

The Nathan B. Stubblefield Foundation, Inc.
Board Meeting Minutes
Date: 09/21/20

<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	T	
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	

T – Participated by Telephone

MISSION STATEMENT

WMNF is a listener-supported community radio station that celebrates cultural diversity and is committed to equality, peace, and social and economic justice. WMNF provides broadcasts and other forums with a grassroots local emphasis that promote creative, musical, and political vitality.

<u>Agenda Item</u>	<u>Lead</u>	<u>Time</u>
• Call to Order	Will Greaves	7:23
• Roll Call / Proxies	Dyllan Furness	7:25
• Guest: Cindy Reichard		
• Agenda review	Will Greaves	7:25
• Acceptance of items on Consent Agenda	Will Greaves	7:25
• Committee Updates:		
• No meeting held:	Bylaws	
• Minutes in Basecamp:	Volunteer, Development,	

- **Attendance Review** Will Greaves 7:25
- **Review/Approve Last Month's Minutes** Dyllan Furness 7:26
August 2020 minutes approved
- **General Manager Report (Attached)** Rick Fernandes 7:26
Highlights: All station meeting was held on September 10. Covered where we were and where we are as a station, and announced Randy's retirement on January 15, 2021. Will be tweaking the description for the program director position. Final pledge drive for August wanted \$67,000 and made \$66,857. Working on what funds we get in between drives. In the past we've averaged around \$3,000/month on days we're not pitching. Want to start considering KPIs and good things to track every month as we will cut Nielsen ratings. Looking at Google Analytics, which can give info on the station as a whole and each programmer. Received a permit to take down dead trees. IT is doing an update of the equipment list and end-of-life review. Website is having minor updates. Planned giving page is almost done. Trying to get the domain name wmflegacy.org for ease of legacy gifts. Auto/car donations have been doing well. Going to get the domain name wmfcar.org. Rating dropped from July-August from a 1.1 to a .9. July was over 74,000 people. Back to around 60,000 listening. Morning show went from 1.3 to .9. Rob is looking into holding training classes for volunteer reporters. 2020-2021 drive dates and goals have been announced drive dates are, the goals. We're eliminating week long drives and sticking to two-day drives. For finance, created a report to address some of the issues with Circle of Friends. Spoke to Ian today about what reports can be generated out of Allegiance from a management point of view. Looking for little ways to get nickels and dimes that can add up to bigger donations. Re grants from the Department of Education, cut back by 6%. So instead of \$100k we're getting \$94k. Searching for a part-time technical person.

Discussion

Nancy: It may be a good opportunity for the Development Committee to call Circle of Friends people personally and ask.

Jack: We can split between multiple people and committees.

Sandy: There's a software from Jabber that lets you call from your home phone but makes it look like your calling from elsewhere. That could be a good way to circumvent that and call from a WMNF number.

David: I like the idea of vanity urls. For radio, that's a really useful thing and I wonder about owning the .com as well as the .org.

Rick: We own wmf.net. But wmf.com is taken.

David: On Google Analytics, I have a friend who is a guru and might do us a solid and help us out.

- **President's Report** Will Greaves 7:50
Approving budget.

Rick: Only a small change to the budget.

Sandy: Motion to approve the budget as presented.

Renz: Second.

Ayes have it. The budget for 2021 is approved.

Sandy: Motion to approve the Sustainability Society Fund Policy.

Jack: Second.

David, Matt, Isha, and Jennifer abstain.

Ayes have it. Sustainability Society Fund Policy approved..

Dyllan: Think we should do a PSA for the census encouraging people to make sure they've participated.

Sean: Try to write the language flexible enough to be able to extend it past the current Sept 30 deadline.

Bob: Motion to approve language presented via email.

Nancy: Second.

Ayes have it. Dyllan will write/record census PSA.

Discussion: Rick and Cindy were on a phone call with an FCC attorney who suggested we consider background checks on new Board Members.

Rick: On the Board form they want to know if people have been convicted, have a record. Not to say that person can't be on the board.

Cindy: So we know for the solicitation of donations.

Rick: This came up because there was a person that was running and has a criminal record. We just want to be clear and know that Cindy isn't signing something that isn't truthful.

Jack: Can this be handled with a signed affidavit rather than a background check? As far as liability goes. We're covered by someone signing an affidavit rather than paying for a background check.

Sandy: We should consider putting in some sort of procedure so we can understand what happens and what this means. When it does or doesn't allow someone to become a Board member.

Matt: This is awkward since the governor is trying to push very harsh penalties. The breadth of crimes for a nonprofit would probably be high level, white collar crimes.

Rick: It doesn't say they can't serve just that we need to acknowledge them.

David: What is the reason we're asking for this information and what are the declining events we're looking for? Want to make that clear.

Letty: However we do this I would lean more towards Jack's suggestion. I would be concerned about doing a background check and ignoring the results. Once we know some body's background if something goes wrong later, then we open ourselves to liability. Affidavits sound like the best option.

Nancy: Nominating committee will discuss this.

Discussion: Rick recommends an organizational policy of not giving organizations their own show.

Rick: We don't want a financially powerful organization to control a show. We don't have a policy currently preventing that. Perhaps something like "no organization can pay for their own show."

Matt: My concern is that some organizations carry political baggage that we may not want to import.

Jack: This is a very important question. I can think of at least one show that has de facto sponsors. In developing a policy where do we draw that line, it would probably have to be built into some programming language.

Rick: It sucks because people assume we're adding more rules. Without coming up with a policy, is there another way to take care of these things?

David: Do you not want any org to underwrite?

Rick: More that we don't want any org to underwrite a show and control the show.

Mentors needed for new Board members.

Will: We have a new crop of Board members coming in and some new ones. As a board we've done a bad job of setting people up with mentors. Anyone who wants to mentor, let me know.

- **Finance Committee Report** **Bob Ingham** **8:17**
Financial results—projection for rest of the year, net positive cash flows from ops of about \$44k. Compared to a budget deficit of 28k and improvement in the budget of about \$72k. Kudos to the management team, Rick and Cindy. We liquidated 50% of the investment in the Parnassus Investments fund. That's been put into liquid cash now. On the Circle of Friends, the number of members is a relevant metric. The math works to about 2,5000 members at \$15/month is about \$35-36k every month.
Rick: Another possible KPI is the percentage of Circle of Friends compared to overall budget.
- **Long Range Planning Committee Report** **Dyllan Furness** **8:21**
Revisions have been made to the Finance and Passing the Torch sections per Board members' feedback. We will be looking for a motion approving this LRP remotely next week.
- **Development Committee Report** **Matt Cuffaro** **8:23**
Rick, Ryiza, and I had a working plan to look at WMNF's efforts to reach out to the committee. Having a development committee meeting this week.
- **Bylaws Committee Report** **Letty Valdes** **8:25**
Been a lot of people approaching the committee about board composition, who can apply for board membership. Thought we should engage in a meeting to discuss those issues. Meeting will be at 6:30pm, Thursday.
- **Nominating Committee Report** **Nancy Cox-Johnson** **8:27**

Isha is helping with volunteer Board applications. Sandy's position as Community at Large will be open. Cut off date is Friday. Three people have applied. Putting the notice back online and on air to get more candidates. Changes to bylaws and policies that allowed two members to be volunteers. Stuart was the last guy who was a volunteer and was on the Board. It is in writing. We have to certainly acknowledge that. Would love to see someone there with a great financial background.

Discussion: Bylaws and number of allowed volunteer Board members.

Sandy: I recall that the bylaws may have been changed to increase the number of volunteers who can sit on the Board. Have we done a review of the motions to make sure that those have made it into the bylaws?

Nancy: I don't know but the change is dated 2018.

Sandy: What is the process that motions are made into bylaws?

Letty: It is not my intention to change the bylaws in the middle in the election. Any change would take effect after.

Sandy: I think that we've increased the number of community at large members that can also be volunteers that were allowed to participate on the board. But right now the board bylaws say only two members. Want to make sure the current bylaws reflect what was previously agreed upon.

Cindy: Someone can check the minutes, which are all posted.

Will: Seems like someone should go through the minutes and confirm this.

Letty: I will go through them.

- **Volunteer Committee Report**
8:39

Isha Del Valle

77 people at the all station meeting. Everyone behaved. We have eight nominees for the volunteer committee seats. Three were 30 and under. All were fantastic. Five presented for the volunteer Board rep position. Joellen withdrew her name. Deadline is October 4. Next volunteer meeting is October 5. Will follow up with the necessary info.

- **Diversity Committee Report**

Pamela Robinson

8:25

Rick announced the mission calendar. Will be doing indigenous month for October. CPB diversity reports are due every year. We need to record the diversity events, and will send them the list even though they were canceled because of COVID. Had the WMNF Facebook birthday event. It was a big success.

- **Personnel Committee Report**

Sandy Wismer

8:30

Brief update on the status of the GM survey. Thanks for the 13 Board members who participated. 11 staff members. Rick did a self eval. 72 radio activists responded to the survey. Results to the survey are being tabulated. Personnel Committee will meet soon to review the results of the survey and create the narrative of the evaluation.

Rick: Was that larger or smaller than in the past?

Jack: We had twenty more Radioactivists responses this year than in previous years.

Discussion: Board evaluations from GM and PALS discussion

Renz: Two thoughts. It might be helpful if Rick did an evaluation of the Board about what works or doesn't. Second thing—PALS seems like data that gets collected and no one ever uses it.

Sandy: The Exec Committee had a call with Rick last week. We addressed some of those points with Rick. We want to meet more regularly, give him the opportunity to get in touch. We also said the board is used to doing business in a certain way, but asked where are the areas where he thinks the board is overreaching or underreaching, and where do we find that common ground? The Exec Committee expects good dialogue along those lines. There are things left over from previous admins that we still do because we didn't trust previous admins to do things correctly. Regarding PALS, it's a qualitative way to measure engagement. I was responsible for a search about the methodology and could find nothing. Could we find something better that is quantitative?

Jack: Sandy hit the nail on the head with a Board eval. I'm not tied to PALS but I think there is value in it. It almost brings a momentary kind of focus. Perhaps we can include polling in Zoom meetings. It's nice to reflect at some point. Even for a couple minutes we could reflect on things.

Rick: In the new budget we could budget for Zoom meetings. Someone on the Board should have a Zoom account. Exec Committee and I addressed the things that Renz talked about and I'm optimistic.

Discussion: Bimonthly meeting

Nancy: Some interest in having bimonthly meetings.

Sandy: This is my second to last meeting and we don't get enough done now but going to meetings every other month is a bad idea.

Sean is staying on Board as staff rep

Will: Sean is staying on as staff rep on the Board.

- **(PALS: Participation, Accomplishments, Listening and Scheduling)** **Sandy Wismer** **8:54**
P— 8, 10, 7, 8, 7, 8, 7, 7, 7, 6, 7, 7, 7, 8, 8, 7.63
A—8, 8, 8, 9, 8, 8, 8, 9, 8, 7, 8, 8, 8, 8, 8
L— 8, 9, 8, 8, 8, 9, 8, 9, 7, 9, 7, 8, 8, 9, 8
S—8, 7, 7, 9, 8, 9, 10, 9, 8, 7, 9, 9, 9, 8, 8, 8
- **Next Meeting 10/19/20** **Will Greaves** **9:03**
- **Adjournment** **Will Greaves** **9:03**

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: _____

DRAFT