

Friends of WWOZ, Inc.
Board of Directors Meeting Minutes
April 12, 2017

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

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

Via Phone: Rachel Shields

Board Members Absent: Deborah Duplechin Harkins

Foundation Staff Present: Don Marshall

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

Call to Order: Mr. Hammel called the meeting to order at 4:30 p.m. A Quorum was declared with eleven board members participating.

Minutes:

Mr. Pegues moved to accept the minutes of the March 8th board meeting. Mr. Smith seconded the motion, which passed unanimously.

Public Commentary:

WWOZ volunteer Grace Perrine requested to know the status of moving WWOZ station to a new location. Mr. Hammel informed Grace WWOZ is currently under lease until 2019 and we hope to expand the current physical location in the interim. She also noted the limited availability of parking space at WWOZ's current location.

Mr. Don Paul made comments following up on a document he submitted last April also focusing on space needs, salaries and board composition.

Report of the Chair: None

Chief Operating Officer's Report:

Mr. Cohen directed board members to his COO report. Mr. Cohen informed the board that WWOZ's programming department is at full tilt promoting Piano Night and Jazz Fest. WWOZ had a very successful pledge drive, receiving 150,000 live video views in addition to the listeners. The top watched videos during pledge drive were the band "Cha Wa" who received

17,000 views and the artist Kermit Ruffin who received 12,000 views. A total of 35 acts performed at the station during pledge drive.

He continues meeting with the French Market Corporation to discuss the build-out of offices within WWOZ.

During the French Quarter festival, WWOZ experienced minor technical problems during its live broadcast. It was determined that mono listeners had problems hearing the broadcast. The engineering department is working to correct the issue to avoid a repeat at Jazz Fest live broadcast.

WWOZ's phone upgrade project has been delayed because it has to be signed off by French Market Corporation.

Judge Cates moved to accept the COO report. Mr. Pegues seconded the motion, which passed unanimously.

Finance Committee Report:

Mr. Pegues reported that WWOZ Finance Committee met on April 10th to review 7 months YTD, the 2016 form 990 and to follow-up on February's board retreat. The committee also discussed the relationship with Whitney bank in which David Kerstein played a major role in helping to assist in the transition. Mr. Pegues distributed a summary flash report of the financials which reflected WWOZ being in the strongest position of the year historically on a calendar basis. Of importance notice is that the line of credit has been paid down to zero. The asset side of the balance sheet is strong. The payables are primarily due to brass passes. The income statement side of the financials reflected \$288,000 ahead of budget primarily due to the Foundation and the sale of brass passes. We are lagging slightly again in underwriting and major gifts about 28% off of budget at the end of February. On the expense side there is a 53% overspend primarily due to the earlier than usual purchase of brass passes from FPI caused by faster sales. The general admin overage is due to two unbudgeted items; the General Manager's search and also the board retreat. Bottom line is 235,000 better than budget, an improvement of \$168,000 over March.

The IRS requires that a form 990 is filed every year. The LaPorte firm has assisted WWOZ with its filing of this form. No known issues were reported in WWOZ's previous filings. The 2016 filing was reviewed and approved at the last finance committee meeting. Historically the 990 is prepared by WWOZ's CPA, reviewed by station management, reviewed by the OZ finance committee and then filed. In keeping with best practice, the 990 is available to any board member for review by contacting Beau Royster. Key points that are contained in 990 are 1) it provides total revenue for the year, 2) list number of details including OZ's major donors. Once the 990 is filed it will be posted on WWOZ's website.

Mr. McClain made a motion that WWOZ 2016 990 be filed. Ms. Katzenstein seconded the motion, which passed unanimously.

Mr. Pegues stated in the ongoing process of moving relationships to a different bank, WWOZ is also looking at ways to raise its debt rate in order to lower its borrowing cost. If that can be done it would make WWOZ's new relationship with Whitney bank more amenable to expanding its line of credit to a larger number than it had before.

Mr. Kerstein motioned to open accounts at Whitney bank, Mr. Edmundson seconded the motion, which passed unanimously.

Mr. Kerstein moved to accept the Finance committee report. Mr. McClain seconded the motion, which passed unanimously.

Chief Development Officer's Report:

Ms. Wood directed board members to her electronically submitted Development report. She also reported that brass passes sales are shut down because they sold out.

Mr. Barnes reported the success of WWOZ's 2017 spring pledge drive. Most of the brass passes were sold prior to pledge drive, which means that most of our calls were actually pure memberships.

Mr. Barnes presented the board with a personalized board pledge form as part of our goal of full board giving. The board pledge form allows each board member to ensure that their records match the station's records and also allows each member an opportunity to make their contribution. The board pledge forms will not be made public.

Mr. Cohen informed the board that membership and underwriting numbers are being tracked against a budget that is compared to last year's budget. The numbers reflect that membership is ahead and that underwriting is behind, even though we have more underwriters in this year than we had last year. The underwriting goal has not been met. As an offset there is a vacant position in development department that is being used as a commission only position.

Ms. Wood reported that her department is on point and ready for 2017 Jazz Fest, from the stage size to the crowd flow. WWOZ is in a different position with Jazz Fest vendors due to the renegotiation of contracts that resulted in decreasing overall expenses.

Mr. Hammel thanked everyone who participated in WWOZ 2017 spring pledge drive. He gave special recognition to board member Ruth Chouest, who did an excellent job promoting Piano Night. Mr. Hammel also pointed out that the financials reflect a lag in donor gifts. He encouraged each board member to keep aware of the lag and do everything they can to bridge the gap.

Judge Cates moved to accept the Development committee report. Mr. Smith seconded the motion, which passed unanimously.

Technology & Programming Committee Report

Mr. Cohen stated that the station is ordering equipment with funds that were approved with the capital request. Fundraising software purchase has been paused in order to ensure that the station receives the most up-to-date technology on the products since the capital request. Another capital request item that is pending is the livewire entry system which will exhaust the remaining funds in the previous Foundation capital allocation.

Mr. Cohen reported that the station is very close to launching the mobile responsive music history website call a "A Closer Walk". The website is a tour mostly for tourist and very informative. Promotion for the Closer Walk will begin after Jazz Fest.

Mr. Barnes moved to accept the Technology & Programming committee report. Mr. Pegues seconded the motion, which passed unanimously.

Piano Night

Ms. Chouest reported that ticket sales were going well with premium seats selling first. Advertising in the Gambit is planned a week before Jazz Fest. Banner Ads with Offbeat also Facebook are being used to get the word out. Kathleen Edmundson has been a great help getting the word out on social media. Marcia Ball is scheduled to appear on "News with a Twist" to help promote her performance at Piano Night. The WWOZ newsletter dated was moved to April 27th accommodate Piano night promotion. WWOZ's video department contributed two promo spots to Piano night.

Ms. Shields requested each board member to pay special attention to the social media aspect of Piano night. She encouraged members to "like" the comments and post as much as possible. She also suggested to members to "re-share" and "invite" friends to WWOZ events on Facebook as a means to get the word out.

Mr. Pegues moved to accept Piano Night report. Mr. Edmundson seconded the motion, which passed unanimously.

Ongoing Business:

Community Advisory Board (CAB)

Mr. McClain reported that our new Community Advisory Board met a couple of weeks ago. New members on the board are all very enthusiastic about being the voice between the

community and the WWOZ Board of Directors. At the last CAB meeting on March 28th officers were elected; Chairman - Stokely Ture "Truth", Reid Wick was elected Vice Chairman and Ashlye Keaton was elected Secretary.

They are interested in advising on projects the station is thinking about or working on. Mr. McClain stated that the CAB was very impressed with the presentation Arthur Cohen made at the meeting on March 28th which provided them with a real insight to what is currently going on at WWOZ and what the station potential is. The CAB discussed educating musicians on copyright laws and protecting the intellectual properties of music. They decided to meet every other month for 2 hours. The next meeting will be Tuesday, April 18th - 6:00pm – 8:00pm. The CAB meeting scheduled is posted on WWOZ website.

New Business: None

At this time the WWOZ Board went into **Executive Session** to discuss Real Estate and HR matters.

Next Meeting Date: WWOZ's next meeting is scheduled for May 10, 2017.

Adjournment: 6:05 p.m.