

The Nathan B. Stubblefield Foundation, Inc.  
 Board Meeting Minutes  
 Date: April 15, 2019



<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		A
Letty Valdez	P		Dwaine Terry	P	
Craig Kopp		A	Sandy Wismer	P	
Katarina Lauver	p		Pamela Robinson		A
Bob Ingram	P		Lauren Adriaansen	P	
Nancy Cox-Johnson	P		Stuart Mellish	P	
Carson Holton	P		Dotty Stewart	P	

**T – Participated by Telephone**

<u>Agenda Item</u>	<u>Lead</u>	<u>Time</u>
• Call to Order	David Harbeitner	7:15
• NBSF Secretary Election <ul style="list-style-type: none"> <li>○ Katarina Lauver elected</li> </ul>	David Harbeitner	7:16
• Roll Call / Proxies	Katarina Lauver	7:16
• Agenda review	David Harbeitner	7:17
• Acceptance of items on Consent Agenda <ul style="list-style-type: none"> <li>○ Committee Updates               <ul style="list-style-type: none"> <li>▪ No meeting held: Bylaws, Long Range Planning</li> <li>▪ Minutes posted in Basecamp BOD/April/Committee Meetings Folder: Diversity, Technology, Personnel, Volunteer</li> </ul> </li> </ul>	David Harbeitner	7:17
• Visitor's Comments Visitors: Robert Lorei, Chris Regalado, Kara Malin, Justin Garcia, Blannie Whelan, Julie Scheid, M. Cuffaro, Harrison Nash, Sarah Nash <ul style="list-style-type: none"> <li>○ Rob Lorei said he came in as a resource regarding Programming Committee and is available if Board has any questions</li> </ul>	David Harbeitner	7:19
• Review/Approve Last Month's Minutes <ul style="list-style-type: none"> <li>○ Approved on Basecamp</li> </ul>	TBD	7:25
• <b>General Manager Report</b> <ul style="list-style-type: none"> <li>○ David announced that Craig Kopp resigned from the role of General Manager. Provided updates from the GM report.</li> <li>○ WMNF experienced several technical and engineering challenges during the period. Audio Vault is installed. Training was provided to staff and volunteers. Minimal challenges with implementation.</li> <li>○ Server crashed three weeks before it was due to be replaced. Former engineer Max Anduze and webmaster Rob Fitzpatrick spent close to 12 hours trying to fix the issues.</li> <li>○ DT and Cindy continue to interview candidates for the position of chief engineer.</li> </ul>	David Harbeitner	7:26

- Cindy will be stepping into the role of interim general manager and Dave and Stu will take on additional roles to assist. Dave will partner with JoEllen to help with Marketing and Stuart will assist with Development. Rob and Randy will partner to oversee Programming and will report directly to Dave.
- Dave will be compiling monthly GM reports.
- Lauren asked for transparency and understanding of Board's role vs. Board's role in stepping up to assist Cindy. Board should be helping with management short term. Dave confirmed that it will be a short-term commitment.

- **President's Report**

David Harbeitner

7:45

- Board Editorial Opportunities - Topics suggested: Sandy Wismer Amendment IV. Dave suggested Change to Amendment Process. Concerns regarding recording of an editorial which might become irrelevant due to the fluid situation regarding Amendment IV. Suggestion made to make editorial generic, possibly listing several amendments. Dave will partner with Rob Lorei to record an editorial.
- Community Advisory Board - Nancy will get info on persons who attended the latest meeting and ask them to attend again. The meeting will happen in the next 30 days.
- Homegrown Heroes - Event has been postponed. Nancy is hoping to get a refund on the deposit from Gulfport Casino. Dave will work on recognizing last year's winners.
- Birthday Bash - The Board to organize Wine Pull and help obtain prizes for Silent Auction. Linda Lu will check with the venue to see if we can do the Wine Pull.
- Diversity - Board plan of action regarding Diversity Board & Staff Retreat is postponed until we receive report from Moderators. Dave stated that Diversity Committee should take the lead.
- Parking Lot Opportunities - Bylaws Committee: 1. Come up with policy for posting updated Bylaws on the WMNF website to ensure most recent version is updated. 2. Provide more guidance regarding the role of the Staff Rep to the Board. Personnel Committee

- **Finance Committee Report**

Sandy Wismer

7:56

- Committee working on designing a new format for financial data. Should have the final draft of new statements next month.
- Net income is \$72k favorable to Budget. Operating revenue is favorable by \$9k. Operating expenses are favorable to budget by \$47k. Total Net expenses favorable over budget \$47k+\$24k=\$71k. Investment income is unfavorable to budget by \$8k (unrealized). Adjusted Net income is favorable to budget by \$56k (\$72k+\$8k-\$24k). Membership \$9k unfavorable. Development \$8k favorable (\$7k car donations). Special events \$11k favorable. Underwriting \$4k unfavorable. Special Events asked for \$2k increase in budget. Requires Board approval. Finance Committee voted favorably; Board carried the motion.
- Motion and approval on Finance Committee to pay off outstanding mortgage. Reservations – upcoming expenses related to organizational recovery are unknown. Mitigating factors as explained by Finance Committee (Sandy & Dave) – Strong cash position – approximately \$1.2M in cash, \$693,856.39 over required One Month Operating + 3 Months Reserve. We could be saving close to \$60k in interest payments per year which could pay for additional staff. Letty stated that the mortgage should have been paid off years ago. We owe it to listeners – we should stop paying interest. Paying off the mortgage would not change the balance sheet. Motion carries – NTBSF approves the payoff of outstanding mortgage balance in full.
- Dave advised that with recent personnel and board changes we should look at certificate of incumbency to ensure that it's been updated.

- **Nominating Committee Report**

Stuart Mellish

8:15

- Two open seats on the BOD – both Community at Large. Will be meeting with Bob Ingraham and Katarina Lauver to come up with plan of action to craft the message seeking new members. Seeking help from other BOD members to identify candidates and direct them to the Nominating Committee.

- **Development Committee Report** Stuart Mellish 8:18
  - Upcoming events – Pub Crawl in St Pete on 05/25/19 and On the Road with WMNF in Plant City
  - Board members – please buy 2 tickets for Pub Crawl
  
- **Personnel Committee Report** Lauren Adriaansen 8:20
  - Changes to Employee Handbook language on Progressive Discipline: Would like to update the progressive discipline section to state “Employees may be disciplined by a verbal warning, a written warning, a performance improvement plan (PIP) or other appropriate tools, suspension with or without pay, or combinations thereof”. (Additions are underlined).
  - Potential New Policy: Notice to the Board of Director Level Terminations
    - A) Board approval of terminations (except in emergencies) at certain levels – director or all employees?
    - B) Notification to the board prior to termination of employees at certain levels – director or all employees?
    - C) Formal disciplinary procedures prior to termination and possibly putting notification of the Board at an earlier point in the disciplinary process
    - D) None
  - Discussion: Letty – the BOD does not manage the station. Jack – we should be notified, but perhaps not be involved in day-to-day managing. Letty – No need to put these requirements in writing, we should be asking probing questions. Stu – perhaps notification should be limited to Executive Committee. Katarina – Executive Committee is not transparent. Lauren – not happy that Executive Management continued beyond the set role. Sandy – Personnel Committee should help in crafting the policy. Option D) carried the most votes.
  - Annual 360 Degree GM Review – will not be conducted in the future. Concerns regarding anonymity of staff responses. Will be turned into Annual BOD Survey of feedback from staff, radio activists and Board members to the Board directly on areas of strength and concern within the station.
  - Personnel Committee wants help with prioritization of their activity
  - Post Grievance Parking Lot Issues
    - Social Media Policy for staff
    - Weighing the grievance process’s space for thorough investigation with needs for immediate action
    - Appropriateness of management/senior management as programmers and at what frequency
    - General grievance process & transparency of station policies
  - Letty suggested creating an Agenda for GM Reports including Personnel issues
  
- **Executive Session** David Harbeitner 9:20
  - Dottye made the motion to go into Executive Session, Bob seconded
  - Reason - Personnel Issue
  
- **Motion to end Executive Session** David Harbeitner 10:10
  - Seconded by Dottye
  
- **Attendance Review** David Harbeitner 10:12
  - All in good standing
- **(PALS: Participation, Accomplishments, Listening and Scheduling)** Lauren Adriaansen 10:13
- P: 9 9 8 9 10 9 8 9 10
- A: 9 10 9 9 8 10 10 10 10 10 9 9
- L: 6 10 8 7 8 9 7 8 8 7 8 8 7
- S: 7 8 8 10 8 8 8 9 8 7 8 9 7

- Next Meeting
  - May 20<sup>th</sup>, 2019 7:15 pm
- Adjournment

David Harbeitner

David Harbeitner

10:20

**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: \_\_\_\_\_  
Katarina Lauver, Secretary

Approved by the Board on: \_\_\_\_\_

DRAFT