

WFHB BOARD OF DIRECTORS

BOARD MEETING MINUTES for Monday June 27th, 2016, 6:00pm

Hooker Conference Room #245, City Hall

201 North Morton Street, Bloomington, IN

I. CALL TO ORDER ATTENDANCE OF BOARD MEMBERS

- a. Meeting called to order at 6:06pm. Board Members present: Pamela Davidson, Sheryl Mitchell, Sarah Ryterband, Tom Henderson, Jerry Stern, Louis Malone, Angela Backstrom, Kelly Wherley (recorder). Board Members not present: Jean Hollinger. Guests: Darin Bagley, Joe Estivill.

II. OPEN FOR PUBLIC COMMENT

- a. No public comment.

III. REVIEW / APPROVAL OF MINUTES

- a. Tom moves to approve, Louis Malone seconds. Motion passes.

IV. BOARD OFFICER ELECTIONS

- a. Board President: Tom Henderson moves to elect Jerry Stern as Board President, Louis Malone seconds. Motion passes, congratulations Jerry!
- b. Board Treasurer: Sarah Ryterband moves to elect Jerry Stern as Board Treasurer, Tom Henderson seconds. Congratulations on your double role, Jerry Stern!
- c. Board Secretary: Louis Malone moves to elect Kelly Wherley as Board Secretary, Sheryl Mitchell seconds. Kelly Wherley is elected Secretary and the board would like to have the minutes distributed as soon as possible.

V. GENERAL MANAGER REPORT

- a. Sarah Ryterband moves to accept Smithville phone and internet services offer that wouldn't exceed \$205/month plus whatever expenditures are necessitated for the pulling of wires nearby that wouldn't exceed \$300. Tom Henderson seconds. Motion passes.

VI. COMMITTEE REPORTS

- a. Executive Committee
 - i. Did not meet officially but have been communicating over e-mail.
- b. Finance Committee
 - i. Jerry and Tom and Sarah and Bertolt met. Hard dates for the Fall Fund Drive have not yet been determined but it's looking like September 1st is a possible start date.
 - ii. We went over actual expenses over the last 12 months to hopefully accurately forecast what might happen in the next 12 months. We discussed several factors including the Acoustic Roots Festival, CPB funding, tower repairs, and miscellaneous fund raising. Bertolt makes the point that future budget projections should avoid at all costs dipping into our line of credit.

- c. Policy Committee
 - i. Policy Committee did not meet but will have a clean policy document for distribution shortly and will have it posted to the website.
 - d. Nominating and Personnel Committee
 - i. Since May the NPC disseminated the mailers for the annual meeting and will be meeting shortly concerning candidates for the Development Director position.
- VII. OLD BUSINESS
- a. CPB Restricted Funds Audit
 - i. CPB has given us a green light on both the 2014 and 2015 submissions and we needn't do anything else but wait for the checks. Thanks to everyone who helped make this happen. Seriously.
- VIII. NEW BUSINESS
- a. Committee listing on website (membership, meeting dates, locations)
 - i. This is a housekeeping thing but we need to make sure all the committees and times/dates of meetings are posted correctly on the website and are filled with correct number of (board) members. Louis Malone moves to discuss committees and make-up in the July meeting, Tom Henderson seconds. Motion passes.
 - b. Identification of current (not proposed) policies
 - i. This is going to be tackled by Jerry Stern and Tom Henderson in the near future.
 - c. Discussion of rules/procedures for closed meetings of the Board.
 - i. We discussed the rules surrounding announcements for closed meetings of the board. FCC rules state that closed meetings can happen but that the membership needs to be notified afterwards that a.) the meeting happened and b.) the reasons why. FCC rules state that this should be done within a "reasonable amount of time" which is generally 7-10 days.
 - d. Development Director Position
 - i. A full or part-time development director would dip into our credit line a fair amount so we discussed the logistics/practicality of hiring a new development director. Bertolt has come up with a proposal for a part-time Development Director. We have sold about 100 of a possible 669 underwriting spots. And while general community radio practice recommends not having 100% of underwriting sold, about 70% of underwriting spots is recommended. Which means we still have a long way to go to reach that threshold. Bertolt recommends having a \$400/month draw for a potential Development Director and have commission make up the rest of this person's salary. The position would

be reviewed after a three-month period and the success (or lack thereof) would determine whether the contract would be renewed.

- ii. We discussed logistics of the new Development Director position and whether or not this would be an official position of the station or a contracted position. Opinions from Board Members include the following:
 1. Pamela Davidson: Corrects Bertolt for the third time that Bertolt says Dorothy Granger didn't pay for herself. Thinks 70% is "pie in the sky" for underwriting sales. Fears we'll lose our tax-exempt status if our underwriting exceeds our donations. Fears a volunteer could compromise sensitive financial information. Fears we could be heading towards being a commercial station. She fears we could lose our 501(c)(3) status if our underwriting surges. She also fears that leaving this position unfilled for an extended period will compromise our database and the upkeep thereof. Additionally, she fears public opinion of the station when word gets out we don't have a person in this position.
 2. Tom Henderson says the public face of the station could change somewhat with the desire for funds and the new Development Director needs to have an outreach component of their work that is not necessarily compromised by the desire to generate funds. Being an ambassador of the station is just as important as generating funds for a non-profit.
 3. Jerry Stern states that we're at less than 10% of entities that could be paying WFHB for underwriting, and if we doubled this amount we'd still be under the underwriting marks set during Chad Carrothers term as General Manager.
 4. Louis Malone appreciates the reality of WFHB's financial state and feels numbers matter and it seems reasonable to put Development Director position on hold and create a separate position singularly devoted to generating revenue.
 5. Sarah Ryterband notes the outreach efforts of Dorothy Granger and the public face she presented throughout her term. She feels not having a full-time Development Director could compromise the public face component of WFHB operations. She also is concerned about what kind of message an underwriting rep gives to potential underwriters and giving a false expectation of what underwriting on WFHB entails could be problematic. Bertolt thinks there's definitely a learning curve and getting everyone on the same page is imperative. He thinks being careful with the hire

will help and Pamela feels training is very important for this person. Louis Malone feels having fewer people to train in this capacity will eliminate a lot of problems in terms of mixed signals/double coverage of leads.

6. Tom Henderson calls for a point of order to determine how many Board Members feel an underwriting position is good idea in lieu of a full- or part-time Development Director position.
7. The Board decided that this person could begin on a contract basis—which would allow the Nominating and Policy Committees to define the position (if it is to be an official position) and hire a person outright.

- e. Community Advisory Board
 - i. Tabled until July.

IX. ADJOURN AND RECONVENE TO CLOSED SESSION (to discuss personnel evaluation).

- a. Public portion of the meeting is adjourned at 7:57pm.

X. ADJOURNMENT

XI. SUMMARY OF MOTIONS MADE AND PASSED

- a. Tom moves to approve May meeting minutes, Louis Malone seconds. Motion passes.
- b. Board President: Tom Henderson moves to elect Jerry Stern as Board President, Louis Malone seconds. Motion passes, congratulations Jerry!
- c. Board Treasurer: Sarah Ryterband moves to elect Jerry Stern as Board Treasurer, Tom Henderson seconds. Congratulations on your double role, Jerry Stern!
- d. Board Secretary: Louis Malone moves to elect Kelly Wherley as Board Secretary, Sheryl Mitchell seconds. Kelly Wherley is elected Secretary and the board would like to have the minutes distributed as soon as possible.
- e. Sarah Ryterband moves to accept Smithville phone and internet services offer that wouldn't exceed \$205/month plus whatever expenditures are necessitated for the pulling of wires nearby that wouldn't exceed \$300. Tom Henderson seconds. Motion passes.

Upcoming Meeting Dates:

- Monday, July 25th, 2016 (6:00pm)
- Monday, August 22nd, 2016 (6:00pm)
- Monday, September 26th, 2016 (6:00pm)