

**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 12, 2021  
DATV BOARD OF TRUSTEES MEETING  
Via Zoom

**OFFICERS PRESENT**

Randy Phillips - Chair  
Maggie Barlow – Treasurer  
Jodi Owens – Secretary

**MEMBERS PRESENT**

Erica Fields  
Rev. William Harris  
Joyce Willis

**ABSENT**

Commissioner Jeffrey Mims  
Marlese Durr— Vice-Chair

**STAFF**

Rosemary Bradley  
Lisa Arlt – DATV CPA

**ALSO IN ATTENDANCE**

Mike Smith-Goldshot, Lamb & Hobbs, Inc

**CALL TO ORDER**

R. Phillips called the meeting to order at 5:35 pm.

**BOARD CHAIR COMMENTS**

Randy welcomed everyone and asked for approval of the Agenda as submitted. Motion was moved by Rev. Harris, Maggie Barlow seconded. Agenda was approved. Randy asked if there were any changes to the Consent Agenda. Randy asked for approval of the Consent Agenda. M. Barlow made the motion. It was seconded by Rev. Harris. Consent Agenda was unanimously approved.

**A) Approval of Board Minutes from February 8<sup>th</sup>, 2021**

**CONSENT AGENDA**

- B) Committee Reports
  - a) Executive Committee: N/A
  - b) Nominating Committee: Attached
  - c) Investment Committee: Attached
  - d) Personnel Committee: N/A
  - e) Development Committee: N/A
- C) Approval of Treasurer’s Report: Attached
- D) Executive Director’s Report: Attached

## **PUBLIC COMMENTS**

None

### **OLD BUSINESS:**

Randy asked Rosemary to discuss the additional work load provided by DATV staff to assist with video productions at City Hall. She mentioned that Andrew Estevez from City Hall is back and that the Police Reform meetings are coming to a close. DATV staff is still assisting with other meetings at City Hall.

R. Bradley was asked about the loans DATV currently has. She asked DATV, CPA Lisa Arlt to address this. Lisa stated That 4 nonprofits had applied and didn't hear anything. DATV and the others had to reapply. She feels confident that there will be full forgiveness.

RB talked about Nominating Committee. She and M. Durr were working on nominations and mentioned that Amaha Sellassie has shown interest, but has not yet been interviewed. They waiting to hear back from him.

Joyce Willis mentioned that Rev. Harris was going to contact Will Smith. Harris that Will had many things going on right now and it would be a could time. RB said that there are still board seats to be filled.

With no further old business, R. Phillips moved on to new business.

### **NEW BUSINESS:**

R. Phillips introduced Mike Smith from Goldshot, Lamb & Hobbs for his presentation of the audit report. He thanked everyone involved and says he likes watching The Funk Chronicles on DATV.

Mike reported their role in the audit, reported a cliff-notes version of the audit. Mike pointed out that the City's level of support remained steady. Increase in the income came from grants and expenses stayed flat.

He said that the statements of support, revenues and assets were affected by CoVid-19. Volunteer hours were also affected due to the lack of community events, festivals, etc. M. Barlow asked about net assets released from restrictions. Smith said that is portions of grants that were expended during the year.

M. Smith said DATV is very good at holding expensives and has decreased insurance costs due to changing vendors.

With no questions about the financial statements of the audit, Mike Smith went over the form 990. Mike pointed out DATV's mission which gives the reader a good idea of what DATV is. He also highlighted the various policies which DATV has and makes available. Mike about the procedure for compensating the Executive Director and that DATV's procedure is good.

He went on to talk about the 990T and that DATV no unrelated business income. Lisa Arlt asked for an example of what might be on the 990T. Mike mentioned work done for a local law firm and other companies or organizations that didn't air on the channel. Those were unrelated business income.

Lisa Arlt metioned how easy Mike and Goldshopt, Lamb & Hobbs are to work with during these audits.

Mike did mention that once the audit is approved that the 990 needed to be filed and that he also needed the Representation Letter from Rosemary.

With no other questions or comments, R. Phillips Thanks Mike again for his efforts. The Board collectively thanked Mike with M. Barlow thanking all worked on the audit.

R. Phillips asked for a motion to approve the audit. Rev. Harris made the motion. It was seconded by M. Barlow. The audit report was passed unanimously.

R. Phillips moved the meeting forward with an amendment for a trial Board membership.

RB explained the trial membership. She said Leadership Dayton had asked DATV to participate in a Board match program. Leadership Dayton had a match for DATV which necessitated a need to amend DATV's bylaws to accommodate this match. This Board match would be for a one year period. The Bylaws state that Board members are to live in the city of Dayton and serve for a 3-year term.

According to Bradley, the Bylaws would not have to have state approval, but if the Articles of Incorporation are changed, those would need to be sent to the state of Ohio.

Eric Fields said they had done this on the Wesley Center and didn't think they had to amend the Bylaws.

R. Phillips explained the requirements of being a DATV Board member. Further discussion took place.

M. Barlow brought residency and the impact of this amendment. This would be problematic according to Rosemary B.

This position would start in June of 2021 and then we could negotiate this position during the next round of contract talks with the City in 2023.

Rev. Harris asked about people not participating in the meetings. Can they be removed? The overall feeling is that they would be subject to standard Board rules. If they are invited to join the full Board at the end of the year, they will have to go through the current Board process for bringing on new Board members. Language will be added to this amendment to address these issues.

R. Phillips asked for RB to read the amendment to the Board. See below.

Amendment to DATV Bylaws:

#### ARTICLE IV: QUALIFICATIONS FOR MEMBERS OF THE BOARD

SECTION 5. The Chair of the Board may appoint for a One-Year Term a board member on a provisional basis, at the end of which time such person may be invited and elected to a full board term of three years. All other requirements of board membership apply. Requirement that said provisional board member must be a resident of the City of Dayton is suspended for the trial period. Requirement that said provisional board member must become an individual member of DATV is suspended for the trial period.

With no further questions concerning wording, R. Phillips asked motion to approve the recommendation. J. Willis made the motion. Maggie B. seconded. Motion passed unanimously.

Randy asked for other new business. Maggie reminded the group to pay their DATV memberships if they have not done so.

Joyce mentioned an error in the newsletter and asked for it to be checked more closely.

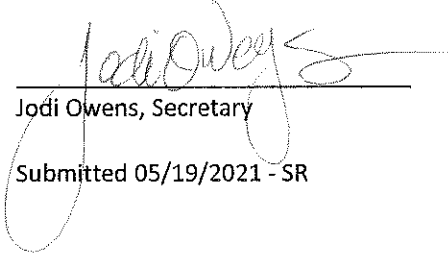
With no further comments, Randy P. entertained a motion to adjourn the meeting. Rev. Harris made the motion and Joyce Willis seconded.

#### **ADJOURNMENT**

Phillips called the meeting closed at 6:35pm.

The next board meeting will be **June 14<sup>th</sup>, 2021 at 5:30pm via Zoom.**

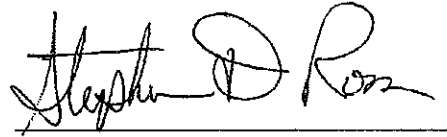
Respectfully submitted,



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Jodi Owens, Secretary

Submitted 05/19/2021 - SR



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Steve Ross, Operations Manager