

Friends of WWOZ, Inc.
Board of Directors Meeting Minutes
October 19, 2016

Date: October 19,, 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, Ronald McClain, J.R. Pegues, Leonard Smith III

Board Members Absent: Carol Solomon, David Kerstein

Foundation Board Members present: Donna Santiago, President of New Orleans Jazz & Heritage Foundation

Foundation Staff Present: Don Marshall

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

Members of the Public Present: none

1. Call to Order. Ms. Harkins called the meeting to order at 4:30 p.m.

Roll Call and Quorum. A Quorum was declared at 4:30 pm, with 10 of 12 new Board members participating.

Ms. Harkins welcomed the board.

2. Minutes. Mr. Barnes moved to accept the minutes of the September 7, 2016 board meeting. Mr. Smith seconded the motion, which passed unanimously.

3. Public Commentary. No members of the public were present.

4. Report of the Chair:

Ms. Harkins put forward nominations for officers of the Board: Douglas Hammel for Vice President, Ruth Chouest for Secretary, J.R. Pegues for Treasurer. Mr. McClain moved to accept the nominations. Mr. Smith seconded to motion. The board voted and the nominations were passed unanimously.

Ms. Harkins announced new committees:

Finance committee

JR Pegues

Courtney Slatten Katzenstein

David Kerstein

Development Committee

Marc Barnes

Courtney Slatten Katzenstein

Bob Edmundson

Ruth Chouest

Deborah Duplechin Harkins

Real Estate Committee

Bob Edmundson

Ruth Chouest

Deborah Duplechin Harkins

David Freedman

HR/Legal Committee

Judge Sidney Cates IV

Ron McClain

Douglas Hammel

Programming/Technology Committee

Leonard Smith

Mark Barnes

"Ad Hoc committees":

CAB Liaison

Ron McClain

Piano Night Chair

Ruth Chouest

Ms. Harkins said that board bylaws were being worked on and would be presented at the next meeting.

Ms. Harkins distributed a packet of proposed policies drafted by Hilton Bell: conflict of interest disclosure statement, conflict of interest policy statement, conflict of interest policy, confidentiality policy, social media policy,

Ms. Harkins invited current and past members of the board and employees to an appreciation social at her house after the next board meeting, on November 9.

Ms. Harkins announced that going forward meetings would be held on the second Wednesday of every month. Upcoming meetings specifically named for December 14, January 11, February 8, and March 8.

5. Chief Operating Officer's Report.

Pledge Drive has begun. Invitation to board members to stop by during Pledge Drive.

Office manager update: ready to make final offer to a candidate.

Crescent City Blues and BBQ coverage was successful, broadcasting live audio on Saturday, and streaming video on Facebook Live and UStream all days. Mr. Smith commented that the Facebook stream quality was excellent. Ms. Harkins congratulated Mr. Cohen and Mr. Marshall on a successful collaboration between WWOZ and the Foundation.

NOLA Music Awards upcoming on Saturday October 22. WWOZ was involved in giving an award to Quint Davis.

The revised Budget for FY 2017 is in final stages – waiting to meet with Finance Committee to move forward. Should ready to be presented for approval at the next meeting.

Per the charter, the Community Advisory Board should have new members appointed by their January meeting.

Mr. Cohen presented the first installment of his orientation to the new board.

Mr. Pegues motioned to accept the Chief Operating Officer's report. Mr. Smith seconded the motion, which was voted on and passed unanimously

6. Chief Finance Officer's Report.

Mr. Royster explained the absence of a financial report in this month's packet distributed to board members -- because our financial year has closed but the audit has not been completed, there is no report to give. The audit begins in ten days (on October 31). Mr. Royster said that the budget process, the chart of accounts, and the way financials are presented were all being revised.

Mr. Pegues explained that going forward there would not be a detailed verbal explanation of financials at every meeting, with the intent that board involvement in meetings is a discussion, and not just a presentation of details. The information will be distributed at a board level as a "flash report" monthly with more detail quarterly.

7. Chief Development Officer's Report.

Ms. Woods explained that the current Pledge Drive has been revamped, with a revised programming approach (pitching dialogues on cards, clock outlines for each hour, and a pathway for how to get pledges). Individual show goals have been eliminated, and replaced by new team goals for each full day.

Negotiations have been concluded for switching from Memsys and Convio to the new Allegiance system, pending funding for conversion.

New underwriting/reporting tracking systems has been developed (for reporting to CFO)

Major giving: development staff has begun exploiting a wealth screening list assembled for us in 2012. So far we've seen two \$10,000 gifts resulting from this approach.

Ms. Katzenstein, Mr. Smith, Mr. Barnes, Mr. McClain and Mr. Pegues discussed how Board members could be involved in touching back with donors, and encouraged Ms. Woods to use the board for their contacts and relationships.

Ongoing: working on setting up giving on social media; the dismantling of Swamp Shop and sorting out vendor relationships; and continuation of budget work.

8. Chief Strategic Officer's Report.

Mr. Freedman has met with realtor Don Randon and has looked at two possible backup locations if the primary choice doesn't work out.

Mr. Edmundson added that he had spoken to John Williams, WWOZ architect, who advised that he had spoken to the owner of our preferred location, and was assured by the owner of his intent to create a home for WWOZ.

Mr. Freedman opened the topic of a request to determine a valuation. After discussion it was decided not to proceed.

9 Ongoing Business

Mr. McClain proposed a resolution amending the resolution passed by the Board on July 13, 2016, which had resolved that the Board schedule a board strategic planning retreat no later than December 31, 2016. The new resolution amends that resolution, so the retreat must be scheduled no later than February 28, 2016. Mr. McClain motioned to accept the motion, Ms. Chouest seconded the motion, and the motion was voted on and passed unanimously. There was discussion of location for the retreat.

10 New Business

The following resolution was presented and adopted:

BE IT RESOLVED, that because of recent changes in board personnel it is necessary to execute new signature cards for the commercial accounts in the name of Friends of WWOZ Inc. with First NBC Bank.

BE IT RESOLVED, that all notwithstanding any existing signature cards, the following names shall have the exclusive authority to sign all checking, savings, money market accounts and business loans (and credit cards) in the name of Friends of WWOZ Inc.:

Arthur Cohen, Chief Operations Officer

Pamela Wood, Chief Development Officer

Deborah Harkins, President

Douglas Hammel, Vice President

J.R. Pegues, Treasurer

Ruth Chouest, Secretary

BE IT FURTHER RESOLVED, that the new signatories take effect immediately, and that Belinda Lewis Batiste, Cecil J. Blache, Richard Cortizas, and Roxy Wright will no longer have the authority to sign checking, savings, money market accounts and business loan accounts in the name Friends of WWOZ Inc., effective immediately.

Ms. Harkins motioned to accept the resolution, Mr. Edmundson seconded the motion, and the motion was voted on and passed unanimously.

12. Set Next Meeting Date. The WWOZ Board set the next meeting for Wednesday November 19 2016 at 4:30 pm.

13. Adjournment. Ms. Harkins moved to adjourn the meeting. Mr. Hammel seconded the motion, which was voted on and passed unanimously. The meeting was adjourned at 6:11 p.m.