The Nathan B. Stubblefield Foundation, Inc.
Board Meeting Minutes  March 19, 2018

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<td>Sandy Wismer</td>
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T – Participated by Telephone

**Agenda Item**  **Lead**  **Time**
Call to Order     David Harbeitner  7:20
Roll Call / Proxies Michael Bagby    7:21
Visitor's Comments: none
Review/Approve Last Month’s Minutes: Michael Bagby

### Agenda Review

- **Acceptance of items on Consent Agenda**
  - Committee Update from Development –
  - see BOD Basecamp/2018 March/Committee Minutes for BOD
  - Nominating did not meet this month

**Visitor's Comments**

- Katarina visitor – Vol Com Chair – Started data gathering by Vol Com members on how well live streams / apps / NPR apps etc. are doing. We are working with Robert Fitzgerald to see how the data matches up to what happening with the website and APP. New CD players created issues with training and not knowing how to operate and the subsequent some dead air. Later evening shows had issues. We are waiting for feedback from other programmers concerning the new CD players. Since programmers are the main method the station raises money it makes sense to make sure training is adequate for new equipment.

A letter from Sarasota – Eve Plews – health nutrition show – $7000 seed money to clean up landscape around station. Letty said her business grant would fit nicely with this working with the station in cleaning up the landscaping.
General Manager Report  Craig Kopp  7:33

There was a lot of positive feedback from cruise. We did not make money. Meeting w/ AAA. Loss estimate: break even to loss of $7000. The event should continue due to the great feedback. Calling it Tropical Heatwave Cruise did not help. There were many rave reviews of the shows, the cruise, and entire event. According to AAA-50% rebook if they enjoyed it the first time. The experience must remain intimate.

Staff evaluations are underway – self evaluations due Friday. Evaluations are due April 12.

The Women’s History Month Open House Pot Luck went very well. Vuhaus.com is up and running. We are now there with videos. We go official April 6 – Fantastic Negrito playing live. Check out the method of our video openings.

$264,000 was our final total for Winter Drive. Everything now will go toward Summer Drive.

We are conducting a tech audit of entire building is happening top to bottom to triage our equipment.

It’s better for the budget to PLAN for expenses. The rash of “fix-its” has not been good for our capital budget. By April meeting we will have final numbers and conclusions regarding cruise.

AAA made it really work out for us even though we didn’t have the attendance we needed.

Lauren asked about KPIs.

KPIs are not quite ready – look for them to be ready in April.

Executive committee will see KPIs first.

Sandy – where do we stand on auditing other building inventory systems?

Craig – Duct work is an issue, plumbing may be, also.

Sandy - Once we are done with The Tech Audit we need to do other building systems for budgeting.

David - Others at Vuhaus are impressed with our level of diversity! We should celebrate.

Thank “BAM” (Laura K.) and Cigar City for helping fund the effort.

President’s Report  David Harbeitner  7:50

- BOD Development event: handout passed out – bottom line raise $2500 by Sept. 30

Local recognition done by us to honor locals – local people, vendors

Recognition Aspect: Jamie - what makes us unique and cool, three levels of recognition… tie it back to the Peace Awards to make sure – Laura has not issue with Development.

NOT a formal award thing.

Three categories: 1-Individual 2-Youth 3-Group/Organization

Venues – some are too expensive, Possibilities: Free Fall Theater, Duncan McClellan, Morean Arts

Auction – Silent Auction – entire board participates with items – three each – fifty items – may do online sites – Winning Cause – bid online

Tie it into our station themes – mission / local / community, do a LIVE auction with a few big ticket items.

Time Frame: BEFORE Sept. 30 – Peace Awards were done in August. So, August is what we are looking for.

Sandy – make sure we communicate with Development so as to not do any cross overs to what they are doing.

Tickets – We are selling tickets. Low brow. Hors d’oeuvre stations. $20 entry. Different “Sashes” indicating who different people are. Lauren A. - Name tags with different colors may work better than sashes.

Lori – as items coming in advertise them online, do bios of the nominees online,

Entertainment – back ground music, maybe have a dance band.

DATE and VENUE need to be determined FIRST.

Work with venue for quid pro quo.

Nancy - Developing Patrons to present awards may be a good idea.

Birthday Bash is a Development Event – at Ella’s.

Craig - Future Idea - Tampa Music Awards – taking some thunder from Creative Loafing.

We can take this event and tie it into the Tampa Music Awards.

Arts/Breweries/Music Venues/Restaurants – connecting it together to highlight people
David: We are considering this our fund raising event for the board for this year: The Recognition Event and Silent Auction.

- Corporate Connections update – Letty and Lauren
  Letty – her business grant – 50K – fill out application – submit for approval - Has to be something that anyone on staff / board can do – manual labor is essential.
  Travelers Company already supports us through volunteer hours given.
  The grant application is straightforward and simple – but it must be done together and NOT a fund raiser.
  The Travelers employees DO the physical labor.
  They use this to teach leadership and community involvement.
  Lauren – my company is looking at very large organizations instead of our size.

Finance Committee Report Sandy Wismer 8:22
Revenues are up. Car donations are up. Membership is up. Underwriting is down presently but should be up to where we projected in a few months. We have a 90 Day window to get our thinking together. 58K over budget.

Volunteer Committee Report Pamela Robinson 8:25
Minutes emailed. Proposals – money in budget for Volunteer promoted projects.
Read Chair requirements – not required to be a board member – but we do want them to become one.
Read new Volunteer Committee Bylaws for Chair to clarify the rules and guidelines.
Motion: Pamela
Second: Sandy
Passed by acclaim

Bylaws Committee Report Jamie Klapholz 8:33
Proposal I: Bylaws, Article Three section 3(d)
  Motion: Sandy
  Second: David
  Passed by acclaim for second reading
Proposal II: General Policies Document, section 1.1.2, Consent Agenda
  (passive consent is used – if no objections are raised – acceptance is assumed)
  Motion: Bob
  Second: David
  Passed by acclaim for second reading
  Committee reports should be referenced as appendices and attached to board committee minutes.
  Can be Consent or Oral, but it must be in minutes.
Proposal III: Timing of minutes posting General Policies
  Passed by acclaim for second reading
Proposal IV: Diversity Committee
  Passed by acclaim for second reading
Proposal V: Long Range Planning Committee (longer changed to long)
  Passed by acclaim for second reading
Proposal VI: Technology Committee (change second sentence: Provides oversite for strategic long term technological investments. friendly amendment)
  Passed by acclaim for second reading

The wording to the changes to bylaws is attached to this document.
“Sunsetting” or putting expiration on “temporary committees” or “working groups” are a good idea. LRP and budgeting should work together – first step was earlier Retreat. Sandy – What ARE the strategic goals? We need DETAILS! Lauren: We need the long range plan to be ready for the budget cycle. Jamie: We create the LRP and the staff fleshes it out. Lauren: We need to have details to hook into budget. Wayne: We have more information in the committee – but we still need to flesh out the details for the budget cycle. Nancy: addressing Sturt – Streamlining the process was your idea and goal for the committee. Stuart: Last year we had no idea what the three goals would be… this time we have them. What do we want to achieve? Each Goal / Timeframe / Metrics Wayne: We will have more info ready for April to be ready for budget cycle – but might not be ready for details on all three goals. Stuart: Specific plans are necessary for each of these goals and processes on the blue pyramid handout Jamie: Do we just want metrics? We do need metrics for each. Craig: My GM duty is focused on tactics to make the LRP, goals and metrics happen. My preference is not to have tactics in the LRP. Stuart: Our old LRP was full of tactics because it was needed at the time. Now it’s strategic. Leave tactics to Craig and staff. Sandy: “Strategic thinkers” and the “plan implementers” must be connected by data, metrics, planning and follow through. Jamie: The board cannot say HOW something will happen to make a goal. Sandy: Asking for more specificity David: Goals are here. Objectives are needed to lift us from here to there. By June we can grind it out with these objectives over the next 90 days then the official 60 day budget process. Pamela: Diversity Goal: (get exact wording from sheet from Pamela) Group Summation: LRP – meet to provide more depth to appropriately match budget requests with actionable events and results. We cannot dictate to GM and staff. We need to collaborate. Specifics will help to build the budget for the LRP. Discretionary funds may need to be built into budget to match the objectives underneath the goal. It’s a work in progress that cannot be expected to provide a perfect plan. Our communication and budget process will get us as close as possible. Stuart: Vision and Mission Statements are being reworked. EMAIL LRP committee our ideas about it. Yes - we like it. No - we don’t. Wait – we need more. Our Vision and Mission were mixed up according to Jerry the Retreat leader.

Executive Session at 9:33 Reason for entering session: approve minutes from February, 2018
Go into session
Motion: Lauren
Second: Wayne
Passed by acclaim
Approve minutes
Motion: Jamie
Second: Lauren
Passed by acclaim
ABSTAIN – Letty, Stuart, Nancy
Move out of session
Motion: Lauren
Second: Wayne
Passed by acclaim

Attendance Review    Michael Bagby    9:35
Laila A. has been dismissed from the Board due to absenteeism per By Law Article 1 Section 8.
(PALS: Participation, Accomplishments, Listening and Scheduling)    Lauren Adriaansen    9:36
Average
P: 7 8 7 9 9 8 8 7 8 8 8 8 8 8 8 8 8 8 8 8 7.93
A: 8 8 8 8 9 8 8 7 7 8 8 9 8 7 7    7.86
L: 9 10 9 9 8 8 9 8 9 9 10 9 8 8 9 8.20
S: 10 9 10 9 10 8 10 10 9 10 8 10 10 10    9.50
Announcement: Lori Karpay announced she is stepping down from the board and would like to thank everyone for the opportunity to be part of it.

Next Meeting    April 16, 2018    David Harbeitner    9:41
Adjournment    David Harbeitner    9:42
Motion: Lauren
Second: Jamie
Passed by acclaim

By: __________________________________________________________________________
Michael Bagby, Secretary

Approved by the Board on: _______ April 16, 2018 ____________________________
General Manager

February was the month of our first ever attempt at a music cruise. As an event, it was an unqualified success. The nearly 200 people who signed up for the Tropical Heatwave Cruise could not stop talking about the musical experiences they were having. It was intimate, it was raucous, it was informative. Bottom line, the actual execution on board the Brilliance of the Seas met my expectations and then went far beyond them. We have a survey out to those who cruised with us for their feedback so we have a more concrete view of reaction. But I can tell you I was receiving a never-ending positive reaction the entire trip and even had people coming up to me in the customs line getting off the boat, singing the praises of this cruise. However, this cruise was not the moneymaker we wanted it to be. Our profit projections were far too optimistic. And a rigorous review of everything from promotions to band bookings is in order. We learned a lot about both in this first time out. And, the actual event was so successful in its execution that this loss on our first time out – in my mind – does not indicate this is a bad fit for WMNF. We should have final numbers by the end of the month and I expect a review and recommendation for the future will closely follow that.

Yearly staff evaluations are underway. Staff self-evaluations were due to managers on Friday March 16th. All are in hand. All evaluations are to be completed by April 12. We talk a lot about thinking big, but there was some nice small stuff happening at the station on Sunday. There was a potluck open house that was well attended. Tours were given, a movie was shown in the live music studio and a lot of good conversations went down in the conference room over some good food. Nice seeing all those I knew who attended and all those I met for the first time.

Programming

Randy Wind sent out this cruise summation to WMNF programmers:

We had never done a cruise before....although we had talked about it for years. We got help and encouragement from AAATravel (music cruise veterans) to commit us to the new project. We chose to keep the risk relatively low with a short cruise, just eight bands.

We did not know if we could pull it off. We could only guess how many people would sign up since this was our first time. We knew if we got 400 people we could make a very good profit. We got about half that many paid passengers which likely puts us a little under break even (all the numbers are not yet in).

Knowing we fell short on hoped-for passengers, I walked on board the ship hoping to enjoy it, but thinking that the WMNF Cruise would likely be a one-time event that would be remembered like some other WMNF events that were great artistically but came up short financially like The Lone Star Music Fest (Vinoy Park 1998) and Rockin' The Ranch (Sertoma Youth Ranch 2013) and so were never repeated.

Then as it unfolded, everything went so well! All the bands came to the Welcome Party and were mingling with our guests. And then the music started. Every band was different from each other - but every band was superb!

I had wondered how it would work with our group being a small part of a huge boat, but as it turned out.....we were the cool part of the boat. We had the cool music while they got cheesy entertainment. People from the general ship population were begging to come into our music sets. Our people could easily be spotted in the dining room or pool areas by wearing the Tropical Heatwave Cruise lanyard. A spirit of comradeship soon developed.

A few events elevated the WMNF Cruise to be very special. The first was Rev. Billy's lecture/video/audio show on "The History of The Chiltlin' Circuit." The conference room was jam-packed, standing room only, as we watched some
amazing videos of Sister Rosetta Tharp, James Brown, etc. Every artist from our cruise was in the room watching and soaking up the music and cultural history. Billy’s lecture became a reference point in sets of several bands later in the cruise.

Another event pointed to by many as a favorite was Songwriters in the Round. The late morning event included three bandleaders on our Cruise who were also excellent songwriters - Vanessa Collier, Chuck Prophet, and Matt Burke (of Have Gun, Will Travel), taking turns singing and talking about the songs. This turned out to be so special having these artists talk about how they wrote some of their songs giving a window into the creative process - along with noted interaction with each other.

Another wonderful event happened in the afternoon after the Songwriters session. Have Gun, Will Travel was doing their last set of the cruise and before their final song they made a comment lauding Chuck Prophet's blockbuster set early in the cruise. Then they launched into Cheap Trick's "Surrender" but before the first chorus of the song was reached, Chuck Prophet raced to the stage and grabbed a mike to sing along for the rest of the song. A thrilling moment for HGWT and all their fans!

The cruise had only one stop, a full day in Cozumel. Returning to the ship that evening it was fun hearing about everybody's adventures. Some went to the ruins in Tulum or Chichen Itza, some went on a boat to snorkel, some rented a car and explored the island, some went on a food tour; some went to a beach; some walked around town, and some went shopping. Lots of great stories!

As the cruise proceeded we were getting more and more glowing reviews from our passengers. We were told repeatedly "You need to do this again. We are going to tell our friends how great this was and bring them next year". They loved the great music, the intimacy, the ability to hang out with bands. Relaxing but stimulating! This note is typical of the response that we got:

To all who made the Tropical Heatwave Cruise happen, THANK YOU!!!!
What a wonderful time we had! The music was FANTASTIC!!!, and having our own private events away from the general ship's population was a huge bonus. The intimate venues made the interaction with the artists so meaningful, and being able to talk with them after their shows made for an even more memorable trip. LOVED the 'round table' where the 3 songwriters/musicians/artists shared the background of their music, specific songs, and how their songwriting processes work. GREAT first-time event, and I'm looking forward to many more!!!! Thank you again!!!
Martha Boore

Toward the end we asked from the stage who could come if we do this again. Every hand went up! We have not fully debriefed so we do not know if there will be a "next year". But it is possible a WMNF Cruise could become an annual profit-maker, with this year viewed as an investment in the future. We just need to decide if we can take the risk again. My wife Bert Shelor posted some great reviews/photo essays of some of the Cruise bands; I'll share a couple to further illuminate how the cruise went...

Have Gun, Will Travel

The room was full of HGWT fans, hearts happy and swollen with pride, each time Have Gun, Will Travel took the stage during the WMNF Cruise. They are the “home team,” and they were there representing Tampa Bay in full melodic force. My savoring moments were during the singer songwriter session, when it was evident that Chuck Prophet was adding an acoustic layer to Matt Burke’s solos, and the rest of the band was watching, beaming & in near apoplexy on house left. Also, after Chuck played his San Francisco centric hometown song, Matt introduced his own beloved town of Bradenton, F-L-A as a place not nearly as exciting, but he sang it with so much love, and the whole room chimed in with my favorite line from all
of the band’s songs...”There’s graffiti on the water tower”...And, although I’ll never get that damn clapping rhythm right when they’re jamming out to Standing On the Edge of the World, nothing stops me from trying as I bounce around like a crazy fool. To top it all off, they are all just incredibly nice and genuine guys.

Sarah Borges and The Broken Singles

Sarah Borges can’t help that she’s sexy without even trying, and her music and her performances draw you in to her magic like a moth to the flame. She was brilliant on the WMNF Tropical Heatwave Cruise, and I had fun just chatting with her when she wasn’t onstage. She is real and she is lovely, a beautiful soul. I also adored her longtime bandmate, Binky, who has shared the musical journey with her for 15 years. They have a rapport that is genuine and intensely sweet. Ask any WMNF’er about her legendary set in the rain at THW in the Cuban Club bandshell. She’s beloved with that crowd. Her cutting one liners are perfection, and I especially loved when she told the cruisers “The first annual Tropical Heatwave Cruise...thanks for taking a risk on
Development
Gene Moore reports that as of today we are 30 days out from the Winter drive with a total of $263,400.57. We are now turning our attention, and our fundraising, to the upcoming summer drive.

Marketing and Outreach
WMNF did a soft launch of our Vuhaus.com page earlier this month. Right now we have about 25 videos up. Our official launch date will be April 6, with a live performance from national recording artist, Fantastic Negrito on the Live Music Showcase, 2-3pm. Vuhaus likes to do the launch with a livestream of a performance, and suggested making the performance something special so all of the channels will carry it (they encourage member channels to carry the debuts of other members). Thanks to Bobbie Dusenberry and the Safety Harbor Music Festival for helping make it happen.

Engineering
The security system, which is part of the capital Budget this year, has had a significant failure this month. Max Anduze reports that a few weeks ago we lost keypad entry/access to the main front inside door. Max says he troubleshooting the security system to find the cause of the problem and discovered that the control board was inoperable and damaged beyond repair due to a possible power surge that fried it. The company that installed the system was contacted and they came out to confirm what we had found to be the issue. They unfortunately had the same findings. They noted that company that created the system had been long out of business and parts
would be impossible to locate for our system because it is a third party Chinese company that was only in existence for a short period of time. Our current system is roughly 12 years old. Since the issue, we have been procuring quotes for the replacement of our system. We have three quotes and are ready to make a decision on getting the security system replaced. What we are proposing in the replacement of the locking system and not the surveillance system at this time. We also acquired quotes for the surveillance system but they came in over budget when combined with the locking system quote. It may be advantageous to do them separately.

Engineering and Operations is currently doing an audit/inventory of all the technology being used in the building. They are currently working on a partial inventory and are working to get it completed within the next few weeks. It is a time consuming process that once completed will identify the components that need the most attention within our infrastructure. The current ETA on the full audit is about two weeks. The inventory will be categorized by a few fields. (Item make and model, description, location in the building and or site, condition of the equipment, and age of equipment.
PROPOSAL I
Bylaws, Article Three, section 3(d)
ADOPTED MARCH 19, 2018

EXISTING:

(d) The Secretary shall insure that proper notice of all meetings is given; shall be responsible for keeping and maintaining the corporate minutes, records, reports and other non-financial documents pertaining to the affairs of the corporation; and shall publish all minutes in a timely fashion. Draft Board of Directors meeting minutes shall be distributed no later than 14 days following the board meeting. All business related handouts and/or committee reports shall be included as part of the minutes (handouts from visitors may be omitted). Corrected, finalized minutes shall be distributed no later than 7 days after the meeting where the minutes were approved. Business handouts/committee reports shall be made part of the minutes. Signed and executed minutes including handouts/committee reports shall be provided to the station for the permanent record.

PROPOSED CHANGE:

(d) The Secretary shall insure that proper notice of all meetings is given; shall be responsible for keeping and maintaining the corporate minutes, records, reports and other non-financial documents pertaining to the affairs of the corporation; and shall publish all minutes in a timely fashion. Draft Board of Directors meeting minutes shall be distributed no later than 10 days following the board meeting. All business related handouts and/or committee reports shall be included as part of the minutes (handouts from visitors may be omitted). Corrected, finalized minutes shall be distributed no later than 7 days after the meeting where the minutes were approved. Business handouts/committee reports shall be made part of the minutes. Signed and executed minutes including handouts/committee reports shall be provided to the station for the permanent record.

PROPOSAL II
General Policies Document, section 1.1.2
APPROVED AT FIRST READING MARCH 19, 2018

EXISTING:

1.1.2 Consent Agenda – Procedure
a. The President will notify the Board and distribute the consent agenda at least 4 days prior to the next scheduled Board meeting.

b. Any item on the consent agenda that does not receive unanimous consent shall be removed from the consent agenda.

Committee Reports made to the Board shall be in writing, delivered orally, and shall be included in the official minutes of the meetings of the Nathan B. Stubblefield Foundation Inc. (NBSF). (6-15-87)

PROPOSED CHANGE:

1.1.2 Consent Agenda – Procedure

a. The President will notify the Board and distribute the consent agenda at least 4 days prior to the next scheduled Board meeting.

b. A Committee Report may be included in the consent agenda or delivered orally at the Board meeting. Committee Reports shall be included in the official Board meeting minutes.

c. Any item on the consent agenda that does not receive unanimous consent shall be removed from the consent agenda.

PROPOSAL III

General Policies Document, section 1.1.3

APPROVED AT FIRST READING MARCH 19, 2018

EXISTING:

1.1.3 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 General 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 General Manager or his or her designee. All approved minutes of the NBSF Board of Directors’ meetings from the past 745 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 Directors’ meeting minutes can be obtained by contacting the station at the business address. (6-20-11) (9-21-15)
PROPOSED CHANGE:

1.1.3 The draft NBSF Board of Directors meeting minutes shall be posted on the “Volunteer Info Board” at the station no later than 10 days after the meeting of the Board. The General 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 General Manager or his or her designee. All approved minutes of the NBSF Board of Directors’ meetings from the past 745 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 Directors’ meeting minutes can be obtained by contacting the station at the business address. (6-20-11) (9-21-15)

PROPOSAL IV

General Policies Document, section 2.6

EXISTING:

2.6 Diversity Committee

PROPOSED CHANGE:

2.6 Diversity Committee – Guides development and implementation of efforts to increase diversity and inclusion at WMNF.

PROPOSAL V

General Policies Document, section 2.7

EXISTING:

2.7 Long Range Planning Committee

PROPOSED CHANGE:

2.7 Long Range Planning (LRP) Committee – Guides the Board to determine the direction and scope of WMNF over the long term. Through a process called strategic planning, the LRP Committee helps WMNF achieve its long term vision.
PROPOSED NEW SECTION:

2.8 Technology Committee – Oversees the Board’s use of technology to carry out its responsibilities. Provides oversight for long-term station strategic technological investments.