

The Nathan B. Stubblefield Foundation, Inc.
Board Meeting Minutes
Date: 07/20/20

<u>Board Member</u>	<u>P</u>	<u>A</u>	<u>Board Member</u>	<u>P</u>	<u>A</u>
Will Greaves	T		Jack Timmel	T	
Sandy Wismer	T		Dyllan Furness	T	
Nancy Cox-Johnson	T		Jennifer Meksraitis		A
Bob Ingham	T		Renz Kuipers	T	
Isha DelValle	T		Emmy Lou Fuchs	T	
Rick Fernandes	T		Matt Cuffaro	T	
Letty Valdes	T		Sean Kinane	T	
Pamela Robinson	T		David Downing	T	
Carson Holton	T				

T – Participated by Telephone

<u>Agenda Item</u>	<u>Lead</u>	<u>Time</u>
• Call to Order	Will Greaves	7:20
• Roll Call / Proxies Guest: Cindy Reichard. Public guest: Harrison Nash	Dyllan Furness	7:16
• Agenda review	Will Greaves	7:18
• Acceptance of items on Consent Agenda	Will Greaves	7:19
○ Committee Updates:		
▪ No meeting held:	Bylaws, Tech	
▪ Minutes in Basecamp:	Personnel, Diversity, Volunteer	
• Attendance Review	Will Greaves	7:20
• Review/Approve Last Month's Minutes July minutes approved.	Dyllan Furness	7:21

- **Volunteer Committee Report** **Isha Del Valle** **7:24**
 Carson has resigned his position on the Volunteer Committee and youth chair on the Board of Directors. Held a meeting to discuss the seats that are open. Getting ready to send out an email for the volunteer committee elections for the three open seats. Robert Fitzpatrick has also resigned from the Volunteer Committee. The all-station meeting is on September 10 and will be held via Zoom. Meeting will start at 7pm and last hopefully an hour. People need to register since we have a limit for the people who will need to join.
- **Diversity Committee Report** **Pamela Robinson** **7:30**
 Once my term has ended with the board I will stay on with the Volunteer Committee. We have nailed down our top three nonprofit organizations that we want to partner with—Teachers Union HCTA, Coalition of Immokalee Workers, and Florida Immigrants Coalition. Will move this launch to October. Rick will be presenting the calendar at the all-station meeting in September. Spoke with the Volunteer and Development Committees about doing a virtual birthday for WMNF.
 Rick: I postponed the calendar launch for a month because I'd rather do it at the all-station meeting and address questions there.
 Bob: How did you decide on these three organizations?
 Pam: We came up with four to six orgs. Put out a poll to pick out the top ones. Came back with Rick, Development Committee, and Board president. Each month has different organizations that we are approaching.
 Sandy: Have we thought about going back and looking at orgs from Homegrown Heros from a few years ago?
 Pam: They are in the rotation.
 Isha: In going forward, not all months are said and done so if anyone has suggestions for organizations please feel free to send links of organizations to the Diversity Committee.
 Bob: As a birthday bash idea, do we have any audio from any of the bands that have played at prior birthday parties? Maybe we could do a virtual party?
 Pam: I can check and see.
- **Technology Committee Report** **Jack Timmel** **7:44**
 We haven't met in the last month but we do have a meeting scheduled next Monday, August 24. Main point of the agenda will be with the assumption that we will be moving forward with the Long Range Plan, and coming up with a plan of action to enact that this coming year. That being said, it's not a closed meeting. If anyone wants to attend, has ideas, let me know and I will send you the Zoom link.
- **Long Range Planning** **Nancy/Dyllan** **7:45**
 For the HD channel idea there seems to be some confusion about the Board taking on Rick's idea. That's not the intent. In June we discussed including it in the plan as a way to set the idea in stone. The Board discussed creating a "special committee" to assist in the implementation of the idea. So we're open to ways to amend that section.

Rick: I don't own the idea. I'm working with DT on ideas for now. I'm working with DT for what we can do now. Part two of that is, in the LRP, is there something on the Board level that we want to investigate.

Bob: The LRP seemed a little too specific to me. LRPs should be broad in nature.

Jack: The LRP can task the Diversity Committee and Management with seeing through the idea.

Nancy: The other concern is the Youth Committee.

Will: Some suggestions for new names—Longevity Committee. Endurance Committee. Vitality Committee.

David: Perhaps Growth Committee, with the goal of expanding the base of our listener.

Letty: Being that I was the original person who named the committee years ago, perhaps the Next Gen Committee.

Matt: I support Next-Gen since it's more specific. It hints at the sort of problem. As far as I recall, when Justin was organizing the meetings, this was supposed to target young people specifically because that was not the strongest demographic for WMNF. Naming it something else we're kind of cloaking the intention.

David: I've never been on a board that has had a Youth Committee.

Emmy Lou: I think that's part of the problem that we're trying to address here. I have no problem with Next Gen.

Will: The problem we ran into with the previous "Youth Committee," was if we make it an official board committee it can't have anything to do with programming.

Matt: The point was to bring in a base of younger people to have their representation of ideas.

Letty: Does this have to be a Board committee?

Jack: This committee is meant to address a specific problem that has big implications for the station. If we have issues with the name from the get go, then we have issues with what the committee aims to address. Can this be an extra-board committee?

Letty: I think you can have a committee outside of the board, but the reason behind getting the board involved is we can help by controlling the station manager. The Volunteer Committee isn't a Board committee but has Board representation.

Jack: An option down the line is we could do something similar to the Volunteer Committee. If you want to be a youth representative on the Board, you'd have to go through the Youth Committee. There were at least four or five board members at the previous youth meetings. The board would be gravely irresponsible for not taking recommendations from the committee.

Rick: I'm fine with whatever committee it is. We need to get youth. We all have a common goal here. What I hear discussed is programming. We need to look at this in a methodical way. How do young people listen now? They don't listen to the radio.

Isha: I want to run back a little bit about these meetings. Somewhere along the way, there was misunderstanding that this was meant to make programming changes. We had suggestions to get younger people involved in programming—perhaps new programmer assistants could be assigned to shows. The other part of the talks were about what activities we could have where a younger person would do outreach—

perhaps we could have a table at a concert in local venues. We could do more events with local artists that were more liked by that age group.

Will: [Referenced Board minutes concerning Youth Committee meeting from Dec 8.]

David: Whether it's programming or trying to gain an audience here, how will you develop a larger base of younger people if you're not drawing them in in a meaningful way. What you call something means a lot to people in it and the outside world. At the Dali, they created something called the Zodiac Club. Downtown St Pete Yacht Club, did something called the Mariners Club. Don't lead with the younger, lead with the brand of what these people are.

Jack: What's the danger with the word "youth"?

David: We've named only one group by age. From a brand stand point, it's one thing that's not related to anything else.

Jack: If we're going to create something, we need to be very specific with what the intentions are and they can't be buried. If you look at organizations, politics, corporate marketing, where people fail is asking what the kids are doing nowadays instead of inviting the demographic into the room and giving some of the control away.

Harrison: Let's consider calling it the growth committee because that would encapsulate the entire committee of growth.

Isha: Is it a necessity to create a brand new committee at the moment? How about the possibility of adding one or two under 30 members to the Volunteer Committee? This could serve as a forum.

Will: Do we want this to be in the LRP?

Nancy: There has to be other means of pulling this audience in. I'm beginning to think that it should not be part of the LRP. We can always do an addendum. Let's take this back to the committee level

Sandy: Maybe we just change youth engagement to engagement. Then send it back to management.

- **Development Report**

Matt Cuffaro

8:34

About a month ago, I had a discussion with Ryza and Rick to define what it means for WMNF to have an additional layer of community partnership that works exclusively with non-profits. If the Board can give me a little bit of time to put together that document. Rick and Ryza had excellent ideas about developing community with a listening studio. I will distill these notes into something more legible for the Board.

Rick: This goes back to something we wanted to do with the Mayor's office concerning how we get involved in local engagement.

- **Personnel Committee Report**

Sandy Wismer

8:37

Minutes from July 16 and July 29 have been uploaded. Discussions were around what appears to be a potential gap in our employee categories related to employees who potentially qualify for health insurance benefits. Made a recommendation regarding the possible creation of a new employee category. Meeting on the 29th was about the GM

evaluation. Personnel Committee has decided to renew the survey format for getting input. Survey was sent to you all in the last few days. It's identical to surveys we've distributed in the past regarding the GM evaluation. It's used in conjunction with reports provided to the executive committee to inform evaluation of Rick's performance and objectives for next year.

Rick: One of the programmers forwarded me the link thinking it was spam.

Jack: The responses are anonymized. Please submit by midnight Sunday September 6.

Rick: Are we creating more bureaucracy with the healthcare thing? Is there a way to adjust the title to solve this. We reached out to the labor attorneys to consider the definition.

Sandy: The goal here is to get a clear definition of who is and who is not eligible for benefits.

• **Finance Committee Report** **Bob Ingham** **8:45**

Pleased to report we had a good month in June and July. All on track. Projections continue to approve. Running flat out at about \$37,000/month. Circle of Friends had a blip. Think it has been fixed but won't be a problem going forward. The Finance Committee put some protocols in place to identify these things sooner. Cindy has a positive update on the PPP loan—we will be able to keep \$120,000. We approved a motion to take 50 percent of the investment in the Parnassus Fund which is at \$270,000. We want to take a little bit of risk off the table. We're presenting to the board for consideration to take \$135,000 out of the Parnassus Fund and put into the cash account.

Jack: What's the makeup of the Parnassus Fund?

Bob: I think it's a fairly well-balanced and mixed fund. When it dropped earlier in the year, we asked whether we should do something then but cooler heads prevailed. It has recovered and then some. We've decided to take about half out.

Jack: Is this our riskiest holding?

Bob: It's the only holding with risk, market risk.

Cindy: It's called the Parnassus Endeavor Fund.

Letty: I voted against this. My reasoning is there's no reason to take it out. Throughout the year we've made money from it. We're not in an emergency cash situation. I don't understand why we're pulling the money.

Nancy: Things are a little amiss right now. I think it's safe to take out about half of it.

Jack: What was the voting tally?

Bob: I think Letty was the only Nay vote. First motion was to take all of it out of the market. There was a second and we amended to take half.

Renz motions to approve the Finance Committee's recommendation to remove 50 percent or roughly \$135,000 from the Parnassus Endeavor Fund.

Nancy: Second.

All in favor except Jack and Letty, who vote Nay. Ayes have it. Motion approved.

Bob: For the Sustainability Fund Policy is this something the Board needs to approve?

Will: Need to follow protocol of posting at station for ten days and emailing to staff. If we can get that out in the next few days. Can we have a motion to do the first reading over email?

Bob: Motions.

Renz: Second.

Ayes have it. First reading will be done virtually

Sandy: For reference, our bylaws don't require an in-person reading.

- **Budget Presentation** **Rick Fernandes** **8:59**
Rick provides line by line reading of the FY 2021 budget and capital expense.
Renz motions to approve.
Bob: Second.
All in favor. Approved.
- **President's Report** **Will Greaves** **9:25**
We will save all executive session minutes until in-person meetings. Otherwise we will do a virtual reading in a meeting set aside of executive session minutes. When doing attendance today, absentee policy limits the amount of meetings we can attend remotely. Do we want to suspend the limits on remote meetings indefinitely?
David motions.
Jack: Second.
All in favor of extending the limit on remote meetings.
- **General Manager Report (Attached)** **Rick Fernandes** **9:31**
Some highlights: Attended CPB public webinar on diversity. Someone made a planned gift of \$15,000-20,000. Getting rid of the dead and damaged trees on property. Parking lot drain is fixed. Got that as a trade out for a radio spot. Pre-roll intro added to HD3. When going to the app, there will be an announcement about the station. Creating a PSA spot about legacy giving. Rating of 1.3 at 6am. New reporter has started. Development fund drive this Friday and Saturday. Over the past month we've lost 11 Circle of Friends members. When asked why, it was financial situations due to the pandemic. Trading underwriter spots with WEDU and talking to Creative Loafing as well.
- **Executive Session** **Rick Fernandes** **9:56**
Nancy motions to enter Executive Session to discuss proprietary information.
Renz: Second.
At 10:12, Isha motions to leave Executive Session.
Renz: Second.
- **(PALS: Participation, Accomplishments, Listening and Scheduling)** **Sandy Wismer** **10:13**
P: 7, 9, 7,7,8,10, 8, 9, 7, 6, 8, 8, 7, 8, 7
A: 8, 7, 7, 7, 10, 8, 9, 6, 9, 10, 7, 7, 8, 8, 1

L: 8, 6, 8, 10, 8, 9, 6, 7, 7, 6, 7, 8, 7, 7, 8
S: 5, 7, 5, 6, 5, 5, 5, 5, 8, 8, 7, 5, 5, 5,

- Next Meeting 9/21/20 Will Greaves 10:20
- Adjournment Will Greaves 10:20

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: _____
Dyllan Furness, Secretary

Approved by the Board on: _____