

**The Nathan B. Stubblefield Foundation, Inc.  
Board Meeting Minutes of February 17, 2014**

<u>Board Member</u>	<u>P</u>	<u>A</u>	<u>Board Member</u>	<u>P</u>	<u>A</u>
Michael Bagby	P		Laura Keane	P	
JoEllen Schilke	P		Kurt Madsen	P	
Sydney White	P		Richard Manning	P	
Lorraine Thomas	P		Michael Sedita	P	
Scott Foeigner	P		Lauren Adriaansen	P	
Jeff Harris	P		Lou Putney	P	
Priscila Miller	P		Daniel Francis	P	
Nancy Cox-Johnson	P		Ian DeBarry	P	
David Harbeitiner		A	Cynthia Reichard	P	

**T – Participated by Telephone**

1. Call to Order – Nancy Cox-Johnson: 7:16 pm.
2. Roll Call/Proxies/Agenda Review – Nancy Cox-Johnson:
3. Visitors' Comments – Jessica Greene: Read statement about new Dog Policy. Discussion ensued.
4. Review Last Month's Minutes – Nancy Cox-Johnson: Motion for approval of the regular January 2014 Board of Directors (BOD) Meeting Minutes passed unanimously. Motion: Laura / 2<sup>nd</sup>: Lou.
5. President's Report/Executive Committee Report – Nancy Cox-Johnson:
  - No Report.
6. Station Manager Report – Sydney White:
  - Written report in Appendix A.
  - Presented a preliminary Heatwave Budget.
  - Discussion ensued.
  - The Board met in Executive Session from 8:32 to 8:56 pm to discuss a Personnel matter. Motion to go into Executive Session: Lou / 2<sup>nd</sup>: Lauren.

7. Nominating Committee – Kurt Madsen:
  - No Report.
8. Finance Committee report – Michael Sedita:
  - Met before this meeting.
  - Discussed an RFP for future accounting services. Could some functions be brought in-house?
  - Discussed Special Events Budget.
  - Discussed Investment ROI from last year.
9. Community Advisory Council (CAC) – Lou Putney:
  - No Report.
10. Long Range Planning – Jeff Harris:
  - See New Business.
11. Youth Committee – Ian DeBarry.
  - Written report in Appendix B.
12. Volunteer and Diversity Committees – Mike Bagby.
  - Written minutes were distributed and discussed..
13. By-Laws – Richard Manning: :
  - Written report of New Policies in Appendix C.
  - Approval of New Policy 4.1: was unanimous.
  - New Policy 4.10: was tabled. Motion: Lou / 2<sup>nd</sup>: Richard.
  - Approval of New Policy 4.11: was unanimous.
  - Approval of New Policy 7: was unanimous.
  - Approval of ‘Conflict of Interest’ policy of the Employee Handbook: was unanimous.
14. Development Committee – Nancy Cox-Johnson: Committee met on January 28.
  - Written report in Appendix D.
  - Sydney proposed some changes to the Underwriting Policy to conform to FCC rules: “News and Public Affairs underwriting needs to be pre-recorded. Music shows are at management’s discretion.” Motion to accept was approved: 11 in favor, with 3 abstaining. Expressed desire to re-visit. Motion: Lou / 2<sup>nd</sup>: Michael.
15. Personnel Committee – Laura Keane:
  - Cindy is leading a task force of various business-related subjects. More reports to follow.
16. Old Business / Follow-up:
  - Board Editorial for Immokalee workers was recorded by Alvaro. Should be on air soon.

17. New Business:
- Retreat Planning: Need to decide on a Retreat Facilitator.
  - Bylaws Committee was tasked with creating language to start a 'Technology Committee'.
  - Went into executive session from 10:29 to 11:06 pm to discuss Property and Personnel matters.  
Motion to go into Executive Session: Lou / 2<sup>nd</sup>: JoEllen.
18. Attendance Review – Jeff Harris:
- All members are in good standing!
19. Evaluation – Laura Keane:
- |                      |
|----------------------|
| Participation: 9.3   |
| Accomplishments: 8.1 |
| Listening: 9.1       |
| Scheduling: 6.9      |
20. Adjournment – Nancy Cox-Johnson: The Board meeting adjourned at 11:11 pm.

By: \_\_\_\_\_  
Jeff Harris, Secretary

Approved by the Board on: \_\_\_\_\_

## Appendix A – Station Manager’s Report

To: The Board of Directors, NBSF  
From: Sydney White, General Manager, WMNF-FM/HD  
Subject: Monthly Report for January 2014  
Date: February 14, 2014

### Revenues

Our spring membership drive got off to a good start on Tuesday, February 11 with approximately \$30,000 in pre-pledged revenue (including an \$11,000.00 new member challenge). Our goal for this drive is \$245,000. As of 2/10, we have collected \$375,910.00 in FY 2014 membership revenue. The total projection for FY14 is \$1,061,000.00. This means that as of 2/10, we are at 35.4% of the annual projection in membership revenue. FY 14 revenues from underwriting/concert calendar continue grow steadily. At present the numbers stand at roughly \$40,872. Our Car Donation program added another \$11,400. In addition, we have prepared and have started offering Tropical Heatwave sponsorship packages. The *Tampa Bay Tribune* is among the new potential partners we are pursuing this year. In the Special Events (concerts) category, we spent slightly over \$27,000 in the first four months for a ROI of \$5,635 (21%)

### Programming

We are continuing internal discussions with both Program and News Directors regarding strategies and/or options that can reverse the negative trend in audience growth. This will be presented to the Board as part of the 24-36 months strategic focus for WMNF by March 5, 2014, and we are hoping that it can lay the framework for discussions at the Board-Staff retreat.

No programmers were evaluated this month. The program director is still evaluating proposals for replacement of the talent for the *Sixties Show*

Planning for Tropical Heatwave is well on the way. The event is scheduled for May 9 & 10 this year. We are reducing the number of bands and stages, in addition to several structural changes this year. See projected budget attach.

### Engineering & Operations

Installation of the video equipment in the live studio is complete. We will begin scheduling technical and video production training by the staff of Tampa Bay Arts & Education (TBAE) community television in the next two weeks. We will also have the assistance of a retiring producer/director from sister public media station WEDU-TV as part of our training/production team. TBAE plans to air our Live Music Showcase at 8:00 PM on Fridays. The station made an investment in the amount of approximately \$11,000 (\$10,000 budgeted) to purchase and install technical switches and add additional server (hard drive) capacity. This will provide additional storage for the digital music library and for future video storage; and provide greater security for our finance and development offices. It also provides greater credit card security and enables WMNF to become PCI compliant.

### Other Station Activities

We continue to meet with community partners regarding Tropical Heatwave. We met with the sales and marketing management team of the *Tampa Bay Tribune* this month.

We are continuing with interviews for the contract underwriting consulting position. Several candidates interviewed were reluctant to take up the position without some kind of a base salary or a draw against commission.

We continue to use the membership drive as a kind of open house/community outreach. This drive has attracted 487 different volunteers to WMNF.

We continue to expand our relationship with St. Petersburg College via their Music Industry Recording Arts (MIRA) program.

This month we have completed or are in the process of completing required Financial and Activities reports for the Corporation for Public Broadcasting (CPB) and for the State of Florida, Department of Education.

## Appendix B – Youth & Innovation Report

Below is the update from the Youth & Innovation Committee.

The Youth and Innovation Committee has put together plans for a competition and learning opportunity for young local bands and musical artists. **New Sounds of the Left Coast** will begin with soliciting music submissions from bands in the listening radius with members age 17-26.

Overview of structure/schedule:

Round 1 (til 3/31): General Submissions (unknown number of bands)

Round 2 (4/20 – 5/31): Semi-finals - Live shows in three different venues, across listening area (estimated 12 bands)

Round 3 (6/1 – 8/14): Finals – the bands record 3 songs @ WMNF studio. We put them on YouTube. Online voting partially determines the winners. (estimated 6 bands)

Winner will perform at the WMNF anniversary show in September

During the submission period, we will hold a workshop on Sunday, March 23, for all groups who want to submit a song. This will include local promoters and press, as well as local artists, discussing the early practicalities of being in a band. (Our hope is that a similar workshop and perhaps mentorship program could grow out of this.)

This project aims to increase WMNF's visibility with younger listeners and potential listeners as well as drive traffic to the WMNF website.

We are looking for a sponsor to cover costs of people working the boards at shows, helping bands record/editing, and color posters. Most other costs are expected to be donated by venues.

See you all on Monday!  
Lauren Adriaansen

## **Appendix C – NBSOF Bylaws Committee Report**

February 17, 2014

The Bylaws Committee met on January 15 at the station. In attendance were Richard Manning, Lorraine Thomas, Lou Putney, Nancy Johnson, and Mike Sedita. Our agenda comprised 5 substantive items: whistleblower policy, record retention and destruction policy, Form 990 policy, budget timeline and review policy, and conflict of interest policy (that last being old business from November). Our meeting was productive, and led to the following several proposals, each of which we hereby move as a committee.

Richard Manning  
Chair, NBSFBOD Bylaws Committee

The Bylaws Committee proposes that the NBSFBOD adopt the following additions to general Policy Document Policy 4 (Fiscal Management, Budgeting Policies, Asset Management):

New Policy 4.1 (This would require renumbering the current Policy 4.1 as Policy 4.2, etc). :

4.1 The NBSF shall adopt a budget for each fiscal year at its regular September meeting prior to the commencement of that fiscal year. To facilitate this process, the staff shall prepare a draft budget for the consideration of the Board Of Director's Finance Committee at their meeting on the last Monday of July. The General Manager shall provide his or her revised budget to the Volunteer Committee in time for their meeting on the first Monday of August, and shall present the revised budget at the Board Of Director's regular August meeting for a first reading. Prior to the regular September Board Of Directors' meeting, the Volunteer Committee shall call an All-Station Meeting at which the revised budget shall be presented for discussion.

*Rationale: this policy is needed to formalize the budgeting process in conformity with our practices, to ensure that volunteers have adequate time to review the proposed budget to give informed feedback prior to or at its first reading by the BOD, and to ensure that the Station as a whole has a similar opportunity before the budget's adoption at a second reading. This will provide valuable input and avoid surprises.*

New Policy 4.10

4.10 Document Retention and Destruction Policy: WMNF will follow the following guidelines published by the National Council of Nonprofit Associations for a guideline to determine the organizations document retention and destruction policy. This policy will also be used to assure compliance with the Sarbanes-Oxley Act. All documents will be reviewed yearly by administrative personnel for periodic destruction as detailed in the table below. Items ready for destruction will be disposed of properly. Permanent paper records will be stored in locking file cabinets, a safe, or other locked storage. All items to be retained will be routinely stored in electronic format (paper items to be scanned). Regular backups should be made of the data, with one backup securely stored on separate media stored in a different location, and one backup stored in the cloud.

The following table provides the minimum requirements.

Type of Document	Minimum Requirement
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years
Expense Analyses/expense distribution schedules	7 years
Year End Financial Statements	Permanently
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Patents and related Papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years

Rationale: The station lacks and needs an up-to-date policy of this sort.



#### New Policy 4.11

4.11 The IRS Form 990 shall be reviewed by the General Manager and Finance Director prior to its filing, and the General Manager shall provide a complete copy of the Form 990 to all members of the NBSF Board Of Directors for review prior to its filing.

*Rationale: Line 11a of IRS form 990 (the non-profit tax return) asks whether the members of the governing body of the organization for whom the form is filed have been provided a complete copy of the form. If not, line 11b demands that an explanation be provided in a separate schedule. Up until now, our accountancy practice has been not to provide a copy of the form to the BOD and to claim in that schedule that the BOD members are not qualified to understand the return. That makes us look bad, don't you think?*

The Bylaws Committee proposes that the following new policy be added to the General Policies Document as Policy 7. (This would require renumbering the current Policy 7 as Policy 8, etc.)

## 7. Whistleblower Policy

7.1 If any employee or volunteer of WMNF reasonably believes that some policy, practice, or activity of WMNF is in violation of a law, rule or regulation (as defined in Section 448.101(4), Florida Statutes), a written complaint may be filed by that employee with the General Manager or any other member of the Board of Directors.

7.2 It is the intent of WMNF to adhere to all laws and regulations that apply to the organization, and the underlying purpose of this Whistleblower Policy Statement is to support the organization's goal of legal compliance. The support and cooperation of all employees and volunteers is necessary to achieve compliance with various laws, rules and regulations which are applicable to the proper operation of WMNF as a licensed radio station, as an employer, and as a non-profit corporation.

7.3 An employee or volunteer is protected from retaliation only if the employee or volunteer brings the alleged unlawful activity, policy, or practice to the attention of the General Manager and/or the President Board of Directors in writing, and provides the General Manager and the Board of Directors with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protections described below are only available to employees or volunteers who comply with this requirement.

7.4 WMNF will not retaliate against any employee or volunteer who, in good faith, has made a protest or raised a complaint against some practice of WMNF, or of another individual or entity with whom WMNF had a business relationship, on the basis of a reasonable belief that the practice is in violation of a law, rule or regulation.

7.5 WMNF will not retaliate against an employee or volunteer who discloses or threatens to disclose to a supervisor or to the Board of Directors or to a public body any activity, policy, or practice of WMNF that the employee or volunteer reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law.

*Rationale: we currently have no whistleblower policy. We need one in order to protect those who in good faith wish to complain of what they reasonably believe may be violations of laws or regulations to which we are subject, as well as to protect the station by requiring would-be whistleblowers to allow the station to investigate and take measures to stop or prohibit such violations. The proposed policy closely tracks model language for non-profits.*

The Bylaws committee was instructed at the November meeting to rework the language of a proposed conflict of interest policy. The committee proposes that the NBSFBOD adopt the following revised policy as an addition to the Employee Handbook, as the final paragraph of the section headed "Business and Ethical Conduct". (Deletions from the previous draft are struck through, additions italicized.)

### **CONFLICT OF INTEREST**

No employee shall participate in decision-making on any matter that may result in advantage or gain to the employee, his/her relative, or his/her business or intimate partner. "Decision-making" includes, but is not limited to, choosing with whom to enter into contracts for service or purchase on behalf of the station, and advocating a position, lobbying, or voting upon subjects before the Board or any committee. A "relative" shall include any person who is related to the individual as father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, or half sister. An "intimate partner" is a person with whom an employee has a relationship comparable to that of a marital relationship. When such a conflict or appearance of conflict arises, that employee shall ~~make~~ *notify the* General Manager ~~aware~~ of its existence *in writing*.

## Appendix D – Development Report, February 2014

### 1. Underwriting-already in-house or to be collected.

a. Underwriting:	\$33,741.66
b. Concert Calendar:	\$7130
Total: -	\$40,871.66

### 2. Development:

Fred Eaglesmith VIP meet and greet made around \$1,000

SHAMC in Safety Harbor to donate all house concert proceeds from Webb Wilder show – if sells out, we anticipate \$2,000

### 3. Sponsorship:

1. Cigar City - \$2,000

2. Bank of Tampa had pushed for \$2,000 but had to come in at \$1,500.

3. Wholefoods - hope to net \$3800 like last year.

4. Proposal out to Red Mesa and Central Florida Credit Union. Still looking for ticket/wristband sponsor.

5. Howard Johnsons could only provide \$500 but is offering a discount of \$79 to anyone who wants to stay at the downtown hotel during Heatwave. This could be a part of a Heatwave package that is to be developed.