

NFCB Board of Directors Meeting
April 18, 2006
Portland, Oregon

Present: NFCB Board members Brian Terhorst (Chair), Janis Lane-Ewart (Treasurer), Mary Sando-Emhoolah, Gibbs Kinderman, Ken Freedman, Ana Lilia Barraza; Also present were Peggy Berryhill (CNAPR Director of Services and Planning), Loris Taylor, (CNAPR Executive Director), and members of the CNAPR Advisory Council: Frank Blythe, Laura Waterman Wittstock, Will Gray, Peter Tuluk, Joseph Orozco and Jaclyn Sallee. Also present were NFCB staff members Ginny Berson, Evonn Balczunas, Carolyn Caton, Kai Aiyetoro and Carol Pierson. Also present was Bruce Theriault representing the Corporation of Public Broadcasting and Felice Tillin, Teleos Institute.

Meeting called to order 8:46 am

The minutes from the NFCB Board Meeting held April 12th, 2005 in Baltimore, Maryland were approved unanimously. Motion to approve these minutes was by Gibbs, seconded by Janis.

The minutes from the NFCB Board Meeting held October 28 and 29, 2005 were also approved unanimously, also with a motion by Gibbs and a second from Janis.

CNAPR Advisory Council Business:

Will Gray issued his report to the CNAPR Advisory Council. The minutes from the March 6, 2006 teleconference meeting were approved unanimously, with a motion by Joe, and a second by Frank.

The letter of resignation by Marcia Edelman, chair of CNPR advisory council, and was accepted unanimously, with a motion by Mary and a second by Jaclyn.

Geoffrey Blackwell was approved unanimously for a seat on the CNAPR Advisory Council, with a motion by Laura and a second by Jaclyn.

Discussion on Roles of CNAPR and NFCB Board:

Carol introduced this issue and pointed out that we are in the second year of the CNAPR project. Gibbs said that CNAPR needs to have a board, not be an Advisory Council. Joseph said that eventually, CNAPR would like to have a board structure. Mary said that it was good to have the NFCB Board, the CNAPR Advisory Council and the NFCB staff all together. Jaclyn said that an independent governing board would be a good idea but CNAPR may not be ready for that just yet. Carol felt that it makes sense for CNAPR to be part of NFCB for now. It was pointed out that CNAPR has not applied for 501-c-3 status with the Internal Revenue Service. Laura felt that it makes sense for CNAPR to remain part of NFCB, and the association with NFCB is a positive thing. Frank said that there has been a vision for independence in native radio organization.

Gibbs recommended that CNAPR not focus exclusively on CPB for funding. Brian said that CNAPR is great project, it makes community radio better and it makes the NFCB better. Brian was supportive of the concept of CNAPR being self-sustaining.

Carol asked the NFCB board how they felt about having joint meetings with the CNAPR Advisory Council, and how did they feel in general about contact and communication between CNAPR and NFCB? Janis felt that joint meetings were good, they created better communication between CNAPR and NFCB. Frank pointed out that this was only the 3rd time the CNAPR Advisory Council has met, and CNAPR was still working out its own communication issues. Brian felt that the NFCB board is already getting info from CNAPR. He felt that information is indeed being shared, but more interaction is also needed. Loris said that it is way too early to wean CNAPR off of NFCB. Frank expressed the metaphor that NFCB is the incubator, and CNAPR is the egg. Kai proposed better contact directories for CNAPR and NFCB.

The CNAPR Advisory Council then departed to prepare for their meeting of Native stations.

Staff Reports

Loris: Loris described the four pillars of CNAPR, Advocacy, Financial Sustainability, Leadership/Governance and Service. She started with advocacy: CNAPR had its second FCC-CNAPR dialogue in Washington in which they discussed a partnership with the goal of acquiring frequencies and tower sites for tribes. (NFCB has launched a national frequency search.) Loris described the electrical problems suffered by KUYI and their discussions with the New Mexico utility commission. The Apache station has a similar problem, backup generators are needed. Loris reported that the National Congress of American Indians has proposed rewrites to the Telecomm Act of 1996, establishing a tribal title be added to the 1996 act. There is also new language for the 2005 Senate Native American Caucus to support broadcasting in Native country. Loris described the Albuquerque FCC-CNAPR outreach program, digital consultations, comments on CSGs, and CNAPR's participation in the Arizona Governor's roundtable discussions on emergency preparedness. Financial Sustainability: CNAPR completed its business model last year. CNAPR has been building relationships with foundations (including Ford, Nathan Cummings and the Funding Exchange), and is now working on feasibility studies for foundation, internet retail and government revenue. A comprehensive fundraising plan is coming soon. Regarding corporate underwriting, CNAPR is engaging in pre-sales activities and wants to make its first sale in the next few months. In Leadership & Governance: CNAPR has completed one year of the CNAPR Advisory Council leading the way, and there have been regular network calls between various Native Radio entities. In Service, CNAPR has been working on license renewals and making lots of station visits. Loris said they have been working with PRSS with the goal of having all stations 100% connected to PRSS. There has also been energy put into PTFP grants, the Native Radio distribution system, as well as securing pro-bono legal services to aid native stations. CNAPR is communicating with the National Congress of American Indians to alert them to new frequencies. Two people entered: Michael Bracy and Rachel Kramer

Michael expressed that CNAPR is an attractive project for government funders, CNAPR should try to get federal earmarks, and authorized appropriations.

Peggy: Peggy reported on her efforts to help CNAPR stations along and working with networks and producers. Three CNAPR stations have applied for PTFP grants to interconnect to the PRSS with CNAPR's help. CNAPR has helped with license renewals, and she said that six stations had problems with renewal. CNAPR is working with 10 stations to develop engineering maintenance contracts, and they are also taking calls from CNAPR stations for other types of support, such as programming, transition needs, distribution needs, and station visits. Peggy talked about CNAPR's work in frequency searches for new native frequencies. She discussed the window opening up later in 2006, which may be last chance to get non-commercial frequencies ever.

Kai: Kai discussed NFCB's outreach to African American stations. Kai described NFCB's work with license renewal efforts: she worked in helping CNAPR stations and LPFM stations with the renewal efforts. She also developed CNAPR's accounting plan. The Digital Audiocraft project has been resurrected, as has the Manager's Handbook. Kai discussed the proposed increase in Associate dues. The NFCB Audio Logo is still in progress.

Evonn: Evonn discussed the overall NFCB workplan, most of which is going into effect after the conference. In November, Evonn went to the portable media and podcasting expo in California. He has been working on improving NFCB's online presence: improving its visibility, improving member services, and creating a new webpage. Evonn hopes that better placement of NFCB publications on the website will generate new sales revenue. He is also making a better organized press section. The members survey indicated that member stations wanted a searchable NFCB website. He is distributing html code for an NFCB button which member stations can place on their own websites. Evonn is also working on new publications and is involved with the recordings of the majority of the workshops at the conference.

Carolyn: Carolyn discussed improving NFCB's visibility and updating the NFCB strategic plan. She meets weekly with Evonn, Kai and Carol, bringing together plans for increased visibility. She has been working on a NFCB Public Service Announcement project, a NFCB brochure, and she has also been part of the NFCB outreach taskforce. In development, she has been reaching out to foundations for support for NFCB and CNAPR, and she has invited foundation heads to the conference. After the conference, she will be working more on the CNAPR website, and research on disaster preparedness. She suggested that board members should write letters to the editor regarding NFCB stations and activities.

Ginny: Ginny reported on her visits to the Integrated Media Association (IMA) conference and the NPR New Realities conference. She found both disappointing. There was much talk of distribution and monetizing old content, but no talk about new content. The conference in 2007 will be held in New Orleans. She discussed the new FCC flagging service available to NFCB member stations, the Gargoyle service available

through the DC law firm Garvey Schubert and Barer. Ginny negotiated a group buy for stations which will cost \$10 per month, for alerts over a 60 miles radius from the subscribing station. Ginny summarized the NFCB members survey: Primary desires were: 1) a summary of station operations and activities 2) a database created by NFCB members – which stations do what – major gifts program, etc. 3) a desire for regional training. Ginny described three projects she is looking at right now, a rural news project, disaster preparation, and restructuring/maintaining the youth project. She has three new information packets: a packet for new members, a packet for new station managers of old members, and a packet for old managers of old members. All packets describe how to utilize the services of NFCB. She is working on updating the political broadcasting handbook, and hopes to use material from the legal handbook. This packet would address IRS and FEC issues. She is in touch with John Crigler on this.

Carol: CNAPR's updated policy agenda is complete but she is still completing NFCB's policy agenda. Carol reported on the challenging environment for federal appropriation that looms ahead. She described several key strategic alliances: she is working with Mike Bracy, and is also working with a coalition of media and democracy group in working in this area. Carol talked about her meeting with Pat Harrison, the new president of CPB. In performing rights fees, Carol has started discussions with ASCAP, BMI and Sesac regarding annual fees have started. A cost of living increase will most likely take effect. The similar negotiations with the RIAA are up in the air, the reporting taskforce hasn't met. All other non-commercial entities walked out on the last RIAA negotiations except for IBS. NPR has a podcasting agreement with ASCAP, Sesac, BMI and maybe RIAA for interstitial music and music chats. This agreement applies only to NPR stations.

Carol serves on the The Public Radio Satellite Service (PRSS) Distribution / Interconnection (DI) Committee. They have created a new type of membership for \$3100 / year for stations who are not connected to the satellite. The launch date for Content Depot is September 2006 . Carol has been working on a Frequency Search Project with PRC, Pacifica, Prometheus, and Common Frequency from Davis, CA. Sometime between November 2006 and February 2007, the FCC will announce a five day window for applying for new frequencies. In LPFM news, it doesn't look like anything is going through Congress to authorize stations on third adjacent frequencies this year. Carol has been trying to get NPR to change their position on that question. In Development, Carol reported on Paul Knudson, who is working part time for NFCB on Development projects. Loris and Carol have been meeting with foundations to raise money for CNAPR and the refocused the youth radio project. She has regular staff meetings, and one meeting per month with the NFCB staff and the CNAPR staff. Carol discussed the possibility of adding new board members to the NFCB board. She has been working with the NFCB staff in reviewing the NFCB workplan, and will continue doing that on a quarterly basis.

Break for lunch.

Meeting reconvened at 1:30pm

Finance Committee Report

Janis reported on the Profit and Loss statement for October, 2005 to September, 2006. The Finance committee met in late March, 2006 and reviewed October 2005 to end of February 2006. The main concern is a lack of sufficient cash flow for NFCB in the third and fourth quarter due to CPB slow payments. The CPB payment of 150K has now been received. NFCB is still on track for meeting budget projections through March 2006. We need to have staff to monitor and report to the board on revenues, especially on grant income. In October 2005 to the March 2006 P&L, the committee projected a \$21,000 surplus at the end of 2006. The Finance committee suggested looking at how consultants are paid in order to lessen cash flow problems. Janis reported that Accounts Receivable were down in February as dues were starting to come in. Discussion revolved around developing a reserve or contingency fund. It was suggested to take 10% of the annual receipts of membership dues to establish contingency fund. What is monthly operating expense for NFCB? How to go about establishing 10% contingency fund? Gibbs felt that we have to just do it. He suggested setting up a reserve fund, and not requiring staff to come up with 10% of lower expenses. Janis said that a three month reserve is a good goal, but we must see what the implications are. It was suggested that the reserve fund be called the "Operating Contingency Fund." An investment Policy would follow the creation of a reserve fund. Gibbs felt that an extraordinary majority Board vote should be required to use any reserve funds, such as a 2/3 or more majority. Janis then reviewed the NFCB Development Plan for 2006-7. Janis asked if this plan were dependent on a new development director. Carol replied that the plan assumes at least a part time Development Director at the level of Paul.

Bader Award

Motion by Gibbs to change The Cream award to The Bader Award, to be awarded for the first time in 2007, with the exact wording of title to be determined by NFCB staff. Seconded by Ana Lilia, approved unanimously. The Bader award is named after Michael Bader of Haley, Bader & Potts.

Proposed By-Law Amendment:

The board discussed the proposed by-law amendment to allow NFCB member to vote electronically, as well as by mail. Gibbs asked for a definition of electronic voting. Brian and Carol said that John Crigler would be consulted on this, and that a sample system would be set up to allow for electronic voting. Gibbs made motion that "subject to lawyer approval, the proposed by-law amendment be approved." Janis second. Motion was approved unanimously.

Proposed Increase in Associate Dues:

The board discussed the proposed increase in annual dues for Associate Members, which was dated April 18, 2006. Carol moved to approve the proposed increase, seconded by Gibbs. Discussion ensued.

Would some members dues increase? Yes. Some would go up and a few would go down. The categories are increasing in size, which is why the proposal has some member's rates going down. Gibbs, Ginnie, Ken and Janis expressed that all member's dues should go up if any member's dues increase. Their feeling was that the proposal was flawed in that it

raised some member's dues; it lowered other member's dues and some member's dues remained the same. Should the categories remain the same? Evonn suggested offering explanations to larger organizations, which would see the largest dues increase. Kai gave a breakdown of how many associates there were in each group. There were 42 Individuals, 71 with budgets under \$75,000, 13 with budgets of 75-149,999, 6 with budgets of 150,000 to 299,999 and 7 with budgets of 300,000 to 999,999. Carol withdrew her original motion, Gibbs withdrew his second. The motion was amended by Gibbs to reflect the following annual Associates Dues Structure:

Individual Dues:	\$125
Budgets of \$1-74,999:	\$225
Budgets of \$75,000-149,999	\$450
Budgets of \$150,000-299,999	\$600
Budgets of \$300,000-999,999	\$800
Budgets of \$1 million and up	\$950

Ana Lilia seconded the amended motion. Janis said that the rationale for increasing associate member's dues still hasn't been justified for increasing revenue by a certain amount. Carol said that Participant dues increase every year but associate dues haven't been raised in three years. The motion passed unanimously.

Board Succession / Role in Fundraising:

Two board terms will end in June, 2006, the terms of Janis and Ana Lilia. Janis will pursue a second term, Ana Lilia will not. Paul (the Development Consultant) proposes expanding the number of people on the NFCB board. There was discussion on whether or not board members should be non-station related. Brian said that station involvement is one of many criteria but we are getting thin on station reps already. Brian felt that board members from Latino stations would be good. A new board chair will also be needed beginning June 2006, and a new secretary is needed. Carol handed out a sheet entitled "Board of Directors Development Discussion." Several people felt that the board needs to get more involved in fundraising. There was discussion of getting people on the board with access to money or funding. What kind of money people are we looking for? It was agreed that a pool of individual candidates would be helpful. In expanding the board, should certain seats be designated for radio station representatives? What if money people are nominated and then the membership doesn't know them and they don't get elected? Ken, Gibbs and Brian volunteered to work with Paul on a strategy for moneymaking on the Board. Janis will come up with two names.

Conference Review:

Ginny gave a rundown of the annual conference in Portland. She was especially appreciative of KBOO's efforts and she mentioned that the exhibit spaces have all sold out. She took volunteers from the board for filling in gaps in the schedule for the NFCB table.

Outreach Taskforce:

Carolyn handed out a paper called "Proposed Member Outreach Project: which was dated April 18, 2006. The Outreach Committee consists of Brian, Kim, Ken, Mary & Ana Lilia. There was discussion of what needs to be done to reconvene the OC, gearing up to send out a mailing in September, and follow that up with calls, followup mail, etc. Gibbs moved to endorse the staff plan on OC, Janis seconded and it passed unanimously.

Signatures for Wells Fargo Forms:

Kai wanted more signatory signatures for NFCB's Wells Fargo forms. Janis signs. Mary and Ken decline to sign.

Carol's Evaluation

Carol and the staff leave the room. Janis, Brian and Ken felt that there isn't enough time to do an effective review at this time. Discussion devoted instead to improving the process of giving an effective executive evaluation. It was agreed that a self review should come first. Janis will get info on Carol's raise history and the history of raises for the staff. Brian suggested asking the staff for info on Carol first. Janis asked if we agree with the rating guidelines we ultimately use with the staff, do we just average the ratings? The consensus was "yes." Ken asked if there are really two separate processes, the staff review of Carol and the board review of Carol? Most present felt that it made sense to do both reviews in the same process. It was agreed that the deadline for Carol's review should be the June teleconference. Carol reentered the room and Brian relayed the proceedings to Carol. Carol offered to also submit result of online evaluation from six months earlier. The Pre-Review process is to be complete by June 1st. Carol reported that everybody on staff got a 3% salary increase on 10/1/05 or on their anniversary date.

Motion to adjourn: 5:03pm, from Janis, Mary seconded. Passed unanimously.

Minutes submitted by Ken Freedman, June 22, 2006