

**The Nathan B. Stubblefield Foundation, Inc.
Board Meeting Minutes of November 19, 2012**

<u>Board Member</u>	<u>P</u>	<u>A</u>	<u>Board Member</u>	<u>P</u>	<u>A</u>
Michael Bagby	P		Laura Keene	P	
JoEllen Schilke	P		Kurt Madsen	P	
Sydney White	P		Richard Manning		A
Lorraine Thomas	P		Michael Sedita	P	
Scott Foeigner	P		Diane Dill-Peterson	P	
Jeff Harris	P		Lou Putney	P	
Rick Hurley	P		Leticia Valdes	P	
Nancy Johnson	P		Ian DeBarry	P	

Departing Board members present: Beth Bell and Ryan Iacovacci.

1. Call to Order – Letty Valdes – 7:15 pm.
2. Roll Call/Proxies/Agenda Review – Letty Valdes: Lou has Richard’s proxy.
3. Selection of new BOD Members - continued: (Please refer to the October BOD minutes)
Approval of increasing Community Board seats from 10 to 11 through Bylaw change:
 - Approved on second reading unanimously. Motion: Lou / 2nd: Rick.
 - See Appendix C.
4. 2013 Officer Selection:
 - President: Lou Putney was appointed by acclamation.
 - 1st Vice President: Nancy Johnson was appointed by acclamation.
 - 2nd Vice President: Rick Hurley was appointed by acclamation.
 - Treasurer: Michael Sedita was appointed by acclamation.
 - Secretary: Jeff Harris was re-appointed by acclamation.
5. Visitors' Comments – Mercedes Skelton was thanked for her 28 years of service.
6. Review Last Month’s Minutes – Lou Putney: Motion for approval of the regular October 2012 Board of Directors (BOD) Meeting Minutes. Motion passed unanimously. Motion: Lorraine / 2nd: JoEllen.

7. Consent Agenda – Lou Putney: There were no Consent Agenda items.
8. President's Report/Executive Committee Report – Lou Putney:
 - Went into executive session (from 7:29 – 8:05 pm) to hear a report from Letty Valdes.
9. Station Manager Report – Sydney:
 - Written report in Appendix A.
 - Went into executive session (from 8:08 – 8:23 pm) to discuss a topic of this report.
10. Finance Committee report – Lou Putney asked Beth Bell for a quick report:
 - 2012 actual vs. budget came out well \$75,600 surplus, not including the \$35,000 earned from USF.
 - Special events came in around \$100,000.
 - Contributions came in short, development did better than expected.
11. Personnel Committee – Rick Hurley:
 - Written Report - See Appendix B.
 - Motion to approve all the new job descriptions passed unanimously (two abstentions).
Motion: Jeff / 2nd: Letty.
12. Long Range Planning – Jeff Harris:
 - February 2012 Board/Staff retreat:
 - Looking for one day retreat on Saturday Feb. 23rd or March 2.
 - Consultant for facilitating the meeting is being sought.
13. Community Advisory Council (CAC) – Rick Hurley:
 - No Report.
14. Volunteer Committee – Mike Bagby.
 - Discussion of November meeting – See Appendix D.
15. By-Laws – Richard Manning:
 - No Report.
16. Nominating Committee – Lou Putney:
 - No Report.
17. Development Committee – Nancy Johnson:
 - No meeting was held.

18. Diversity Committee – Diane Dill-Peterson.
- Open House occurred on November 2.
 - Went very well and was well attended !
 - Desire to do another one at the station next year.
 - Assisting in recruiting new CAC members.
 - Would like to team up with other organizations and their events.
19. Old Business / Follow-up:
- Mortgage Repayment Committee - Interested in providing money for matching funds.
20. New Business:
- Motion to cancel regular BOD meeting on Dec. 17 passed unanimously. Motion: Letty / 2nd: Rick.
 - Holiday party scheduled for Sunday, Dec. 16 at Jeff Harris' house in Clearwater.
19. Attendance Review – Jeff Harris:
- All members are in good standing!

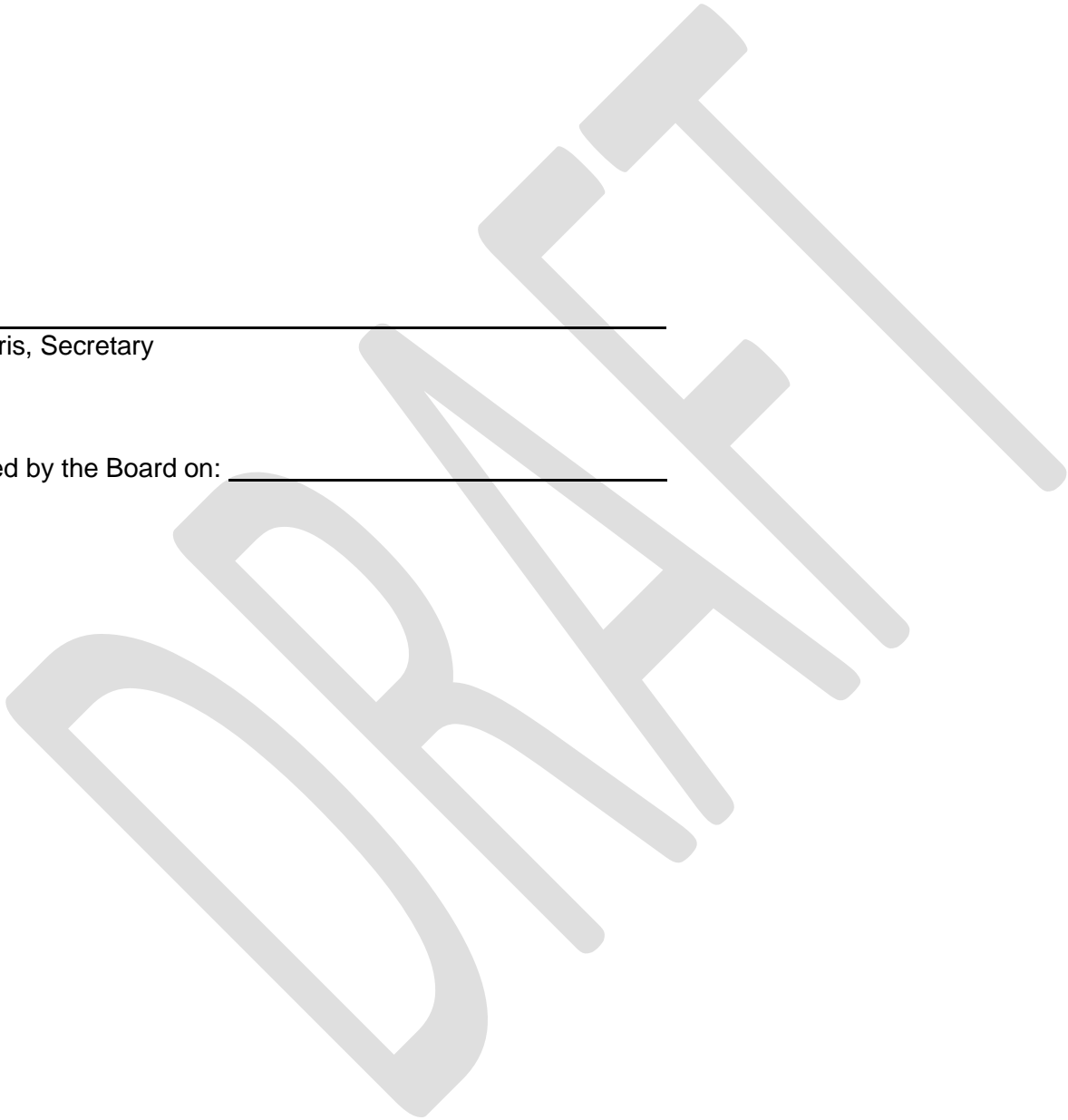
20. Evaluation – Lou Putney:

Participation: 8.0
Accomplishments: 8.3
Listening: 8.5
Scheduling: 9.4

21. Adjournment – Lou Putney: The Board meeting adjourned at 9:40 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
Date: November 19, 2012
RE: WMNF October/November Manger’s Report to the Board of Directors

Our first FY 13 (fall) membership drive did meet our projected goal. We projected investment of \$260,000 and ended with \$263,458. Although the seven-day drive fell slightly below projections, an additional \$24,000 came in the weeks after the drive – partially a result of soft pitching and a response to an off-air companion e-blast that was sent out.

Our target end-of-year direct mail piece dropped last week and so far, has returned approximately \$2,200. We are offering the Q2 Wi-Fi radio as a premium at the \$365 and above level.

Our first three concert events (at Skippers) this fiscal year yield a total ROI of \$2,223. A fourth event was held this past weekend – the returns are still not final, but rough estimates looks like we will end with approximately \$2,500 ROI.

Congratulations are in order for the outstanding work that the diversity committee did on the WMNF open-house/community outreach project on November 2. The event attracted approximately 200 visitors, many of whom live in our zip code, but had never enter our building previously.

WMNF submitted a proposal to the Knight Foundation/NPR for assistance in the area of Digital Services Training. If granted the project will provide customized one-week training for WMNF news staff, news department volunteers and any staff or programmers involve in building the station’s digital assets. We are also contemplating submission of a CPB grant proposal that will enhance the capacity of the station to create high quality, multi-media journalism on crucial topics in education.

We are continuing a series of conversations with our community partners on the 2013 staging of Tropical Heat-wave. Most of the venue owners are on board and have placed “on the table” options for making this a two-day destination event, larger venues, sponsorship and multi-city promotions.

I attended a CPB/NPR sponsored two-day meeting of public media Authorized Reps (General Managers) in New Orleans. Primary topics among the discussions were CPB restructuring of the CSG program, opportunities for partnerships among stations and between stations and community-based non-profits, challenges to our current revenue model and the dangers of producing and broadcasting content that only attracting a single ethnic audience in an increasingly diverse America.

The updated job functions (position descriptions) for WMNF have been completed and the Personnel Committee met this week. They will make their recommendations to the full Board. An updated organizational chart will be available with the Managers Report.

Appendix B – Personnel Committee Report

The following is my report from the PC which met on Friday, November, 16th.

Present: Rick Hurley (Chair), Jeff Harris, Beth, Mercedes and Sydney. Nancy could not make it but I updated her on the meeting and she was in agreement.

Issue: New Job Descriptions as prepared by Sydney White

Introductory Comments by the Chair: In light of the extensive work amending or changing the job descriptions, we limited the discussion to those job new job descriptions that the committee felt needed discussion. The chair also noted that Sydney was to be given all benefits of doubt since he is the General Manager and if he felt that these new job descriptions were in the best interest of MNF and he is willing to enforce them that the committee and, hopefully, the Board would agree to them as he is responsible for the day to day operations of the station. The Chair noted that any issues regarding these new job descriptions would be Sydney's responsibility and he would be held responsible to the Board in the event there were any problems. Sydney commented that many of the new job descriptions were being updated to comply with the standards of a Nonprofit organization. Jeff also noted that the job descriptions had not been updated in years.

We did modify some of the job descriptions and came to an agreement as to those modifications. Sydney will sit down with each staff member and supervisors to ensure compliance. The Chair noted that additional requirements for the new job descriptions is recommended and Sydney assured the committee that training will be afforded each staff member if necessary to adhere to the new job description.

In conclusion, the committee felt that the station has been operating at a professional level over the past 18 months beginning with securing a new General Manager and all that has taken place at the station since then. These new job descriptions continue moving the station forward in a professional manner. If there are any questions, please note them at the meeting tonight. I have asked Sydney to forward to you the new job descriptions.

Thank you,

Rick Hurley

Appendix C – BOARD RESOLUTION AMENDING THE BYLAWS OF THE NATHAN B. STUBBLEFIELD FOUNDATION, INC. REGARDING NUMBER OF BOARD SEATS

WHEREAS article One, Paragraph 1. of the Bylaws States:

1. GENERAL. The ultimate authority of the corporation shall vest in a Board of Directors consisting of at least 5 members. The WMNF Station Manager shall be an ex-officio, non-voting member of the Board. The number of Director's seats may be increased or reduced from the existing number of Directors by a vote of the Board equal in number to two-thirds (2/3) of those presently sitting on the Board. The Board shall have the power to do whatever is necessary and proper for accomplishing the corporate purposes.

The Board of Directors of the Nathan B. Stubblefield Foundation, Inc. hereby amends Article One, Paragraph 3. To read as follows:

3. COMMUNITY DIRECTORS. ~~Ten~~ *Eleven* Directors shall be members of the community elected by the Board. Two of the ~~ten~~ *eleven* community seats ("community youth seats") shall be filled by a person who is thirty years of age or younger when first elected to the Board, and thereafter such person may be re-elected to subsequent terms in that seat without consideration of their age. The terms of all Community Directors shall be staggered two-year terms, with the youth seats in alternating staggered terms.

Appendix D – Volunteer Committee Report

Volunteer Committee Meeting Minutes
Monday, November 5, 2012

Roll Call -

VC members: Michael Bagby, Patti Marsters, Lorraine Thomas, Steve Psiaki, Ian DeBarry, Diane Dill-Peterson, Eddie Haight, Frank Starr

Staff: JoEllen Schilke

Guests: none

Reading of minutes -

moved and seconded to accept

Expectations for new Volunteer Committee Board Member -

Michael: what are the expectations?

Patti: represent

Lorraine: like Patti did at the last meeting, strongly

question: what did you say?

Patti: about the limited number of volunteers able to be on the Board of Directors

Michael: any other issues?

JoEllen: that Bill and Dana didn't feel that they knew that they had to attend meetings, so know that you are expected to attend Volunteer Committee meetings

Michael: what about programmers...there was a real sense of camaraderie when the programmers got together at the Open House

Patti: I would like to see a Mentoring Program for new programmers

JoEllen: and workshops for programmers

Patti: maybe we can have a Programmers' Meeting

JoEllen: for what?

Patti: to network, to learn from each other (social networking)

Creating guidelines for organizing an official WMNF event -

JoEllen: when we put it on the air, it becomes WMNF event, and then the FCC becomes involved, insurance (\$400) is needed...this is a big concern for the station...if it's only advertised on social media, then this is not the case

Michael: can a programmer say 'check out the show's webpage for upcoming events'

JoEllen: yes and Twitter and on the Blog, just not listed as an event on the website or broadcast on the air...and this is not the staff policy, but the programmer should individually come and propose the event to Randy (music) or Rob (PA) and to me if they want to shoot it by me first

Lorraine: couldn't there be a checklist?

JoEllen: there are different criteria for each venue...so until we're clear on the FCC stuff, the insurance...it's very difficult to come up with a list

Lorraine: the other thing that's important is the programmer's must be respectful of the timeline

JoEllen: it takes 2 to 4 weeks to add something to the insurance

Michael: so, 2 to 4 weeks and \$400

JoEllen: well, no...there are other things...WMNF branding considerations per Sydney

Ian: how many event venues are on the insurance?

JoEllen: just Skipper's Smokehouse...but another idea is to partner with a venue that will do all of the money stuff, then cut WMNF a check

Michael: and benefits are looser and easier

JoEllen: right

Major kudos to Diversity Committee for a most excellent WMNF Open House -

Diane: without that great team, we couldn't have had such success...the team really got the different entities (staff, volunteers, and community members) energized

JoEllen: and the flyers

Diane: we did 3 blocks each direction from the station...we would like to do 3 or 4 events a year...now that we have brought the community in, it would be nice to go out in our community

Ian: like in a park

Changes in Volunteer Committee bylaws in regards to membership -

Michael: what is going on?

Lorraine: we are having a meeting right after this meeting

Michael: and what are you discussing?

Lorraine: how members are placed on this committee

Book and Record Sales

JoEllen: January 19th...we need someone to do a promo on it

Volunteer opportunities -

JoEllen: there are events coming up that we need outreach,

Dec 1st - Lowry Park Rock the Park...need outreach

Dec 2nd - Development Committee...dinner proceeds and a raffle for WMNF, Waimama in Tampa

Dec 8th - Tour de Clay (Pinellas)...sell raffle tix (last year we made \$500) they need raffle sellers

Eddie: there was only 2 people at the door for Gram Parsons show

Date of next VC meeting -

December 3rd at 6:15

Meeting was adjourned at 7:25p