

The Nathan B. Stubblefield Foundation, Inc.
Board Meeting Minutes of February 16, 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	
Cynthia Reichard	P		Richard Manning	P	
John Francis	P		Michael Sedita	T	
Warren Hope Dawson	P		Lauren Adriaansen	P	
Pryscila Miller	P		Kisha Linebaugh	P	
Kate Throo Williams	P		Catherine Lim	P	
David Harbeitner	P		Ian DeBarry	P	
Pamela Robinson	P				

T – Participated by Telephone

1. Call to Order – Michael Bagby: 7:16 pm.
 2. Roll Call/Proxies/Agenda Review – Lauren Adriaansen:
 3. Visitors' Comments –
 4. Review Last Month's Minutes – Lauren Adriaansen
- Motion for approval of the regular November 2014 Board of Directors (BOD) Meeting Minutes passed unanimously. Motion: Richard/ 2nd: David – passed by acclaim
5. Interim Management Report – Cindy Reichard:
See Appendix A
 6. President's Report/Executive Committee Report – Michael Bagby
 7. General Manager Report – Craig Kopp:
 8. Long Range Plan Committee – David Harbeitner:
See Appendix B
 9. Youth & Innovation – Ad Hoc Committee – Lauren Adriaansen
 10. Finance Committee – Mike Sedita:
See Appendix C

11. Bylaws Committee – Richard Manning
See Appendix D

I. Proposed Change to General Policy 4.2:

The committee moves that the following change to General Policy 4.2 be adopted on a first reading (language to be deleted struck through; language to be added in italics):

No expenditure of more than \$2,000.00 may be made without Board approval unless ~~it is a budgeted item~~ *the amount of the expenditure is allotted in the adopted budget* or unless it is a necessity to keep the station on the air until the next Board meeting. (3-6-85)

Vote:

II. Proposed change to Bylaws Article Two, ¶ 6(b).

The committee moves that the following change to Bylaws Article Two ¶6 be adopted on a first reading:

The executive committee shall have no authority to:

(a) Sell or encumber the station's FCC operating license, real or personal property, with a fair market value of ~~\$5,000~~ \$7500 or more.

(b) ~~Purchase real or personal property of a value of \$5,000~~ *Make expenditures in the amount of \$7,500* or more.

Vote:

III. Replace appearances of "Station Manager" in Bylaws and General Policies with "General Manager". Currently, the title "Station Manager" appears three times in the Bylaws and 31 times in the General Policies document. As there is no longer a station manager position at WMNF, the committee moves that these appearances be replaced with "General Manager". Since this is not a substantive change, we do not think it requires a second reading.

Vote:

IV. Request regarding Copyright Policy

It thereby requests that the Board President form an ad hoc committee to do so.

12. Community Advisory Council Report – Richard Manning

13. Volunteer Committee– Pamela Robinson

14. Technology Committee – John Francis
See Appendix E

15. Diversity Committee– Warren Dawson

16. Development Committee – Kisha Linebaugh

17. Personnel Committee – Laura Keane

18. Old Business / Follow-up:



19. New Business:
- Executive session from 09:22 pm to 9:57 pm to discuss various topics.
Moved: Laura/ 2nd: Julie – acclaim

18. Attendance Review – Pryscila Miller:
- All members are in good standing!

19. Evaluation – Richard Manning:

Participation:
Accomplishments:
Listening:
Scheduling:

20. Adjournment – Michael Bagby: The Board meeting adjourned at 10:00 pm.

By: _____
Lauren Adriaansen, Secretary

Approved by the Board on: _____

Appendix A – Station Manager’s Report

Prepared by: Cindy Reichard, Interim General Manager

Finance

The financial audit will be presented by James Moore CPA’s at the March board meeting. Mike Sedita will present the monthly financial report.

Programming

The program changes took place on January 19th. The changes ran rather smoothly with only a few glitches. Rob is starting a news training class this weekend. The class should graduate in five weeks and then will be ready by the end of March to contribute to the newscasts. Some changes will be forthcoming on the HD3 channel soon. Board ops classes are currently taking place for new programmers to get certified and refresher classes for current operators. Tropical Heatwave planning is under way and will take place on May 1st and 2nd in Ybor City.

Engineering & Operations

We continue to keep open communication with HCC as to upgrading the current contract with us but no new moment. HCC students will start rotating thru the station again for training this semester. DT will be mentoring these students.

Mark Donald continues to work with the City of Tampa regarding WMNF’s application for new tower. We are in the process of obtaining three bids as we will need a survey completed for the STL project. We will need to use some of the funds raised for the tower project to obtain the survey and we will be removing the current dishes outside in the next month.

It was recently brought to management’s attention that our current cameras in the parking lots and out front sidewalks are not recording any activity. You can only see the parking lots on the cameras. We need to replace the current DVR in which are obtaining prices now. It will be in the range of \$1,000 to \$1,500. This hasn’t been working properly for about two years and definitely is a safety risk management issue.

Development/Marketing

The winter fund drive raised as of today \$234,397 or our \$245,000 goal, Short to our goal \$10, 603. The Development Committee met in January and called lapsed donors one evening and raised more than \$2,000 that night towards the winter drive. Currently, we have obtained Heatwave sponsorships from Cigar City \$2,500 besides \$4,000 in beer, Red Mesa unknown amount at this time and Med Tech has underwritten the wrist bands valued at \$1,300. Wholefoods will a WMNF day and 5% of the proceeds that day go towards us for Heatwave. This year we are planning four pre Heatwave beer parties. The development committee had a brunch at PJ Dolan’s Irish Bar and Grille netted \$610. Development fundraiser Tour De Clay netted \$2,700.

Outreach

WMNF marched again in the Dr. Martin Luther King Jr Day Parade in Tampa on January 19th. The Record Fair is scheduled March 14th at the Barrymore Hotel Tampa Riverwalk. (Same location as last year). We are trying to revamp and enliven the event. The Annual WMNF Volunteer Party is scheduled for Sunday, March 29th at the St. Petersburg Shuffleboard Court in downtown St. Pete from 2 – 6 pm. More than 145 volunteers donated about 1,250 hours of their time during the winter fund drive.

Website

We have been working with Big Sea Design and Development on the new website design. Target date to go live is May 15th 2015. John Francis will be submitting a Technology Committee report outlining more details.

Human Resources

Open positions:

Part-time

Development Assistant – on hold

Traffic Coordinator – on hold

Contract position:

Robert Fitzpatrick, Web consultant on contract until the end of February.

Leave:

Naveen Sultan, Digital Editor on leave until March.

Other

Staff has reviewed the Long Range Plan. David Harbeitner will be presenting at the meeting.

Appendix B – Long Range Planning Committee

Prepared by David Harbeitner – Long Range Planning Committee Chair
Powerpoint document attached.

Appendix C – Finance Committee

Prepared by Mike Sedita – Finance Committee Chair

January 26, 2015

The committee meeting convened at 6:05pm. Board members and staff present -

Michael Bagby

Beth Bell

John Francis

David Harbeitner (phone)

Richard Manning

Pryscila Miller

Cindy Reichard

Michael Sedita

The committee reviewed the profit and loss and the budget reports. YTD revenue and expenses were close to budget.

Cindy reported areas of concern regarding revenues were memberships, special events, and car donations and the need for additional expenditures HVAC repair and legal fees. Audit should be complete and presented to the board in March, we are filing for extensions for 990 and CPB reports.

There was a discussion as to how to handle the reporting of gains/losses from the investment account and funds dedicated to tower replacement. Cindy will discuss these with our accountants and make recommendations.

There was a presentation of historical financial data to the committee members. The intent is to present this to the whole board after the audit.

The special events report was reviewed. There was much concern over the cost of events and the need to control expenses.

The committee agreed to develop language for a capitalization policy.

Our auditors are researching the need and feasibility for filing for alternate lobbying efforts accounting method. The meeting adjourned at 7:45pm. The next meeting is scheduled for 6:00pm on February, 16 2015.

Appendix D – Bylaws Committee

The Bylaws Committee met on January 27. Dave Harbeitner, Kate Williams, and Richard Manning, Chair, were present. Follow up, including consultation with Lou Putney, was conducted by email. We bring three action items and one request to the Board.

I. Proposed Change to General Policy 4.2:

The committee moves that the following change to General Policy 4.2 be adopted on a first reading (language to be deleted struck through; language to be added in italics):

No expenditure of more than \$2,000.00 may be made without Board approval unless ~~it is a budgeted item~~ *the amount of the expenditure is allotted in the adopted budget* or unless it is a necessity to keep the station on the air until the next Board meeting. (3-6-85)

Rationale: The original language is problematically vague. It permits a reading on which expenditures of over \$2000.00 are permitted so long as they are made in the course of securing a budgeted item, even if the expenditure exceeds the amount allocated in the item's budget line. The proposed new language eliminates the vagueness, requiring that the amount of the expenditure be provided for in the item's budget line.

Expenditures of less than \$2000.00, including those in excess of an item's budget line, are not prohibited by the Policy, so undue constraints on spending are avoided.

II. Proposed change to Bylaws Article Two, ¶ 6(b).

The committee moves that the following change to Bylaws Article Two ¶6 be adopted on a first reading:

The executive committee shall have no authority to:

(a) Sell or encumber the station's FCC operating license, real or personal property, with a fair market value of ~~\$5,000~~ *\$7500* or more.

(b) ~~Purchase real or personal property of a value of \$5,000~~ *Make expenditures in the amount of \$7,500* or more.

Rationale: In the cases of both 6(a) and 6(b), the increase from \$5000 to \$7,500 reflects inflation from the time the article was originally passed. In the case of 6(b) it is unclear why the original language was limited to the purchase of real or personal property, thereby not including the purchase of, for example, services. It seems to accord with the spirit of the provision to place a more general limitation of the power of the executive committee to expend station funds. Moreover, in the case of expenditures, the amount of the expenditure, rather than the value of what is acquired thereby, should be the relevant limiting factor.

We have recommended to the Finance Committee that it review the Bylaws and Policies for any other amounts that need to be adjusted for inflation, etc.

III. Replace appearances of "Station Manager" in Bylaws and General Policies with "General Manager". Currently, the title "Station Manager" appears three times in the Bylaws and 31 times in the General Policies document. As there is no longer a station manager position at WMNF, the committee moves that these appearances be replaced with "General Manager". Since this is not a substantive change, we do not think it requires a second reading.

IV. Request regarding Copyright Policy

Mike Sedita has pointed out that our copyright policy requires revision. For one thing, it refers only to music and other audio materials. Given the multi-media character of current station operations, this language is outdated. It should be revised to include, at a minimum, text, photographs, videos, etc. Moreover, the Policy is arguably insufficiently elaborated to provide guidance for programmers and others and to set forth procedures for reporting possible violations to protect the station properly. But the committee does not feel competent, nor is it within our purview, to formulate and propose a new copyright policy. It thereby requests that the Board President form an ad hoc committee to do so.

Appendix E – Technology Committee

Prepared by John Francis – Technology Committee Chair

