

<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	
Julie Scheid	P		Kurt Madsen	P	
Craig Kopp	P		Richard Manning		A
John Francis	T		Pamela Robinson	P	
Priscila Miller	P		Lauren Adriaansen	P	
Kate Throo Williams	P		Kisha Linebaugh	P	
David Harbeitner	P		Catherine Lim	T	
			Ian DeBarry	P	

T – Participated by Telephone

1. Call to Order – Michael Bagby: 7:20 pm.
2. Roll Call/Proxies/Agenda Review – Lauren Adriaansen:
 Kate Throo Williams has the proxy of Richard Manning
 Warren Hope Dawson has resigned
3. Visitors' Comments –
 Greg Musselman (Volunteer Committee) asked that visitor’s comments be logged in board minutes. He was directed to the last set of board minutes and the website, where they are recorded in this section.

 Beth Bell and Cindy Reichard also attended as part of the budget review
4. President’s Report/Executive Committee Report – Michael Bagby
 Birthday Luau is on 9/14 at Ella’s at 6pm – board members should be selling tickets (\$35/each – it would be \$45 at the door)
 Warren Hope Dawson resigned due to business obligations
 Next year: board fundraising is in the budget at \$1000, to begin board working on fundraising events
5. General Manager Report – Craig Kopp

 See Appendix A
6. Finance Committee – David Harbeitner:
Motion: NBSF BoD move \$43,000 from additional reserves account to the operating expense account.
Moved: by committee
Approved: by acclaim
 The money is to cover operating expenses for the new website and for roof repair.

Budget Review

See Appendix B for proposed budget and notes

The board will have a \$1000 revenue line from a single event next year, to move towards a focus on fundraising. The chairs of the finance and development committee will take a leadership role in that.

Underwriting goals are up to reflect expanded inventory – Craig and Laura Taylor have a plan for meeting this goal.

Current benefit package: heavy on healthcare, light on retirement – may revisit in future

Note that there were concerns from the staff about the 5% commission incentive for underwriting sales, as this is part of the development director's job. Craig pointed out this is an industry standard.

Capital budget includes a rough sketch of a three year capital plan for the future of the building, aiming to add \$100,000 a year to the capital plan for three years. The tower upgrade is not part of that budget.

There will be a quarterly review of Special Events by the Finance Committee instead of annual review along with budget, to keep expenditures in check.

Motion: NBSF BoD approve the budget as presented for Fiscal Year 2015-2016

Moved: by committee

Approved: by acclaim

7. Volunteer Committee– Pamela Robinson
Elections are upcoming
Volunteer Committee was fine with the budget
All Station Meeting is Tuesday, Sept 15, at 7pm
Some concerns raised in last meeting about opportunities to be at events being turned down
8. Diversity Committee– Pamela Robinson
Focus on outreach
Multiple successful recent events – House of Woodbury, Inkwood Center, Sleep Inn
Participating in National Welcoming Week on 9/19 at USF – tabling 11am to 2pm
Tampa Bay Jazz Festival on 9/19 at Waterworks Park – 3pm – 11pm
Working on something for national Hispanic Heritage Month
9. Youth & Innovation – Ad Hoc Committee – Lauren Adriaansen
Working on event this school year at USF with USF band and other local
10. Personnel Committee – Laura Keane
Discussed in Exec Session
11. Nominations Committee – Laura Keane
 - We have 4-5 board positions to fill, focusing on needs for backgrounds in finance, legal, and fundraising/development
 - The board should work to reach out to good fits for membership

TIMELINE: 2015

August 24: on-air announcements begin

September 17 @ 5:00 pm: deadline for applications to be received

September 18 to September 30: Committee reviews applications, does phone screens

October 1 @ 5:30: Committee holds phone conference to determine which applicants will be forwarded to BOD for consideration

October 6: Julie will send applications of final candidates to BOD for review; Laura will contact applicants not selected for BOD interview to thank them for their interest

October 19: Final candidates interview with board at regular meeting; board votes; new directors named

12. Long Range Plan Committee – Kurt Madsen:
 - Working on helping staff implement the Long Range Plan
13. Technology Committee – John Francis
 - Congrats to JoEllen on her promotion!
14. Bylaws Committee – Richard Manning
See Appendix C for specific language

Item One: Volunteer Committee elections

First Reading: Moved by Committee

Passed First Reading by acclaim

Item Two: Board minute retention

Friendly Amendment: change 380 days to 745 days

First Reading: Moved by Committee

Passed First Reading by acclaim

Item Three: Finance Committee & Reserve Fund

First Reading: Moved by Committee

Passed First Reading by acclaim

Item Four: Conflict of Interest language

Second Reading: Moved by Committee

Passed Second Reading by acclaim

Looking at finance policy issues, but those are currently send back to the finance committee

15. Community Advisory Council Report – Craig Kopp
Next meeting should be 8/27
16. Development Committee – Kisha Linebaugh
 - Anniversary Luau is set or 9/14 at Ella's - \$35 at advance and \$45 at the door – please sell tickets soon
 - Working on mini-events, including wine tastings in October and November – please suggest local businesses for similar events.
17. New Business:
 - Executive session from 09:10 pm to 10:15 pm to discuss matters concerning individual employees
 - Moved: Lauren / 2nd: Julie – acclaim
 - Correct your address with Miss Julie

18. Attendance Review – Lauren Adriaansen:
• All members currently in good standing

19. Evaluation – Richard Manning:

Participation: 8.92
Accomplishments: 9.75
Listening: 8.5
Scheduling: 7.33

20. Adjournment – Michael Bagby: The Board meeting adjourned at 10:23 pm.
Moved: Lauren/ 2nd: David –
Aye: Lauren, David, Julie, Kate, Pamela, Michael, John, Pryscila, Laura, Kurt, Kisha, Catherine
Nay: Ian

By: _____
Lauren Adriaansen, Secretary

Approved by the Board on: _____

Appendix A – Station Manager’s Report

Prepared by: Craig Kopp, General Manager

General Manager:

I write to you from the Magic Kingdom. I am on vacation with visits from both my grandkids and step-daughter. I will be back in Tampa for our Board meeting. So, on to the business at hand.

We received the first draft of the CPB Auditor's report. The main bone of contention remains the lack of a Citizens Advisory Board meeting in 2014-2015. There were some other matters concerning meeting announcements and public records. Basically, nothing has changed. We have 30 days to respond. I will note that nowhere in the recommendations was a financial penalty. But, we have since learned that CPB, itself, will make that call and we won't know what that is for, perhaps, six months.

We, unfortunately, could not come to agreement with HCC for rental of HD 4. We did not include most of that previous income in our proposed budget. And some good financial news about another grant mitigated the loss. More on that as we discuss the proposed budget in first reading.

We also did not receive a grant from the Ybor City Development Corporation for next year's Heatwave. Last year we received \$3,000. The only explanation we received was that we don't house our bands in Ybor hotels and our request of \$11,000 was too high a percentage of our overall budget. However, that's the same request we made last year. To say we are disappointed that a 35 year Ybor event is not being supported by the community in which it is located would be an understatement. We will be efforting to replace the lost support with sponsorships and will be analyzing its impact on future Heatwaves.

The roof repair and maintenance contract has been signed and the deposits paid. Work will begin in the middle of September with completion set for the end of September. The only disruption to business operation will be the closing of the East parking lot to accommodate the roofing crews.

Engineering and Operations

We had a tragedy in our WMNF family with the sudden death of Dwaine Terry's mother while she was vacationing in Aruba. Our hearts go out to DT and his family.

Installation of our new logging program was delayed due to DT's personal crisis. It will be happening this week. Among other things, this is going to ease our job of increasing underwriting and solve our problem with tracking meeting announcements for CPB.

Finance

The proposed 2015-2016 budget was presented to the Volunteer Committee. There were few questions and great support for the lack of red ink on the bottom line. We will be presenting the budget for a first reading at our meeting Monday night.

Appendix B – Proposed Budget



Proposed 2016
8.14.15 One page.pd

Budget Assumptions 2016 After Finance Committee Meeting

Proposed Budget 2016 assumes a Profit of \$977.84 without Capital Items, with Capital a deficit of (\$27,522.16)

Budget line 3 – Contributions budget of \$690,000 in 2016 proposed budget. Budget for 2015 was \$689,000. Projected actual 9/30/15 \$664,939. We will be enhancing our collection process and phase 2 of website will have features to increase fundraising capabilities.

Budget line 4 – Circle increased \$3,000 from last year budget. We project to be over budget this year by \$6,000.

Budget line 5 - Special Events assumes a net of \$55,000 versus \$80,000 net budget last year.

Budget line 6 - Development Projects include Fundraising events of \$8,000 and car donations of \$25,000

Budget line 7 - CPB grant funds will be \$133,497.

Budget line 8 – FPREN grant funds \$100,000.

Budget line 11 - Underwriting increase of \$42,000 based on adding additional underwriting inventory.

Budget line 17 – Record fair net of \$6,900.

Budget line 18 – The board will generate \$1,000 in revenue with an event/donation/project.

Budget line 19 – HD2 budget line assumes zero at this time. Still trying to find a replacement.

Budget line 20 – HD4 HCC contract has expired and not renewing

Budget line 28 – Computer Expense includes upgrading four staff computers.

Budget line 33 – Grant expenses related to FPREN grant (DOE) \$28,000

Budget line 35 – Insurance increased to cover this year's premiums and expected future increases of 5%.

Budget line 37 – Debt Service line decreased due to refinancing of building and reduction in monthly payment.

Budget line 38 – Legal fees assumes \$9,600 estimate. Projected to spend \$18,000 in 2015. This year was an exceptional year for legal fees in the history of WMNF.

Budget line 43 – Professional fees includes \$19,100 audit fees and contract web services of \$31,800.

Budget line 46 – Radio Research Data assumes reimplementing Arbitron ratings this year.

Budget line 51 – Supplies and Equipment Broadcast includes \$10,000 contingency repairs of studio equipment.

Budget line 53 – Travel/Mileage reimbursement rate will increase from .35 to .45 per mile.

Budget line 55, 56, 57, 58 & 59 Salaries, Taxes and Benefits -

Assumes no new positions

Assumes positions budgeted for last year but never filled have been eliminated from this budget.

Development Assistant – Part time

Digital Editor – Part time

Traffic Coordinator – Part time

Web Manager replaced by contract

Assumes a 2% COLA for staff starting October 1, 2015

Assumes overtime built in for Fund Drives and Heatwave only

Assumes \$5,000 for News Stringers

Assumes 5% commission incentive program on new underwriting contracts

Assumes 403b retirement plan monthly expenses but no matching by WMNF

Assumes WMNF will continue to pay 100% of health and dental for employees. Assumes a 15% premium increase.

Budget line 61– Staff recruitment decreased to \$2,000.

Budget line 66 – Major asset acquisitions not included in operating budget. Refer to Capital Budget page and these items listed would be funded out of reserves

Budget line 69 – Staff development assumes \$8,000 for management to attend required conferences, and staff/ programmers to obtain local training.

Capital Budget 2016

Website Phase 2 \$22,000

Mobile Phone Application
Enhanced Fundraising Applications

Spare KSU Card – Studio Routing System \$ 6,500

Total \$ 28,500

Future Capital Needs

2017:

Building improvements \$20,000

Replace Security System \$30,000

Website Upgrades \$20,000

Total \$70,000

2018:

Building improvements \$20,000

Website upgrades \$20,000

Replace all studio boards \$175,000

Total

\$215,000

- Note Capital Items to be funded by reserve funds and not included in the Operating Budget

Appendix C – Bylaw's Committee Report

NBSFBOD ByLaws Committee Report
Monday, August 17, 2015

The Bylaws committee met Thursday, August 13, at 6PM. In attendance were Richard Manning, Kathryn throo Williams, and David Harbeitner (by facetime). We addressed three agenda items, leading to three action items we wish to bring before the Board.

Item 1: re VC election issue:

Lauren Adriaansen, on behalf of the Volunteer Committee brought to our attention the fact that VC Bylaws re: VC membership elections are inconsistent with BOD Bylaws, and that VC election practices are out of compliance with BOD Bylaws.

In light of this, the Bylaws Committee hereby moves the following change to Article Seven, ¶2 of the NBSF BOD Bylaws (deleted language struck through, new language in italics):

2. MEMBERSHIP. There shall be a Volunteer Committee elected by WMNF Radio Activists at a meeting ~~convened by the Volunteer Committee Chair in the month of September each year~~ *following the September All-Station Meeting, at which meeting candidates for membership on the committee shall be given equal time to speak in favor of their candidacies. Notification of the election and solicitation for candidates shall be published not less than 30 days prior to the All-Station meeting. Candidacy for membership on the committee is to close 48 hours after the end of the All-Station meeting. The election is to begin at the close of candidacy and remain open for ten days.* Membership on the Committee shall be for a term of two years, beginning in November. Members may be elected to successive terms without limitation.

Rationale; to bring the bylaws into conformity with current approved volunteer committee bylaws and current volunteer committee election process. To increase voting participation among volunteers.

The VC also called our attention to several issues of clarity and compliance in their own bylaws. We advised that the VC itself has ownership of its own bylaws, and that in the first instance it is for the VC to propose changes for approval by the full Board. We offered to assist in the process, by checking their proposed changes for consistency with BOD Bylaws and policies, etc.

Item 2: re: Board minutes website issue:

As a part of the website redesign and the recent CPB audit, staff has requested we revisit our ploicy of maintaining all BOD minutes on the website indefinitely. Staff reports that maintaining all prior BOD meeting minutes on the websire has become cumbersome. Our current policy originated at the request of volunteers. The Volunteer Committee was approached to determine what they felt was reasonable in terms of online availability. It is believed that maintaining They request a change to a rolling one year posting of minutes on the website, with a notice on the site that older minutes are available on request is sufficient.

Therefore, the Bylas Committee hereby moves the follwing change to General Policy 1.1.5 (deleted language struck through, new language in italics):

General Policy 1.1.5. The draft NBSF Board of Directors meeting Minutes shall be posted on the Volunteer Info Board at the station no later than 14 days after the meeting of the Board. The Station Manager has the responsibility for carrying out this policy. A book containing the original copies of approved Board Minutes should never be allowed to leave the offices of the station, and it shall be available upon request from the Station Manager or his or her designee. All approved minutes of the NBSF Board of Directors meetings ~~shall be permanently and publicly archived on wmnf.org within 14 days of approval~~ *from the past 380 days shall be*

posted publicly on wmnf.org, with each new set of minutes appearing no later than 14 days after their approval. All approved minutes of the NBSF Board of Directors meetings not available on wmnf.org shall be permanently archived and available upon request. It shall be noted on the wmnf.org Public Reports page that prior NBSF Board of Director meeting minutes can be obtained by contacting the station at the business address.

Rationale: to make the Public Reports Page more manageable, while ensuring that interested parties know how to access all approved SBSFBOD meeting minutes. The 380 day period is to ensure that at no time will fewer than the 12 most recent approved BOD Meeting minutes be available directly on wmnf.org.

Item 3: FC fund nomenclature:

The Finance Committee seeks greater clarity in the way various distinct portions of station assets are referred to in the General Policies. After discussion with the Finance committee, the Bylaws Committee hereby moves the following change to General Policy 4.9 (new language in italics):

4.9 Reserve Fund - It shall be the policy of the NBSF to establish a reserve fund, starting in FY 2008, in order to insure the long-term sustainability of the station. This ongoing fund will be financed by annually allocating 1.5% of the total budget included as a line item on the annual budget. In addition, the Finance Committee shall review end of the year surplus with a priority of increasing the amount placed into this account. These monies will be placed in a separate account and will not be commingled with the operating account. The priority use of the fund will be to establish a reserve operating account equal to 3 months of average normal operations. Requests for disbursement of the fund must come through the Station Manager and be presented to the Finance Committee prior to any Board Action. The Board may suspend allocation of these funds if it determines that funds so allocated would create or increase a budget deficit. *For all purposes under these Policies, "Operating Expenses" shall designate those accounts which contain approximately the next 30 days worth of operating expenses; "Operating Reserves" shall designate the accounts which contain the three months of additional operating expenses constituting the Reserve Fund required by this Policy; "Additional Reserves" shall designate any assets not tracked as Operating Expenses or Operating Reserves, including other earmarked or restricted assets as well as assets which have been set aside for future use beyond Operating Expense accounts and Operating Reserves accounts. (R1 6-18-07)(R2 7-16-07)(R3 9-15-14).*

Rationale: Policy 4.9 currently requires that we maintain a reserve fund in the amount of three months average operating expenses. This is to be kept separate from the operating account. 4.8 specifies our investment policy, which details how excess cash resources excluding our daily operating funds should and should not be invested. The Finance Committee think that the distinction between the reserve fund and our investment portfolio is inadequately drawn, and that this can lead to confusion when we need to dip into reserves.

Final note:

The Committee is in the process of generating new language to propose for our underwriting policy, which currently prohibits WMNF from accepting support from any business or organization engaging in environmental pollution. Given that every business and organization pollutes, this is unduly restrictive. What we want is to avoid accepting money from big polluters and careless polluters. If anyone has a line on some tried and true language already being employed to this effect, or any other suggestions how to craft appropriate language, please let us know.

Item 4

The committee moves that the General Policies document be amended to include a new Policy 7 (subsequent policies being renumbered accordingly). Thus (proposed new language in italics, proposed deletions struck through):

7. Conflict of Interest

7.1 No employee *or director* shall participate in decision-making on any matter that may result in advantage or gain to the employee *or director*, 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~~ *individual* has a relationship comparable to that of a marital relationship. When such a conflict or appearance of conflict arises, that employee *or director* shall notify the General Manager of its existence in writing.

7.2 At or prior to the regular May meeting of the Board of Directors, each director shall review policy 7.1, and execute a Conflict of Interest Certification.

Rationale: We are required by the FL Department of Agriculture to certify in writing yearly, by the end of May, that all directors have read our conflict of interest policy. The conflict of interest policy that was adopted by the Board on 2/17/14 never actually got added to the official General Policies document. Further, the language of the policy mentions only employees, and not directors. We believe it should include directors as well. The proposed amendment contains the previously approved Conflict of Interest Policy, edited to include directors, along with policy requiring directors to review the conflict of interest policy by the May BOD meeting and to execute a Conflict of Interest Certification, thereby ensuring compliance.