The Nathan B. Stubblefield Foundation
WMNF Community Radio 88.5 FM
Board of Directors Meeting Minutes
Via Zoom Conference Call – February 21, 2022 – 7:15 pm
WMNF 88.5 FM Community Radio 1210 E. MLK Blvd. Tampa FL 33603-4417

Attendance

<table>
<thead>
<tr>
<th>Board Member</th>
<th>Present / Absent</th>
<th>Board Member</th>
<th>Present / Absent</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jennifer Campbell</td>
<td>T</td>
<td>Mark Schreier</td>
<td>T</td>
</tr>
<tr>
<td>Nancy Cox-Johnson</td>
<td>T</td>
<td>JoEllen Schilke</td>
<td>T</td>
</tr>
<tr>
<td>Isha Del Valle</td>
<td>T</td>
<td>Julie Scheid</td>
<td>T</td>
</tr>
<tr>
<td>Cameron Dilley</td>
<td>T</td>
<td>Amina Spahic</td>
<td>T</td>
</tr>
<tr>
<td>Scott Elliott</td>
<td>T</td>
<td>Jack Timmel</td>
<td>T</td>
</tr>
<tr>
<td>Emmy Lou Fuchs</td>
<td>A</td>
<td>Greg Vanette</td>
<td>T</td>
</tr>
<tr>
<td>Dyllan Furness</td>
<td>T</td>
<td>Randi Zimmerman</td>
<td>T - Station Manager</td>
</tr>
<tr>
<td>Will Greaves</td>
<td>T</td>
<td>Cindy Reichard</td>
<td>T - Director of</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Finance &amp; Administration</td>
</tr>
<tr>
<td>Yvette Lewis</td>
<td>T</td>
<td>Jane Lastinger</td>
<td>T - Auditor, James Moore &amp; Co.</td>
</tr>
<tr>
<td>Jennifer Meksraitis</td>
<td>T</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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.

1. Call to Order – the meeting was called to order at 7:17 pm via Zoom video conference call

2. Roll Call/Proxies – see above 7:18 pm

3. Agenda Review by Isha. There were no changes. 7:19 pm

4. Acceptance of items on Consent Agenda by Isha. It was moved by Jennifer C., seconded by Cam that the Consent Agenda be approved. Motion carried by unanimous vote 7:19 pm

   Committee Updates:
   No meetings held: Bylaws, Nominating, Personnel, Technology
   Minutes in Basecamp:

5. Review/Approve last month’s minutes. It was moved by Nancy, seconded by Scott that last month’s minutes be approved. Motion carried with Dyllan abstaining. 7:20 pm
6. Attendance Review: Isha noted that all members are currently in good standing. 7:21 pm

7. Finance Committee/Audit Presentation by Jane Lastinger of James Moore & Co 7:21–7:51

Jane Lastinger of the accounting and auditing firm of James Moore & Co. presented the audit report, the SAS letter, and the 990 tax return. Jane first reviewed the SAS letter, explaining that it set forth the auditor’s responsibilities and that there were no significant matters to disclose, which is a very good thing. Next she reviewed the independent auditor’s report, advising that it was a clean, unmodified opinion, which is also a very good thing. On page 4 she pointed out the $159k PPP loan that was forgiven, also noting that expenses were down $55k from the prior year, and the net assets were $278k higher than the prior year. On page 8 she noted that the change in cash and cash equivalents was a positive $88k, leaving a total of cash and cash equivalents at the end of the year at $1,248,667. She then reviewed the footnotes to the financial statements. Finally, she reviewed the form 990 tax return, which is a Return of an Organization Exempt from Income Tax, noting that it is repetitive of the financials just presented—only in a slightly different order and format.

It was moved by Jennifer C, seconded by Greg that the board accept the audit report, associated letters/reports and tax return as presented by the auditor. Motion carried by unanimous vote.

8. Finance Committee 7:52 pm

Greg reported that the Executive Committee had met and recommended a 3% discretionary match for employees participating in the station’s 403b plan. It was moved by Jack, seconded by Jennifer C. to approve the Executive Committee’s recommendation for a 3% discretionary match. After Q&A, motion carried by unanimous vote.

9. New Board Member Introduction – Yvette Lewis 7:58 pm

Yvette introduced herself, noting that she has been President of the local NAACP for the past seven years, with over 2,000 members. Yvette was welcomed by the board, and Jennifer M. specifically requested that Yvette join the Diversity & Inclusion Committee.

10. New General Manager, Randi Zimmerman 8:00 pm

Randi introduced herself, provided some background information and reviewed her short-term, medium-term and long-term goals for the station, using the station’s Long Range Plan as a guide. Randi stated that she is excited to be back as a part of WMNF and looks forward to a long and rewarding future together.

8. Finance Committee (continued) 8:05 pm
Greg requested that the board approve the following WMNF credit card items: to approve a credit card with a $4,000 limit for Randi Z., the new GM, and to approve an increase in the limit for DT’s credit card from $3,000 to $4,000. It was moved by Jennifer C., seconded by Mark and by unanimous vote to approve those two credit card items.

Greg requested that the board authorize the following signatories on the station’s bank accounts: for the Bank of Tampa Operating Account – Randi Zimmerman, Laura Taylor, Sean Kinane, Isha Del Valle, and Greg Vanette; for the remaining accounts – only Randi Z., Isha and Greg. It was moved by JoEllen, seconded by Jennifer C. and by unanimous vote to approve the check signers as set forth.

11. Visitor’s Comments 8:07 pm

Michael Manguith welcomed the new General Manager and said that he was looking forward to the station’s future.

12. General Manager Report by Cindy 8:08 pm

In addition to her final written GM report as Interim GM, Cindy reported that she, Laura and Sean had submitted for a $25k grant, that payroll was on track for 4/1/2022 changeover to the third party vendor, that there was a news reporter resignation without notice and that the position was on hold while Randi reassesses the newsroom and staffing. She also reported that the station was broadcasting from Gasparilla Music Festival live, and that there were a number of upcoming live events. She reported that as of last night, it appeared that the fund drive was down $38k, noting that starting a fund drive on a Monday was likely a mistake. She also advised that the endowment through Community Foundation of Tampa Bay had been pushed back until May/June as the CFTB needed more information.

End General Manager’s Report 8:14 pm

13. LRP Committee Report by Cam 8:15 pm

CAM reported that the committee had met to discuss and put together a “punch list” of action items to implement the LRP. He welcomed the input of Randi Z, the new GM.

14. President’s report 8:15 pm

Isha asked the board how they would feel about resuming in-person board meetings. There was discussion regarding requiring the same COVID disclosure as WMNF has used for live events—either a negative COVID test taken within the past 72 hours or proof of vaccination. There was also discussion regarding setting a limit on the number of people in the boardroom, such as 10. Some board members expressed hesitation at in-person participation even with those participating in person having disclosed COVID vaccination or
testing. After considerable discussion, it was moved by Jennifer M., seconded by Will that the board begin hybrid meetings with the March 21, 2022 board meeting with the same COVID disclosures in place that are currently in use for live performances—proof of vaccination or a negative test within 72 hours.

Isha reminded committee chairs to put their minutes in Basecamp.

There was brief discussion on the resumption of PSAs now that the fund drive was over; however, the staffing of how those PSAs were accomplished was diminished due to COVID.

End President’s report 8:43 pm

Julie reported that there were still open shifts for the WMNF presence at the Gasparilla Music Festival and asked if any board members would like to participate to please email her.

15. PALS: Participation, Accomplishments, Listening and Scheduling by Jack 8:44 pm

Jack briefly explained PALS as a self-assessment tool used by the board to measure how the board members felt this particular meeting went in terms of participation, accomplishments, listening, and scheduling.

Participation: 9,9,8,10,9,9,10,9,8,10,9,9,8,10,10,9

Accomplishments: 8,9,9,8,8,7,5,8,10,8,8,8,9,10,9

Listening: 10,8,9,9,8,9,7,9,9,9,9,8,8,8,9

Scheduling: 9,9,10,10,9,9,9,10,10,9,9,10,10,10,10

Executive Session 8:53 pm

It was moved by Jennifer C, seconded by Mark and by unanimous vote that the board go into Executive Session. Cindy and Mark M. (visitor) dropped off of the Zoom call and Randi Z. remained at the board’s request.

End Executive Session 9:13 pm

16. Adjournment – Motion to adjourn was made by Jennifer M., and the meeting was adjourned at 9:14 pm.
Next meeting: 3/21/2022 at 715 pm – Hybrid meeting with both in-person participation at the station and Zoom participation with COVID disclosures in place—proof of vaccination or a negative test result within 72 hours.

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 Jennifer Campbell, Substitute Secretary