

**The Nathan B. Stubblefield Foundation, Inc.  
Board Meeting Minutes of February 20, 2017**



<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	T		Craig Kopp	P	
Michael Bagby	P		Kisha Linebaugh	P	
Ian DeBarry	P		Kurt Madsen	T	
John Francis	P		Stuart Mellish	P	
David Harbeitner	P		Pamela Robinson	P	
Joshua Holton	P		Letty Valdez		A
Laura Keane	P		Sandy Wismer	P	
			Randy Wind	P	

**T – Participated by Telephone**

1. Call to Order – Michael Bagby at 7:16 pm
2. Roll Call/Proxies/Attendance Review/Agenda Review –No attendance issues.
3. Audit Presentation – James Moore CPA team (Gainesville office) – WMNF achieved a “clean opinion” which indicates no issues or significant problems (kudos to Cindy & staff). James Moore CPA team went through the financial statement, the financial standards letter, and the 990; the 990 will be posted on wmnf.org by the next board meeting in March.
4. Visitor’s Comments – Nancy Johnson is attending at request of N&BDC. New staff members Max Andruze and Kerri Everlove White also attended to be introduced to board.
5. Nominations & Board Development Committee (N&BC) – Laura Keane – Committee report is included as Appendix B. Sandy made point that the interim replacement process needs to be fine-tuned; suggestion made to refer this issue to By Laws Committee. Motion: Send issue of fine-tuning interim selection process to By Laws Committee: Kisha/2<sup>nd</sup> Sandy. Passed by acclaim.

The Nominations and Board Development Committee made motion for Nancy Johnson to assume the seat being vacated by Laura Keane/2<sup>nd</sup>: Sandy. Passed by acclaim.

6. Review Last Month's Minutes – Laura Keane. Motion for approval of the regular January 2017 Board of Directors (BOD) Meeting Minutes. Motion: to approve: Stuart/Ian 2<sup>nd</sup> – passed; Dave and Kisha abstained.

7. General Manager Report – Craig Kopp: See Appendix A – Highlights:

\* \$279,445 in pledges from Winter Drive. Goal was \$245,000. First drive since 2008 with results over goal. Other community stations reporting similar trends.

\* Electronic billboard campaign underway to reinforce T-shirt message (“Alternative Music/No Alternative Facts”) with a big and unprecedented THANK YOU to our listeners – and a way to grab the attention of new listeners in the process.

\* Welcome Max Andruze who is our new Engineer and has already helped tremendously with equipment issues, building issues, HD issues; he started work the day before the Winter Drive. Multiple equipment issues are highlighted in GM report. May be able to get some help from Tower grant since much of this equipment is needed to maintain broadcast signal.

\* Underwriting and concert calendar revenues are more than halfway to yearly goal.

\* State and federal funding may well evaporate next fiscal year based on current political climate. We must remain mindful and vigilant. Craig wants to find replacement money if we lose governmental grant money; he does not want us to start cutting staff and programs since we are already very lean. Craig reinforced that no other regional media outlet is capable of doing what we're doing.

8. Finance and Audit Committee (F&AC) – Dave Harbeitner – Without Winter Drive results, we are currently \$43,000 above revenue projections and \$83,000 below projected expenses. After January meeting, a total of \$90,000 was withdrawn from our Parnassus account so that we have cash available for any immediate or unforeseen needs or opportunities. About \$250,000 remains in the Parnassus fund. F&AC reviewed and approved most of the equipment purchases in GM report. Decision was made not to put audit contract out for bid this year; instead, we have retained James Moore for two more years but will pursue the RFP process in 2019 to ensure we have awareness of current pricing, etc. There was discussion about how long an organization should maintain a relationship with a specific auditor. Finally, the F&AC has approved staff request to invest up to \$20,000 for pre-paid expenses (deposits) necessary to launch a first annual music cruise from Tampa in February of 2018. Idea is to keep the Tropical Heatwave brand alive in some fashion. Preliminary numbers have us booking 9 or 10 bands and selling 400 tickets with the potential for \$40,000 in profit from an investment that currently is estimated at \$60,000. Next meeting of F&AC will be at 6:00 on Monday, March 20, 2017 at the station.

9. By Laws Committee (BLC) – Letty Valdez – No meeting, no report.

10. Community Advisory Board (CAB) – Kisha Linebaugh – No report. Scheduling a First Quarter meeting this week and will begin to alert CAB members of date and time.

11. Long Range Plan (LRP) – Kurt Madsen – Date set for Board/Staff retreat is Saturday, April 22. Jerry Keelan facilitating. Still looking for locations.

12. Youth & Innovation (Y&IC) – Josh Holton – Musician friend is having a student showcase at Crowbar in April and Josh wants to create a partnership to draw attention to event and make those younger students aware of WMNF. Soliciting members for Y&IC.
13. Volunteer Committee (VC) – Ian DeBarry – Met on February 6, 2017. Have boxes of WMNF info cards. Need everyone to help hand out. VC wants to do WMNF ponchos that can be sold at events and might be highly prized on rainy days – plus, a poncho will get a lot more wear in Florida than a hoodie, nice as the hoodies are. Next VC meeting is scheduled for Monday, March 6 at 7:00 pm at the station.
14. Technology Committee (TC) – John Francis – TC is meeting on Wednesday, Feb 22 at station at 6:00 pm.
15. Diversity Committee (DivC) – Pam Robinson – DivC has done seven Black History Month promos. Cabot Cheese mac & cheese Open House attracted only two members of the DivC. Pam not sure what to do to get attention of committee and the larger WMNF community but she is determined to keep working on diversity and working to keep committee functional.
16. Development Committee (DC) – Kisha Linebaugh – Event on Friday, February 24 at Vintage Wine Sellers. \$25 for wine tasting. VWS has 22 RSVPs and hope to double last year’s attendance. Last year, got a lot of new listeners from event. Also, for personal reasons, Kisha needs to step down from leadership of DC. Wants to stay involved with committee but needs help. So far, leadership of DC remains undetermined.
17. Personnel Committee (PC) -- Lauren Adriaansen – No meeting, no report
18. President’s Report – Michael Bagby – Board involvement in Winter Drive was noticed and appreciated by volunteers and staff. MB ready to use Basecamp and wants to encourage everyone to use Basecamp. Template for Committee minutes are up. All board minutes are also posted. This is all working to get to a functional Consent Agenda process working. Laura Keane suggested BOD project be a series of outreach events offering training on “activism, protesting effectively, and counter-protesting.” Expertise of Laila and Lauren makes the current board uniquely qualified to share knowledge with greater Tampa Bay community. Talk/s could be videoed and used on social media. Participants could pass a hat for donations – and/or business sponsorships could be solicited. Board will discuss and see if something can come from this. Finally, MB complimented staff work during Winter Drive. Tremendous effort.
19. Executive Session (ES) – Michael Bagby. Board went into Executive Session at 9:24 pm for the purpose of discussing the “purchase of property or services where premature disclosure would compromise station’s best interests.” Motion to go into ES: Josh/2<sup>nd</sup> Stuart – passed by acclaim. Motion to leave ES at 9:45 pm: Sandy/Dave 2<sup>nd</sup>, passed by acclaim.
20. New Business – None

21. PALS Evaluation – Laila recorded.  
Participation: 8.5  
Accomplishments: 8.6  
Listening: 8.4  
Scheduling: 9.1

21. Next Meeting/Adjournment – Michael Bagby: The next Board meeting will be at 7:15 pm on Monday, March 20, 2017. Meeting was adjourned at 9:48 pm. Motion to adjourn: Laila/ 2<sup>nd</sup> Kisha – passed by acclaim.

By: (signed) Laura Keane, Secretary

Approved by the Board on: March 20, 2017

## APPENDIX A

### MANAGEMENT REPORT

February 2017

Prepared by: Craig Kopp, General Manager

#### **General Manager:**

I just received a report from Gene Moore in Development. As of today, our Winter Drive has \$279,444.97 pledges. Our goal was \$245,000. So it looks like we could go over goal by \$35,000. This is the first time WMNF has met or exceeded goal during the 7 days of a drive since 2008. We never saw red ink on the tally sheet throughout the entire drive and we never, as far as I can tell, dropped below \$10,000 ahead throughout the drive. Obviously, I have never seen anything like this in my time here.

There is, of course, an explanation for this. The election of the 45th President.

However, I do have to say that WMNF and its staff anticipated it with pitch training oriented to the change in the White House and marketing (specifically t-shirts) that spoke to the new world we live in. 75% of volunteer air staff participated in pitching training and it showed on the air. On a personal note, the new show “Executive Session” (anchored by yours truly) raised \$14000 on a four day goal of \$10000 – another example of being positioned to take advantage of the angst on the streets as we went into the drive.

I am anxious to see ratings for February – usually down because of a week or more of pitching. And, thanks to supporter Jeff Ledgerwood and Outfront Media, we are three days into a limited electronic billboard campaign thanking our listeners for our successful drive, but also furthering the message “Alternative Music, No Alternative Facts” in the marketplace. The limited campaign ending Friday will reach an estimated 800,000 people.

#### **Development:**

We all know the good news about the EOY campaign. Now it’s on to the Winter Drive in February. Good news there is we already have \$13,000 in match money and match money is a big goal for us this year. We can use that to drive listener giving during drives and we have set a high bar for bringing it in. That \$13,000 is about half of what I would like us to have for match money every drive.

We have set up 8 Pitch Training sessions for programmers. Attending Pitch training is a requirement for new and renewed programmers. Laura, Randy and myself will lead. It’s an effort to continue to streamline drives, centralize the messaging and – ultimately – make our drives more effective. It is obvious that people have had the heart to give us money in the past 3 months. We need to keep it going.

#### **Programming:**

Though we made limited programming changes at the end of January, they certainly seemed to bear fruit during the fund drive. Saturdays and Sundays (where most of the changes were made) did very well, making certain we did not slip into the red during the weekends. Most shows 6a to

6P made or exceeded goal. So the idea of breathing a little new life into the weekends proved successful.

**Engineering:**

Max Andruze, our new chief engineer, came on board the Tuesday before the drive. He was immediately faced with some technical issues outlined to you in our last board meeting. And, we had a couple of bouts of going off the air because of losing our link from the new STL to the transmitter. Makes has determined the STL microwave signal is not locking and we're going to have to have somebody climb the tower and re-aim it. This is most likely due to some settling of the tower after it was raised.

Also, the following are expenses we have to incur, as compiled for Cindy Reichard and me by Max. These prices have all been arrived at after receiving three bids:

Required parts break down

Gates Air HDE-200 HD Radio Exporter

\$6,996.50+shipping

(We require this to be able to bring HD2 back on the air.) NOT BUDGETED

VistaMax Analog I/O Card

\$1,982.71+shipping

(We currently do not have any backups on hand. This part controls the On Air audio which makes it a vital component.) BUDGETED REGULAR CONTINGENCY

UPS Replacement Batteries

\$2,075.80

(Current batteries are not charging anymore. May cause an interruption in power when switching to generator if not replaced.) NOT BUDGETED

Air conditioner Repairs

\$2,284.00

(The valves need replacing; our air conditioner can fail at any moment which would put all the equipment in danger.) BUDGETED CAPITAL EXPENSES

Water fountain

\$752.14+shipping

(OSHA worker safety regulations require that the employer provides potable safe drinking water in the workplace.) BUDGETED REGULAR CONTINGENCY

Estimate Grand Total: \$14,000.00

I have requested that Max order all of these essential parts because, as we discussed previously, we received the required three bids and they are operationally essential (HD channels have been off the air far too long).

However, our good fortune may still have some life. During the tower dedication, Commissioner Victor Crist asked me to send him a list of equipment we needs that is essential to continue

broadcasting. He is going to ask the county administrator to cover those pieces of equipment with the money we did not spend in the tower grant.

I have not heard back from Commissioner Crist yet but that would mean we would be reimbursed for the Exporter, the Analog I/O card and the UPS Replacement Battery.

**Development:**

Laura is happy to report that -- if all invoices were collected as of today (some outstanding through the summer), her spreadsheet of all contracts shows: \$74729.84

That's more than half way to the underwriting goal of \$129,000.

The Concert Calendar is at \$7100...fully collected except Skippers. That's on a goal of \$12000.

**APPENDIX B**  
**Nominations & Board Development Committee of WMNF 88.5 FM**

E-meeting for February 2017

**Attendance**

<b>Name</b>	<b>Committee Role</b>	<b>Station Affiliation</b>	<b>Present (P/A)</b>
Laura Keane	Chair	BOD	P
Craig Kopp	General Manager	BOD/WMNF	P
Ian DeBarry	Member	BOD	P
Pam Robinson	Member	BOD	P
Randy Wind	Member	BOD/PD	P

1. Call to Order – Chair calls for response by Sunday, February 12, 2017
2. Since Laura Keane, Director and Chair of this committee, is forced by personal circumstances to resign her position on the board, the board needs to tap a mid-term replacement. Past BOD President Nancy Johnson, who applied for service in 2016, is willing and able to step in and will also assume the duties of Secretary to the Board if elected.

The Nominating & Board Development Committee is nominating Nancy Johnson to fill the seat being vacated by Laura Keane, which expires in 2018. The NBSF should vote on this proposal at the next regularly scheduled meeting on February 20, 2017.

3. If the N&BDC agrees, and the BOD elects, Laura Keane will perform Secretary duties for February BOD meeting with Nancy Johnson in observance. Laura’s term will officially end at the beginning of the March BOD meeting at which Nancy will assume Secretary duties and Laura will help guide through first month, if the NBSF approves this nomination. The replacement term expires in November 2018.

Submitted by:  
Laura Keane  
Chair  
Nominations & Board Development