

**The Nathan B. Stubblefield Foundation, Inc.**  
**Board Meeting Minutes**  
**Date: July 15, 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 Valdes	P		Dwaine Terry	p	
Cindy Reichard	P		Sandy Wismer	P	
Katarina Lauver	P		Pamela Robinson	P	
Bob Ingham	P		Lauren Adriaansen	P	
Nancy Cox-Johnson	P		Stuart Mellish		A
Carson Holton	P		Jack Timmel	T	
Will Greaves	P				

**T – Participated by Telephone**

Agenda Item	Lead	Time
• Call to Order	David Harbeitner	7:15
• Roll Call / Proxies	Katarina Lauver	7:16
• Agenda review	David Harbeitner	7:17
• Acceptance of items on Consent Agenda	David Harbeitner	7:18
▪ Committee Updates:		
• No meeting held: Long Range Planning, Technology		
• Meeting minutes in Basecamp: Development, Volunteer		
• Visitor's Comments	David Harbeitner	7:19

Visitors: Josh Holton, Jeannie Holton, Justin Garcia – staff, Dan Callahan, Clay Colson, Sandy Tarrant, Mark Segel, Harrison Nash, Julie Scheid – staff

Dan Callahan - Concerned about 3<sup>rd</sup> Opinion. The show has been on 5 five times so far, and it wasn't until the 4<sup>th</sup> show that one of the hosts provided contact information. The second host did not provide contact info. Callahan sent 5-6 emails to the hosts and received no response. Sees 3<sup>rd</sup> Opinion as a rant, not a program. Does not understand how it got on the air. Response to callers during show 5 was superficial. Called callers liars. The program should not be on WMNF. Clay Coulson – passed around article from the Jewish Press. Concerned African American shows got cut short for 3<sup>rd</sup> Opinion which sounds like a Fox News program. Out of five shows only one took any calls, and only for 10 minutes. A lot of misinformation presented by show that cannot be factchecked and countered in real time by callers. WMNF is not antisemitic as presented in the press. Concern that they were given a platform without any way to contact the hosts. Sandy Tarrant – sent email, addressed on the second program, host said on air that she was a board member, she is not. The program is an insult to WMNF community. This program is an extension of right-wing media. Jaffee was hostile towards a caller who said that he supports BDS. Many untrue statements are made without any challenge. Example: hosts mentioned 1967 attack on Israel by Egypt; it was not Egypt that attacked Israel, it was the other way around. The board should make an immediate change. There should be a third host who is a peace-loving Jewish member of the

community. Have never heard the level of hostility from any other program on WMNF. Coulson – Jewish Voices for Peace would be a better host. Lauren – has Rob Lorei responded to emails – Callahan – yes. Lauren – this program was brought on against the wishes of programming committee and interim manager. It was Rob (staff) who decided to air the show. Josh Holton – GM search – applications closed. Looked at job description, new gm will be pivotal in continuation of WMNF traditions. Wants Tropical Heatwave back. Newsroom needs another staff member. GM should be strong on development with strong ties in the community. New GM needs to come up with a path forward to replace aging staff. Mark Segal – reviewed mission statement – equality peace tolerance of other’s opinions, believes 3<sup>rd</sup> opinion needs to be heard. Thinks it’s consistent with values of the station. Helped screen calls. Will be replying to emails and will be taking calls. Dave – Rob has been working with the hosts and we require to see improvement. Jeannie Holton – GM search – we need to go deep when we research applicants. GM needs to have management experience. Don’t be starry-eyed when picking new GM. We do not need an on-air personality to be the GM. They should be spending time on working with the station, rather than spending time on preparing a show. Tropical Heatwave – if we want major sponsorship, we need to get it in people’s budgets, approach them by July. Need to have an open process for Tropical Heatwave. Justin Garcia – staff concerned with 3<sup>rd</sup> Opinion. Nothing has changed, show seems worse now than before. We need a process and accountability if the show is going to stay on air.

- Review/Approve Last Month's Minutes                      Katarina Lauver                      7:43
  - Minutes approved in Basecamp
  
- General Manager Report    Cindy Reichard                      7:50
  - The good news is the summer fund drive was a success and we have made our goal of \$220K. Lots of excitement and energy was in the station. We had good participation by volunteers and an overdose of good food.
  - The other good news we received monies from the Ron Fischer estate for a total of \$64K. Will be doing a paver for Ron on the patio. Laura Taylor will develop a biography of the donor. Sandy – doing this for all legacy donors? Dave – yes, we are trying to get better at this, we would like to create a Legacy Binder to bring forth personal stories of legacy donors.
  - The bad news is two days before the start of the fund drive our computers were attacked by ransom ware virus which encrypted all of our files. Fortunately, they didn’t get to Razor Edge’s fundraising software or our accounting software QuickBooks. Definitely a miracle. Robert Fitzpatrick will be giving an update to the board a summary of what happened, what we have done to protect ourselves in the future, what upgrades are needed and where we are today. Robert, DT, Max and Mark have all been working on this situation for the past few weeks. Staff is able to work however spending a lot of time recreating worksheets and forms. There is a report filed with the FDLE not that it will amount to anything. They are so over loaded and attend to your case as to the larger the dollar amount that you are out.
  - Very busy month compiling budget for 2020. Met with Dave for 3 hours on Friday. Finance and Audit Committee meeting for budget review is Tuesday, July 30th, 2019. Right now, the budget is in review this week by the staff. The budget will be presented to Volunteer Committee and the full board in August.
  - Engineering/Operations - All equipment to replace the studio boards arrived today. We are on track with the project. Wiring will begin for installation of new studio boards. Communications will be sent to programmers regarding the timing of studio work. DT is getting bids on studio flooring and replacement options. DT – we have cork, but vinyl and carpet seem more popular. Estimates are coming in under budget.
    - Replaced faucet in men’s bathroom and line to water cooler that leaked. Katarina – this is the second time that the water cooler is being fixed in recent months. Will – get a stainless steel wrapped line, it’s better than plastic. Repairing FM Antenna on station’s roof.
    - Been rebuilding Audio Vault computers, wiping affected computers clean and reinstalling and upgrading computers to windows 10.
  - Programming - Randy has been busy working with the new programmers as program changes took place. Katarina – what is he doing with new programmers? Cindy not sure, Justin has been helping new programmers with webpages. Lauren – Randy needs to take charge of new programmer training. Randy will be giving a training class to programmers on Tuesday night about best practices. Randy is now maintaining program logs

to avoid repetition and making them more programmer friendly. Randy is working on promotions for the upcoming summer concerts. Americana Fest is struggling, all other shows are doing well.

- News & Public Affairs - Rob met with the new hosts of the Third Opinion Wednesday afternoon to discuss WMNF Mission and Values and to point out to the host how they are violating them. This was a verbal warning, but Rob told them they cannot continue in this manner. Most of the complaints have revolved around not being able to call in or email the host. Lauren – Rob needs to fix the toxicity of show. Never heard WMNF callers be treated so poorly. Rob needs to take ownership and fix the problem. How is this being handled? Staff needs to respond. Dave – fund drive got in the way of working in hosts. Rob had discussion with hosts, no additional info available at this time. Rob was supposed to publish to social media. Carson – hosts have no motivation to apply our mission to their show. There are a lot of complaints about the content. Letty – public affairs should be not prerecorded without ability to respond. Guest Mark Seigel – we were supposed to be on Tuesdays, the hosts cannot do a live show on Sunday because they need to spend time with family. Jack – Jaffee would be a good guest, but she is not moderate enough to host the show, so calls are necessary. Listeners should not have the responsibility to push back on misinformation. Hosts are supposed to foster conversation with the public, not express their opinions for majority of the show.
  - We had 15 journalists tour the station from Eastern Europe and Baltic countries during the month.
- Development - Allegiance conversion project is currently on track. Training and Installation will be 8/5-8/9/2019. We are meeting weekly to make sure this project stays on track.
  - The Development Committee is holding a fundraiser Wine on the Radio Friday July 19th at Vintage Wine Cellars in South Tampa from 7 to 9 p.m.
  - Next planned giving event is Tuesday, July 23rd at the Palladium from 6:30 to 8:00 p.m.
  - Circle of Friends Appreciation Party Monday, August 26th at Ella's 5:00 p.m. Invitations have not been sent yet.
- Volunteers - Save the Date! Volunteer Appreciation Party will be Sunday, August 18th in St. Pete from 2 to 6 p.m. at Allendale. Methodist Church. Streamlining the awards. More details to come this week. Katarina – thank you Cindy for making sure that volunteers have an appreciation party this year
- HR - Dave and Cindy attended a forum sponsored by GSS on Cybersecurity and The Dark Web.
- Robert Fitzpatrick – Ransom ware attack ATP – sits on the network collecting info before the servers are attacked and encrypted. Installed Webroot antivirus on all workstations. In the process of developing Security Procedures. Better monitoring of backups will be done. Upgrading all computers to Windows 10. AudioVault workstations working in Studio 1, 2, and 3. HD channels are in the process of being restored. Nancy – are you holding down the fort on IT? Yes, we will continue as is until the end of the year. Cindy – splitting position into two – engineer and IT. Max backup engineer, Rob inhouse IT. Outside IT to review backups monthly, and will meet with us quarterly. Prospective engineer flying in next Friday for an interview. DT – new engineer should be just the engineer. Ransomware – too many people have access to our system and our network. Lauren – Technology Committee should be involved. Katarina – it sounds like we need a full-time engineer, not a part time engineer. Letty – someone should be in charge of making sure that things are being done. Dave – we need to have a post mortem after we get all the data. Lauren – this is urgent, need to have commitment that these issues will be addressed in two months and we will have a solution. Dottye – interim steps have been taken. Sandy – can we put forth an RFP for a security team? Dave – we will be providing updates at every board meeting. Nancy – Technology Committee should work with Rob F. closely. Letty – what have we implemented that would prevent this from happening tomorrow? Rob – there is no way to prevent this, anti-virus does not detect ransomware. We need to be prepared with a backup and procedures. We will implement vulnerability scans on quarterly basis.

- President's Report David Harbeitner 8:43
  - Board editorial opportunities - 12 Board members voted YES to Immigration PSA
    - Katarina will ask Randy to make sure the PSA is on logs
  - LRP prep meetings – 08/14 and 09/25 – 6:00-7:30 pm focus on next 3-5 years
  - Wine on the Radio

- CPB Ombudsman article – former staff member voiced concerns with CPB about the requirements in the GM job description that correspond to our MVV – commitment to progressive and social justice ideas and organizations. The article from CPB ombudsman which includes our response will be posted in Basecamp.
  - Attendance – Bylaws state that a director will be marked as absent if they are more than 30 minutes late to a meeting. All directors are in good standing.
  - Egmont Key picnic for board and staff – 11/2 & 11/3 suggested by board – most board members are interested
  - Silent auction items for 40 Birthday Party – each board member should strive to provide 4-5 items
  - Heatwave update – no decisions made, staff will make recommendation within 30 days, board will have input regarding budgeting
  - 2020 Budget:
    - HR support – \$15 k in the budget for diversity and culture – staff development line
    - Dave requested money for Heroes event 2020
  - 2020 BOD Roles – by August meeting let us know if you are continuing in 2020 and what committees do you want to be on?
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- Diversity and Inclusion working group                      Dwaine Terry    9:00
    - DT is still putting the team together, nothing to report yet
  
  - Finance Committee Report    Sandy Wismer    9:03
    - Net Income is favorable to budget by \$146K
    - Operating revenue favorable by \$13K (excluding unrealized loss on Investments)
    - Operating Expenses are favorable to budget by \$101K
    - Operating Income favorable to budget by \$114K
    - Non-operating -Investment Income is unfavorable to budget by \$4K (unrealized)
    - Non-operating –Expenses is favorable to budget by \$36K (Interest Expense Mortgage)
    - Net Other Income favorable to budget by \$32k.
    - Significant variances for Operating Revenue include:
      - Membership (All) \$6K favorable (Includes Major gift of \$55,000 from Ron Fisher estate)
      - Development \$6K favorable (includes \$5K car donations)
      - Special Events \$12K favorable
    - Record Sale \$2K favorable
    - Underwriting \$15K unfavorable (\$5K is VuHaus)
    - Significant variance for Operating Expenses (excluding interest) include:
    - Favorable:
      - Advertising- \$6K favorable partial savings no purchase of billboards
      - Computer Expense - \$1K favorable timing purchased Webroot in July.
      - Staff Development – \$2K favorable money for GM to attend conference
      - Employee Benefits - \$2K favorable reduction of number employees on health insurance this is a timing issue
      - Insurance \$8K – timing- expected to reverse
      - Legal \$2K
      - Office Expense \$2K timing
      - Postage \$8K – timing – partially expected to reverse
      - Program Acquisition \$22K – timing- expected to reverse
      - R&M \$7K
      - Salaries \$57K Due to reduction in staff , adjusting vacation accrual and some expense running thru contract labor engineering
      - Broadcast Supplies \$15K (Estimating \$4K to spent on wiring for studios)
    - Unfavorable:
      - Dues unfavorable \$1k timing

- Engineering Contract Labor \$11K Max Back up and Mark
  - Grant Expense \$32K – Timing only
- Motion approved by Finance Committee to spend Additional \$2k for ransom ware attack recovery. Motion presented to Board - Passes – all in favor.
- Motion approved by Finance Committee to spend additional \$4,500 to secure dump buttons for new boards. Motion presented to Board - Passes – all in favor.
  
- Diversity Committee Report Pamela Robinson 9:10
  - Juneteenth was a success, visitors and volunteers requested more poetry events in the future. Open House Survey results are posted on Basecamp.
  - Pam will be attending a networking event on July 25<sup>th</sup> from 8:30 -10:30 am. We need a 30 second pitch to get more underwriting. Nancy will go with Pam as this is an opportunity to work CAB connections.
  - The House of Woodberry event Saturday 08/03 at 11 am at Curtis Hixon Park. WMNF will do outreach.
  
- Nominating Committee Report Bob Ingham 9:15
  - Our by-laws indicate that we should have 11 “At Large” Directors (including 2 “Youth” Directors) that are elected by the Board. Two of these may also be Radio Activists (RA) or Volunteers.
  - Another 4 “Volunteer” Directors, (3 RA - of which one is Youth) and 1 Not RA that are elected by the Volunteers.
  - Also, 1 Staff Representative (non-voting) and the GM (Ex-officio, non-voting).
  - We are currently voting for two open spots (Wayne & Maria), but note that we will also have at least 2 more spots to fill in November (Dave & Lauren).
  - All 4 Board spots mentioned above are “At-Large” spots, one of which is a Youth seat (Lauren).
  - The nominating committee met with all five applicants – each for about 45 minutes. Here are our recommendations:
    - Elect applicant LM
    - Help us choose between applicants “DMJ” and “JM” for the other open spot
    - Applicant DF is a Youth Candidate we would like to consider for the Youth seat in November.
    - Applicant EK cannot make enough Board meetings to meet requirements, however we believe that she would be an excellent candidate for the CAB and the Diversity Committee.
  - Sandy, Katarina, Nancy, Lauren - we need consensus to change process. How can we make the right call on someone we haven’t met? Great candidates, but how do we make a decision if we don’t know the content of 45-minute conversation. Lauren – interviews are valuable, paper resumes are not enough, we also need to make sure that the candidates understand the time commitment. Bob – we need to expand the Nominating Committee. Letty – there is a tendency to shorten our responsibilities as board members. If we are not up to putting in the time maybe, we shouldn’t be on the board. The full board should meet all candidates. Sandy – the candidates who come in for the interview should understand the process and be prepared. Bob – we should add more information to the application as well. Letty – we should include the youth candidate. Sandy – need good questions, what are the most important questions. Lauren – Bob to please start a thread on BOD Basecamp to capture questions. Katarina to contact candidate that applied after the deadline.
  
- Personnel Committee Report Lauren Adriaanson 9:30
  - PC is meeting on Wednesday at 7 pm to talk about salary ranges and comparison to industry standards.
  - GM search committee is meeting on Thursday to discuss candidate ratings. Job posting is now closed. 194 candidates. Sandy – will we have good candidates to interview? Dave – yes, I have about 10% of applicants as good candidates.
  
- Attendance Review Katarina Lauver 9:45
  - All in good standing
  
- Executive Session 9:45

- Katarina motions, Lauren seconds in at 9:45
- To approve minutes
- Minutes approved. Jack abstained from voting on minutes as he was on the phone
- Katarina motions, Dave seconds to end Executive Session 9:48
- (PALS: Participation, Accomplishments, Listening and Scheduling) Lauren Adriaansen 9:48
- Next Meeting David Harbeitner 9:49
  - 08/19/19
- Adjournment David Harbeitner 9:50

**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: \_\_\_\_\_