

**The Nathan B. Stubblefield Foundation, Inc.
Board Meeting Minutes of July 21, 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	
Cynthia Reichard	P		Richard Manning		A
Scott Foeigner	P		Michael Sedita	P	
Jeff Harris		A	Lauren Adriaansen	P	
Priscila Miller	P		Lou Putney	P	
Nancy Cox-Johnson	P		Daniel Francis	P	
David Harbeitiner	P		Ian DeBarry	P	

T – Participated by Telephone

1. Call to Order – Nancy Cox-Johnson: 7:20 pm.
2. Roll Call/Proxies/Agenda Review – Nancy Cox-Johnson:
Jeff proxies to Nancy
Richard proxies to Lou
3. Visitors' Comments –
4. Review Last Month's Minutes – Nancy Cox-Johnson:
Motion for approval of the regular June 2014 Board of Directors (BOD) Meeting Minutes passed unanimously.
Motion: JoEllen / 2nd: Scott
5. President's Report/Executive Committee Report – Nancy Cox-Johnson:
 - Luau.Birthday @ Ella's- Monday, Sept 8 - \$40 ticket (drink & dinner) – 250 ppl max
 - Every board member is being asked to sell 10 tickets
 - Fliers should be available soon
 - People can also mention that they were referred by a board member in online purchase
6. Management Report – Cindy Reichard:
 - . Move for expenditure of roughly \$6200 for new card – Lou; 2nd Mike – passed unanimously
7. Website Update – Kurt Madsen:

- Outsource website = same problems
- Budget concerns for any amount
- Technology is solid, implementation/critical path is problematic
- Kurt willing to come on site to work on things daily for a couple weeks soon & to meet with staff to work directly on the site

8. Finance Committee report – Michael Sedita:

- Budget preliminaries
- Budget meeting Monday 7/28 at 7pm
- **Moved:** James Moore & Company be retained as WMNF auditor – motion from committee – pass unanimously (start work in August)
- **Moved:** Remove Sydney from all accounts – motion from committee – pass unanimously
- **Moved:** Add JoEllen to Bank of Tampa credit card– motion from committee – pass unanimously (JoEllen abstains)
- Working towards streamlined credit card processing

9. Community Advisory Council (CAC) – Lou Putney:

- Have not met due to various vacations. Meetings should be coming up soon.
- Still accepting members

10. Long Range Planning (LRPC)– Daniel Francis:

Below are the Goals we are working on in small groups:

- I. Build and continue expanding the digital platform that grows and engages our varied audiences.
- II. Broaden and deepen our relationships with listeners and community partners.
- III. Expand our listener base.
- IV. Improve and/or Develop relevant and impactful programming.
- V. Ensure fiscal health by increasing and diversifying our revenue sources and by operating in a cost effective manner.
- VI. Develop a healthy organizational culture.

We have a meeting planned tomorrow night to begin the final stages of formulating both strategies and actions items (as well as timeline and resources needed- personnel and money). We are on target to produce a draft which will then be submitted for first reading to BOD meeting on September 20th.

Process is very healthy. Getting buy-in from key partners.
Next steps: pull plan together and start central draft

Volunteer engagement: open until early September
Use all-station meeting for engagement in late August

11. Youth Committee – Lauren / Scott.
New Sounds project is on track. Bands have recorded.

12. Volunteer and Diversity Committees – Michael Bagby.
Large meeting in late June
- Disappointment over Phil no longer being CPA
 - Request for electronic bylaws
 - People feel ignored about not getting replies from staff
 - No large concern over Dr. White's departure – some concern from late night programmers over having a friendly ear
 - Will need new member to replace Lorraine's seat – appointment?
 - Reminder: budget information goes to volunteer reps to get volunteer input on budget
 - E-mail threads can be problematic, including keeping conversation in the style statement
 - Request for changes to recent stricter policies from last few years
 - Concerns over budget
- Diversity Committee
- Laura presented information from LRPC
13. By-Laws – Richard Manning:
- No meeting
 - Cindy needs whistleblower & retention policies passed March 2014 for staff
14. Development Committee – Nancy Cox-Johnson:
- \$61607 in underwriting, \$16320 in concerts
 - Ella's event is a development project
15. Personnel Committee – Laura Keane:
- Report and Topics of conversation in Appendix B
 - Search Committee timelines – GM position is being addressed in LRPC
 - Jerry the facilitator has offered to review different management structures/models – Laura will meet with to find models of management structure to present as options for staff input, board input
 - Expect to be appointing a committee for Nov. 2014?
 - Future decision making process
 - Considering pushing the search timeline out, due to limited time of board members during LRP & budget season
 - Possibility of scaled down/more local hiring pool (compared with last time's national search)
 - Project plan to be developed by next board meeting
 - Goal: advertise by October
 - Cost: probably by Jan 1 – recommended: \$65K for budgeting
16. Old Business / Follow-up:
- None.
17. New Business:
- Executive session from 09:18 to pm to discuss various topics.
 - Motion to go into Executive session: Lou / 2nd: Lauren
 - Motion to come out of Executive session: 10:08pm Laura/ 2nd: JoEllen
 - Birthday Bash in St Pete

- 18. Attendance Review – Lauren Adriaansen (for Jeff Harris):
 - All members are in good standing!

- 19. Evaluation – Laura Keane:

Participation: 8.9
Accomplishments: 8.3
Listening: 9.3
Scheduling: 9.3

- 20. Adjournment – Nancy Cox-Johnson: The Board meeting adjourned at 10:11pm.

By: _____
Lauren Adriaansen (for Jeff Harris), Secretary

Approved by the Board on: _____

Appendix A – Station Manager’s Report

Management Report July 2014

Prepared by: Cindy Reichard, Interim General Manager

Revenues are still lagging and an area of concern in contributions, special events and underwriting. Record/Book sale final net profit \$7,943. The final 50K has been approved for payment FPREN (DOE) grant we should receive funds in August. We are currently working on a continuation \$100,000 grant for next fiscal year. Mark Frederick’s is currently writing a grant for the Ybor City Development Committee for 12K to go towards Heatwave operational expenses. The fund drive we are currently at \$205,152.43 which is \$9,847.57 short of our goal of \$215,000. More details will be available at Monday night’s meeting as we are still reconciling data. Laura’s underwriting is keeping on pace as of today \$61,607.41 and concert calendar \$16,320.

Programming

Program evaluations continue this month – with the highest priority placed on the programs that have not performed well over multiple fund drives. We will be participating in PRPD Music Discovery Listener Survey. WMNF 35th birthday bash dance party will be on September 12th at the Coliseum. Tickets will be \$30 in advance, \$35 at the door and a special next week pre-sale ticket price \$25. Anticipated net profit \$6,000.

Engineering & Operations

We have received the equipment needed to install the Florida Radio Emergency Network, as per the DOE grant currently we are connecting the wiring to be in compliance with the grant and be able to broadcast all emergency alerts. All installation will be completed by the end of the month. Operations and Engineering are developing emergency procedures for on air coverage during weather and other emergencies, as part of the FPREN (DOE) grant. During the last week the audio card has gone down twice. This feeds NPR, Tom Hartman, and other programs. To replace new would be \$6,200 dollars. Bill Brown has been trying to find a used card but has been unsuccessful. If we don’t replace we could be down for a month without backup.

Will be replacing the modulation monitor at the transmitter sight as not reading correctly and required by FCC. Was in this year’s budget for \$3,000 will cost \$2,875 includes installation.

We continue to get bids and recommendations on the roof if it’s repairable or needs to be replaced.

The website continues to be an ongoing concern. JoEllen has been researching a possible grant for website development through Cause Populi. JoEllen will give a brief explanation at the meeting.

We will be meeting with HCC and SPC again within the next couple of weeks to try and fill the gap on the HD2 channel which the Bulls leased until 6/30/14.

We have executed an agreement to lease the FM side band to a Haitian group to provide French language programming for their local community. To start on August 1st and we will receive \$650 a month.

Other Station Activities

TBAE premier of *WMNF Live Music Showcase of TV* is set for Friday, July 25th. TBAE has purchased some advertising space in Creative Loafing for premier and a Press Release has been sent out. I signed a Partnership Agreement with TBAE for only shared services nothing monetary between us. Either party may terminate the agreement with a 60 day written notice.

Ella's Birthday Luau planned for September 8th. Tickets to go on sale soon. Ticket price will be \$40 advance and \$45 at the door. Laura is asking the Board Members and Development Committee to once again sell tickets. Anticipated net profit of \$4K to 6K.

Janelle Irwin, News Reporter has resigned as she will be returning to school full-time and working part-time for Saintpetersblog. Her last day will be July 24th. We have decided to take a deep breath and not fill the position at this moment. We are considering ways to reorganization the News and Public Affairs department.

Appendix B – Personnel Committee Reports

To: The Board of Directors, NBSF
From: Laura Keane

- 1) We need to synchronize language around the records kept, or not kept, when a Grievance is filed against a staff member. There are conflicting statements in different sections of the Board Book (employee handbook versus general Grievance information). If the PC compiles a list of any differences, can the By Laws Committee address?
- 2) Speaking of Board Books, the lack of uniformity is a problem. How can we get an updated set of sections for everyone? What can the PC do to help?
- 3) And speaking of help, there needs to be discussion of the Search/Hiring Committee. I made up a tentative schedule which I share below. Nothing about this is set in stone, but we need to form the committee and define the timeline. I would be delighted if someone other than me wants to head up this effort. We will discuss tomorrow. I would prefer to have this conversation in Executive Session since it is a personnel matter.

I spent a lot of time reading By Laws, Policies, and the Personnel papers in the Board Book. Also talked to Lou, who forwarded me a bunch of emails from the last go-round. My board book is not up to date, but this seems to be the process followed "last time."

- * Jim B terminated in September of 2011
- * Job Description refined by PC and approved by BOD
- * Search (at points called "Hiring") Committee formed at the end of January of 2012. Seems like Letty might have selected members. Committee contained: 2 staff (Interim GM and one other); 1 Programmer; 1 Volunteer rep from the BOD; 1 "experienced" BOD member; 1 "new" BOD member; 1 Youth BOD member; 1 previous BOD member.
- * In February of 2012, job was advertised internally, locally, in minority papers, and on two websites geared to non-commercial radio.
- * By late April, 70 applications had been received and this pool was narrowed to five for telephone interviews and three for personal interviews.
- * Interested members of staff and volunteer committee were invited to meet all three candidates in informal receptions in early May of 2012
- * Hiring/Search Committee made final recommendation & offer issued mid-May of 2012
- * Sydney began on June 21, 2012

Here's my current thinking on strategy & timing. Do not want to rush for the sake of rushing; do not want this to drag out for a year, either. NEED YOUR IDEAS for the following outline & questions contained.

- A) The position of General Manager, the actual Job Description, needs to be re-evaluated.
 - * Since the Culture work group of the LRP effort might result in changes to the organizational structure, we must wait until the first draft is completed on July 22.
 - * Using anything helpful that comes from that effort, why not start with having the staff (any interested staff members,

not mandatory) review and suggest whatever modifications they think make sense. It might be worthwhile for PC to offer staff alternative organization structures to review (where some different structures have worked in other companies) to stimulate discussion. If there is going to be any change in management structure, it should come, organically, from the staff.

* Then, PC can review and meet with a delegation selected by staff to talk through any issues.

* PC would take any recommended changes to the GM job description to the BOD for approval.

TIMING GOAL: Job Description (and any connected structure changes) set by -- October?

B) When a job description is set, the position is advertised and the Search Committee is selected.

* What makes sense for structure of Search Committee? Same as last time? Another programmer? Another non-BOD volunteer?

* Determine meeting schedule and timing. Anyone who can't participate in meetings cannot be on the committee. Would like to utilize conference calls and email communication as much as feasible.

TIMING GOAL: Advertise in October or November?

C) Review applications, reject as applicable, select (hopefully small) group for telephone interviews with Search Committee

TIMING GOAL: November? December?

D) Narrow pool to final contenders, bring for receptions with staff & volunteers, formal BOD interviews

TIMING GOAL: December? January?

E) Select

TIMING GOAL: January? February 2015 (we have a marathon to work around)

ALSO, Cindy needs a number to use in the budget for a new GM salary and a date to forecast those payments beginning. Consensus from the PC is to use \$65,000 for the salary and project a start date of January 1, 2015. Might be a lower salary figure, might be a later date but this is a prudent forecast.

4) In Executive Session, we will address the issue of Cindy's revised compensation for her greatly expanded role. I will distribute notes on that topic at the meeting.