

## Quarterly Meeting of the AIR Board of Directors

Thursday, 11.19.09

11:30aPT/1:30pCT/2:30pET

- David Freedman
- Amy Mayer
- Ellen Horne
- Wes Horner
- Sue Schardt
- Sid Selvidge
- Robynn Takayama
- Erin Mishkin

### AGENDA

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#### 1. Approval of minutes [vote required]

Aim for simpler minutes.

Sid moves to approve. David seconds. Unanimous.

#### 2. Approving agenda/round-robin (2 mins)

#### 3. Treasurer's report (5 mins)

- FSOct09 (Attachment)

Hyo Choon: financials are slightly off from projected, revenues down slightly but expenses are also down—and more than revenue. Also, \$94K in the bank (cash at hand). Further financial transparency in coming year will lead to more clarity in cash flow and budget concerns. Hyo Choon will raise specific questions with finance committee to help influence 2010 budget process. Recommends more historical perspective on financial picture and is working with Bab to review past fiscal year statements.

- 2010 budget process

Hyo Choon will build from projections, with Bab and Sue's input. Pending grants will influence, but budget process will be underway as of next week. May need to prepare a provisional budget and accept that, then if grants come in we will then amend the budget to accommodate them. The intention is to have a draft budget for the full board to vote on before end of year.

#### 4. Committee Reports

##### a. Finance Committee: Chair Hyo Choon Lee (10 mins)

- Priorities (see attached)
- Members: recommendations made. Hyo Choon will approach recommended potential members.

Governance needs to clarify how new committee members are approached/approved. For now, committee chairs can invite new members and formulated committees will be reviewed/approved at next quarterly meeting.

Sue: moves to approve Hyo Choon's plan of work for Finance committee. Amy Seconds, approval unanimous.

##### b. Membership: Chair Amy Mayer (10 mins)

- Priorities (See attached)
- Members (already in place)
- Nudging lapsed members

Grievance/revocation of membership policy to be presented for approval at next quarterly meeting.

Distribute lapsed members to full board (as in the past), board members will pick names they know, any remaining will go to membership committee.

- Plan for two months to ramp-up before annual meeting/elections.

David: moves to approve work plan. Amy seconds. Unanimous approval.

##### c. Governance: Wes Horner (10 mins)

- Priorities
  - ✓ Handbook
  - ✓ Conflict of Interest policy
  - ✓ Board expansion

- Proposed members

Handbook is a major job; still compiling all the pieces. Working on make-up of committee. David recommends putting committee structuring and board expansion at top of list.

Amy moves to approve Wes' work plan. Sid seconds. Approved unanimously.

**d. Fundraising: Chair Ellen Horne (10 mins)**

- Priorities (see attached)
- Proposed members (see attached)
- CPB meeting

Ellen yielded her committee time to allow more time for CPB conversation later. Work plan distributed in advance.

Wes moves to approve work plan, Sid seconds. Approved unanimously.

**e. Programming: Chair Jim Russell (10 mins)**

- Priorities
- Proposed members

Jim Russell has submitted his resignation from the board via email to President. Future of programming committee to be discussed in context of expanding board. Discussion ensues. Reasons for resignation are not clear, and the board asks President to request a debrief or "exit interview" with Jim.

**f. HR Committee Chair: Sid Selvidge**

Priorities as noted.

David spoke to prospective member today who is excited to join. Hyo Choon is also happy to help.

Wes moved, Hyo Choon seconded proposal to approve HR work plan. Unanimously approved.

**g. Executive Committee: Chair David Freedman (10 mins)**

- Admin of committee meetings, etc... Document repository.

Intro to AIR Board section at AIRMedia. Repository for committee documents. Meeting information can be uploaded to this site, too. Committee chairs should upload some documents to get started/get familiar with interface. Any concerns, email [webmaster@airmedia.org](mailto:webmaster@airmedia.org).

*After the meeting, Amy uploaded the Complimentary Membership Policy (approved at September meeting) to the Policies folder in the Organizational Governance folder. Also, Anglynn (webmaster) confirmed after the meeting that only the board members, Sue, Erin and her can see the AIR Board folder. No concerns over password protection (if you're not prompted for your password it's because your browser kept you logged in).*

- Committee development: Setting timetable for meetings

Post schedule in AIR Board section. Committee chairs notify full board of any meetings. **Recommendation is for all committees to meet before end of year.**

- ED evaluation and contract: underway.

*A full board meeting will be scheduled before the end of the year to approve the 2010 budget.*

**5. ED report (10 mins)**

**e. Membership report (Attachment)**

Young, non-white, and station-based producers are among the growing demographics within the membership. Work w/ membership to put forth relevant face of organization to overcome past stereotypes of membership.

**f. CPB MQ2**

MQ2 video is rolling out first to inner-circle, then will be put on YouTube, etc.

CPB Meeting in DC last week w/ Schardt, Horne, Julie Drizin (MQ2 Talent Manager), and Katina Parker (Manager of Program Engagement), and other key players in attendance as well. MQ2 is in CPB budget but exact design of future project and timeline remain unclear.

Question: Does CPB not want to fund individuals?

Ellen: CPB wants system-wide impact, not clear how it wants to achieve that.

Question: what's changed since they funded phase 1?

Ellen: phase 1 grew out of Public Radio Talent Quest. Want phase 2 to be something larger and collaborative that's not collection of small projects. They want this to be the catalyst for taking radio into multimedia future. Challenge remains creating project consistent w/ CPB's worldview that serves indies and AIR's mission.

g. PRPD follow-up: energy continues to be great, we're following Arthur's lead.

**6. New business (10 mins)**

a. Wes: would like to move to discuss appointing David Freuberg to the board. Amy seconds.

Not sure whether David is interested, but because he ran for the board believe he would be interested in joining

Ellen: last time we appointed new member, we had clear need and approached person with those skills. Should maintain that criteria.

Sue: Need to consider what board lacks, in terms of skill but also in terms of diversity (ethnic, geographic, level of experience, etc.). What's missing from board is: "new blood"; technology; high profile/reputation/credibility; diversity.

Sue will develop list of priorities re: new board appointments and send to Wes ; Wes will implement nominating procedure.

b. David: Nan Rubin interested in starting task force on copyright. Sid willing to work with her.

**7. Wrap-up/next steps:** Next board meeting 2:00 Eastern Thursday, February 25

## **Board Committee Priorities Nov. 2009**

### **Governance committee**

#### **Priorities**

- 1.) Establish Scope of Work; Provisionally, to:
  - (a) revise Handbook, including related documents such as Confidentiality Statement, and
  - (b) review By Laws

#### **Projected Goals and Timeline**

Goals:

1. Complete an updated version of the Handbook (We might consider renaming this document to better reflect its purpose.)
2. Complete a review of the By Laws, with recommendations on sections that require revision.

Timeline:

Completion of both tasks in 12 months; i.e., by October 2010.

#### **Recommended Committee Members**

Wesley Horner (chair), David Freedman, Sue Schardt, Robynn Takayama

Possible addition of David Freudberg, but I don't want to make that recommendation until (1) we address the question of appointing him to the board, and (2) ascertain his interest(s).

### **Finance Committee**

#### **Priorities**

- 1.) More immediate financial transparency
- 2.) Build cash flow analysis as part of the financial reporting
- 3.) Establish a core budget and restricted projects *this will allow for tracking projects*
- 4.) Work in conjunction with other committees to explore bigger grant opportunities

#### **Projected goals and timeline**

There are long term goals and short term goals. Cash flow analysis and achieving more transparency are short terms goals within the next few months whereas items #3 and #4 will require more analysis and input from the board.

#### **Committee members**

Hyo Choon Lee (chair)

I can use all of your advice on the makeup of the financial committee. Ideally, it would be good to have someone with experience in grants and compliance

Jim Russell: Hyo Choon will invite

Louisa Kasdon? (Cambridge)

### **HR committee**

#### **Priorities**

- 1.) establish/review job definitions
- 2.) establish hiring policy
- 3.) review NEA Equal Opportunity guidelines and establish policy to assure that AIR projects are compliant
- 4.) review staff /consultant fees and salaries to assure parity

## **Projected Goals and time line**

Report out on above in four to six months.

**Recommended committee members:** Stephen Rathe/Sid Selvidge (chair); Sue Schardt; David Freedman; Hyo Choon Lee; Nan Rubin

## **Programming Committee**

### **Priorities:**

1. Create Program Committee
2. Oversight of AIR's program projects (TBD) on behalf of the Board. To include:
  - a) Vetting and recommendations of program projects to ensure they "have legs" and support AIR's strategic and long-term goals;
  - b) Involvement in consulting staff and/or other committee chairs in developing proposals;
  - c) Consultation on policy and referral of same with recommendations to the Board;
  - d) Serve on committees of AIR program activities.
3. Mission: Support of AIR's emerging and central role as public broadcasting's engine for experimentation and elevation of the position of producers in the system. Extend the footprint of AIR.
4. Recommend potential new AIR program projects and work towards creating (low rise) architecture, including "program business models" to support such projects.
5. Identification of talent and new opportunities for members.
6. Mentoring and Training: Involvement in the evolution of AIR's mentoring activities, and supporting the efforts of the staff tasked with managing and executing this program
7. Collaboration: Encouragement and support of an expanded system of collaboration and incubation with industry partners including stations.
8. Priorities: Respond to statement of priorities from E.D. and President of AIR Board.

## **Projected Goals and Timeline**

**Recommended Committee Members:** (chair: vacant) Wes Horner, John Biewen, Jay Allison, Todd Mundt or Jackie Sauter (PRPD), Al Leston or Glynn Washington/Zak Rosen

## **Membership Committee:**

### **Priorities:**

- 1.) grievance procedure/revocation of membership policy
- 2.) new member welcome calls
- 3.) reach-out to lapsed members
- 4.) Annual Meeting/Elections

## **Projected Goals and Timeline**

- 1.) present proposed grievance/revocation policy at next quarterly meeting. Expect final ratification at 2<sup>nd</sup> 2010 quarterly meeting
- 2.) new member, lapsed member calls occur quarterly, goal is to call all new members; will develop lapsed member goal in coming quarter
- 3.) Annual meeting in early summer
- 4.) Elections following annual meeting, within one month.

**Committee Members:** Amy Mayer (chair), Robynn Takayama, Sid Selvidge, Claire Schoen, Libby Casey, John Biewen, Rob Rosenthal\* (Rob and does phenomenal recruiting at Salt and that's what he does for the committee, he isn't involved in other committee work.)

## **Fundraising Committee**

### **Priorities**

- 1) to form a committee; seeking new members

- 2) assess opportunities for major donor support
- 3) provide support/feedback for foundation development work
- 4) evaluate attracting board members with capacity for financial support -- is this the kind of board we want to have? What would it take to get us there?

**Goals and timeline**

- 1) To seek out sources of financial support for AIR - individual, foundation, and corporate
- 2) To form the committee - and recruit members;  
Sign on committee members in the next 2-3 months, report back by March 2010

**Potential Committee Members** Ellen Horne (chair)

ALL BOARD MEMBERS ARE WELCOME! Please let me know if you are interested.

Ellen O'leary

Melinda Ward

Laura Walker

Davia Nelson

Jay Allison