

The Nathan B. Stubblefield Foundation, Inc.
 Board Meeting Minutes
 Date: June 17, 2019



<u>Board Member</u>	<u>P</u>	<u>A</u>	<u>Board Member</u>	<u>P</u>	<u>A</u>
David Harbeitner	P		Dotty Stewart	P	
Letty Valdez	P		Dwaine Terry	P	
Cindy Reichard	P		Sandy Wismer	P	
Katarina Lauver	p		Pamela Robinson		A
Bob Ingham	P		Lauren Adriaansen	P	
Nancy Cox-Johnson	P		Stuart Mellish	P	
Carson Holton	P		Jack Timmel	P	
Will Greaves	P				

T – Participated by Telephone

<u>Agenda Item</u>	<u>Lead</u>	<u>Time</u>
• Call to Order	David Harbeitner	7:21
• Roll Call / Proxies	Katarina Lauver	7:22
• Agenda review	David Harbeitner	7:23
• Acceptance of items on Consent Agenda	David Harbeitner	7:23
○ Committee Updates:		
▪ No meeting held: Diversity, Technology		
• Visitor's Comments	David Harbeitner	7:24
○ Visitors: Randy Wind, staff; Justin Garcia, Staff.		
▪ Justin shared concerns regarding the show Third Opinion. First episode was antithetical to WMNF Mission, Vision, Values. Hosts spoke of BDS, Iran nuclear capabilities, and threat to Israel and US, they mentioned that Women’s March leaders are worse than David Duke, BLM are big-ots because they support BDS. The show took away an hour of African American programming to slander BLM. The discussed Governor DeSantis trip to Israel as a positive development when it was a violation of Sunshine Laws. We are in danger of losing listeners and support if we allow this to go over our airwaves. What are the accountability measures? Rob should explain how he will address this. Nancy – at the staff meeting we asked for the show to be postponed. Carson – programming committee also advised against it. Jack – one of the hosts said in press that they will not take any sort of pushback. Dave – we will talk about this during the GM update.		
• Review/Approve Last Month's Minutes	Katarina Lauver	7:34
○ Minutes unanimously approved		

- General Manager Report

Cindy Reichard

7:35

- Program changes took place this week. Overall the changes went smoothly. Cindy previewed 4 of the new music shows this week. Likes what she heard. Lots of good talent and some freshness in the air. Cindy sent emails to all new hosts welcoming them aboard.
- Fund Drive starts Thursday 06/20. Please volunteer, the goal is \$220,000. Board members are required to volunteer 2 hours per drive. We have \$23,000 in pre-pledges, \$6,000 for challenge money. We have a new T-shirt design for the Fund Drive featuring 40 Years Radio Active tag line.
- Laura Taylor and Cindy took Pat Kemp to lunch to thank for help with HC Sound Board Grant. Too late for another grant this year but will look into it for next year.
- Sound boards will be delivered on 07/15/19 the project will take until end of Sept to complete. Paid \$40,000 down payment and will need to pay another \$88,000 before boards are delivered. Trying to get a signed Grant Agreement from Hillsborough County.
- We had 8 WMNF attendees at the Sydney & Thalia Potter Civic Award honoring Gary & Jane Gibbons. Nice event, WMNF was listed in the Program and was mentioned during the awards.
- Cindy met with Patrick Yack of Florida Public Media and they discussed lack of WMNF participation, we are a member. Most meetings are done by phone or at WEDU. Cindy assured him that we will participate in the future. Cindy mentioned that we are working on a PECO grant for \$43k - reimbursement grant for security measures. For 2019 we asked for HVAC reimbursement but Yack suggested we should have done more security. Next year we should do that.
- Juneteenth 06/18/19 will be a great event, bring a dish to share. League of Women Voters will be here to register voters.
- Within 2 weeks Ron Fisher Estate donation of \$55,000 will be deposited in general operating account.
- DT training programmers. Budget is due tomorrow. Board installation plan is in place. Interviewed potential engineer from DC who wants to relocate back to the area. We will see him again after the fund drive. Servicing complete on UPC and condenser. Randy is working with new programmers and is conducting pitch drives, show goals and pitch partners. Randy is now in charge of logs, going well.
- Rob met with hosts of Third Opinion. Dave – talked to Rob – it was a taped broadcast – five issues identified by Rob – inaccuracies around BDS, Dershowitz quotes, BDS was used during the civil rights movement, Iran – quote from Lieberman was not substantiated, concerns about Women’s March – Sarsour met with rabbis regarding her stance on BDS. BDS was not an implement of women’s march. Third Opinion hosts’ statements regarding BLM’s anti-Semitism were suspect. Calls were coming in, but not answered. Emails came in – a couple of pro, a couple against the on air content. Per Rob, these are coachable moments and the hosts have stated that they will conduct the show according to Mission, Vision and Values. Per Rob, the show was a representation of mass media (Fox) not an independent viewpoint. Rob will restart Public Affairs Programming Committee to ensure MVV are at core of our PA programming. Rob will give hosts about a month to come around and do the show correctly. They will have to substantiate all claims. Lauren – will Rob address this publicly? It should come from his personal email account; he should own it. Cindy – month is too long. Carson – this is strike two, pilot is a strike one. Lauren – no explanation about why this show was put on air? Needs to be addressed quickly. Sandy – Rob and Randy said that they should not upset the Jewish community. Randy – Rob was shell shocked that he was called an anti-Semite. Cindy – pressure is not the reason to put on a show. Lauren – the staff (Rob) needs to handle this. Dave – immediate reaction from Rob on social media, length of time that this show will be able to air. Letty – we need to have an understanding of why some of the things are happening and the Staff decision making process. Bob – how did this show get put on air if it didn’t go through the regular process. The interim GM did not want it on air. It was not in the spirit of the process. Dave – next week’s show is not going to be a good measure (fund drive) of what the show is.
- Justin has been reviving old news stories and working on the website appeal. 27 international journalists toured on the station. Dave – DT just implemented a shared staff calendar. Questions about upcoming visits to the station can be asked in advance. Executive Session ended, no major complaints. Rob received an award from Toastmasters of TB. Allegiance project on track. PECO Grant submitted. First Pub Crawl was a success. Staff evaluations are complete. There is a lot of energy and fresh ideas.

- Fund Drive: Special fund drive tiles for 40-year anniversary. New t-shirt. Pitch training has been underway.
 - Planned Giving Event is coming up in July. 450 invited 30-35 people should be in attendance for the event. Focus on Pinellas, Manatee, Sarasota Counties. Circle of Friends Appreciation Party is coming up as well.
 - Cindy attended HR seminar with a speaker from Tech Data. The theme was White Males and Diversity. Sensitivity training for WMNF staff will be mandatory.
 - Chris Braunagel was hired to help with GM search. New bookkeeper will be hired soon.
 - Sandy - Has the Development Committee seen demonstration of Allegiance? It's important that we use the software to its capacity. Justin – We have received training. Allegiance automatically finds the new credit card number when it's lost.
 - Dave – staff is looking at reinvigorating Heat Wave in 2020. Needs \$20,000 from 2019 budget to cover possible expenses that may come up related to the event before the end of 2019. Randy's idea is to have 25 bands at Cuban, Ritz and Crowbar. Reinvigorated Heatwave would be part of 40-year anniversary celebration. Randy put together a budget based on prior years from Heatwave. Less bands than prior Heatwaves – 25 bands, when we used to have 91. Carson – the advertising budget of \$2,000 seems low; we should double it. Stu – promote outside of Tampa, Randy - get bands to promote to out of towners. Cindy – we had \$8k in sponsorship for the last Tropical Heatwave, \$14,000 seems ambitious. Letty – this was not thought out, why was it not included in the budget? Dave – do we conceptually support Tropical Heatwave in 2020, do we authorize \$20,000 spending now? Lauren – proposes that we wait a month and wait for staff to come up with a more detailed plan. Dave – Motion: Board approves that the Tropical Heatwave be considered for 2020, Sandy – amendment to motion – Tropical Heatwave to be included in special events budget for 2020. Motion passes 8:49 pm.
 - Cindy went over the CPB Requirements – Communication Act Compliance Highlights
 - Open meetings and notices of meetings
 - Community Advisory Board should meet at regular intervals, post minutes
 - EEO regulation – statistical report for CPB has to be accessible, certify job openings
 - Cannot sell donor list, cannot use CPB funds for lobbying purposes
- President's Report David Harbeitner 8:55
 - Motion to remove Craig Kopp as GM from all bank accounts, credit cards, while retaining all other signers as they are presently. Signatories should be as follows: Operating Account at Bank of Tampa – Rob, Sean, Laura, Dave, Sandy. Investment Accounts – Rob, Dave, Sandy. Dave motions, Will seconds, no discussion. Motion passes at 8:59 pm.
 - Silent auction items for 40 Birthday Concert/Party – the Board is assisting Julie. Board members need a copy of introduction letter for soliciting of Silent Auction Gifts – Cindy will take on as a to-do to Julie. All silent auction items should be in by mid-August
 - Wine Pull at 40th Birthday Celebration – Dave will organize
 - Community Advisory Board Nancy Cox-Johnson 9:01
 - Make CAB part of our efforts for Inclusion and Diversification
 - Add a suggestion box for Diversity and inclusion ideas to WMNF website
 - Nancy approached Rob Lorei who provided list of 8 organizations that could become part of CAB to provide feedback regarding our programming
 - End of August next CAB meeting
 - Diversity and Inclusion next steps David Harbeitner 9:10
 - Working group – Pamela and DT, possibly Diversity committee members. DT will chair.
 - Small team 5-10 people – steering committee to identify work and then reach into community to find people who will do the work
 - Need to come up with a problem statement

- Involve board, staff, programmers, and listeners
- Finance Committee Report Sandy Wismer 9:15
 - Net Income is favorable to budget by \$109K
 - Operating revenue favorable by \$9K (excluding unrealized loss on Investments)
 - Operating Expenses are favorable to budget by \$78K (this excludes non-operating expense of \$31K favorable variance related to Interest expense) Total Net expenses favorable over budget 78K+31K=109K
 - Investment Income is unfavorable to budget by \$8K (unrealized)
 - Adjusted Net income is favorable to budget by \$86K (\$109+8-31)
 - Significant variances for Operating Revenue include:
 - Membership (All) \$18K unfavorable
 - Development \$8K favorable (includes \$7K car donations)
 - Special Events \$28K favorable
 - Record Sale \$2K favorable
 - Underwriting \$10K unfavorable (\$5K is VuHaus)
 - Significant variance for Operating Expenses (excluding interest) include:
 - Favorable: Insurance \$10K – timing- expected to reverse, Legal \$1K, Office Expense \$2K (timing), Postage \$5K (timing) expected to reverse, Program Acquisition \$22K (timing)- expected to reverse, R&M \$7K, Salaries \$39K Due to reduction in staff and adjusting vacation accrual, Broadcast Supplies \$14K (Estimating \$4K to spent on wiring for studios)
 - Unfavorable: Advertising \$1K NuVoodoo & Vuhaus, Engineering Contract Labor \$6K Max Back up and Mark, Premiums \$2K timing will reverse, Grant Expense \$29K – Timing only
- Volunteer Committee Report Katarina Lauver 9:20
 - Comments from community: Controversial show “3rd Opinion” will air on Sundays, 12-1 pm. The show will be recorded ahead of time for most broadcasts and will not have call-ins.
 - Overview of WMNF Style Statement: discussion and reminders about our Style Statement, Mission, Vision and Values.
 - 2020 Budget Items: Discussion regarding the Production/Ops Assistant. Currently that position is held by a volunteer. The feeling is that part-time position should be paid. A consensus was reached that the volunteer should approach DT directly about a part-time position.
 - Mural: A written justification for mural funding was presented to Cindy Reichard. A Mural Committee will be created so that discussion of what should be on the mural; how to involve volunteers; fundraising ideas were discussed; some volunteers wanted to request billboard monies, already in the budget, have not been spent and could be used toward the mural so that it can be painted in 2019. The chair advised that this is not a feasible idea considering current capital budget projects and staff shortage.
 - Volunteer Committee will be assisting with 40th Birthday Bash decorations and silent auction. Idea was floated to source and assist with a photo booth. We will also be assisting with Juneteenth Celebration June 18, 6-9 pm. Pamela needs help with directing parking, hospitality. There will be a Poetry Slam and free style hip-hop in the live studio from 7-8:30pm. Diversity Committee needs help setting up and breaking down. Board members encouraged to attend and help.
 - The Volunteer Committee would like to have input on t-shirt design in the future.
- Development Committee Report Stuart Mellish 9:25
 - Pub Crawl was a success
 - Working on Development Program for 2020, COF will be the focus
 - How can we better market and promote WMNF membership, working on special events
 - Need for better outreach gear – will be added to the 2020 budget
 - Working on jazzing up premiums for fund drives
 - Wine tasting July 19th at Vintage Wine Cellars

- Long Range Planning Committee Report Stuart Mellish 9:30
 - Hold meetings over 08/14 and 09/25 at 6-8:30 pm candid evaluation of current state of LRP
 - Brainstorm big ideas for next 3-4 years so that we can discuss them at the retreat

- Bylaws Committee Report Letty Valdes 9:35
 - Motion to approve change in Bylaws to address board terms as follows:
 - 6. TERMS. Except as set forth in paragraph 5, with respect to the staff Director, Directors shall serve for staggered terms of two years (regular full term). A Director may serve for successive terms, not to exceed three regular full terms. Upon serving three consecutive regular full terms, a person is not again eligible to serve on the Board until two years have elapsed since the end of that person's last term as a Director.

Notwithstanding the foregoing, a Director elected to fill a vacant seat (i.e., not elected for a regular full term of office) shall finish their predecessor's term of office before themselves becoming eligible for election to a regular full term.

 - a) A Director elected during the 1st year of their predecessor's term shall then be eligible to serve successive regular full terms, not to exceed two regular full terms.
 - b) A Director elected during the 2nd year of their predecessor's term shall be eligible to serve successive full terms, not to exceed three regular full terms."

Directors shall hold seats until their successors have been duly elected and qualified, or until they leave the Board pursuant to paragraphs 7, 8, or 9 of this Article. The Board, by majority vote, shall designate approximately half of the seats as seats to be filled in odd years, and approximately the other half as seats to be filled in even years. Elections shall occur in October of each year, and terms of office shall begin on the first Wednesday of November.

 - Motion passes at 9:39 pm
 - Nominating committee to take the lead on identifying how the change effects current board members

- Nominating Committee Report Bob Ingham 9:40
 - Five applications
 - Nominating committee will be meeting with all applicants and will bring finalists to the board

- Personnel Committee Report Lauren Adriaansen 9:45
 - GM Search Committee:
 - Adds will run this week open until 07/14
 - Goal: have candidates at the September meeting but there may be a need for a special Board meeting
 - Survey Results: Lauren will put on Basecamp for Board review
 - Review of staff salary and ranges will be reviewed in two weeks to be in keeping with our policies and procedures

- Executive Session David Harbeitner 9:50
 - Personnel matter; Motion made by Lauren, Seconded by Sandy
 - Motion to end Jack, Seconded by Will 10:00

- Attendance Review Katarina Lauer 10:00
 - All in good standing
 - Dave asked Katarina to Review Pam's attendance and let her know when 3rd absence falls off

- PALS: Lauren Adriaansen 10:01

(Participation, Accomplishments, Listening and Scheduling)

- P: 889889888888787-8
- A: 887778779888877-7.6
- L: 998988887898888-8.2
- S: 1089109101099109101010-9.5

- Next Meeting David Harbeitner 10:04
 - July 15th 2019

- Adjournment David Harbeitner 10:05

THE BOARD'S ROLE

Governs the NBSF, which protects the FCC license, building and equipment, goodwill; employs staff. Establishes the mission of WMNF. Responsible for strategic planning. Establishes prudent financial policies, annual budget, annual audit, conducts planning retreats, approves personnel policies, style statements and programming policies. Participates in fund-raising functions of WMNF; approves non-budgeted expenditures over \$2,000.00.

*We go into Executive Session only when proper criteria concerning purpose are met or to review/approve the previous month's Executive Session minutes.

By: _____
Katarina Lauver, Secretary

Approved by the Board on: _____