

**The Nathan B. Stubblefield Foundation, Inc.
Board Meeting Minutes – Monday, February 19, 2018**



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

T – Participated by Telephone

Call to Order: 7:15

Roll Call/Proxies/Agenda Review – Michael Bagby (Michael has Nancy’s proxy)

Acceptance of items on Consent Agenda: David Harbeitner
 Moved: Bob
 Seconded: Stuart
 Passed: Acclaim

Visitor's Comments: Jeff and Lisa Harris, Katarina Lauver, AUDIT TEAM: Jennifer Forrester, Jane Lastinger

Review/Approve Last Month's Minutes Michael Bagby

AUDIT TEAM: James Moore: Jennifer Forrester, Jane Lastinger

pp. 1-2 Clean Opinion – Fair in all respects - the auditors confirmed that there were no internal control deficiencies noted that they determined to be significant

pp. 3-6 Financial Balance Sheet
 Total revenue increased by 20K, contributions and grant funds
 Cash Flow – 200K in assets (an increase in cash)
 Some rule changes coming regarding net assets: Restricted / Temporarily Restricted differences
 No other significant changes to disclosures

p. 9 Not having Tropical Heatwave may have helped 2017 bottom line

pp. 10-11 New standards will need to be adopted regarding preparations of financials for nonprofits

pp. 13-15 Endowments

p. 16 Won't have to report certain items regarding grants since they are older

pp. 17-18 Advertising down from 2016, engineering costs down, salaries increased
Statements are uploaded to CPB

David: Regarding funding to mission and improving our Charity Navigator score, how are we compared to other nonprofit radio stations?

James Moore Jennifer: Similar, we are in line to others' admin costs, some smaller nonprofits don't need to audit which affects scores, we can look at how certain finances are allocated

James Moore Jane: (Read through of audit cover letter) We don't express opinions on internal controls, accounting ethical standards are followed, depreciation, no significant difficulties working with station finance team, allocating insurance costs to "actual", moving certain areas around and keeping that consistent to CPB requirements and standards, no disagreements with management on any matters

James Moore Heads-Up: Two years from now we will be under new standards

ASU 2016-14: Early implementing of the new standards will be up to the station, there are four new standard updates coming in two years, we have fully explained allocation movements

Transparency is the goal of the new standards, disclose liquidity methodology in order to meet cash needs of the coming year, current assets minus donor restrictions minus board allocations equals liquidity number

2018/2019 Transition – retroactive to both years – however, we don't have to disclose liquidity and availability for the prior year, most of what we do will fit fine with the new standards (liquidity rules are the big change)

Letty: If we need training... please make us aware.

Jennifer: Implementation tools will be coming to help out.

990 Return – IRS

p. 1 Summary (mission of station is continued on schedule O)
Unrelated profit under \$1000 does not need an extra 990-T form

Jennifer led the board through the pages of the 990

60% Programming

30% Administration

10% Fundraising

General Manager Report (attached) Craig Kopp

Last servicing of the broken "phone box" was 2006 – we found out it was fried.

250K was achieved Monday, Feb. 19 at 11:40 a.m.

Staff's reaction to this crisis was exemplary.

6:00 p.m. Friday night – fund drive was suspended due to phones.

Programmers were ready to go.

We had a great drive – seemingly our audience is really in touch with our needs and improvement.

"We have become a lot more listenable during fund drives."

Our marketing must improve if we have another station fund cruise.

We got 40K in challenges this drive.

Development department brought a lot more challenge money to this drive.

Comradery was up for this drive.

Lauren: Will there be KPI numbers soon?

Craig: Next meeting - March

President's Report

David Harbeitner

- 1) Reminder of Board member duties regarding volunteering for fund drives.
- 2) Right of first refusal on property – we get our \$5K back
- 3) Board Fundraising: generating ideas Wayne: thematic progressive dinners – hook up with restaurants and houses and music - \$100 a head Jamie: listeners dating each other Letty: silent auction "baskets" photograph items and put them online – we have an eBay account, we can ask people whose careers have been helped by WMNF, we don't want to impose on Development Dept. or Randy's concert plans

Michael: We used to have a lot more members – does it just mean to give \$35?

Craig: Yes

David: Call to vote “**WMNF will double its membership in the next 10 years**”

Approved by acclaim

Vision Statement: request feedback for new one

Jamie: Can we adjust “admin” to provide community members to be on the radio as part of our vision and mission?

David: We need to move a LOT to get to 80% on the CPB to get higher charity ratings

Sandy: Vision Mission and Goals – did we really want to change these?

David: We will need to talk about it more in the March meeting

Nominating Committee

Stuart Mellish

Assess the skill sets of the current board to see what we need in the future.

Each member place a check mark on what we feel in a personal strength.

Lauren: Add Human Resources skills to form

Technology Committee

John Francis

New initiatives: Overseeing inventory of the station’s infrastructure

We need a broader technology plan; instead of in different silos; we need an overall umbrella of tech; we need assistance from folks with skill sets; ask around and see if we know people that could help and participate in this task

Lori: What are you looking for?

John: Tech acumen, technical writing skills, people that know systems and what has worked for them

Bylaws

Jamie Klapholz

1) Requirement for draft minutes and executive minutes – CPB is tighter than bylaws -

CPB: Five business days for executive session – we did it and why

Ten days should mean calendar days.

2) Consent agenda policy – not “orally delivering” so we need to change that

3) Diversity, Technology, Long Range Plan – what are they specifically tasked to do

4) Personnel Committee – grievance policy is confusing across the different platforms

Starting in March we are focusing on tightening all them up for clarity and to be in sync.

Volunteer / Diversity

Pamela Robinson

New chair chosen for Volunteer Committee: Katarina Lauver. Open House is going to be changed. Play African American songs three in a row.

Potluck Open House in March. Tampy Bay Diversity Parade – fee is covered due to donations

March 24 Pride Parade.

*Executive Session – Personnel

David Harbeitner

Moved: Lauren

Seconded: Jamie

Approved: acclaim

Attendance Review – Laila has too many absences

Michael Bagby

New Business: John - Vintage Wine Sellers promotion Friday

(PALS: Participation, Accomplishments,

Listening and Scheduling)

Lauren Adriaansen

P – 8 9 9 8 8 8 9 9 7 8 8 9 7 7 7 (Average: 8.06)

A - 7 8 8 7 7 8 8 9 7 8 7 6 7 8 7 (Average: 7.46)

L - 9 9 8 8 9 9 8 8 8 8 8 7 9 8 (Average: 8.26)

S - 10 10 10 10 10 9 10 10 9 10 10 9 9 8 10 (Average: 9.6)

Next Meeting: Monday, March 19
Vision Piece
Cruise Review
Research on Board Driven Event

David Harbeitner

Adjournment:
Motion: Lauren
Second: John
Approved: acclaim

David Harbeitner

By: _____
Michael Bagby, Secretary

Approved by the Board on: _____

Appendix A – Station Manager’s Report

Prepared by: Craig Kopp, General Manager

General Manager:

As I write this we are within closing distance of the \$250,000 goal in our Winter Fund Drive. I expect we will make it by sometime Monday midday.

And that’s really saying something because of the way this thing started off.

Let’s just get this out of the way. Our administrative phone system crashed sometime overnight Thursday. It took us most of the day Friday to eliminate any other possibility but that. And thanks to the intrepid Max Anduze, we tracked down the man who installed that system here in the 90’s.

He dropped everything to come in Friday afternoon and confirm the worst and told us if we moved fast would could get a new system up and running by Monday afternoon.

With emergency spending approval from Finance Committee Chair Sandy Wismer and Board President David Harbeitner, the equipment was ordered. Max and DT joined the installer Saturday tearing out the old stuff in anticipation of the new stuff coming in on Monday.

And it did. We restored enough of the system to use it in the pledge room by 2pm so we fired the drive back up again.

It went very well until we hit the days we originally started – Thursday and Friday. It felt like we might be hitting some listener fatigue but then Friday afternoon and evening kicked in and we have been cruising ever since.

The phone system failure has reinvigorated our plan for a technical inventory based on potential life expectancy. The installer of the new system says he recommended that it be replaced over five years ago because it was no longer being manufactured. But we can find no record of this.

I went back and looked and the budget in place when I arrived included a VOIP phone system. I went for the roof repair, which was also in the capital budget. But the VOIP is a big decision that most radio stations are delaying because it means we lose our copper wire and the safety of never losing phones in an emergency. The switch is gonna happen sometime but it’s a big change and we need to completely stabilize our IT infrastructure before we pull the trigger on that.

With the new phone system, we are positioned to make the leap at a little less cost because the administrative system is now state of the art.

Programming

On top of the Winter Fund Drive, Randy Wind has been pushing trying to pull together last minute details for the Tropical Heatwave Cruise, which sets sail this Thursday. We have come up short on sales but a good crowd is going to be on board and we have learned a lot about how to do this.

BTW, Randy and Linda Reisinger have gotten a big assist on a lot of the details from Business Manager Cindy Reichard, who has some prior cruise experience.

There aren’t as many moving parts to this as to a festival, but there are a lot of moving parts and details we don’t have a lot of experience with. It’s going to be a great time for our listeners who have signed up for the cruise. We will make sure of that.

Development

A tip of the hat to Laura Taylor and the Development Department for all their work on this drive. In particular, we had a pot of nearly \$40,000 for challenges. That means many more shows got to use challenge money to help drive contributions to their shows.

Marketing and Outreach

You want to have some real fun? Well, set up a volunteer schedule for a week of fund-raising and have the General Manager pull the plug on it one day in. And then have that drive re-fire two days later. JoEllen Schilke faced that challenge and pulled it off without a hitch that I know of. Oh, also schedule volunteers for a final day without really knowing what time the drive will finally be over. JoEllen's handling that, too.

Also have to mention Julie Scheid – who had to juggle to same mad re-scheduling with food donations. And, I don't think anyone went hungry through this drive.

And, staff-wise, there wasn't a single hitch in their giddy-up as we freelanced the drive stop and re-start. We didn't lose a step – on and off air. I couldn't be prouder.