

WCAC Board Meeting, Tues., Dec. 13, 2022

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

Absent: Ninos Hanna, George Skuse

Conducted in-person at WCA's studios

Meeting was called to order at 6:19 p.m. on 12/13/22

Handouts

Agenda for Dec. 13, 2022

Minutes for Nov. 15, 2022

Treasurer's report (through 10/31/22)

PEG & I-NET Project Construction estimate worksheet

Approval of Minutes

Minutes as submitted for 11/15/22 approved

President's Report

Chris welcomed everyone and led a round of introductions as the new members were meeting in person for the first time.

Chris explained in brief the situation with the Watertown Savings Bank account and the need to approve the relevant documents, post-dated to the prior board meeting, which empowers George to allow new signatories on the account, including Chris and Ninos.

Motion to allow George to sign the document, post-dated to November, which will authorize him to add Ninos and Chris as signatories on the Watertown Savings Bank account. Motion made by **Robert**, seconded by **David**. Approved.

David and Elaine both suggested that the situation/experience with the Watertown Savings Bank signatory requirements be documented for future reference, to avoid any future interruption to payment sources – as Andrea mentioned she had experienced with some auto-payment bills tied to the old signatories.

Chris mentioned the visit to the Parker school and said Andrea would give a more detailed overview of the walkthrough. Chris and Andrea mentioned they were part of a larger group that toured the facility for various potential city agency uses. Chris said it was difficult to see the space being a good fit for WCA, but that it was helpful to meet those involved in the process, and he felt that the concerns of WCA were heard.

Chris mentioned an idea brought up at the prior board meeting, of forming committees to handle certain tasks, including a facilities committee. He said all the details involved in the move, including site visits, would be better facilitated with a smaller group, although anyone is welcome. He added the committee, which would make a report at each board meeting (as some things will require plenary discussion) could continue after the build out and focus on the move. Chris mentioned he'd like to see George on that committee and would talk to him about it, and that David would be a good addition; David agreed to join. Elaine also volunteered.

Motion to create a facilities committee, moved by **David**, seconded by **James**. Approved.

Chris next discussed the creation of a committee to review and update the bylaws and address some organizational initiatives, such as improving the way files are kept; he mentioned the bylaws have not been updated since the formation of the board. The city must be informed of any bylaw changes, Chris said, and the committee could be disbanded if no longer needed.

James, Samantha and Jen volunteered to staff the bylaws/organizational input committee, with input from Andrea. The committee will make a report at each board meeting, and some things will require plenary discussion.

Motion to approve the formation of a bylaws and organization committee with a mandate to last until the adoption of new bylaws, motion made by **Robert**, seconded by **Elaine**. Approved.

Chris shared an example (from Helen) of an 'oath of office' that a Cape Cod channel uses that might be a useful model for inclusion in the bylaws.

Chris mentioned that there needs to be a vote/election at the next board meeting for the open board seats, which is required annually as per the current bylaws. The open seats are: President (Chris expressed interest in continuing in the role but encouraged anyone to apply), Vice President, Clerk, and Treasurer. He read the relevant descriptions of each position's duties.

Motion to approve the president's report as presented. Motion by **David**, seconded by **Robert**. Motion approved.

Treasurer's Report

Board reviewed the treasurer's report, which Chris said looked to be in line with prior reports.

Discussion returned to the situation with the Watertown Savings Bank account, and Andrea mentioned she was exploring other ways of paying bills that are on auto-pay linked to the defunct cards until the new signatories are approved. Jen suggested the possibility of getting a second signatory power on the account.

Motion to approve the treasurer's report as stated, introduced by **Elaine**, seconded by **Robert**. Motion approved.

Interim Executive Director's Report

Andrea complimented the outstanding work the staff and volunteers of WCA have done throughout a challenging year, and said they were looking forward to a staff holiday party. She asked the board to approve year-end bonuses for the staff of \$1,000 each for 4 full-time employees and \$500 each for 4 part-time employees for a total of \$6,000.

James asked what the bonuses were last year; Andrea said they were \$600 each; David pointed out the staff was largely remote and faced different challenges.

The discussion of last year's remote work brought up the issue/discussion of spelling out rules for hybrid meetings going forward so as to maintain quorum if some are out sick, etc. Members of the bylaws committee made note to incorporate that into any new drafts.

Motion to approve the year-end staff bonuses (\$1,000 each for each of 4 full-time staffers; \$500 each for 4 part-time staffers), introduced by **Robert**, seconded by **David**. Motion approved.

Following the staff bonuses, Jen asked whether they had a way to show appreciation for the station's volunteers, such as the anchors. The board discussed ideas including framed certificates of appreciation, signed by the board president and others; or the possibility of naming rooms (or edit bays, etc.) in the new space after volunteers/anchors who have contributed to the WCA since its founding.

Andrea gave a project update, including background on how the Parker school came to be suggested as a possible alternate site if the Phillips school would not be able to be a permanent home. She recapped the obstacles discussed around the Parker school site visit, including space constraints, the challenge of extending cables through Watertown Square, the layout of the space at the school, etc. Andrea mentioned she had reached out (several times) to Vertex Companies (previously Compass) in hopes of joining a walk-through of the Phillips building that was being arranged for bidders; she was hoping to attend that tour with vendors, but hadn't heard back. She encouraged those newly volunteered for the facilities committee, and anyone else, to join the upcoming tour.

The board discussed several issues around the estimates, bids, and need to figure out timelines; and David made the point that we need the project management team to understand that the timeline for the new high school isn't totally relevant to WCA's project, and let us know when we can get into the sites with contractors, bidders, etc. David said he'd speak to Mark to emphasize that the builders need to answer Andrea's many messages/calls/emails and make them aware that WCA's build needs to happen *before* theirs.

Andrea provided a copy of a partial Comcast quote (labor only) for moving fiber to the new location, and reiterated she was still trying to schedule the walkthroughs with bidders. David

and Elaine cautioned that prices may have gone up since September, and that we'll likely need new quotes. They said we should find out if it's existing or new fiber, and where the cable will come into the building and where it will end, etc., to get a better sense of costs.

In the meantime, Andrea has been compiling lists of equipment, furniture, computers, monitors, materials etc., that will be needed, and determining which items will be pre-built, etc.

Andrea said she was also working on the operating budget for the next 4 years and working with accounting to rework how things are organized.

Andrea asked for clarification on if we would use funds from our savings account for construction fees only, or if they would be used towards equipment, furniture, and outfitting as well. David said he thought everything was going to be included in an overall budget. Further discussion ensued of some of what the build budget might include.

Elaine asked if WCA has an inventory (tracking) system in place, (Andrea said somewhat, but it could be updated) and the board discussed that it's a good time to update it/implement a good inventory system, with barcodes, etc., during the move process.

Programming:

Year-to-date: 557 hours, 15 mins, 56 seconds of programming (down 19% from 2021); 478 programs (down 11% since 2021); 233 of them were government; 127 educational; 118 public. Views of programming produced in November, 2022, were 719 (varsity field hockey = 93 views and counting).

Brief discussion of the reason a 'downtime' message appeared on screen one day.

Fundraising: Andrea reported on the launch of the new sponsorship initiative, rolled out on 'Giving Tuesday.' They have one sponsor so far, Eastern Clothing, which bought a Top Tier sponsorship and 2 sports underwriting sponsorships. Andrea said Watertown News had distributed the info and urged board members to keep sharing it as well.

Legislative Updates: Andrea updated on the extension of a (Covid-era) modification to the Open Public Meetings law in Mass. allowing for hybrid public meetings, which could potentially affect how many additional WCA broadcast locations would need hybrid capabilities. She said there was pushback on some of the related legislation. Additionally, the Protecting Community Television Act spearheaded by Rep. Markey is likely to be reintroduced next year.

Motion to approve the interim executive director's report as presented. Motion by **Elaine**, seconded by **Robert**. Motion approved.

Motion to enter executive session by **James**, seconded by **Elaine**. Motion approved and executive session entered at 7:54 p.m.

Motion to approve a \$3,000 year-end bonus for the interim executive director. Motion by **Elaine**, seconded by **Robert**. Motion approved.

Motion to end executive session by **Robert**, seconded by **Elaine**. Motion approved.

Andrea returned to the meeting and was informed of her year-end bonus.

Old and New Business

Old business: none

New business: There will be board elections at the next board meeting on Jan. 10, 2023 (in person) at 6 p.m. at 50 Columbia St.

Motion to adjourn by **Jen**, seconded by **Elaine**. Approved. Meeting ended aprox. 8:30 p.m.