

**The Nathan B. Stubblefield Foundation, Inc.
Board Meeting Minutes
May 21, 2018**



<u>Board Member</u>	<u>P</u>	<u>A</u>	<u>Board Member</u>	<u>P</u>	<u>A</u>
David Harbeitner		X	Wayne Garcia	x	
Letty Valdez		X	Dwaine Terry		x
Craig Kopp	X		Sandy Wismer	X	
John Francis		X	Pamela Robinson		X
Bob Ingram	X		Lauren Adriaansen	X	
Nancy Cox-Johnson	X		Jamie Klapholz	X	
Carson Holton		X	Stuart Mellish	X	
Michael Bagby	x				

T – Participated by Telephone

<u>Agenda Item</u>	<u>Lead</u>	<u>Time</u>
Call to Order	Lauren Adriaansen	7:21
Roll Call / Proxies	Michael Bagby	7:22
Sandy's has Letty's proxy, Lauren has John's Proxy		
Agenda review	Lauren Adriaansen	7:23
Acceptance of items on Consent Agenda	Lauren Adriaansen	7:23
Motion: Wayne		
Second: Stuart		
Passed by acclaim		
Committee Update from Personnel - see BOD Basecamp/2018 May/Committee Minutes for BOD		
Review/Approve Last Month's Minutes	Michael Bagby	7:23
Visitor's Comments	Lauren Adriaansen	7:24
Visitor: Simon Fiere		
Simon: What % of listeners do not donate?		
Craig: appx. 90%		
Simon: Rob Lorei called me a "Radio Welfare Recipient" for not donating.		
Rob was purposely mocking me via emails for asking about Amiri Baraka, a known Anti-Semite.		
Volunteer Committee	Katarina Lauver (on phone)	7:29
Reported on the All Station Meeting (minutes included in Board Minutes)		
June 11 is the next Volunteer Committee meeting. We want to move our meeting from Monday to Tuesday.		
President's Report	Lauren Adriaansen	7:43
BOD Development event		
Cindy - Redo Conflict of interest signatures due to change of people on board		
Lori Karpay (on phone) – Development – BOD Development event – She is gathering silent auction items.		

Lori wrote a conversational script for people asking establishments in gathering items for the silent auction.

Lori secured a vintage online store gift certificate.

Idea: Musicians willing to play at your house.

Each board member needs to come in with THREE donated items. You can be creative.

We will be taking items all the way up to first week of August. Let vendors know they WILL be spotlighted for the event. Emphasize Home Grown Heroes angle.

Try to stick with local independent establishments.

Keep track of who has contacted what vendor so we don't DOUBLE up on them.

Set up an Excel spreadsheet on Basecamp to avoid this. However, we can't have NON-board members on Basecamp.

Lori and Laila need to be removed from Board of Directors Basecamp and emails.

Encourage people NOW to start working on collecting items for the board fund raising event.

Bob: We need to sign up for the following categories:

Venue: John (board approval is needed to secure the venue in Gulfport)

Media Strategy: (how are we going to get the message out) – someone needs to step up for this role – Wayne offered.

Auction: Lori

Event Planning: Nancy – we need the money budgeted – we have specific items we are currently negotiating

Messaging: Jamie – online message for Homegrown Heroes

The board needs approval for the following: *“On behalf of the board spend **this amount of unbudgeted dollars** for this event...”*

The event is August 19 2-6 pm – Buffet-style or Food Trucks

Cash bar that the Gulfport Casino runs

Contract - Deposit of \$500 at signing, \$1417 total rental price

We have the option to sell entire TABLES not just individual TICKETS.

We need an insurance rider and find out how much it is before we approve it.

Linda Reisinger will find out about the insurance rider cost.

Draft budget is in the works.

Goal: 200 people at \$35 a head.

They have a sound engineer on site.

Band – one hour and forty-five minutes of playing.

Next two weeks we need to nail this down.

Jamie – come ready to June meeting with three items for the auction.

Vote on budget via email in the next two weeks.

General Manager Report

Craig Kopp

8:09

Cruise Review: Received a check from AAA 59K plus which means our net loss was \$2,639.60

We are considering a Cuba Cruise next - Royal Caribbean out of Tampa to Cuba.

Include this in 2019 Budget.

Non-Comm Convention – many stations facing the same issues. Music is being played for younger audiences but still does not draw many.

Most stations do NOT promote but most do have professionally paid DJs.

The only stations that have actually reached a younger audience did a 100% reboot of everything they did.

Most do events but nothing all that special. According to Fred Jacobs – radio is still the “IT” medium. Millennials still listen to the radio especially in their cars. Our APP needs to be part of the digital dashboard. We will soon be using “https” which is a secure feed.

We need an “Alexa play WMNF” app. The SMART SPEAKER is growing faster than anything else.

The Smart Speaker is the New Radio. WXPB – Development Director – She said, “No stations have major donors above the thousand dollar level except one. WNYC has donors at the 5-10 K level.”

WXPB requires their DJs to do “an ask” of \$1500 every single broadcast hour. Data mining is possible but intrusive.

When you have friends that you have taken care of with conversations... it provides fertile soil of possibilities.

People begin thinking about a legacy gift when they start having children.

Ratings did tick back up to .5 and our audience is somewhat skewing downward in age.

Our summer drive is coming up. 30K in the door – 12K available for challenge money.

We have to split up our challenges for single shows.
 Billboard campaign will launch after the drive – three months – two weeks on and two weeks off – six weeks total.
 Competing bids were equal but “eyeballs promised” was different.
 The Billboard CAMPAIGN THEME: WMNF is the last real local radio station in Tampa Bay.
 The programmers will know about it and will probably be complaining about the number of reads.
 We must tell them who we are and what we do. These on-air reads will stretch over three months AFTER the drive.
 Trouble Reports has changed to an icon on the desktop with an electronic ticketing system.
 The proposed “Digital Dashboard” is a replication of one’s Smart Phone.

Finance Committee Report (Minutes attached to these board minutes)	Sandy Wismer	8:38
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Compare Capital Budget to Actual Capital Budget and see how well we are matching up.
 The committee moves for management to spend up to \$5100 dollars to replace AC at transmitter site based on bids received.
 Approved by acclaim

Bylaws Committee Report	Jamie Klapholz	8:43
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Second Reading for proposed amendments to general policies document.
 Bylaw updates are attached to this document with corresponding numbers.
 #2
 Approved by acclaim
 #3
 Approved by acclaim
 #4
 Approved by acclaim
 #5
 Approved by acclaim
 #6
 Approved by acclaim

Long Range Plan Committee	Stuart Mellish	8:48
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Three Areas
 REVENUE: Responsibility of the GM and staff
 DIVERSITY: Diversity Committee included as joint meeting – Wayne: How do we “Operationalize Diversity”
 MARKETING: Craig

Nominating Committee	Stuart Mellish	9:51
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Two Vacancies - These interviews are for Lori’s and Laila’s vacated seats.
 Get them here in June: Three people – Gus Larussa (volunteer and previously has interviewed for the board), and two under thirty women in the music business
 Resumes are on Basecamp now.
 There is only one vacancy in November.

Technology Committee Report	John Francis	8:54
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Committee didn’t meet – Tech Audit is coming up

Development Committee Report	John Francis	8:55
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Upcoming event: Prost in Lutz Katarina DJ-ing
 Michael was “outreach DJ-ing” in downtown Dunedin for the Taste of Dunedin

Executive Session*	Lauren Adriaansen	8:56
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Motion: Lauren

Second: Jamie
Passed by acclaim

Executive Session entered for Personnel Reasons

Attendance Review Michael Bagby 9:06

(PALS: Participation, Accomplishments,
Listening and Scheduling) Lauren Adriaansen 9:07

(average # in parenthesis)

P: 88888889 (8.1)

A: 88888878 (7.8)

L: 98889898 (8.3)

S: 9 9 10 9 10 8 10 10 10 (9.4)

Next Meeting: Monday, June 18, 2018 Lauren Adriaansen 9:08

Adjournment Lauren Adriaansen 9:11

Motion: Bob

Second: Stuart

Passed by acclaim

By: _____
Michael Bagby, Secretary

Approved by the Board on: _____

MANAGEMENT REPORT

May 2018

Prepared by: Craig Kopp, General Manager

General Manager

I write this in a hotel room in Philadelphia before the last full day of the Non Comm at WXPB.

I should first point out that it's quite the pleasure to see and hear WMNF's unique presence at this annual non-commercial radio station conference. Whether it's was JoEllen Schilke showing her social media expertise on a listener engagement panel or watching Randy Wind in conversation with other program directors from around the country, it is clear that WMNF – though unique among this gathering of unique stations – is right there in the mix of what's happening in non-commercial radio today. Also here to glean as much information from other stations as possible are Linda Reisinger and Laura Keane.

One thing is certain. We are all battling the two-headed monster of trying to cultivate younger listeners while satisfying our aging but loyal and generous core audience. I haven't heard a magic bullet yet but there is comfort in knowing that WMNF has much of the current strategy in hand if not totally in process and is headed in the right direction.

We've learned so far this week that the radio is still the most listened to form of audio communication and that most of that listening is done in cars. If you've heard me speak at all you know that's my mantra. But we also learned that we need to have our app positioned to become a part of listeners' digital dashboard when that becomes a useful reality – which, by the way, is a long way off at this point. But WMNF has been making the right moves digitally to make that happen. Ditto for optimizing our stream so we can get in on the trend to smart speakers – Alexa and the like.

Still to come at the Non Comm today – fundraising ideas, community radio roundtables and – I will have to admit – a killer lineup of music this afternoon and tonight.

On to some other news. Our April ratings came in this week and we see an uptick. This is good news after two down ratings books. But it isn't great news. Our time spent listening is up to one hour 45 minutes, but still down from last year's highs of 3 hours.

Our demographics have seen a significant shift. 44% of our audience is now 35-54. 41% is 55 and older. That's a massive swing and it is still too soon to call that a trend but it's something to really keep an eye on. If it is a trend, my first reaction is that it is a good one.

One other thing about this ratings book. The biggest sag comes in middays – 9a to 2p. The news may just be wearing people out right now. There is also a continued fall off in evening listening. That may be the result of exactly the opposite. People tuning us out and tuning cable news in. However, that's a purely speculative assessment.

WMNF's Volunteer Committee held an All Station Meeting on May 8th. It was well attended. Presentations were made by myself, Cindy Reichard, Randy Wind, JoEllen Schilke and David Harbeitner. Updates were delivered on Finances, upcoming Board events, the Tropical Heatwave cruise and VuHaus, among other things.

Programming

Programmer evaluations are ongoing. Soon Randy Wind will be using a grading system to put some data points to his evaluations on such things as breaks, music mix and the like. Randy is also trying something new for our Summer Fund Drive. He is giving programmers the opportunity to set their own goals. We still have to hit that \$220,000 dollar mark but the idea is to give programmers the opportunity to have a say in their fundraising goals. Some of taken advantage of the opportunity. Some have not. Some have increased their goals. Some

have lowered them. We'll see if it has an effect on attitude and motivation.

Development

As I mentioned, we've got our Summer Fund Drive coming up during the first full week in June. Development reports that we have over \$30,000 in the door already, about \$12,000 of that will be available for challenge money. Don't forget to volunteer for taking pledges or whatever it is you do best during a fund drive. It's all hand on deck time, again.

Marketing and Outreach

We have received bids from the two billboard companies that serve the Tampa Bay area and are about to make a decision for a summer long billboard campaign. The bids are pretty much the same. It's deciding which really provides the most eyeballs. Marketing has been working closely with management as we shape our message, which is going to be centered around WMNF as the last real local radio station in Tampa Bay. We are. And people ought to know that.

Engineering

Max Anduze reports that the Tech Audit is nearly finished. In the meantime, we are dealing with several issues, including a coolant leak in the air conditioning unit at the transmitter. We are getting bids on that repair. We also need to get a new server to house QuickBooks securely. And, finally, after researching what's out there at the National Association of Broadcasters meeting, Max is now collecting bids on a new automation system.

PROPOSAL I

Bylaws, Article Three, section 3(d)

ADOPTED MARCH 19, 2018

EXISTING:

(d) The Secretary shall insure that proper notice of all meetings is given; shall be responsible for keeping and maintaining the corporate minutes, records, reports and other non-financial documents pertaining to the affairs of the corporation; and shall publish all minutes in a timely fashion. Draft Board of Directors meeting minutes shall be distributed no later than 14 days following the board meeting. All business related hand- outs and/or committee reports shall be included as part of the minutes (handouts from visitors may be omitted). Corrected, finalized minutes shall be distributed no later than 7 days after the meeting where the minutes were approved. Business handouts/committee reports shall be made part of the minutes. Signed and executed minutes including handouts/committee reports shall be provided to the station for the permanent record.

PROPOSED CHANGE:

(d) The Secretary shall insure that proper notice of all meetings is given; shall be responsible for keeping and maintaining the corporate minutes, records, reports and other non-financial documents pertaining to the affairs of the corporation; and shall publish all minutes in a timely fashion. Draft Board of Directors meeting minutes shall be distributed no later than 10 days following the board meeting. All business related hand- outs and/or committee reports shall be included as part of the minutes (handouts from visitors may be omitted). Corrected, finalized minutes shall be distributed no later than 7 days after the meeting where the minutes were approved. Business handouts/committee reports shall be made part of the minutes. Signed and executed minutes including handouts/committee reports shall be provided to the station for the permanent record.

PROPOSAL II

General Policies Document, section 1.1.2

APPROVED AT FIRST READING MARCH 19, 2018

EXISTING:

1.1.2 Consent Agenda – Procedure

- a. The President will notify the Board and distribute the consent agenda at least 4 days prior to the next scheduled Board meeting.
- b. Any item on the consent agenda that does not receive unanimous consent shall be removed from the consent agenda.

Committee Reports made to the Board shall be in writing, delivered orally, and shall be included

in the official minutes of the meetings of the Nathan B. Stubblefield Foundation Inc. (NBSF). (6-15-87)

PROPOSED CHANGE:

1.1.2 Consent Agenda – Procedure

- a. The President will notify the Board and distribute the consent agenda at least 4 days prior to the next scheduled Board meeting.
- b. A Committee Report may be included in the consent agenda or delivered orally at the Board meeting. Committee Reports shall be included in the official Board meeting minutes.
- c. Any item on the consent agenda that does not receive unanimous consent shall be removed from the consent agenda.

PROPOSAL III

General Policies Document, section 1.1.3

APPROVED AT FIRST READING MARCH 19, 2018

EXISTING:

- 1.1.3 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 General 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 General Manager or his or her designee. All approved minutes of the NBSF Board of Directors’ meetings 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 Directors’ meeting minutes can be obtained by contacting the station at the business address. (6-20-11) (9-21-15)

PROPOSED CHANGE:

- 1.1.3 The draft NBSF Board of Directors meeting minutes shall be posted on the “Volunteer Info Board” at the station no later than 10 days after the meeting of the Board. The General 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 General Manager or his or her designee. All approved minutes of the NBSF Board of Directors’ meetings 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 Directors' meeting minutes can be obtained by contacting the station at the business address. (6-20-11) (9-21-15)

PROPOSAL IV

General Policies Document, section 2.6

APPROVED AT FIRST READING MARCH 19, 2018

EXISTING:

2.6 Diversity Committee

PROPOSED CHANGE:

2.6 Diversity Committee – Guides development and implementation of efforts to increase diversity and inclusion at WMNF.

PROPOSAL V

General Policies Document, section 2.7

APPROVED AT FIRST READING MARCH 19, 2018

(with friendly amendment shown below)

EXISTING:

2.7 Long Range Planning Committee

PROPOSED CHANGE:

2.7 Long Range Planning (LRP) Committee – Guides the Board to determine the direction and scope of WMNF over the long term. Through a process called strategic planning, the LRP Committee helps WMNF achieve its long term vision.

PROPOSAL VI

General Policies Document, section 2.8 (new section)

APPROVED AT FIRST READING MARCH 19, 2018

(with friendly amendment shown below)

PROPOSED NEW SECTION:

2.8 Technology Committee – Oversees the Board's use of technology to carry out its responsibilities. Provides oversight for long-term station strategic technological investments.

**WMNF
All Station Meeting
May 8, 2018
Minutes**

Volunteer Committee Members

Katarina Lauver – Chair
Gabrielle Ayala
Michael KTUF Bagby
Rob Fitzgerald

Programmers

Ariel Arnold
Nancy Creedon
Ian DeBarry
Ed Greene

Kathy Roberto
Pamela Robinson
Blannie Whelan
Staff Members
Craig Kopp – Manager
Max Anduze
Flee
Justin Garcia
Cindy Reichard
JoEllen Schilke
Laura Taylor
Randy Wind
Board Members
Lauren Adriaansen
Carson Holton
Jamie Klapholz

Ira Hankin
Mark Hardt
Scott Imrich
Stuart Mellish
Bill Roberto
Wayne Taglte
Sharon Taglte

Meeting called to order: 7 pm

State of the Station Report: Craig Kopp stated we are in pretty good shape. Contributions have been good; ahead of goals. We have had tech failures this last year due to old equipment. We need a “tech audit,” unfortunately, records have not been kept. The generous gift of \$10,000 by Chris Merkle is being considered with the option of being the start of an endowment. The cruise was not a money maker. We were 10 cabins short of breaking even. Reverend Billy was the glue that held musicians together. Outside guests really wanted to join our group! Tentative plans for next years cruise could be Cuba.

We have seen a 2 month slide in ratings. Down 2/3rds. We have a problem growing our audience. #1 audience age is 35-44, listening 6am-6pm. Do 25-65 year olds know we exist? We will have a summer billboard campaign. WMNF is the last of real radio. Growing our listening audience is of paramount importance.

Randy Wind reported: For the summer fund drive Programmers will set their own goal. Cruise cost \$70,800, we brought in \$68,200. We had 8 bands. Other cruise patrons wanted to attend. We made \$10,000 on the Record Sale!

Cindy Reichard: Introduced and welcomed our new employee ~ Justin Garcia

WMNF had a clean audit. Net surplus \$200,000. We paid the mortgage down \$55,000. Mortgage is now \$251,893. Budget presentation to the Volunteer Committee is

Page 2.

scheduled for August 6, 2019. All Station presentation is first part of September. We are in a good, solid cash position.

Max Anduze: Thanked everyone for being flexible during the system problems. New electronic ticket system is coming. We are in the midst of a tech audit. 75% complete. Equipment is old.

JoEllen Schilke: Summer fund drive begins May 30. We are live on VuHaus right now. Live streaming is part of the new budget. VuHaus.com We need to expand “social media” to promote the station. We are the only station in the Southeast with VuHaus.

David Harbeitner

Board concerns:

- ~We need to maintain equipment, not just repair.
- ~Investment in staff – attend classes
- ~ Development – Legacy Giving program
- ~ Plan more Committee events
- ~ Board planning session: August 19, 2019, 2-6 pm
- ~ Celebrate “homegrown” heroes

Stuart Mellish: Reported Board is working on the Long Range Plan. Determining strategic direction. Goal in 10 years: double membership; grow revenue by 15%; create a Diversity scorecard; increase community awareness.

Meeting adjourned: 8:20pm

Next meeting: June 11, 2019 at 6:30 pm