

**The Nathan B. Stubblefield Foundation, Inc.
Board Meeting Minutes of March 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	T	
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	T		Daniel Francis	P	
Nancy Cox-Johnson	P		Ian DeBarry	P	
David Harbeitiner	P		Cynthia Reichard	P	

T – Participated by Telephone

1. Call to Order – Nancy Cox-Johnson: 7:17 pm.
2. Roll Call/Proxies/Agenda Review – Nancy Cox-Johnson:
3. Visitors' Comments – Mary Glennon, Arlene Engelhardt, Jeanne Holton, Ray Wilson, Jimmy Lyons, 'Doc' (of Soul Party):
 - Mary played a sample of 'Nine Bullets Radio' from March 7 that contained offensive material.
 - Bad comments by host, he has been suspended.
 - The fact that this was at a Remote broadcast is a major issue.
 - Arlene brought up the issue of the show's 'Theme Song'.
 - Jeanne added that she heard that WUSF did a better job that day.
 - Jeanne also spoke of other issues:
 - Jimmy Lyons spoke about multiple issues.
 - Doc brought up issues of diversity and of past shortcomings.
 - Ray brought up an idea for more outreach.
4. Review Last Month's Minutes – Nancy Cox-Johnson: Motion for approval of the regular February 2014 Board of Directors (BOD) Meeting Minutes passed unanimously. Motion: Richard / 2nd: Lou.
5. Audit presentation by Phil Scheidt. Discussion ensued.
6. President's Report/Executive Committee Report – Nancy Cox-Johnson:

- No Report.
7. Station Manager Report – Sydney White:
 - Written report in Appendix A.
 - Motion to approve up to \$4,000 for a new A/C pump passed unanimously
Motion: Richard / 2nd: Lou.
 8. Nominating Committee – Kurt Madsen:
 - No Report.
 9. Finance Committee report – Michael Sedita:
 - Met before this meeting.
 - Reviewed budget. Currently low on the income side.
 - Net budget variance is \$140K, Heatwave revenue will tell us how the fiscal year will turn out.
 10. Community Advisory Council (CAC) – Lou Putney:
 - No Report.
 11. Long Range Planning – Jeff Harris:
 - No Report.
 12. Youth Committee – Lauren / Scott.
 - Have started a ‘New Sounds of the Left Coast’ website: www.wmfnnewsounds.org .
 - Live showcases to start after Heatwave.
 - Band members need to be from 17 – 26 years old.
 13. Volunteer and Diversity Committees – Mike Bagby.
 - Written minutes were distributed and discussed (in Appendix B)
 14. By-Laws – Richard Manning:
 - Written report in Appendix C.
 - Item 1 (Creating Technology Committee) was approved unanimously on First Reading.
 - Item 2 (General Policy 4.10) was approved unanimously on First Reading.
 15. Development Committee – Nancy Cox-Johnson:
 - Written report in Appendix D.
 16. Personnel Committee – Laura Keane:
 - Task force is continuing their work on pension options.
 17. Old Business / Follow-up:
 - Executive Session minutes of February 17 were approved unanimously. Motion: Michael / 2nd: Lou.

18. New Business:
- April 5 Retreat planning was discussed.
 - Executive session from 10:23 to 10:50pm to discuss various topics.
 - Motion to go into Executive session: Lou / 2nd: Scott.
 - Motion to come out of Executive session: Richard / Lou.
18. Attendance Review – Jeff Harris:
- All members are in good standing!
19. Evaluation – Laura Keane:
- | | |
|------------------|------|
| Participation: | 9.2 |
| Accomplishments: | 8.25 |
| Listening: | 8.5 |
| Scheduling: | 8.2 |
20. Adjournment – Nancy Cox-Johnson: The Board meeting adjourned at 11:52 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 March 2014
Date: March 15, 2014

Revenues

Revenue from the spring membership drive currently stands at \$235,618. The goal was to raise \$245,000 from this drive. To date we have collected \$559,258 in FY 2014 membership revenue. The total projection for FY14 is \$1,061,000.00. This means that we about 53% of our fiscal year goal with slightly over six months to go. Combined revenues from underwriting, concert calendar and car donation stood at slight more than \$59,000. We continue to send out Tropical Heatwave sponsorship packages to likely targets. We are still negotiating with *The Creative Loafing* to return as a major partner this year. There was no concert since the last board meeting. Therefore Special Events (concerts) revenue remain as last month - slightly over \$27,000 in the first four months for a ROI of \$\$5,635 (21%)

Programming

This month we continue internal discussions with both Program and News Directors regarding strategies and/or options that can reverse the negative trend in audience growth. Some of the ideas are presented strategic focus for WMNF and we are still hoping that the document can lay the framework for discussions at the Board-Staff retreat.

Program evaluations continue this month – with the highest priority placed on the programs that have not performed well over multiple membership drives.

We had an incident during a remote broadcast last Saturday which set off a “fire storm” among programmers, listeners and members. The host of the program *Nine Bullets Radio*, in a manner somewhat similar to what we consistently get from local commercial radio jocks like “Baba the Love Sponge”, made very disparaging remarks about International Women’s Day. In addition, the talent made remarks that he was actually drinking while on-air. Management advised him that such actions were the opposite of our values, vision and mission statement, and as result, he was suspended for 21 days, and he was asked to make a public apology to the people he offended. He made the apology via the station’s Facebook page. In addition, an apology was read at the beginning of the show this past Saturday.

Planning for Tropical Heatwave is well on the way. We have actually presold more than 500 tickets to date. The event is scheduled for May 9 & 10 this year. We have reduced the number of bands and stages, in addition to several structural changes this year. One major structural change that might still occur would allow us to move the vendors within the parameters of the Cuban Club facility

Engineering & Operations

Nielsen/Arbitron has provided the station with free encoders to measure listening on the HD channels. A few pieces of additional equipment are needed to enable measurement. We are currently having conversations with Ibiqity Digital regarding the best equipment and price point.

Installation of the video equipment in the live studio is complete. We have scheduled training. However, we shot the first live performance in the studios last Friday with a combination of WMNF and TBAE crews. The product – a band from Havana, Cuba is in “can” for airing, but is not yet scheduled since we have not yet decided how to roll out this joint project between WMNF and TBAE. Ideas be floated include a joint reception that include the Boards of both organizations. TBAE plans to air the WMNF Live Music Showcase at 8:00 PM on Fridays.

The station continues to be challenged by infrastructure related issues. This month we had several outage of the T-1 line that provides administrative telephone service. The main challenge stem from the fact that Verizon

is operating in a “faze out “window for legacy technologies like the T-1 line, therefore, the company support for issues relating to such technologies are really slow and unreliable. We plan to submit budget request to replace the T-1 line with VOIP in the next fiscal year.

Another area where we have had challenges this month is the air condition unit. Both Chiller Water Pumps failed simultaneously. One was replaced at the cost of approximately \$4,000 from the \$7,000 contingency fund set aside in this year’s budget for BLDG/HVAC. As of this month, \$6,850 has been spent on the HVAC from the fund. I will ask the Finance Committee to increase the amount contingency fund to cover the cost of the second pump and any other unforeseen failure. The station will not be able to go through the summer on a single Chiller Pump.

Other Station Activities

We conducted additional interviews for the contract underwriting position. Some candidates were simply not a good fit, while others were reluctant to take up the challenge without at least, some “draw” against future commission. I plan to take this up with the Finance Committee.

The spring membership attracted 487 different volunteer serving in various positions. Simply put, without them, the drive would be beyond the capabilities of staff.

In addition to the live remote mentioned earlier, the station also broadcast live as a supplement to two days of outreach/engagement activities at the Tampa Bay Black Heritage Festival WMNF programmers also hosted the stage for the first few hours of each day.

In our effort to expand our community partnership at multi-levels, WMNF has forged a relationship with St. Petersburg College's MIRA (Music Industry Recording Arts) Program. They are providing street teams for promotion of WMNF activities; whereas WMNF will provide internship & other opportunities. We also have the option of using the college's facilities for concerts (1st one is at the Palladium 4/4) at no charge. In addition, WMNF will provide training for St Pete students at their college radio station.

Appendix B – Volunteer & Diversity Committee Reports

WMNF Volunteer Committee Meeting Minutes

March 3rd 2014

6:20pm Meeting called to order.

Acknowledge Committee Members Present: Michael Bagby, Ian DeBarry, Pamela Robinson, Lorraine Thomas, Eddie Haight, Robert Fitzpatrick, Greg Musselman, David Harbeitner.

Acknowledge Staff Members Present: JoEllen Schlike, Sydney White.

Acknowledge Guest Present: Jessica Greene, Lauren Adriaansen, Jeanne Holton.

Quorum was met and meeting continues.

Last meeting minutes reviewed.

Motion to approve, written, second and carried.

Points of Discussion:

Agenda Item 1: New Dog Policy Details.

Policy was instituted as Staff. Concerns were:

What would the cost of a lawsuit for dog biting be?

NO Dogs in Studio.

If dog injures someone who pays?

Volunteers Question: Was there an incident with dogs?

Staff and Volunteers should have time to discuss Dog Policy.

Volunteers asked about 1. A waiver. 2. A place to close off dogs. 3. Hooks for 6ft leashes. Awareness: Dog Sign

A discussion with Engineers was had. Concern: Dogs shedding in Studio.

A location for dogs is not difficult

A policy must be for all dogs and all situations.

Volunteer Committee asked why were not asked input of decision before rollout of policy?

Research done with Staff but not offered to the Volunteer Committee for feedback.

Responds from Staff. The matter is a Responsibility of the station and FCC Rules. Illegal transfer of license.

Allergy Issues possible Pet sitting.

Everyone agrees station does need a Dog Policy. Just need to implement one that accommodates a wide range of volunteers.

Volunteer Committee could create one to present to Staff. Receive feedback and discussions.

Need a Management Policy for dogs.

Only calm and well behaved dogs allowed at station

Studios are cleaned daily.

If Management Policy is not followed, station has the right to have dog exit the property.

Everyone must agree to policy

Volunteers recommend the station band be lifted.

Suggest: Leash Hook Up station. Maybe the library, conference room or foyer area. A neutral location

If dog is in lobby who is responsible to watch it?

Should there be a penalty for dogs in studio or just asked to take dog out?

Find legal language for if dog does bite.

Increase communication about dogs.

Suggested Staff consider the Volunteer Committee before policies are submitted.

Agenda Item2: Database for all programmers' FB pages.

Naveen project. Show website and Facebook page so people can link to and like.

Agenda Item 3: Programmer Reviews from Randy.

Way Behind.

More Programmer reviews are needed. WMNF has over 100 shows to review.

Programmers need to hear back more than once a year.

Feedback loop for reviews

Recommend splitting up assignment then getting Flee and Mike can help.

Easy to access database. Programmer's hours plus required Marathon time.

People want to see Programmers at events.
Difficult to enforce. Challenge vs. Consequences. "If you have to do it then it's not volunteering".
Some give money and not time.
Some give time and not money.
Some people don't want to.
Every volunteer has different circumstances on when and how they are a part of WMNF.
Some people volunteer for everything. Outreach, Marathon, events etc...

Forcing people to volunteer is not healthy.
Suggestion: Acknowledge and reward volunteers.
Certain levels of volunteering time to be recognized at Volunteer Banquet
Social Praise.
Volunteer Hours are tracked only to the degree of Sign In Sheet.
Create Expectations for Volunteers and Programmers Suggestion: Obligations Award.
Agenda Item 4:

Great American Clean Up: March 15th in Pinellas

Volunteer Banquet: No update at this time

Book & Records Sale: June 14th Howard Johnson Plaza. Loading starts June 11th.

Heatwave: May 9th & 10th Ybor City

Landscape has changed, now most festivals are two days. Solid Headliners are needed to reboot Tropical Heatwave.

More focused on promoting in college communities and less vendors who sucked up \$1,000 of dollars.

More publicity on local community calendars and digital access that reach younger audience.

Agenda Item 5: Volunteers going to retreat: Motion to add Pamela Robinson to join Arlene Engelhardt and Marcie Finklestein. Second and carried.

Next Volunteer Committee Meeting Date: Monday April 7th

Discuss: 1. Training money, On Air, production. 2. Retreat Debriefing to prepare for All Station Meeting

Invite Naveen to next meeting by giving her one month notice.

Other announcements?

Archive meeting received feedback email from 7 people now a scanner is needed for Archives collages

Sydney White asked Volunteer Committee to develop an On Air Talent Workshop/ Programmers Seminars.

Budget has allowed \$4,000 for training

Video Training Counsel TBA

7:30 Motion to Adjourn, given, second and carried.

Diversity Committee Meeting Minutes Feb 3rd, 2014

Members Present: Michael Bagby, Lauren Adriaansen, Pamela Robinson, Julia Jones, Ian DeBarry, Alvaro Montealegae, Greg Musselman.

Salons on World Refugee Day and approach people to participate.

Reach the people in community.

Target diverse audience shows to reach small subsets of people.

Have specific reach out and include people.

Good diversity tune-in times and programs. Need a team of people to review diversity shows because some are disjointed and out of content with the community.

Create a strategy and a welcoming environment.

Respect for Randy Wind's authority over programs and events.

If we seriously embrace our diversity WMNF would make more money.

Real embrace versus fake embrace

Blacks in the news room? Otis?

Bookstore, Radio Station, newspaper and museum are ALL gone in the black community

Make news options matter And Urban Cafe.

More support for Sunday Forum

Suggest Marketing Diversity

2.

Diversity Charge: Community Representation on WMNF

Afro-American, Latino, Jewish, Muslim, Native American, Women

No Asian Representation or LGBT. Contact Diane Dill. Peterson.

We need to bring new language to WMNF and revenues will come in.

Suggestion: Spanish News. Contact Speedy

Spanglish-This Is Florida

Spanish language tip of the day

Lessons to music

Translation, Translator including a Signer at events.

Live Signing news will bring in revenues and volunteers

Would like 10 Spanish television stations promoting WMNF.

How do we get there?

Pass internal road blocks by communicating with General Manager.

Programs, spots, PSA to test the market.

Become a cutting edge community radio station.

What do we need to do?

Djs and computer different languages.

Broadcast and Website: Select a Language Link for News and Public Affairs.

Suggestion: Create a Language Department whose focus is to translate programs and make them available to the community.

Retreat Topics: Diversity. Make it present throughout the community with honest conversation.

Recourses: Programs, music, active producing, awareness of LGBT.

ALL Diversity is on the road during Drive Time.

Diversity Shows now on WMNF. Sunday ALL day Little on Saturday and Friday night.

Audience listening time is 7 am to 7 pm. WMNF has the least diversity.

WMNF is Non Dimensional. We focus on reaching diverse people in the community and outside pressure.

WMNF. Confrontations, outside organizations and stations.

A strong and positive presentation.

Station Announcements

Product content to drop into station.

Throughout whole steam of people.

NBSFBOD Bylaws Committee Report

March 17, 2014

The Bylaws Committee did not meet formally this month, owing to our not finding a time when all necessary parties could be in the same place. Instead, we conducted our business by extensive email and some telephonic exchanges. Two action items appear for your consideration below.

Submitted by,

Richard Manning, Chair, Bylaws Committee

Item 1: At the February meeting we were charged at the last meeting with crafting language that would create a new Technology Committee as a standing Board committee. The duties and responsibilities of standing committees of the Board are to be determined by a Board resolution (Article Four ¶2). These resolutions appear as General Policies 2.1-8, and vary from quite detailed specifications of duties and responsibilities to no such descriptions at all (Diversity, LRP). We had neither the time nor the expertise on our own to draft appropriate language describing the duties and responsibilities of a Technology Committee suited to the station's needs. So we decided that task could be postponed, since all that is required to constitute a new committee is to include it among those enumerated in Article Four, ¶2. Ratification of such an addition will require two readings, so there will be plenty of time to draft the duties and responsibilities resolution to be added to the General Policies. In the meantime, we understand that an ad hoc committee will be convened to deal with exigent technology issues. After all that, then:

The Bylaws committee hereby moves that the Board adopt the following addition to Bylaws Article Four ¶2, to appear after "(g) Long Range Planning Committee":

(h) Technology Committee

Item 2:

At the February NBSFBOD meeting, the Bylaws Committee moved that the Board adopt a document retention and destruction policy as new general Policy 4.10. There was some objection to the language – most specifically to the reference in the proposed policy to the Sarbanes-Oxley act. Other language was awkward and otiose. The Bylaws committee hereby moves that the Board adopt the following amended version of the policy. Strike-through denotes language deleted from the previous version, highlighting denotes new language.

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 for~~ 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
Whistle-blowing and Grievances	Permanently

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

Appendix D – Development Committee Report

Development Committee Report

1. March 6 - Webb Wilder House Concert at Whimzy House/SHAMc. This is the beginning of what we hope will be an enduring and profitable relationship. Owners Todd and Kiaralinda offered to give us proceeds of this house concert by letting WMNF sell tickets. There were pros and cons. The only two downsides were **1. Webb Wilder playing there the next night, a Friday night. 2. There were several tornado warnings and hard rain most of the day.** The good news is again, new relationship formed, possibilities for a house party there (fundraiser not concert), SHAMc as WMNF venue and their upcoming purchase of a Concert Calendar contract. **Thanks to Kurt Madsen for forging this relationship. No money was lost and despite a small crowd, around \$400 was raised toward the Development Projects line.**

2. Tuesday, March 18th - Third Annual Whole Foods WMNF Day to benefit Tropical Heatwave. While the Development Department line doesn't benefit from this, it does add up as a Tropical Heatwave sponsorship. The first year yielded \$2000, last year, \$3800. We are hoping for even better this year with the live remote broadcast of two of our most popular and beloved shows, The Traffic Jam with the Lu Lus and The Freak Show. **WMNF receives proceeds - 5% of each sale - from the entire day, which lasts 8am-10p!**

3. As part of our strategy to reach more into other areas, not only did we go to Safety Harbor, now **Whole Foods Sarasota is holding a wine and cheese tasting for WMNF Thursday, April 10th! Tickets are \$20.** More details to be announced.,

4. Laura Taylor and Development Committee Member Michael Stinson met with the Mermaid in Seminole Heights last week. The Mermaid is proposing two fundraisers for the station. The first would be a WMNF after Heatwave Mother's Day/After Party on Sunday, May 11, 11a-3p. Details are to be ironed out. The second fundraiser might occur in the late summer or early fall. It would be a Home Brewers Club Beer Tasting Fest, another ticketed event that would last all day so that hundreds could attend. Their angle is to have home brewers come up with unusual recipes and have local brewing companies judge. The idea is unusual radio/novel beer. These details are to be hammered out as well.

5. The Development Committee will soon be working on a cultivation/thank you event for members who give \$500 or more a year. Date TBA. But Laura and Nancy Johnson think it should be after the summer drive to include those new higher-level members.

6. Laura Taylor is working on bringing back high-dollar lapsed members to get us up to our membership budget by making personal phone calls.

7. Underwriting is on pace with last year's actual numbers. These numbers reflect contracts that haven't run or been invoiced yet as well.

Underwriting:

\$39061.66

Concert Calendar:

\$8830