

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	
Jack Timmel	P		Will Greaves	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	David Harbeitner	7:16
o Katarina Lauver elected		
• Roll Call / Proxies	Katarina Lauver	7:16
• Agenda review	David Harbeitner	7:17
• Acceptance of items on Consent Agenda	David Harbeitner	7:17
o Committee Updates		
▪ No meeting held: Bylaws, Long Range Planning		
▪ Minutes posted in Basecamp BOD/April/Committee Meetings Folder: Diversity, Technology, Personnel, Volunteer		
• Visitor's Comments	David Harbeitner	7:19
Visitors: Robert Lorei, Chris Regalado, Kara Malin, Justin Garcia, Blannie Whelan, Julie Scheid, M. Cuffaro, Harrison Nash, Sarah Nash		
o Rob Lorei said he came in as a resource regarding Programming Committee and is available if Board has any questions		
• Review/Approve Last Month's Minutes	TBD	7:25
o Approved on Basecamp		
• General Manager Report	David Harbeitner	7:26
o David announced that Craig Kopp resigned from the role of General Manager. Provided updates from the GM report.		
o 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.		
o 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.		

- DT and Cindy continue to interview candidates for the position of chief engineer.
- 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.
- Cindy 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** Laren 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 - 9
 - A: 9 10 9 9 8 10 10 10 10 10 9 9 – 9.5
 - L: 6 10 8 7 8 9 7 8 8 7 8 8 7 – 7.7
 - S: 7 8 8 10 8 8 8 9 8 7 8 9 7 - 8

- Next Meeting David Harbeitner

o May 20th, 2019 7:15 pm

- Adjournment

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: _____

MANAGEMENT REPORT

April 2019

Prepared by: Craig Kopp, General Manager

General Manager

Our big challenge right now is the replacement of Chief Engineer Max Anduze. And, it is proving to be something of a challenge. It's tough out there right now. And we are even competing with WUSF, which is also looking for a broadcast engineer. After two weeks of posting the job we have only had one resume come in providing proper credentials for the job. We had another come in that qualified but that person has withdrawn. As I write this we have set up a phone interview with our one candidate. If that doesn't work out it's back to the drawing board and the job posting site.

We are covered on engineering and IT while we look for a new permanent Chief Engineer.

As luck would have it, the husband of our new Sunday Simcha host, Joy Katzen-Guthrie is a broadcast engineer who worked for Beasley Communications in Tampa for years. Mark Guthrie has signed on to handle the broadcast side as a contract player. He'll be in the building four hours a day and is already doing prep work for the installation of our new boards. He's done this before. By the way, the paperwork is in to Hillsborough County on the grant for those boards and they will be getting back to us soon on next steps. We figure installation after the June fund drive.

Former Chief Engineer Max Anduze and webmaster Robert Fitzpatrick are handing IT on an as needed basis (And, they were needed big time recently. More to follow).

Engineering/Operations

The new Audio Vault automation system is up and running. Has been for going on two weeks now. As expected, there were some hiccups but not meltdowns. Credit the excellent and often training sessions run for staff and volunteers by Dwaine Terry and Max Anduze. This is a system widely used in radio and simplifies a lot of our operations.

However, no sooner did we have Audio Vault up and running than we encountered a major server issue. Not the servers themselves. They have all been replaced. But the windows controller had some real issues. We had its replacement on hand and Max and Robert worked nearly all night Tuesday to get it up and running. Unfortunately, some desktop applications like

Outlook had to be reinstalled. And every desktop had to be remapped to various storage drives. Most issues were cleaned up by Thursday. This wasn't a business stopping event. There were workarounds for most issues but work around mean more work. That's never pleasant but it doesn't bring everything to a halt we made it through.

Programming

This is a program change year. And there have been three meetings so far of the programming committee. No final decisions have been made but some interesting ideas are being floated, including a strip of shows early in the afternoon that would highlight music from different countries. This, in part, was inspired by the Board-Staff retreat on Diversity.

As you have probably heard, WMNF has scheduled a big 40th Birthday Party concert featuring St. Paul and the Broken Bones at the St. Petersburg Coliseum September 14. This big show was not on our schedule or in our budget but this national act became available and we went for it. WMNF is in need of a party

Development

I received this update from Gene Moore concerning progress on the Allegiance conversion project:

First Copy of Database was sent on 03/08/19

Pre-Conversion Call completed 04/03/19. This call is concerning tables, attributes, appeals, funds, premiums and various screen shot to let Allegiance know how we document info in Raiser's Edge and what will be retained in Allegiance. This information has been forwarded to Allegiance on 04/09/19.

Webmaster Call 05/07/19: This call will be with concern how our web pledge will look. We will be able to choose from 3 templates, select fonts graphic and images.

Segmentation Call 06/11/19: This call concerns how we want to handle mailing schedules for renewal, reminders and other mail and email solicitations.

Set up transportation and lodging for Allegiance trainer 06/28/19: We will need to set up transportation and lodging arrangements for the trainer.

Request Credit Cards from Blackbaud 07/01/19: We will need to request credit/debit card info from Blackbaud to be forwarded to Paya (Merchant Services compatible with Allegiance).

Set up Merchant Account with Paya 07/08/19: We will have to set the merchant account with Paya before we send the Credit Card file.

Data Validation 07/08/19 07/10/19 07/12/19: This is to verify if the data in Allegiance matches the data in Raiser's Edge. If error occur they will be correct then.

Send Credit File to Paya 07/15/19: The credit card file will be sent to Paya

Final Data Pull 07/29/19: We will need to send a complete backup file and SQL Database file for Raiser's Edge. This will have to be done by IT. There will be no entry into Raiser's Edge after this date but we will be able to process in recurring contributions through the end of the month. All check, web, or one time credit will be held and enter on the week of 05/08.

Training and Installation Week 08/05/19 to 08/09/15: We will have an instructor on site and Gene, Laura and Justin will be in training each day from 9AM to 5PM. Follow up training on the Pledge Module and Customer Module (OPI: Online Personal Interface)