



<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	T	
Craig Kopp	P		Richard Manning	P	
John Francis	P		Sandy Wismer	P	
Pryscila Miller	T		Lauren Adriaansen	P	
Kate Throo Williams	A		Kisha Linebaugh	P	
David Harbeitner	P		Catherine Lim	P	
Pamela Robinson	P		Ian DeBarry	P	

T – Participated by Telephone

1. Call to Order – Michael Bagby: 7:21 pm.
2. Roll Call/Proxies/Agenda Review – Lauren Adriaansen:
 Richard has Kate’s proxy
3. Visitors' Comments –
 Regarding the decision to not continue the contract with Brown Engineering: Mercedes Skleton, Mary Glenny, and Arlene Engelhrdt each expressed concern over losing historical knowledge, the IT knowledge transfer plan, and loss of Bill Brown as a station asset
 Craig Kopp noted that Bill & Rob will stay on with the station for up to three months of transition plan and the new IT/engineer position is the current industry standard.
4. Review Last Month’s Minutes – Lauren Adriaansen
 Motion for approval of the regular September 2015 Board of Directors (BOD) Meeting Minutes passed unanimously. Motion: David/ 2nd: Laura – passed by acclaim – Richard abstains
5. President’s Report/Executive Committee Report – Michael Bagby
 Welcome to Sandy Wismer - our newest board member who is filling the seat vacated by Mike Sedita. This seat is up for filling in Nov 2016. Sandy will sit on the Personnel & Budget committees.
 The station has had nine to ten successive shows with a profit!
6. Management Report – Craig Kopp:
 See Appendix A
 Also: Hillsborough County Board of Commissioners will be giving us \$120,000 as a grant to the new

tower - so many thanks to the commission, especially Commissioner Crist!

- First permit meeting with the city is 9/22

Craig accepts a Creative Loafing Best of the Bay award this week

7. Finance Committee – David Harbeitner
Projected revenue is now only \$10,000 below the budget line (compare to \$100,000 below last year)
Projected loss for the year has changed from \$20,000 to \$1,000

2nd reading:

Motion: NBSF BoD approve the budget as presented for Fiscal Year 2015-2016

Moved: by committee

Approved: by acclaim

8. Development Committee – Kisha Linebaugh
Next meeting: 9/24 at 6:30pm
A number of tentative mini-events with local businesses are in the works

9. Bylaws Committee – Richard Manning
See Appendix B

Item 1: 2nd reading: tabled to develop proper timeline for Volunteer Committee elections

Item 2: 2nd reading:

Moved: by committee

Approved: by acclaim

Item 3: 2nd reading:

Moved: by committee

Approved: by acclaim

Item 4 requires a 2/3 majority to suspend rules to skip a second reading

Moved by Kisha/ 2nd by Lauren

Suspension approved by acclaim

Item 4: Single reading

Moved: by committee

Approved: by acclaim

Request 1:

For the last few of its meetings, the Committee has been trying to generate some language curing the overly restrictive language in our underwriting policy, which states that we will not accept financial support from businesses that engage in environmental pollution. We considered a few options, not just for wording regarding pollution, but more generally regarding the best practices for vetting possible underwriters for consistency with our mission and values. One such option was to coopt language from the restrictions on our investments (Policy 4.8.2), but that didn't seem obviously a good way to go. So, we would request that the staff members most directly involved with underwriting, perhaps along with the relevant Board committees (Development, possibly Finance) consider what they would want by way of an underwriting policy that appropriately and effectively safeguards against accepting underwriting that conflicts with our mission and values, without unduly hampering underwriting efforts. With such input, the Bylaws committee can then help craft language to bring to the Board for approval.

Request 2:

The current underwriting policy (attached to this report) is of uncertain status and provenance. It is marked as having been adopted in 1997, revised in 1999, with “draft revisions in 2007 and 2009. It is unclear that the draft revisions were ever passed, and it is unclear to us who even owns the document and passed it in the first place. It is not incorporated into our general policies document, as are our investment policies. It seems likely that it should be. We request guidance from the Board on this matter.

10. Community Advisory Council Report – Richard Manning
Next meeting is for last week of September
11. Volunteer Committee– Pamela Robinson
Last week was the all-station meeting
Elections are currently delayed in order to account for board nomination process
12. Diversity Committee– Pamela Robinson
Lots of outreach events are being worked on
13. Youth & Innovation – Ad Hoc Committee – Lauren Adriaansen
No updates
14. Technology Committee – John Francis
Looking forward to working with DT on operations & best practices
There’s a new donation system!
Next work: a status review of the site versus it goal
Also trying to use the virtual board space as a document repository (ie board book) but need clarity on the station’s repository of record
15. Long Range Plan Committee – Kurt Madsen
Implementation seems to be going well, but there is a tracking gap that makes that hard to confirm
Next reporting period should be the quarterly in October
16. Personnel Committee – Laura Keane
Met with Craig and went of the six month review
17. Nominating Committee – Laura Keane
Sandy Wismer was added to the board by evote – fourteen people voted aye and none nay for him to join (Relevant documents are with the staff of WMNF to record the vote)

There have been eleven candidates who came forward for the Board. They will be narrowed down on October 1, so the Volunteer & Community At Large seat elections can proceed soon after

The following seats are those that will be filled of board members who are not returning:

Warren Dawson’s seat (through Oct 2016)
Richard Manning’s seat (through Oct 2017)
Priscila Miller’s seat (through Oct 2017)
(Possibly Kate Throo-Williams)

There are also board members who are eligible to continue for another two year term.

18. Old Business / Follow-up:

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19. New Business:

- Executive session from 09:00 pm to 9:02 pm to pass previous minutes.
Moved: Julie/ 2nd: Richard – acclaim

18. Attendance Review – Lauren Adriaansen

- All members are in good standing!

19. Evaluation – Richard Manning:

Participation: 9.3
Accomplishments: 9.6
Listening: 9.3
Scheduling: 9.93

20. Adjournment – Michael Bagby: The Board meeting adjourned at 9:10pm.

By: _____
Lauren Adriaansen, Secretary

Approved by the Board on: _____

Appendix A – Station Manager’s Report

Prepared by: Craig Kopp, General Manager

General Manager:

The single biggest event since the Board last met was the One Day Drive held on August 25 to make up for a shortfall on our contribution line. This was a different sort of drive and yielded some interesting results. Program Director Randy Wind came up with the idea of counting down the 100 songs of all time, as chosen by listeners via an online survey. This meant we had to play ten songs an hour, talk about these amazing selections and work in pitching.

There were some hiccups but... it worked.

We generated \$30,000 in contributions on a drive that lasted from 6a-8p. That is putting us real close to making the contribution revenue line for the year.

Even more interesting is that we have some metrics and some stronger hunches that listening actually went up on that day. You can usually expect to lose, at least, a third of your listeners during a fund drive. However, during the Top 100, we saw online listening pin at its top mark of 300 by mid-afternoon. And it stayed there until past 8p. We couldn't squeeze any more people online to listen. So you have to assume some of them went to their radios to hear the countdown. You can also assume, based on a significant uptick in social media buzz that we saw, that there were many more people tuning in than usual.

How we take this information forward to improve drives is still a matter of discussion. But the anticipatory nature of this countdown just kept interest building and we are looking for ways to leverage that kind of forward motion in the upcoming October marathon.

I had a meeting with Ann Goldberg of TBAE to mend some fences and to see what kind of joint projects we can start working on. We came up with a couple of big ideas... But they are still in the big idea phase. Still, I can see a real working relationship redeveloping there.

I also met with Aakash Patel, the president of Elevate Media... that's an up-and-coming PR firm in town. He has agreed to shepherd me through some relationships at the Tampa Chamber of Commerce and elsewhere. And I met with Paul Wilborn at the Palladium in St. Pete. Just firming up our relationship with the Palladium and getting a read on the market from a guy who has been plugged in for a long time.

Internally, I have talked with the staff about some of the results of the 6 month Manager evaluation. This week, I presented them with small action plans based on two of my conclusions from the evaluation. They involve how I communicate with the staff and how they communicate with me and each other. We will be working on these matters as we move forward.

In preparation for the upcoming October drive, I have been making some calls to lapsed donors who have given \$500 or more to WMNF in the past. I'm looking for Challenge money. So far we have had one bite for a \$1000 challenge for one day on Radioactivity. We will keep on keeping on.

We have posted the Engineering position in the appropriate places. Applications close on September 25 at 5p. We will be conducting phone interviews on October 2nd and in-person interviews after the October drive. The interviewing committee is made up of me, Cindy Reichard, Julie Scheid, JoEllen Schilke and Dwaine Terry.

Programming

Some good news... we have had eight consecutive "events" making profits (not including the Luau). The first eight months of the year were not good, but the last four months have really turned it around.

Plus the last two events of the fiscal year are selling well.

Engineering and Operations

We finally got an acceptable bid from an arborist on the trees. It looks like we will not only be able to pay for it through underwriting trade, but also not have to completely take down any of the trees. One is pretty much dead but can be taken half way down and become a wildlife habitat. The other can be trimmed back and

stabilized.

We are still awaiting word on when the roof repair will begin. But it will be soon.

Development/Marketing

The Luau netted \$4550. Laura Taylor wants to thank the Board for supporting the event. We also had our initial meeting on Heatwave with Cigar City Brewing. They are on board again, perhaps with a slightly heftier monetary sponsorship. And, yes, there's the beer.

Outreach/Volunteers

We are getting very good initial numbers on the website. Unique views are nearly triple what they were before the new site went up. The emphasis now is to have everything ready for the October drive. The one day drive was a good shakedown cruise.

Appendix B – Proposed Bylaws

The committee met on Tuesday, September 15, at the station.
David Harbeitner, Kate Throo Williams and Richard Manning attended.

We bring you four action items and a pair of requests for guidance.

Item 1:

The committee first moves that the Board adopt the following changes to the NBSFBOD Bylaws Article 7 ¶2, on a second reading.

Article Seven, ¶2 of the NBSF BOD Bylaws (deleted language struck through, new language in italics):

2. MEMBERSHIP. There shall be a Volunteer Committee elected by WMNF Radio Activists at a meeting convened by the Volunteer Committee Chair in the month of September each year. *following the September All-Station Meeting, at which meeting candidates for membership on the committee shall be given equal time to speak in favor of their candidacies. Notification of the election and solicitation for candidates shall be published not less than 30 days prior to the All-Station meeting. Candidacy for membership on the committee is to close 48 hours after the end of the All-Station meeting. The election is to begin at the close of candidacy and remain open for ten days.* Membership on the Committee shall be for a term of two years, beginning in November. Members may be elected to successive terms without limitation.

Rationale; to bring the bylaws into conformity with current approved volunteer committee bylaws and current volunteer committee election process. To increase voting participation among volunteers.

Item 2:

The committee next moves that the Board adopt the following changes to.

General Policy 1.1.5, on a second reading (deleted language struck through, new language in italics):

General Policy 1.1.5. The draft NBSF Board of Directors meeting Minutes shall be posted on the Volunteer Info Board at the station no later than 14 days after the meeting of the Board. The Station Manager has the responsibility for carrying out this policy. A book containing the original copies of approved Board Minutes should never be allowed to leave the offices of the station, and it shall be available upon request from the Station Manager or his or her designee. All approved minutes of the NBSF Board of Directors meetings ~~shall be permanently and publicly archived on wmnf.org within 14 days of approval.~~ *from the past 745 days shall be posted publicly on wmnf.org, with each new set of minutes appearing no later than 14 days after their approval. All approved minutes of the NBSF Board of Directors meetings not available on wmnf.org shall be permanently archived and available upon request. It shall be noted on the wmnf.org Public Reports page that prior NBSF Board of Director meeting minutes can be obtained by contacting the station at the business address.*

Rationale: to make the Public Reports Page more manageable, while ensuring that interested parties know how to access all approved SBSFBOD meeting minutes.

Item 3:

The Committee next moves that the Board adopt the following change to General Policy 4.9 on a second reading (new language in italics):

4.9 Reserve Fund - It shall be the policy of the NBSF to establish a reserve fund, starting in FY 2008, in order to insure the long-term sustainability of the station. This ongoing fund will be financed by annually allocating 1.5% of the total budget included as a line item on the annual budget. In addition,

the Finance Committee shall review end of the year surplus with a priority of increasing the amount placed into this account. These monies will be placed in a separate account and will not be commingled with the operating account. The priority use of the fund will be to establish a reserve operating account equal to 3 months of average normal operations. Requests for disbursement of the fund must come through the Station Manager and be presented to the Finance Committee prior to any Board Action. The Board may suspend allocation of these funds if it determines that funds so allocated would create or increase a budget deficit. *For all purposes under these Policies, "Operating Expenses" shall designate those accounts which contain approximately the next 30 days worth of operating expenses; "Operating Reserves" shall designate the accounts which contain the three months of additional operating expenses constituting the Reserve Fund required by this Policy; "Additional Reserves" shall designate any assets not tracked as Operating Expenses or Operating Reserves, including other earmarked or restricted assets as well as assets which have been set aside for future use beyond Operating Expense accounts and Operating Reserves accounts.* (R1 6-18-07)(R2 7-16-07)(R3 9-15-14).

Rationale: Policy 4.9 currently requires that we maintain a reserve fund in the amount of three months average operating expenses. This is to be kept separate from the operating account. 4.8 specifies our investment policy, which details how excess cash resources excluding our daily operating funds should and should not be invested. The Finance Committee think that the distinction between the reserve fund and our investment portfolio is inadequately drawn, and that this can lead to confusion when we need to dip into reserves.

Item 4:

Dave Harbeitner, on behalf of the Finance Committee, requests a further addition to Policy 4.9, for greater clarity. In light of the fact that we have just considered policy 4.9 in detail, and in light of the fact that the further addition is minor and unlikely to be controversial, the Committee would ask for a motion and second to suspend our rule requiring a second reading for the motion to make the addition.

The Committee thus moves that the Board adopt the following change to General Policy 4.9 on (new language in italics):

4.9 Reserve Fund - It shall be the policy of the NBSF to establish a reserve fund, starting in FY 2008, in order to insure the long-term sustainability of the station. This ongoing fund will be financed by annually allocating 1.5% of the total budget included as a line item on the annual budget. In addition, the Finance Committee shall review end of the year surplus with a priority of increasing the amount placed into this account. These monies will be placed in a separate account and will not be commingled with the operating account. The priority use of the fund will be to establish a reserve operating account equal to 3 months of average normal operations. *Once the reserve account contains 3 months of the average normal operations, any revenues in excess of expenses should be placed in the additional reserves account.* Requests for disbursement of the fund must come through the Station Manager and be presented to the Finance Committee prior to any Board Action. The Board may suspend allocation of these funds if it determines that funds so allocated would create or increase a budget deficit. For all purposes under these Policies, "Operating Expenses" shall designate those accounts which contain approximately the next 30 days worth of operating expenses; "Operating Reserves" shall designate the accounts which contain the three months of additional operating expenses constituting the Reserve Fund required by this Policy; "Additional Reserves" shall designate any assets not tracked as Operating Expenses or Operating Reserves, including other earmarked or restricted assets as well as assets which have been set aside for future use beyond Operating Expense accounts and Operating Reserves accounts. (R1 6-18-07)(R2 7-16-07)(R3 9-15-14).