

LOUISVILLE PUBLIC MEDIA
Board of Directors Meeting Minutes
November 23, 2021, The meeting was held via Zoom due to COVID-19

Board Members Attending: Wendy Sirchio, Abby Shue, Marita Willis, Susan Moss, Andrew Simon, Holly McKnight, Tyler Allen, Terry Tolan, Alan Rosenberg, Ellen Call, John La Barbera, Keith Runyon, Cedric Powell, Dexter Horne, Heather McHold, Jose Gaztambide

Absent: Nat Irvin, Jose Donis, Ann Coffey, Ankur Gopal

Staff Attending: Ellen Oost, Stephen George, Dennis Stovall, Charles Spivey

Guests: Theresa Batliner and Kyle Jenkins of MCM

Wendy Sirchio called the meeting to order at 3:38 p.m.

- I. Wendy welcomed everyone and introduced Kyle and Theresa of MCM for the 2021 audit presentation.
- II. Audit Presentation – Kyle and Theresa of MCM
 - a. Kyle and Theresa summarized the audit after a full presentation to the finance committee. It was a clean audit.
 - b. Abby shared the recommendation from the Finance Committee to approve the audit as presented. A motion was made by Susan and seconded by Wendy. All voted in favor.
 - c. Abby and Wendy thanked Denny and the auditors for their work, and Kyle and Theresa left the meeting.
- III. Staff Spotlight – Charles Spivey, “How Radio Works”
 - a. Stephen introduced Charles, VP of Operations and Technology.
 - b. Charles shared a brief presentation about how our audio gets from our building to the transmitter to your radio - as well as how far the signal goes for each of our stations.
- IV. Consent Agenda – Wendy Sirchio
 - a. Wendy asked if everyone had a chance to review the September Minutes and October Financial Statements. There were no questions, so Marita made a motion to approve the minutes, seconded by Susan, and all voted in favor.
- V. Board Discussion: Compensation Philosophy – Andrew Simon
 - a. Stephen introduced the impetus for this work: creating a tool to guide how we move forward now that the pay equity study is complete. The goal is that by early next

year, each employee will have their current compensation, what the advancement structure is for their role, and what drives the movement throughout that structure.

b. Andrew pointed out that this is a *philosophy* that is intended to give guidance on compensation decisions - including the Board's point of view and guard rails they've set. It leaves individual compensation decisions with staff leadership, but does provide some structure, especially for Executive pay. He then asked other Board members who participated in the process to add any additional insight, and asked the Board for questions and feedback.

i. Heather added her praise for the compensation philosophy, especially the transparency piece, and asked where or if benefits are included as part of the philosophy. Andrew responded that the purpose of this document is primarily for compensation, but there is a short statement about benefits.

ii. With no further questions or discussion, Andrew asked the Board to adopt the philosophy as presented. Keith moved to approve, Terry seconded. All voted in favor.

VI. Stephen presented the President's Report in writing ahead of the meeting, and will do so going forward. He explained that we will spend time on one topic at the meeting that needs discussion (the compensation philosophy, in this case) and he'll include other updates in his written report and ask for questions or any other discussion items during the meeting. The Board agreed with this approach going forward.

VII. Other Committee Reports and Business

a. Wendy shared updates from the Leadership and Governance meeting last week. Ann joined on behalf of the DEI Committee and the group discussed how we're thinking about Board representation and membership with three members rolling off, plus an additional four seats available to fill.

i. Discussion centered on the characteristics we need represented first, and then the skill sets needed to achieve our current strategic priorities. We have a good list of candidates already, so Wendy and Stephen are moving forward with conversations with five or six potential candidates that meet our current needs. The goal is to identify four nominees to be voted upon at the January Board meeting, so that there is an overlap period with members rolling off in May.

b. Ellen Oost then shared that the New Member December Drive is in two weeks. It's a great time to give the gift of membership or encourage folks who have not yet joined in your networks to do so.

c. Stephen then shared a reminder about the upcoming staff and Board holiday party on Dec. 16th at Ten20 Brewery in Butchertown.

VIII. The Board then went into Executive Session at 4:30 pm.