

**The Nathan B. Stubblefield Foundation, Inc.
Board Meeting Minutes of October 15, 2012**

| <u>Board Member</u> | <u>P</u> | <u>A</u> | <u>Board Member</u> | <u>P</u> | <u>A</u> |
|---------------------|----------|----------|---------------------|----------|----------|
| | | | Ryan Iacovacci | P | |
| Beth Bell | P | | Kurt Madsen | P | |
| Sydney White | P | | Richard Manning | P | |
| Lorraine Thomas | P | | | | |
| Patti Marsters | P | | Diane Dill-Peterson | P | |
| Jeff Harris | P | | Lou Putney | P | |
| Rick Hurley | P | | Leticia Valdes | P | |
| Nancy Johnson | P | | Ian DeBarry | P | |

1. Call to Order – Letty Valdes – 6:40 pm.
2. Roll Call/Proxies/Agenda Review – Letty Valdes: No proxies.
3. Interviews of BOD Applicants:
 - Bob Ingham
 - Laura Keene
 - Susan Martelli
 - Michael Sedita
 - Peter Stoll
 - Scott Foelgner (Under 30)
4. Selection of new BOD Members:

Jeff, Nancy, and Rick expressed interest in returning for another term.

 - All were retained by acclamation.

Discussion of increasing Community Board seats from 10 to 11 through Bylaw change:

 - Approved on first reading with 10 affirmative votes, 3 abstentions. Motion: Richard / 2nd: Rick.

Open seats: One (possibly two) community, and one youth.

 - After discussion, Scott Foelgner was elected to the Youth seat by acclamation.
 - After discussion, a written ballot was distributed with the voting members selecting their #1 and #2 pick: Laura Keene won the definite community seat, and Michael Sedita won the conditional community seat. After the second reading of the Bylaw change, Michael will be seated.

5. Visitors' Comments –: No comments.
6. Review Last Month's Minutes – Letty Valdes: Motion for approval of the regular September 2012 Board of Directors (BOD) Meeting Minutes. Motion passed unanimously. Motion: Rick / 2nd: Nancy.
7. Consent Agenda – Letty Valdes: There were no Consent Agenda items.
8. President's Report/Executive Committee Report – Letty Valdes:
 - No report. Met with Sydney recently. Will not run for President next month.
9. Station Manager Report – Sydney:
 - Written report in Appendix A.
10. Finance Committee report – Nancy Johnson:
 - No report.
11. Personnel Committee – Rick Hurley:
 - No report.
12. Long Range Planning – Jeff Harris:
 - February 2012 Board/Staff retreat:
 - Have identified availability at Lakewood Retreat on February 23-24.
 - Will continue search for alternative sites and dates.
13. Community Advisory Council (CAC) – Richard Manning:
 - Looking for potential members.
14. Volunteer Committee – Patti Marsters.
 - Presented a draft of the revised VC by-law changes. See Appendix B.
15. By-Laws – Richard Manning:
 - New Bylaw was presented during the Interview / Selection process. See Appendix C.
16. Nominating Committee – Lou Putney:
 - Will inform all BOD applicants tomorrow.
17. Development Committee – Nancy Johnson:
 - No meeting was held. The quarterly Newsletter for the Circle of Friends was produced and distributed.

18. Diversity Committee – Diane Dill-Peterson.
- Open House is scheduled for November 2.
 - Looking for food donations, encouraging folks to bring food items.
 - Various Programmers will DJ in Studio 2.
 - Need greeters and tour guides.
19. Old Business / Follow-up:
- None.
20. New Business:
- None.
19. Attendance Review – Jeff Harris:
- All members are in good standing!
20. Evaluation – Letty Valdes:
- | | |
|------------------|-----|
| Participation: | 9.2 |
| Accomplishments: | 9.7 |
| Listening: | 8.6 |
| Scheduling: | 9.1 |
21. Adjournment – Letty Valdes: The Board meeting adjourned at 10:30 pm.

By: Jeff Harris
Jeff Harris, Secretary

Approved by the Board on: Nov. 19, 2012

Appendix A – Station Manager's Report

To: The Board of Directors, NBSF
From: Sydney White, General Manager - WMNF - FM/HD
Date: October 15, 2012
RE: WMNF September/October Manger's Report to the Board of Directors

During this period, the station launched the first FY 13 fundraiser. We began the drive with \$25,202 in pre-pledge commitment. As of 12:00 noon today – day six of the seven day drive, our total (inclusive of pre-pledges) was down \$21,556 from projections (\$260,000). We believe if this trend continues it will leave a gap of approximately \$30,000 to be made up with thirty days of soft pitching after the drive. In addition, we are planning to aggressively target end-of-year giving during the month of December. Here we will highlight the value, importance and engagement opportunities that WMNF provides and de-emphasize giving for individual shows.

Our first fundraising event at Skippers last week cost approximately \$1500 to stage and made slightly more than \$3000 – a return of 100% on expenses.

The station had multiple technical challenges this month. The STL line (connects studio to transmitter) went down. Our engineers quickly switched to back-up mode and replaced the four-year old STL with a new one which the station had purchased and kept in reserve. The old Line will be returned to the manufacturer for diagnosis and refurbishing.

In addition, we have had multiple issues with the facilities' air conditioning system this month. On one occasion (on the weekend) we were forced to shut down all servers because they had over-heated to the maximum allowable temperature before anyone noticed and notify the engineers. Our contracted air conditioning repair firm was able to dispatch a sub-contractor from Orlando to carry out repairs that afternoon.

We have since purchased two (approximately \$1200) temporary cooling systems for the servers and our engineers have installed sensors that can send notification whenever the temperature in the server room gets above normal. As a result of the technical issues in September, we will probably exceed our budgetary allocation for engineering for the month.

The update of all the current job functions (position descriptions) for WMNF have been completed and will be handed off to the Personnel Committee this week. The Committee will also receive copies of the positions as they currently exist for comparative review.

Appendix B – Volunteer Committee By-Law Changes

... TERMS OF SERVICE: Volunteers elected to serve on the Volunteer Committee shall have the following terms of service.

- A. The volunteers elected to serve on the Board of Directors shall serve two-year terms. The terms of service shall be staggered so that one year, one representative is elected and the next year two are elected. Of the three volunteers elected to the Board of Directors, at least one shall be thirty years of age or under when elected.
- B. The volunteer committee may appoint a representative or call a special election for the following reasons (but not limited to): 1) A Volunteer Representative on the Board of Directors is unable to finish their term. 2) A Volunteer Representative on the Board of Directors has missed four (4) Volunteer Committee meetings in a twelve (12) month period and is deemed to have resigned.
- C. The volunteers serving only on the Volunteer Committee shall serve two-year terms.

Appendix C – BOARD RESOLUTION AMENDING THE BYLAWS OF THE NATHAN B. STUBBLEFIELD FOUNDATION, INC. REGARDING NUMBER OF BOARD SEATS

WHEREAS article One, Paragraph 1. of the Bylaws States:

1. GENERAL. The ultimate authority of the corporation shall vest in a Board of Directors consisting of at least 5 members. The WMNF Station Manager shall be an ex-officio, non-voting member of the Board. The number of Director's seats may be increased or reduced from the existing number of Directors by a vote of the Board equal in number to two-thirds (2/3) of those presently sitting on the Board. The Board shall have the power to do whatever is necessary and proper for accomplishing the corporate purposes.

The Board of Directors of the Nathan B. Stubblefield Foundation, Inc. hereby amends Article One, Paragraph 3. To read as follows:

3. COMMUNITY DIRECTORS. ~~Ten~~ *Eleven* Directors shall be members of the community elected by the Board. Two of the ~~ten~~ *eleven* community seats ("community youth seats") shall be filled by a person who is thirty years of age or younger when first elected to the Board, and thereafter such person may be re-elected to subsequent terms in that seat without consideration of their age. The terms of all Community Directors shall be staggered two-year terms, with the youth seats in alternating staggered terms.