

**The Nathan B. Stubblefield Foundation, Inc.
Board Meeting Minutes of July 20, 2015**



| <u>Board Member</u> | <u>P</u> | <u>A</u> | <u>Board Member</u> | <u>P</u> | <u>A</u> |
|---------------------|----------|----------|---------------------|----------|----------|
| Michael Bagby | P | | Laura Keane | P | |
| Julie Scheid | P | | Kurt Madsen | P | |
| Craig Kopp | P | | Richard Manning | P | |
| John Francis | P | | Pamela Robinson | | A |
| Warren Hope Dawson | | A | Lauren Adriaansen | P | |
| Priscila Miller | P | | Kisha Linebaugh | P | |
| Kate Throo Williams | P | | Catherine Lim | P | |
| David Harbeitner | P | | Ian DeBarry | T | |

T – Participated by Telephone

1. Call to Order – Michael Bagby: 7:18 pm.
2. Roll Call/Proxies/Agenda Review – Lauren Adriaansen:
Michael Bagby has Pamela Robinson’s proxy
3. Visitors' Comments –
Alvaro Montealegre presented past diversity committee notes including those on the diversity statement. He noted changes were made to the definition, which is a central charge of the committee, and he was not sure how they developed as there was no clear record. Those notes were of a draft definition, as a final one has not been reached.
4. President’s Report/Executive Committee Report – Michael Bagby
The big budget meeting at the station is on 7/27 – a proposed budget should shortly follow to go through the reviews and approvals process
5. General Manager Report – Craig Kopp

See Appendix A
6. Finance Committee – David Harbeitner:
 - The Fiscal Year is ¾ through – revenue is lower than projected, as are expenses
 - \$20,000+ loss projected – will probably be closer to \$40,000
 - Revenues are lower, partially due to special events being below projections
 - Loan was refinanced for an estimated \$13,000 savings
 - Tower survey is done; Next few months will include talking to the city re: tower for permits
 - Roof: budget is for \$13,000 and that looks correct

- 2 year warranty can be added for over \$2,000 with \$980/year to extend afterwards
- The inspection is already done for the roof repairs; this would be in order to maintain

Motion: The Finance Committee moves to approve \$2,800 to be moved for management to consider the purchase of a warranty on the roof

Passed by acclaim; Richard abstains

- First pass on the budget will be on 7/27 with volunteer committee review on 8/3
- Dead Trees: need to be taken down or cut back – cost of \$5,000
 - The board acknowledged the importance of community involvement as we remove the dead trees

Motion: \$5000 be removed from reserves to repair and maintenance for the removal or control of trees with threaten the property

Moved: David/ 2nd: Kurt – **passed** by acclaim

7. Volunteer Committee– Michael Bagby
The Volunteer Committee recommended that if the number of underwriting spots are increased, it be to four and not six
8. Diversity Committee– Kisha Linebaugh
Upcoming outreach event: tabling at an open mic event with the House of Woodbury on 7/30

Juneteenth was very successful
9. Youth & Innovation – Ad Hoc Committee – Lauren Adriaansen
Meeting on 7/29 is upcoming
10. Personnel Committee – Laura Keane
GM survey closes on 7/31 – everyone please take it; then the Personnel Committee will meet and share results before a board meeting for people to review.
11. Nominations Committee – Laura Keane
 - On air appeals will begin at the end of August and early September for new board members
 - Candidates will be at the October board meeting
 - Tell Laura Keane if your seat is up in in 2015 and if you want to stay on
12. Long Range Plan Committee – Kurt Madsen:
 - Working on moving from consensus values to implementation & avoiding letting the LRP fall to the back burner
 - Proposed formal queue method
13. Technology Committee – John Francis
 - Website Launched!
 - Next steps: mobile app? Documentation for site maintenance
 - Board website under construction
14. Bylaws Committee – Richard Manning
See Appendix B for specific language

Item One: Director's Attendance

Second Reading: Moved by Committee

Aye: Michael, Julie, John, Pryscila, Kate, David, Laura, Kurt, Richard, Pamela, Lauren, Catherine
Nay: Ian

Abstain: none

Passed Second Reading

Item Two: Community Advisory Board language
Second Reading: Moved by Committee
Passed Second Reading by acclaim

Item Three: Conflict of Interest language
First Reading: Moved by Committee
Passed First Reading by acclaim

Looking at finance policy issues, but those are currently send back to the finance committee

15. Community Advisory Council Report – Richard Manning
Next meeting is in August
16. Development Committee – Kisha Linebaugh
Met in June:
Anniversary Luau is set or 9/14 at Ella's - \$35 at advance and \$45 at the door – please sell tickets soon
Tropical Heatwave 2016 – looking for sponsors now, so tell Kisha or Laura Taylor if you know of local businesses who might be interested – definitely one night next year
Amplifiers Benefit on 8/20 at the Independent 6p-8p – Board is invited
Less focus on the tower for now due to budget priorities and timing of grants
17. New Business:
 - Executive session from 09:13 pm to 9:41 pm to discuss matters concerning individual employeesMoved: Michael Bagby/ 2nd: Julie – acclaim
18. Old Business / Follow-up:
Open issue of a motion for six underwriting spots to be allowed instead of the current two
Volunteer Committee recommended four instead
Craig noted that he can meet the revenue line with four if everything align perfectly, but six gives flexibility for four \$1000/month spots to overlap

Motion: The Nathan B Stubblefield Foundation change its Underwriting Policy to say “will be limited to a total of four 15 second announcements per each hour of the broadcast day” instead of “two”
Passed by acclaim
19. New Business
Tell Laura Keane if your term expires in 2015 and, if so, if you intend to remain on the board for another term if allowed.
20. Executive session from 10:08 pm to 10:14 pm to discuss proprietary information

Moved: Lauren Adriaansen/ 2nd: Dave – acclaim
21. Review Last Month's Minutes – Lauren Adriaansen

Motion for approval of the regular June 2015 Board of Directors (BOD) Meeting Minutes passed unanimously. Motion: Lauren/ 2nd: Laura – passed by acclaim; Abstaining: Ian

18. Attendance Review – Lauren Adriaansen:
- Warren Hope Dawson has missed three board meetings; a fourth could jeopardize his standing
 - All members currently in good standing

19. Evaluation – Richard Manning:
- Participation: 7.85
Accomplishments: 8.92
Listening: 8.54
Scheduling: 6.23

20. Adjournment – Michael Bagby: The Board meeting adjourned at 10:23 pm.
Moved: Kisha/ 2nd: Dave – passed by acclaim

By: _____
Lauren Adriaansen, Secretary

Approved by the Board on: _____

Appendix A – Station Manager’s Report

Prepared by: Craig Kopp, General Manager

General Manager:

It has been a busy month. I took an unexpected week off to take care of my grandkids in Cincinnati while their dad had a very difficult operation. The rest of all of our time seems to have been spent on the 2015-2016 budget. It is shaping up and hopefully we will have good news when it’s presented to you.

We met with the CPB auditor just after our last meeting. His tentative assessment was were out of compliance on Open Meeting announcements, Community Advisory Board and Executive Sessions.

We lacked logs showing all our on-air announcements of Board Meetings. We did not hold Community Advisory Board Meetings and we have not been explaining why we go into executive session. There are five reasons to do that and we haven’t been on record about that.

The big problem was the Community Advisory Board. He took note that we have started one but he says that’s the big one.

The auditor himself said he would not be recommending penalties but that was not his call. We will be receiving an initial report on the audit from CPB’s Inspector General’s Office in the near future, which we will get a chance to respond to. They will make amendments before sending out a draft final, which we also get a chance to respond to. We await their first report.

Had a lively discussion of underwriting inventory expansion at the most recent volunteer committee meeting. I believe we will have more on that coming up with the Volunteer Committee report.

I did get the opportunity to speak to the Clearwater Rotary this month. About 75 people were there and every one walked away with a program guide. They were very interested in our story and where we fit into the new media age. Afterwards I was asked to submit my name to the entire rotary district for future speeches. I did so.

Met with Tom White at Skipper’s to talk about our respective futures. Got on well and plan to stay in conversation since we face some of the same issues... aging base and the attraction of younger demos.

Engineering and Operations

- Replaced computers for Randy, Julie, production studio 3 and Volunteer station in Music department
- Purchased and installed two new computers for Gene & Laura
- Ordered 2 touch screen monitors for on-air studios
- Purchased new traffic software for logs
- Currently switching to new email operating service (outlook)
- Installed creative video editing suit in P-studio 3
- Preparing for tree trimming
- Preparing for roof repairs
- Plumbing fix of urinals & water fountain
- Installed CD Player and receiver in conference room
- Replacing lights in parking lot & studios
- Replaced security DVR

Development/Marketing

Underwriting is at \$70875. Some of these invoices have not been collected but will be.

We got a verbal commitment from Happy Feet to spend \$12,000 over the next year in underwriting. Craig is working with Development to mine and pursue other leads.

Laura and the Development Committee have confirmed the Luau and tickets are now on sale. They will be \$35 in advance and \$40 at the door. We are aiming for a sellout like last year. It is Monday, September 14, 6-9p at Ellas.

Laura is working on a grant from the Ybor City Development Corporation for Heatwave next year. She is also working on sponsor meetings.

Laura is also awaiting the state DOE grant that is allotted at \$100,000.

The Circle and Amplifiers party is Thursday, August 20, 6-8p at the Independent. All Board Members regardless of giving level are encouraged to attend. They may email gene@wmnf.org to RSVP.

Outreach/Volunteers

The new website will be up and running as of this meeting. It's a soft launch, no shouting until we work through any bugs.

Appendix B – Bylaw's Committee Report

WMNF NBSBOD By-Laws Committee Meeting Report

July 20, 2015

The Bylaws committee did not meet formally this month, but we did confer by email and bring the following 3 items to the Board.

We seek BOD approval of the following 2 motions on second reading.

1. Directors' attendance issue. **The Bylaws committee hereby moves that the Board approve on a first reading the following change to By-Laws Article One, ¶8** (New language in italics).

8. REMOVAL FOR ABSENTEEISM. Within any 12 month period a Director shall be allowed 3 absences from the regular meetings of the Board. *A Director shall be deemed absent from a regular meeting if he or she is more than 30 minutes tardy or departs the regular meeting more than 30 minutes in advance of the official meeting agenda's proposed time of adjournment.* A Director shall be counted present at a regular meeting if he or she participates remotely by electronic means such as telephonic or video conferencing, limited to two such remote participations within any 12 month period. Additional remote participations shall be counted as absences. The Director wishing to participate remotely must notify the general manager and Board president or secretary no later than 48 hours before the beginning of the meeting. At the regular meeting of the Board at which a Director exceeds the number of absences allowed, or at a subsequent Board meeting if necessary, the President shall announce his/her intent to dismiss the Director for absenteeism. The Board may veto the President's discharge of a Director for absenteeism by an affirmative vote of two-thirds (2/3) of the Directors presently sitting on the Board (excluding the seat of the Director affected, who may not vote). The effect of a veto shall be that the Director is not removed and the earliest absence of that Director during the 12 month period considered shall be ignored in future determinations of absenteeism.

Rationale: To prevent Directors from being counted as present when they shouldn't be.

2. Revision of Community Advisory Board language – Article Six. **The Committee hereby moves that the board approve the following changes to Article Six** (New language in italics; deleted language struck through).

Article Six

COMMUNITY ADVISORY COUNCIL

1. ESTABLISHMENT. The corporation shall establish a Community Advisory ~~Council~~ Board (CAG CAB), the members of which shall be selected from among citizens at large to represent the diverse needs and interests of the communities served by the station, and shall be ratified by the Board President.

2. MEETINGS. The CAG CAB shall meet ~~quarterly~~ *at regular intervals* to review the programming goals established by the station, the service provided by the station, and the significant policy deci-

sions rendered by the station, along with any other responsibilities delegated to the ~~CAC~~ CAB by the Board.

3. **ROLE.** The role of the ~~CAC~~ CAB shall be primarily advisory in nature, *except to the extent other responsibilities have been delegated to the CAB by the Board*, and in no case shall the ~~CAC~~ CAB have any authority to exercise any control over the daily management or operation of the station. The ~~CAC~~ CAB shall advise the Board with respect to whether the programming and other policies of the station are meeting the specialized educational and cultural needs of the communities served by the station, and may make such recommendations as it considers appropriate to meet such needs. It is recommended that ~~CAC~~ CAB chair utilize the talents of people who have applied for Board positions but who have not been elected.

Rationale: The new language tracks CPB language naming and describing the functions and requirements of the entity in question. It also gives the Board more flexibility as to scheduling CAB meetings, directly in line with CPB language, than does the current language.

3. The committee moves that the General Policies document be amended to include a new Policy 7 (subsequent policies being renumbered accordingly). Thus (proposed new language in italics, proposed deletions struck through):

7. Conflict of Interest

7.1 No employee *or director* shall participate in decision-making on any matter that may result in advantage or gain to the employee *or director*, his/her relative, or his/her business or intimate partner. “Decision-making” includes, but is not limited to, choosing with whom to enter into contracts for service or purchase on behalf of the station, and advocating a position, lobbying, or voting upon subjects before the Board or any committee. A “relative” shall include any person who is related to the individual as father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, or half sister. An “intimate partner” is a person with whom an ~~employee~~ *individual* has a relationship comparable to that of a marital relationship. When such a conflict or appearance of conflict arises, that employee *or director* shall notify the General Manager of its existence in writing.

7.2 At or prior to the regular May meeting of the Board of Directors, each director shall review policy 7.1, and execute a Conflict of Interest Certification.

Rationale: We are required by the FL Department of Agriculture to certify in writing yearly, by the end of May, that all directors have read our conflict of interest policy. The conflict of interest policy that was adopted by the Board on 2/17/14 never actually got added to the official General Policies document. Further, the language of the policy mentions only employees, and not directors. We believe it should include directors as well. The proposed amendment contains the previously approved Conflict of Interest Policy, edited to include directors, along with policy requiring directors to review the conflict of interest policy by the May BOD meeting and to execute a Conflict of Interest Certification, thereby ensuring compliance.