

**The Nathan B. Stubblefield Foundation, Inc.
Board Meeting Minutes of November 27, 2017**



<u>Board Member</u>	<u>P</u>	<u>A</u>	<u>Board Member</u>	<u>P</u>	<u>A</u>
Laila Abdelaziz	P		Jamie Klapholz	P	
Lauren Adriaansen	P		Craig Kopp	P	
Michael Bagby	P		Lori Karpay	P	
			Carson Holton	P	
John Francis	P		Stuart Mellish	T	
David Harbeitner	P		Pamela Robinson	P	
Joshua Holton	P		Letty Valdez	P	
Nancy Johnson	P		Sandy Wismer	P	
Wayne Garcia	P		Dwayne Terry	P	

T – Participated by Telephone

1. Call to Order – Michael Bagby at 7:18 pm
2. Roll Call/Proxies/Attendance Review/Agenda Review –no proxies
3. Visitor’s Comments – Cindy Reichard
4. Nominations & Board Development Committee (N&BC) – Board Interview, Bob Ingham. Stuart Mellish. Questions, interview ensued. Leadership skills, finance, loves the station – music and mission. Supportive of the station for many years, financially.
Vote for Bob – Elected by majority vote.
5. Review Last Month’s Minutes – Nancy Johnson. Motion for approval of the regular October 2017 Board of Directors (BOD) Meeting Minutes: Nancy, 2nd Dave. Approved by acclaim. Craig enquired as to whether the new Board members have been included on Basecamp – Craig and JoEllen will take care of that information.
6. General Manager Report – Craig Kopp: See Appendix A – Highlights: (FCC forms need to be complete by all Board Members. Need to be at attorneys’ office in Washington, D.C. by Friday.) Cindy will be polling the security guard tonight to see how many programmers are

utilizing the service. Craig did a formatting seminar about the basics of radio for programmers, and will continue doing this on a regular basis. Development Plan now posted on Basecamp – send feedback to Craig. JoEllen and Craig worked on Marketing Plan – again on Basecamp. Updating both computers in two studios, plus an upgraded video card. Continue to have problems with app – seems to be inconsistent. Cindy was with auditors all day – Day 1 went well, lunch with auditors on Wednesday. John questioned about how WMNF got involved with El Cultura – JoEllen was the directive.

7. Finance and Audit Committee (F&AC) – Dave Harbeitner. Security – no end in sight until the serial killer has been caught. Important for the safety of evening staff. All Board members received a copy of Communications Act Compliance to ensure that all members are aware of the CPB’s General Provisions and Eligibility in order to receive the Community Service Grant (CSG).

October a strong start to the year – fund drive was above forecast.

8. By Laws Committee (BLC) – Letty Valdez. Proposed changes to Article 1, #10 – Elections and Vacancies. Keep the resumes on hand for a year should there be a Board member that resigns. (See Appendix B). Stuart inquired about Kisha’s 1-year position – can serve an additional 5 years. Need to pursue this - #6 in By-Laws. Vote on By Laws – passed, Stuart nay. General Policies Document: - Proposed – 3.4- GM Evaluation. Goals are also presented to GM making it part of his review. This consolidates the process and is an attempt that the Board work as a unit when working with GM. This is an effort to hold ourselves accountable. Don’t want to tie merit cycle with managerial performance. Cindy questions that when doing the budget cycle, then the GM evaluation, a merit increase isn’t a part of that budget. Always has been separate – GM’s salary comes from the Board, whereas, Craig gives raises to staff. Sandy proposed a friendly amendment to change it to June 30 (3.4.1) Dave says this isn’t urgent changing the date from July 31st to June 30th. Dave motions to table, 2nd Nancy. No first reading.

9. Long Range Plan Committee –Stuart Mellish. 4-page document give to Board Members for review. Discussion ensued about having the retreat for Board only at Craig’s suggestion. Wayne agrees that staff executes the strategic plan that Board develops. The retreat needs to be utilized to see who we want to be in a ten-year plan. Letty questioned not having the staff there so as not to create a divide between Board and Staff. Discussion ensued and feelings were that it is an objective approach.

27th of January, 2018 – date of next Board Retreat.

10. Volunteer Committee/Diversity Committee – Pamela Robinson. Volunteer election – Carson Holton and Lori Karpay elected. Volunteer committee functions being tweaked. JoEllen wants a Volunteer party for Volunteers in January. Updated Diversity Committee e-mails list and new Volunteer list.

11. Technology Committee (TC)/Consent Agenda prepared and given to members by John Francis. This will keep Board Members informed of all the committees’ meeting minutes to expedite meetings. This will be initiated by January 2018 – wants every committee to have minutes on Basecamp.

12. Development Committee Report. Michael Bagby. Tour de Clay is a Development Fundraiser December 9-10th. WMNF benefits from three studios. Nancy Johnson is seeking volunteers for two of the studios. Giving Tuesday – encourage everyone to give. End of Year Drive for Development – committee members will be seeking contributions via phone calls from lapsed contributors.

13. Personnel Committee (PC). Lauren Adriaansen. 2nd reading – sick leave policy (Appendix B in October BOD Minutes). Lauren/2nd Letty. Passed by acclaim.

14. Executive Session - Michael Bagby. 9:11 pm. Personnel matter. Move to go into Executive Session by Letty/Dave 2nd. Passed by acclaim. Motion to leave executive session. Sandy/Lauren 2nd. 9:38 pm out of session.

15. Board Committees/Executive Officers. Michael Bagby oversaw nominations and elections for the following:

Executive Committee:

Michael has served as President for 3 years. Nominates David Harbeitner to take his place.

Votes resulted in the following nominations for Executive Committee:

President – David Harbeitner

1st Vice President – Lauren Adriaansen

2nd Vice President – Nancy Johnson

Treasurer – Sandy Wismer

Secretary – Michael Bagby

Committees:

Development: Nancy, John Francis*, Lauren, David, Michael, Laila, Stuart, Wayne

Personnel: Lauren, Sandy, Letty

By-Laws: Letty, Jamie*, Wayne

Nominating: Pamela, Stuart*, John

Diversity: John, Laila, Carson, Pamela*, Lori

Finance: Letty, Sandy, Lauren, Dave, Stuart, DT

LRP: Stuart, Wayne, Lori

Technology: John*, DT, Laila

Community Advisory Committee: Nancy Johnson

Volunteer: KTUF, Carson, Pamela

* Chairs

16. Attendance Review. All in good standing. Nancy Johnson.

17. New Business: Position Statements haven't been on the air in awhile from the Board.

Felon Voting Rights proposed by

18. PALS: Lauren Adriaansen (results forthcoming)

Participation:

Accomplishments:

Listening:

Scheduling:

19. Next Meeting/Adjournment - Michael Bagby: January 8, 2019. Motion to adjourn

meeting – Lauren, Dave 2nd. Meeting adjourned at 10:12 pm.

By: _____
Nancy Johnson, Secretary

Approved by the Board on: _____

APPENDIX A
MANAGEMENT REPORT
November 2017

Prepared by: Craig Kopp, General Manager

General Manager

As we head into our final board meeting of the year, we face some unexpected challenges. Chief among them, security.

Because of the threat of a serial shooter in Seminole Heights, we have hired a security firm to escort volunteers to and from the station during the overnight hours.

This is costing us 15 dollars an hour, eight hours a day.

I conducted a poll among volunteer programmers a week or so ago. I got a spotty response. But, then, another shooting just 1.1 miles from the station and I decided to stand pat on security for now.

There are some staff ideas about securing parking for overnight programmers right next to the west entrance. We have disarmed that door so no one has to walk to the front entrance overnight. Volunteers did a fantastic job clearing the brush in front of the station so even that walk is much safer.

For now, we will keep the overnight security escorts. But this is an unbudgeted expense and we are constantly reassessing the situation and looking for a more cost-effective solution.

Programming

We had a very successful four day run of live broadcasts from the Hideaway as part of the Et Cultura arts and music festival in St. Petersburg. It was great to listen to us participating in a St. Pete event. Overall, the technical quality was uniformly good, and that's saying something because four days of 'live' is challenging for any station. Hats off to Engineering and Ops for the setup and hats off to all the programmers who sounded like they were having a great time. That's the key to live broadcasts like this – making listeners feel like they are being taken to the party through the radio. And, of course, this was great outreach to an audience who could stand to know a little bit more about WMNF.

I conducted a programmer seminar on formatting this month. The idea is to reach some more consistency by teaching the basics of music formatting. This is the first of what are planned to be quarterly seminars on the finer points of being a programmer. This formatting seminar will be repeated.

Development

The End of Year campaign is underway. The letter dropped on the 21st and should have arrived in mailboxes by our meeting time. The theme of this year's EOY letter is 'MATA' – Make America Think Again." It's a positive outreach based on WMNF's contribution to the on-air conversation in these challenging times.

The day after our meeting is "Giving Tuesday". This is an international event aimed at urging people to give to charities and non-profits during the holiday season. WMNF will be participating in the day, with four asks an hour throughout the day with giving directed to our online giving portal.

Development has been working closely with management to generate a Development plan for the coming year. Copies of the Development plan will be available by meeting time.

Community Relations

JoEllen Schilke was deeply involved in the outreach side of our Et Cultural live shots. In the meantime, she was been working closely with management on this year's marketing plan. JoEllen has been tasked with concentrating her efforts on marketing WMNF in the digital world. Copies of the marketing plan will be available by meeting time.

Engineering and Operations

As mentioned earlier, Engineering and Ops were integral in making sure our live shots came off at Et Cultura.

We continue to work on capacity issues involving the mobile app. Complaints have been hard to pin down but Max Anduze has installed new equipment to accurately determine if we need to increase server space to accommodate both web and app traffic.

Finance

As we begin our December meeting, the auditors will have been at the station all day. Cindy Reichard has been burning the midnight oil and more the past two weeks in preparation for their visit.

Appendix B

BYLAWS OF
THE NATHAN B. STUBBLEFIELD FOUNDATION, INC.

Article One
DIRECTORS

EXISTING

10. ELECTIONS AND VACANCIES. Seats on the Board shall be filled by majority vote of a quorum of the Board at a regular meeting. Elections for the regular terms of office shall occur at the October meeting; elections to fill vacant seats may occur at any regular meeting of the Board.

PROPOSED CHANGE:

10. ELECTIONS AND VACANCIES. Seats on the Board shall be filled by majority vote of a quorum of the Board at a regular meeting. Elections for the regular terms of office shall occur at the October meeting; elections to fill vacant seats may occur at any regular meeting of the Board.

(a) The Nominating and Board Development Committee shall solicit from the public applications for Board membership, which applications shall be accepted at all times and retained for a minimum of one year.

(b) The Nominating and Board Development Committee shall consider all applications received in the past year when selecting nominees for Board membership.

(c) In the event a Board seat becomes vacant before the end of the regular term, the Board may, by majority vote, direct the Nominating and Board Development Committee to present nominees to fill the vacant seat at a regular meeting prior to the October meeting.