

**The Nathan B. Stubblefield Foundation, Inc.
Board Meeting Minutes of November 28, 2016**



<u>Board Member</u>	<u>P</u>	<u>A</u>	<u>Board Member</u>	<u>P</u>	<u>A</u>
Laila Abdelaziz	P		Jamie Klapholz	P	
Lauren Adriaansen	P		Craig Kopp	P	
Michael Bagby	P		Kisha Linebaugh		A
Ian DeBarry	P		Kurt Madsen	P	
John Francis	P		Stuart Mellish	P	
David Harbeitner	P		Pamela Robinson	P	
Joshua Holton	P		Letty Valdez	P	
Laura Keane	P		Sandy Wismer	P	
			Randy Wind	P	

T – Participated by Telephone

1. Call to Order – Michael Bagby: 7:16 pm
2. Introduce new board members – Michael Bagby
Stuart Mellish and Jamie Klapholz are our new directors.
3. Roll Call/Proxies/Agenda Review – Laura Keane. No proxies, no attendance issues.
4. Visitors' Comments – No comments, Cindy Reichard attended.
5. Review Last Month’s Minutes – Josh Holton. Motion for approval of the regular October 2016 Board of Directors (BOD) Meeting Minutes. Motion: Kurt / 2nd: Josh– passed by acclaim
6. Conflict of Interest Policy – Cindy Reichard reviewed our Conflict of Interest policy. Copies were distributed and each director signed a roll indicating they were aware of these issues. See Appendix B for copy of current policy.
7. Finance and Audit Committee (F&AC) – David Harbeitner
Beginning new fiscal year, so no major items to report. F&AC looking at reserves to make recommendations for investments that might produce a greater yield while adhering to all our investment guidelines.

8. General Manager Report – Craig Kopp: See Appendix A
Fall drive this year exceeded results for last year’s Fall drive. End of Year letter expected to help close shortfall which is less than \$6,000 to date (text of letter included in Appendix A). Requiring all programmers attend pitch training in January to prepare for February (Winter) drive. Credit card declines have increased again (chip card technology is one factor). Focus of new part-time Development Assistant will be on collections, initially. Board contributions last year were just over \$10,000. Program changes underway – proposal included in Appendix A. All Station Meeting was held to discuss. New tower is under construction and should be on schedule for completion in December. It is rated to withstand 150 mph winds.

Addendum to Engineering report: you can now see our address from the street. City of Tampa cited us for unruly landscaping. DT found a company who will undertake landscape maintenance in exchange for underwriting and we now have an on-going contract.

There was lively discussion of the new talk show proposed for the 1:00 to 2:00 pm slot Monday through Thursday. Tentatively called Everybody’s Talking, the show would be a talk format with a focus on examining the new changes in government and political leadership. Craig is volunteering to kick off the show until he can find a volunteer who can take on the responsibility. He pledges to volunteer the prep time and only use an hour a day, four days a week, of work time to host the show. Concern was raised about management time, finding right host or hosts, about host ability to monitor/regulate speech while not endorsing or advocating for any side or position. Craig is still working through issues but feels strongly that this is an opportunity for WMNF to enrich our listening audience by providing a “safe harbor” for the exchange of views and opinions.

9. Development Committee – Kisha Linebaugh
No report this month but volunteers are needed on December 9 and 10, 2016 to sell raffle tickets during the Tour de Clay event.

10. Technology Committee – John Francis
Revisiting approval process for Consent Agenda; need to refine processes and produce documentation so that BOD can start using the Basecamp tools to streamline meetings. John also reminded of the major tech achievements staff has achieved this year, including the tower project, the upcoming Vu Haus participation, website updates, the app launch, programmers using Facebook Live.

11. Personnel Committee – Lauren Adriaansen
No report

12. Community Advisory Board – Laura Keane
Meeting occurred in September, chaired by Craig Kopp

13. Nominating and Board Development – Laura Keane
No report

14. Bylaws Committee – Letty Valdez

No report

15. Volunteer Committee (VC) – Ian DeBarry

VC met in November. Appointed two new members to replace members who didn't fulfill their term. Chose officers (Ian is Chair, Pam is Vice Chair). Standing Ovation event (Treasure Island) was great for visibility. December 6, 2016 at 7:00 pm is next meeting. Parking lot will be closed and parking is offsite – about a block west at Cool Gator.

16. Diversity Committee– Pamela Robinson

No meeting in November. Will be meeting in January.

17. Long Range Plan Committee – Kurt Madsen

No report; directors are asked to submit feedback on what to prioritize next year after reviewing the LRP document. Kurt will resend document (& post on Basecamp) so that everyone has easy access.

18. Youth Outreach Committee – Joshua Holton

Next meeting will likely be on December 7, 2016 at 7:00 pm. Josh will publish date. Planning two youth-oriented events by mid-year 2017.

19. Determine final committees and chairs – Michael Bagby

Slate of officers proposed: Michael – President; Lauren – First Vice President; Kisha – Second Vice President; Laura – Secretary; David – Treasurer. Motion to approve of slate of officers: Sandy / 2nd Randy. Passed by acclaim

There was a spirited discussion about the purpose and expectations for the Ad Hoc Youth Committee (AHYC). Some directors argued that AHYC has no defined mission or goal and that it wastes directors time by not having staff support to accomplish much. Others defended keeping AHYC because the station needs to stay focused on attracting listeners under 40 years of age. Point was made that AHYC was initiated years ago to address the same problem we face today: not enough younger people are actively involved and passionate listeners. Younger directors emphasized need for focus on local news and public affairs since younger people consume music via different channels; they listen to the radio for locally focused politics and public affairs but tend not to listen to the radio to hear music. Decision on AHYC is up to BOD President and Michael is weighing options. There was consensus that Youth (defined as 25 to 40 yo's) must be a focus in our revisiting of the LRP.

Committee lists for 2016/2017 Board cycle:

Volunteer: Ian (Chair), Pam (Vice Chair), Josh, Michael

Diversity: Pam (Chair), Kurt, Laila

Finance & Audit: David (Chair), Letty, Randy, Sandy, Stuart

Bylaws: Letty (Chair), Jamie, David, Ian

LRP: Michael (Co-Chair), Kurt (Co-Chair), Laila, Stuart

Personnel: Lauren (Chair), Letty, Laura, Sandy. Michael also participates as President

Technology: John (Chair), Lauren, Kurt

Nominating: Laura (Chair), Pam, Ian, Randy

Development: Kisha (Chair), John, David, Jamie, Laila, Josh, Lauren
CAB: Kisha (Chair)
ADYC (TBD)

20. President's Report – Michael Bagby

Kurt volunteered to host Staff/Board party. December 11, Sunday, 4-6 p. Potluck. Michael suggested a new idea for meeting evaluation: a four-point scale where 1 = ineffective meeting; 2 = fair/ok; 3 = good; 4 = excellent; directors defended PALS and want to keep it.

21. New Business / Announcements

CAIR banquet on Saturday, all invited. Let Laila know if you want to attend.

22. Attendance Review: All members are in good standing

23. PALS Evaluation –

Participation: 8.4

Accomplishments: 8.1

Listening: 7.6

Scheduling: 9.4

24. Next Meeting / Adjournment – Michael Bagby: The next Board meeting will be at 7:15 pm on Monday, January 9, 2017. Meeting was adjourned at 9:00 pm. Motion to adjourn meeting: Lauren/ 2nd John – passed by acclaim.

By: (e-signed) Laura Keane
Secretary

Approved by the Board on: January 23, 2017

MANAGEMENT REPORT
November 2016
Prepared by: Craig Kopp, General Manager

General Manager:

When we closed down soft pitching for the Fall Drive at midnight November 20, we stood \$5,842.15 short of goal. That is much better than we ended the Fall Campaign last year. Between International Giving Tuesday and a strong End of Year campaign, I am very hopeful we will end the first quarter on target on the contributions line.

Our drives continue to be a harder slog than I would like. Among other things we are doing to address this in programmer training. We will be requiring all programmers to receive pitch training before the winter drive. This training will occur throughout the month of January. Last month we saw a disturbing uptick in credit card declines. We were back to 11 per cent after falling to a more normal 6 per cent the previous month. We have conducted interviews and made an offer for the part-time Development Assistant position. We are awaiting final word of acceptance.

By the way, an end of fiscal year tally shows Board member contributions of \$10,068.50. This does not include contributions from Board spouses. Thank you very much.

The latest ratings just crossed my computer screen before the Thanksgiving holiday. These are just market rankings. I have not received detailed daypart and demographic information. Last month we slipped back to our too familiar .6. However middays remained strong. This is our last rating of the election cycle.

Development:

The End of Year letter has gone out with a budgeted goal of \$32,000. As we all know, there was a sea change in the political climate on Election Day. The EOY letter tries to reflect that while maintaining a positive outlook. Here's what we said:

Dear,

We have been though a lot together, haven't we? Take a moment and look back at all the joyous times you've shared with WMNF. Take another second and just appreciate it. We do – every day. But we are entering historic and, potentially, challenging times.

WMNF has been there for you before, playing the best in independent, challenging and, yes, comforting music and speaking truth to power even if it means going places most public radio stations won't in pursuit of the real story. The Truth.

But, frankly, we can't say we've ever seen times like these. We face the uncertain future confidently, though, because we have friends like you.

Together we have stood strong through tumult and triumph for more than 37 years and we're not going to stop now! What we do here at WMNF with homegrown and handpicked music and news is possible only because you have supported us financially. We are asking for that financial support now. Your gift will be 100% tax-deductible.

Follow the money... it all leads back to you.

You allow us to work together to represent the best of the human spirit. Has there been a more important time than now to make sure there continues to be a place where the best of us has a chance to shine?

Please join WMNF in showing the world what your music, your news and your values are all about. Return this letter with your donation, call Membership Coordinator Gene Moore at 813-865-8264 or give online at wmnf.org.

Wishing you a peaceful holiday season.

Tuesday is International Giving Tuesday and we are participating. The word International is a tipoff that the competition is stiff for contributions on Giving Tuesday since thousands of non-profits worldwide are asking for contributions. Still, it is not an opportunity we can afford to pass on. This is not a full-blown drive day. Announcers are making four scripted asks an hour with staff taking the calls during business hours and the rest of the 24 hour campaign we are directing givers to pledge online. Our goal is \$5,000.

Programming

The Programming Committee has been hard at work looking at our schedule and proposing changes. These proposed changes were brought before an All Station meeting Thursday November 17. As always there was a lively discussion. These are proposed changes that Program Director Randy Wind has sent to the community for review and comment.

2017 - Tentative change in weekdays the final schedule will be finalized December 1

Monday – Thursday 1pm -2pm “Everybody’s Talking”

With the election a new urgency arises, and an opportunity for WMNF. There has never been anything like this; we approach uncharted waters. This program addresses this new world where so many are worried and everybody is talking. We need to look and sound like we are responding to this in a big way. Craig Kopp will be the host.

Craig is not looking to be the permanent host of a show. He wants to get the show started with a professional approach. He has ten years’ experience doing talk radio four hours a day. Because we have Craig, we can start this show now without spending money. Craig intention will be to feature the voices of those most affected by the new administration; and would actively use the show as a training for potential PA programmers who might possibly eventually take over the show. Eventually we hope to hire someone new to host the show.

Monday - Thursday 2-4pm It’s The Music

Monday –Thursday 4-6pm Traffic Jam

Tentative Saturday-Sunday re-shuffle (in bold where there is a change in time or program):

6-8pm Soulful Soiree

8-10pm CenFlo House Party

10-12 The Vibe (hip hop and dance).... with Jibri and Masani

12-3 Shutdown

3pm-6am House music

6-8am Classic Gospel

8-9am Righteous Temple
9-11am Urban Cafe
11am-1pm Sunday Forum
1-2pm Simcha
2-4pm Latin Jazz and Salsa
4-6pm Caribbean Cruise
6-8pm Colors of Jazz
8-9pm Poetry Is
9-11 pm Two Worlds
11pm-1am Musicians Wanted

Engineering

From Chief Engineer Dustin Hapli:

The first round of tower work has been completed. We now have to wait for several days until the newly installed foundation hardens. The west parking lot has reopened. We reinstalled the satellite dish Wednesday afternoon. The NPR Newscasts and all other programming has returned to normal.

The final round of construction is scheduled for December 6 – 12. That's when the new tower will be stacked and the old tower will be demolished. We will need to close the lot again during that time.

I'll send out another notice when the next round begins. Overflow parking will be available one block west next to Cool Gator.

I truly appreciate everyone's cooperation during this project. Things have gone smoothly thus far.

Community Relations:

We are poised to become part of an exciting national partnership with NPR to become part of its VuHaus online music video channel. Thanks to an upcoming contribution from BAAMO, we will have the first payment of our buy-in and will be uploading the best live performances from bands who have visited WMNF. We will also be able to sell underwriting and have underwriting sold for us through the partnership. This is a huge opportunity to raise WMNF's music profile on a national level.

APPENDIX B

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 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. (2-17-14) (8-17-15)

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. (8-17-15)