 6:01 pm on 2/28/2023.

Handouts:

- Agenda for Feb 28, 2023
- Proposed Bylaws Amendment (Article IX, Section 3. Assistant Executive Director) as per Chris' 2/22/2023 email

President's Report

Chris: Proposed Amendment to the Bylaws re: "Assistant Executive Director" was shared on 2/22/2023. A brief discussion ensued.

Motion to add "Section 3" as per the text below, to "Article IX" of the Bylaws:

Section 3. Assistant Executive Director

The Board of Directors may appoint an Assistant Executive Director and assign such roles and responsibilities to the position as it sees fit. If the Board of Directors chooses to appoint an Assistant Executive Director, the Executive Director or Interim Executive Director shall oversee the day-to-day work of the Assistant Executive Director, but the Assistant Executive Director will report to and be directly responsible to the Board of Directors. The Assistant Executive Director shall not be deemed an Officer of the Corporation.

Made by **Ninos**, seconded by **Robert**. Unanimously approved.

Motion to engage KP Law, per the letter of engagement that Chris shared, to give render an opinion on our need to pay prevailing wage specifically for the Phillips project made by **George**, seconded by **Samantha**. Unanimously approved.

Motion to accept the president's report, made by **Ninos**, seconded by **Elaine**, Unanimously approved.

Treasurer's Report

James: Met with Watertown Savings Bank and they cannot give a card that lists both the organization name *and* Andrea's name. James has asked the same question of the M&T bank. Cards for Chris and James are in the mail.

Motion to accept the treasurer's report, made by **Elaine**, seconded by **Ninos**, Unanimously approved.

Interim Executive Directors Report

Andrea: Facilities: There were several recent meetings of the facilities committee and Vertex, incl. one dedicated to the move itself. An FF&E list has been shared with board. A draft of the sequence of events was started with Chase@Vertex. RCN & Comcast surveyed the space at Phillips and both are expected to provide quotes for the fiber relocation (broadcast and remote feeds) soon.

Purchasing: Andrea gave an overview of the items that need to be purchased for the new space, including priorities and lead times.

Quote Approval:

Motion to engage JML, per their quote, to provide track lighting for Studio B @ \$23,801 and grid lighting for studio A @ \$30,585 for a total of 54,386 made by **George**, seconded by **Elaine**. Unanimously approved.

Motion to engage Ockers for \$112,823.25 for long-lead items, per the list provided by Andrea, Made by **Elaine**, seconded by **Ninos**, Unanimously approved.

Motion to accept the Executive Director's Report made by **George**, seconded by **Elaine**. Unanimously approved.

Executive Session and subsequent discussion(s)

Motion to enter Executive Session to discuss hiring and negotiations made by **Samantha**, seconded by **Elaine**. Unanimously approved.

Motion to exit Executive Session made by **George**, seconded by **Elaine**. Unanimously approved.

Motion to offer **Andrea Santopietro** the position of Executive Director with an annual salary of \$85,000, with terms outlined in a letter of appointment, as drafted by Chris and subject to further revision made by **George**, seconded by **Elaine**. Unanimously approved.

Motion to open a search for a new Assistant Executive Director, with the role as outlined in the "AED Responsibilities" document shared by Chris, subject to further revision, made by **George**, seconded by **James**. Unanimously approved.

Chris requested detail on the budget implications, of the proposed new positions and a list of the positions that were created in the recent round of promotions (Fall/Winter 2022). Andrea will provide these.

Old and New Business

Old business: none.

New business: none.

Next meetings will be

- 3/14/2023 at 6pm in person
- 3/28/2023 at 6pm via zoom.

Motion to adjourn by **Samantha**, seconded by **Roberta**. Unanimously approved.

Meeting ended at 7:51pm.