

The Nathan B. Stubblefield Foundation, Inc.

Board Meeting Minutes

Date: Monday, February 18, 2019



<u>Board Member</u>	<u>P</u>	<u>A</u>	<u>Board Member</u>	<u>P</u>	<u>A</u>
David Harbeitner	X		Wayne Garcia	X	
Letty Valdez		X	Dwaine Terry	X	
Craig Kopp	X		Sandy Wismer	X	
Jack Timmel	X		Pamela Robinson	X	
Bob Ingham	X		Lauren Adriaansen	X	
Nancy Cox-Johnson	X		Katarina Lauver	X	
Carson Holton	X		Stuart Mellish	X	
Will Greaves	T		Maria Trogolo		X
			Dotty Stewart	X	

T – Participated by Telephone

Letty Valdez's proxy is with Sandy Wismer

- | <u>Agenda Item</u> | <u>Lead</u> | <u>Time</u> |
|---|------------------|-------------|
| • Call to Order/Meeting etiquette | David Harbeitner | 7:16 |
| Called to order by Harbeitner at 7:16 pm | | |
| • Roll Call / Proxies | Wayne Garcia | 7:16 |
| Harbeitner informed the board that Trogolo has stepped down from the board, for personal reasons. | | |
| • Agenda review | David Harbeitner | 7:17 |
| • Acceptance of items on Consent Agenda | David Harbeitner | 7:17 |
| o Committee Updates from Bylaws (no meeting), Diversity (no meeting), Personnel (no meeting), Technology (no meeting), Long Range Planning (no meeting) and Heroes (minutes posted in Basecamp BOD/February/Committee Meetings folder) | | |
| Adriaansen moved, Johnson seconded to accept consent agenda as is | | |
| • Visitor's Comments | David Harbeitner | 7:19 |
| Visitors who signed in: Rob Lorei, Sean Kinane, Jeannie Holton, Mercedes Skelton, Donna Davis, Liz Laner, Gary Musselman, Leslie Reine, Stewart Lippe, Judy Tampa, Lori Karpay, Jay Bowman, Archie Giannella, Jim Drain, Kathleen Ochshorn, Dave Perkey, Lisa Marzilli, John Seeman, John C. Palm, Nancy Creedan, Bill Grabile, Laurie Baardse, Chris Regalado, Norwood Orrick, Julie Scheid, Blannie Whelan, Josh Holton, Dustin Hapli, Ed Golly and Sandra Smith. | | |

Rob Lorei, one of the founders of WMNF, spoke regarding his firing. He asked that he be reinstated and that a fact-finding process be held to see what is truthful in the set of facts regarding his firing. He took issues with the facts that Kopp gave him in terminating his employment.

Several speakers told board members they thought the firing would result in fewer donations, less support and fewer member-listeners. Several believed that the station was getting away from its mission and were concerned about the future of News and Public Affairs. Lorei is the voice of WMNF and “the rock of the station.” A national search will not bring in someone who knows this community.

Some expressed concerns that Lorei was not treated properly by being given 15 minutes to leave after being terminated.

One business-sponsor said he canceled his sponsorship.

Another speaker said hundreds will drop their Circle of Friends. Listen to the support for Lorei. Visitors asked that the board give Lorei justice in this process. Justice in the mission of WMNF, they pointed out. The station should follow a democratic process.

“...A public relations nightmare such as I have hardly ever seen.” said Jeannie Holton, former board member.

One visitor said he supported the move, and he criticized other visitors for not having the best interests of the station at heart and leaping to the conclusion that this is the wrong move, with no predicate.

- Review/Approve Last Month's Minutes Wayne Garcia 8:20

A two minute break was held

- General Manager Report Craig Kopp 8:21

See attached

Lauver asked for more transparency about how programmers get challenge money during fund drives. Kopp was also asked about the Marketing Survey results and he will distribute.

- President's Report David Harbeitner 8:33

- Board editorial opportunities

No opportunities were raised

- Director's E&O insurance

Board members are covered with insurance, copies are available

- Upcoming retreat – February 23 9-4pm at the Connection Church. Bring peanut butter jars for the food bank.

- Finance Committee Report Sandy Wismer 8:37

Audited financial statements were presented for FY18, we had an unqualified opinion delivered. Audit went smoothly. The Form 990 has been filed and distributed separately to the board. Finance Committee voted to recommend to retain James Moore firm for another three years. An RFI was sent out in advance of that, and while James Moore was not the lowest cost, the committee felt that continuity outweighed any saving and that James Moore had more experience in radio/federal matters and nonprofit auditing. Motion to approve James Moore for three more years came forward from the Committee for board approval. Approved unanimously.

- Nominating Committee Report Stuart Mellish 8:46
The Committee asked the board members to update their board skills inventory. No deadline was set to replace Trogolo on the board.
- Development Committee Report Stuart Mellish 8:48
Roller Derby night is getting pushed back. A Pub Crawl on April 13. Doing Road Trips, get our DJs out into the community. Looking for board support.
- Volunteer Committee Report Katarina Lauver 8:53
The Committee had a successful event at the Nebraska Mini-Mart with volunteers and programmers. Discussion was held about our involvement in other diversity/volunteer events in the community, e.g. MLK Day Parade, pride parades.

The Committee continues to solicit artists and ideas for a mural on the WMNF building. Wismer asked what the process for this will be, and that has yet to be determined.

- Executive Session David Harbeitner 9:05
 - Personnel matter

Ingham moved, Timmel seconded for the board to go into Executive Session for personnel matters. Unanimously approved.

Motion by Adriaansen, Second by Johnson. Approved unanimously. Moved out of Executive Session at 10:30 p.m.

- Attendance Review Wayne Garcia 10:30
Two board members, Letty Valdez and Carson Holton, have exceeded the allowed absences over the past 12-months, with 4 absences apiece. Garcia was instructed to review absences as they might not be accurate for member Holton. Harbeitner chose not to make a motion for Valdez's removal, and one of her absences will be converted to excused as a result.

- (PALS: Participation, Accomplishments, Listening and Scheduling) Lauren Adriaansen 10:36
Participation 8.9
Accomplishments 7.2
Listening 9.2
Scheduling 7.9

- Next Meeting David Harbeitner 10:38
- Adjournment David Harbeitner 10:40
Adriaansen moved, Ingham seconded. Approved.

THE BOARD'S ROLE

Governs the NBSF, which protects the FCC license, building and equipment, goodwill; employs staff. Establishes the mission of WMNF. Responsible for strategic planning. Establishes prudent financial policies, annual budget, annual audit, conducts planning retreats, approves personnel policies, style statements and programming policies. Participates in fund-raising functions of WMNF; approves non-budgeted expenditures over \$2,000.00.

*We go into Executive Session only when proper criteria concerning purpose are met or to review/approve the previous month's Executive Session minutes.

By: Wayne Garcia

Wayne Garcia, Secretary

Approved by the Board on: March 18, 2019

MANAGEMENT REPORT

February 2019

Prepared by: Craig Kopp, General Manager

General Manager

We must begin at the end – the end of the Winter Fund Drive, that is.

If you followed along with the daily reports from me you know we started out gangbusters on Wednesday February 6, but hit some snags Friday night and over the weekend. By Monday we were \$26,000 behind goal.

But, starting on Monday afternoon we started making up a lot of ground -- \$11,000 by the end of Tuesday!

We ended the Drive at 11a Wednesday the 13th around \$17,000 short of the \$250,000 goal.

As I write this on Thursday, we are around \$15,000 short. So we are making up this deficit in a real hurry.

This was a very good drive. Tons of energy on the air. Pretty focused pitching.

And that comeback. That's what you look for – the ability to stop losing ground. We have that capability now which is a huge step for the entire Drive crew, but most especially our on-air volunteers.

Development

Development had this drive set up very well, from everything I was able to observe. There are a lot of moving parts and I heard few if any complaints about premiums, phone pledging or anything else.

Pitching on air myself the one-sheet full of focused, short pitches was an immense help and I could hear it being used by lots and lots of programmers to help them refocus.

Now comes collecting the stragglers and hitting goal. We have messages running in all shows. And, from what I am hearing and seeing, they are driving pledges to the website.

Processing all these pledges is a full-time job for the next couple of weeks.

Programming

The Driveby Truckers/Lucinda Williams show at Jannus Live was a huge success. It was packed. I did stage announcements between acts and it was quite the rush getting a huge response for WMNF from nearly 2,000 people.

Jannus wants to work more with us in the future and we are considering all sorts of possibilities.

Marketing/Outreach:

Wrangling all the volunteers we need to do a Fund Drive is a crazy assignment. And yet, it appears JoEllen Schilke has kept her wits about her. We had all the people we needed on hand throughout the drive which makes things a lot less nerve-wracking.

And, in the midst of all of this, if you follow station social media, JoEllen was pumping out Drive related material for lots and lots of shows and reposting lots and lots of shows personal social media postings.

I don't know about you but my personal feeds were jammed with WMNF Drive related material. And it was all a fun read!

Engineering

No major technical difficulties this Drive (remember when the phone system crashed?). Immediately after the Drive a TV station transmitter on our tower started fritzing out and today for a few hours we were on the auxiliary transmitter as they did repairs. Timing is everything because going to back up can cause reception problems in some areas. Hopefully, they fixed what was wrong today but better fixed now than during the drive.