

Mission Statement of DATV
DATV is a community forum that empowers all citizens to learn, create and
express their ideas through electronic media.

MINUTES FROM
MONDAY, April 8, 2019
DATV BOARD OF TRUSTEES MEETING
DATV CONFERENCE ROOM – 5:30PM

MEMBERS PRESENT

Randy Phillips - Chair
Maggie Barlow – Treasurer
Dave Johnson – Vice-Chair
Marlese Durr
Willie Walker (joined via conference call)
William Harris – Secretary
Commissioner Jeffrey Mims

ALSO PRESENT

Rosemary Bradley, Executive Director
Lisa Arlt, Accountant
Mike Smith, Goldshot Lamb & Hobbs (auditors)

CALL TO ORDER

R. Phillips called the meeting to order at 5:33 pm.

ROLL CALL

R. Bradley performed the roll call.

BOARD CHAIR COMMENTS

None

CONSENT AGENDA

- A) Approval of Board Minutes
- B) Committee Reports
 - a) Executive Committee: N/A.
 - b) Nominating Committee: Attached
 - c) Investment Committee: Attached
 - d) Personnel Committee: Attached
 - e) Development Committee: N/A
- C) Approval of Treasurer's Report: February 1, 2019 – March 31, 2019
- D) Executive Director's Report: Attached

Presentation of Audit & IRS Form 990:

Phillips recognized and called on Mike Smith, CPA, from Goldshot Lamb & Hobbs to present DATV's 2018 Audit and IRS Form 990 filing. Smith thanked the Board, Bradley, Ross, & Lisa Arlt (accountant) for their assistance in completing the 2018 Audit and tax filing. Smith noted that DATV investments were noteworthy in that for most of 2018, the investments were very strong until the very end of the year, when the market tanked and DATV saw a loss, along with the rest of the investing public. A second noteworthy issue occurred in payroll with the addition of Bradley to the ranks and with Ross retaining his current salary, which resulted in a bump in the wages line item. Overall, the financial health of the organization remains strong, with expenses and revenue remaining flat from 2017 to 2018. The Independent Auditor's Opinion is a clean report, no problems or issues were discovered. Smith also noted that there is a new standard that became effective in 2018 that in the past contributions were recorded as Unrestricted, Temporarily Restricted, or Permanently Restricted. Moving forward, the standard will be

designated as Contributions with Restrictions and Contributions without Restrictions. Also noteworthy is DATV's management to operating ratio, 94% of the organization's revenue is in operating costs and 6% is in management and general expenses, Smith and Arlt both commented this is an excellent ratio. The M&G cost doubled from 2017 because both Bradley & Ross were included in that figure. This should reduce for 2019 because Ross will be spending less of his efforts in general admin and management in 2019 and beyond. Smith also presented the IRS 990 tax filing noting that DATV is in compliance with all federal and state regulations and that the percentage of our public support, 81%, is also excellent.

Phillips asked for questions from the Board for Smith and requested a motion to accept the Audit & 990 as presented. Rev. Harris made the motion, Commissioner Mims seconded. The motion passed unanimously.

APPROVAL OF CONSENT AGENDA (including A, B, & C)

Randy Phillips called for a motion to accept the minutes from the February 25th Board Meeting. Commissioner Mims moved to accept, Rev. Harris seconded. The motion passed unanimously.

PUBLIC COMMENTS

None

Bradley asked for questions and/or comments on DATV financials, there being none, Lisa Arlt was excused from the meeting.

OLD BUSINESS:

Walker asked for a motion to accept the resignation of Chad Snoke as the Board had tabled acceptance until a ruling was made by the City of Dayton regarding the residency requirement for DATV Board members. Walker explained he contacted the City of Dayton Law Department and after some discussion, was informed that the City is disinclined to amend our contract regarding residency at this time. We will be able to negotiate this point when our contract with the City is up for renewal in 2023.

Walker's motion was seconded by Durr with the motion passing unanimously.

Bradley requested the Conflict of Interest forms be signed & returned by the end of this meeting. All board members, except Walker (who was not physically present) complied.

NEW BUSINESS:

Bradley delivered the briefing on new Board member nominations as it appeared that Walker's phone had dropped off the conference call. The Nominating Committee put forward Joyce Willis, Jana Collier and Jimmy Leach. It was Bradley's understanding that Walker had contacted these nominees and all had agreed to accept board positions. Durr made a motion to accept the nominees so that we could move forward in inviting them to the next board meeting. Once Walker's phone came back on-line, he called for dissolving the Nominating Committee and instead make it a requirement that all board members suggest nominees for board appointment. Durr and Johnson disagreed, citing that the vetting process was important and that the DATV by-laws requires a Nominating Committee.

Durr made the suggestion that the board review the Nominating Committee procedures at a later date, and made the motion that the board accept the nominees by reputation. Walker made the motion with Durr seconding. The motion carried unanimously.

The new board members terms will stagger, i.e., Joyce Willis will replace Brenda Cochran whose term expires in April 2019, Jana Collier fills a vacant position (formerly filled by Verletta Jackson), and Jimmy Leach replaces Chad Snoke, whose term expires in December 2019. Walker verified addresses with the board of elections. Bradley will contact nominees for orientations.

Bradley reported out on research she conducted regarding job descriptions and included those documents in with the Consent Agenda. She discovered that DATV operates quite differently from other PEG stations. DATV programming relies heavily on our Volunteer Member Producers where other PEG centers use staff to produce the bulk of their programming. What this means for DATV is that we do not have the same control over programming that other stations have, but also that the types of staff positions we have do not correspond to those at other PEG stations. Bradley then explained that the DATV Operations Manager position as it stands (with the exception of marketing responsibilities) is crucial to DATV and that the salary as it stands is in line with and comparable to Operations Manager positions in the for profit world, given Steve Ross's education and experience. Bradley recommends that this job description be amended only with regard to marketing responsibilities, and the remainder of duties and responsibilities as well as salary stay the same. The other job descriptions need updating with regards to language referring to Time-Warner and systems DATV no longer uses, but the essential job duties remain the same. This is a task for Ross and myself to accomplish.

Durr expressed concern that so much institutional and technical knowledge lies with just one person. Bradley explained that she has had this discussion with Ross and that we will work on succession planning and cross-training of staff.

Looking to the future, Bradley would like to see an expansion in staff in Development, but that is several years away.

There was discussion about Board Officers election. Durr suggested that a vote be postponed to the June meeting where the new board members would be present and able to vote.

There was discussion about whether DATV would cover the KKK rally in downtown Dayton on May 25th. Bradley said that DATV will not be there in any official capacity, but that we couldn't restrict our members from covering the rally if they so chose. The board was in agreement with this decision.

Bradley also indicated that she would try to get coverage for the PRIDE celebrations & parade scheduled for May 31st – June 1st. She requested Phillips send her a list of events that he would like covered by DATV.

Other:
N/A

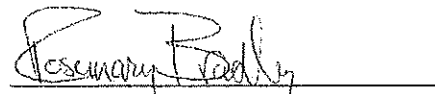
ADJOURNMENT

Phillips called for a motion to adjourn at 7:02 pm. Rev. Harris made the motion with Durr seconding. The motion passed unanimously.

The next board meeting will be **10 June 2019 at 5:30pm** in the DATV conference room.

Respectfully submitted,


Rev. William Harris, Secretary


Rosemary Bradley, Executive Director

Submitted 6/1/2019 - RB