

Friends of WWOZ, Inc.
Board of Directors Meeting Minutes
November 9, 2016

Date: November 9, 2016

Time: 4:30 pm

Location: The New Orleans Jazz & Heritage Foundation
1205 N Rampart St, New Orleans LA, 70116

Board Members Present: Marc Barnes, Judge Sidney H Cates IV, Ruth Chouest, Bob Edmundson, Douglas Hammel, Deborah Duplechin Harkins, Courtney Slatten Katzenstein, David Kerstein, Ronald McClain, J.R. Pegues

Board Members Absent: Carol Solomon, Leonard Smith III

Foundation Staff Present: Don Marshall

WWOZ Staff Present: Dave Ankers, Scott Borne, Arthur Cohen, David Freedman, Beau Royster, Pamela Wood

Members of the Public Present: Don Paul

Call to Order: Ms. Harkins called the meeting to order at 4:30 p.m. A Quorum was declared at 4:30 pm, with 10 of 12 Board members participating.

Minutes: Mr. McClain moved to accept the minutes of the October 19 board meeting. Judge Cates seconded the motion, which passed unanimously.

Public Commentary: None.

Report of the Chair:

Ms. Harkins reminded Board members that calling WWOZ staff members and volunteers directly with feedback can result in staff over-reaction. All were asked to honor a line of communication through the COO for feedback and concerns.

Ms. Harkins added that she was encouraged by the depth of engagement going on, and thanked the board members.

Chief Operating Officer's Report:

Mr. Cohen referred the board to the Chief Operating Officer's Report document distributed by circulation prior to the meeting. The three weeks since the previous board meeting were primarily taken up by the Fall Pledge Drive and the annual audit.

Nearly all conflict of interest forms from Board members have been collected. Please complete any outstanding forms.

Mr. Edmundson joined the meeting at 4:37 p.m.

Executive Session:

Ms. Harkins announced at 4:37 p.m. that the Board would enter Executive Session, which began immediately and lasted until 4:48 pm. *Purpose: to discuss personnel matters within the budget.*

FINANCE COMMITTEE REPORT

Mr. Pegues said that the Finance Committee was presenting a balanced budget to vote on. He also explained that a financial snapshot had been distributed to Board members. Going forward, a new column will added to the snapshot showing current status "vs budget."

Mr. Pegues presented these material observations:

1. There are near and mid-term expense pressures. It's simply more expensive to operate a radio station each year so we need to find new ways to raise revenue.
2. A cash-flow strategy should be discussed at the upcoming Board retreat.
3. Last year's \$76k loss (after the \$375k cash windfall from the BP settlement) led to the development of a tight, balanced budget.
4. There remains \$60k we can draw down from the NOJHF from the "Big Ask," but we need to ask the NOJHF board for money for specific things. This \$60k is not reflected in the operating. Mr. Cohen added that we are likely to ask for \$30k to complete the Livewire app, and a few other projects we could "re-program." A complete list of capital needs (equipment and software) is being developed for a possible funding request to the Foundation.

Mr. Barnes moved to accept the revised FYE 2017 budget as presented. Judge Cates seconded the motion, which passed unanimously.

Mr. Hammel moved to accept the Finance Committee Report, and Mr. McClain seconded the motion, which passed unanimously.

Chief Development Officer's Report:

Ms. Woods directed board members to her report in the information packet, explaining that we brought in \$170k during Pledge Drive (so far), as well as an addition \$20k in major giving as a result of the Wealth Screen List. (Last year's Fall Pledge resulted in only \$5k from major giving.)

Ms. Katzenstein asked if there could be a check box option for those who donate, whether over the phone or in person, to add an additional 3% to cover credit card processing costs. (Such costs currently run \$58k/year.)

Mr. McClain asked how many Board members had pledged during Fall Pledge Drive, and Ms Woods replied that it was about 40%.

Mr. Barnes said the Development Committee of the Board hadn't yet met, due to scheduling issues. Conversations were ongoing about goal-setting, to be certain that we don't set ourselves up for failure.

He also mentioned that he would distribute to board members a set of guidelines for board members of their responsibilities at a non-profit organization.

Mr. Cohen suggested that committee meetings be scheduled two or three weeks ahead of full Board meetings, to allow time for staff to act on any requests that might result.

Piano Night Committee Report:

Ms. Chouest said the committee would meet on Monday November 14, reviewing the issue of Piano Night and how it fits into the schedule around Jazz Fest and other events.

Mr. Barnes moved to accept the Piano Night Committee Report, and Mr Pegues seconded the motion, which passed unanimously.

Cab Liaison Report:

Mr. McClain explained that he had read and reviewed material about this board's bylaws and about the CPB requirements for a Community Advisory Board. He stated that there might be some misperceptions about the role of the CAB and its configuration, pointing out that this board appoints members of the CAB.

The CAB is developing a list of candidates to fill positions being vacated at the end of the year. Mr. McClain will work with the COO to develop a process for selection and appointment of new members.

He plans to attend the December 6 CAB meeting. He said that he will be focused on how the CAB reviews programming in relation to the needs of the community.

Ms. Chouest moved to accept the CAB Liaison Report, and Mr. Pegues seconded the motion, which passed unanimously.

Human Resources Committee Report:

Judge Cates noted that the HR Committee has not yet met.

There were no reports from other Committees.

Chief Strategic Officer's Report:

Mr. Freedman explained that on October 24 he met with the president of the New Orleans Jazz & Heritage Foundation to review WWOZ's space needs. He planned to meet on November 10 with the owner of the 450 Mandeville St location. On October 31 he met with commercial realtors and is looking at four or five other properties as backup.

Mr. Pegues asked about the gross square footage needed for new studios, and Mr. Freedman explained that estimates of space needs need to be updated.

Mr. Pegues moved to accept the Chief Strategic Officer's Report, and Mr. Hammel seconded the motion, which passed unanimously.

Ongoing Business:

Board Retreat: Ms. Harkins noted that Mr. Cohen had distributed three possible dates in early 2017 for the planned Board Retreat: January 28, February 4, and February 11. The date of Saturday, January 28 was chosen, based on general availability of Board members. The event will be held in New Orleans, and will consist of a dinner social event on the evening of Friday January 27, followed by a retreat on Saturday, January 28 from 9 am to 5 pm (locations TBD).

New Business:

Mr. Marshall presented the Board with a \$300,000 check for the New Orleans Jazz & Heritage Foundation's annual grant to Friends of WWOZ. Ms. Harkins led the Board in expressing thanks to the Foundation for the early delivery of the grant, which helps with cash flow.

Set Next Meeting Date. The WWOZ Board set the next meeting for Wednesday December 14, 2016 at 4:30 pm. This date is after the December NOJHF Board Meeting, instead of the customary one day

before. Future meetings will be the Wednesday before the NOJHF board meeting (Wednesday before the 2nd Thursday of the month}.

Adjournment: Ms. Harkins moved to adjourn the meeting. Ms. Chouest seconded the motion, which passed unanimously. The meeting was adjourned at 5:20 p.m.