

Quarterly Meeting of the AIR Board of Directors

Thursday, 2.25.10

1-2:30 pm PST/3-4:30 pm CST/4-5:30 pm EST

Dial in: 1-270-696-2525

Access #: 336613

- David Freedman
- Amy Mayer
- Ellen Horne (*absent*)
- Wes Horner (*absent*)
- Sue Schardt
- Steve Rathe (*non-board*)
- Sid Selvidge
- Hyo Choon Lee (*joined at 4:25pm ET*)
- Robynn Takayama

MINUTES

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

Amy moves to approve; Sid seconds. Unanimous approval.

2. Approving agenda/round-robin (2 mins) **[vote required]**

3. Committee Reports

a. Treasurer/Finance Committee report: Hyo Choon Lee (10 mins)

- FSDec10 (end of year) (Attachment)
- 2010 Budget (*with ED salary provisional upon acceptance/completion of contract*) **[vote required]**

[Note: the budget includes two scenarios, tabbed at bottom of spreadsheet. One budget assumes CPB's grant kicks in mid-May. An alternative budget assumes no CPB monies]

Budget reflects growth of organization. David requested, and budget includes, money for board development (consultant, possible retreat). In Hyo Choon's absence, Sue and David presented budget. Budget process went more smoothly this year than last year. Room for continued improvement but a big step forward.

Amy moves to adopt budget. Sid seconds. Unanimous approval.

b. Human Resource: Sid Selvidge/Steve Rathe

- Draft job descriptions **[vote required]**
- Draft outsource/contract **[vote required]**

Steve Rathe introduced by HR Chair Sid Selvidge. Committee reviewing job descriptions and contracts (not ready for board presentation yet). Putting together employee manual (draft in progress). Documents should be circulated before next meeting. No votes taken today.

c. Governance: Wes Horner (10 mins) (David and Sue presented)

- Board Expansion/Nominations (Attachment) **[vote required]**

Governance will want to call for creation of a nominating committee but is not ready to present that for a vote yet. Priority is to get process in place for nominating new board members (for appointment and election). Also, consideration of non-AIR members as committee members. Point of clarification: in discussion of diversity, Hyo Choon Lee and Robynn Takayama would prefer to be referred to as "Asian-American" not "Asian". No votes taken today.

d. Fundraising: Ellen Horne (10 mins) (presented by Sue)

- Plan: form committee and work for about a year to formulate a comprehensive fundraising effort
- Cultivating committee members
- Two possible members: Betsy Gardella (capital campaign experience, NHPR), Laura Walker (NYC),
 - Poll: include non-radio development folks? (foundation officer, development director for Save the Bay,SF)
 - Request that Governance committee figure a policy that allows these appointments (both non-member radio people and non-radio people).

Sue: moves that we provisionally accept Betsy Gardella and Laura Walker on fundraising committee, pending approval by governance committee. Hyo Choon seconds. Passed unanimously.

e. Programming: No chair

- What should the role of the board programming committee be? (being responsible and yet keeping its hand out of day-to-day operations). Question is for governance. (Define committee work.)
- Committee chair needs to be well-informed of all programming that is happening.
- Chair also should have stature and expertise in program development, etc.
- Attempt to have appointments ready to present at March meeting (end of month).

f. Membership: Amy Mayer (10 mins)

- Grievance Policy (Attachment)

[vote required]

Robynn moves to accept it. Sue seconds. Unanimous approval.

g. Executive Committee: David Freedman (10 mins)

- Schardt contract
Very close (not final yet). Exec committee will finish before next board meeting.

4. ED report (10 mins)

- Membership report: Great membership growth; young new members, increasingly diverse racially and in experience/interest (radio, online, etc.)
- CPB New project on storytelling, different from MQ2. Sue has met with NPR to discuss changing role (more \$\$ and role as talent scout). Continuation of Mapping Main Street w/ new phase of development (MacArthur funding, and NPR contribution). Meeting w/ NPR March 22 to present new face of AIR.
- Discussions w/ PRPD, Wes may serve on conference committee; Third Coast is happening this year
- Amazing trip in LA.
- Funding teleconference before board call (GFEM, which matches projects w/ funders); Pittsburgh funders (8) wanted to talk about media of the future and how to decide about funding. Sue and group of about 7 peers on call.

5. New business (10 mins) Board Development Consultant/Retreat

- Hire consultant to help continue board development
- Retreat, probably in September

6. Wrap-up/next steps: NEW Next board meeting

- a. Thursday March 25, two times will be proposed.**

Next regular meeting: Thursday May 27, 2010, 11am-12:30pm PT/1-2:30pm Central/2-3:30 pm Eastern

**Grievance Policy and Procedures
(approved by full board, 2/25/10 meeting)**



POLICY

AIR aims to resolve disputes and grievances promptly and as close to the source as possible with graduated steps for further discussions and resolution at higher levels of authority as necessary.

Statement of General Principles

- Complaints must be fully described to the appropriate authority by the person (member/employee/contractor) with the grievance
- The person(s) to whom a grievance is directed should be given the full details of the allegation(s) against them
- If the grievance is directed against one or more individuals, the person(s) against whom the grievance/complaint is made should have the opportunity and be given 2 weeks to state their side of the story before resolution is attempted
- Proceedings will be conducted honestly, fairly and without bias
- Proceedings will not be unduly delayed.
- By entering a formal grievance process, all those involved agree to maintain confidentiality of both the person with the grievance and the person toward whom the grievance is being leveled. Confidentiality is important to the good-faith effort of all involved.

PROCEDURES

The following is a four level process:

1. The member, employee or contractor bringing the grievance is first encouraged to attempt to resolve the dispute by engaging directly with the individual(s) whose actions or behaviors are perceived to be disruptive or offensive. This level is informal and may occur in person, over the phone or via email.

If the matter is not resolved:

2. The member or employee/contractor who is bringing the grievance notifies the appropriate authority as follows as to the substance of the grievance and including, if possible, what steps have been taken and details of the remedy sought:

Executive Director and board directors:	Board President
Committee members:	Director/Committee Chair
Members-at-large:	Membership Committee Chair
Staff and contractors:	Executive Director

The authority will alert the executive committee of the grievance. It will be up to the authority to use their judgment as to appropriate steps to bring the situation to resolution. This may involve engaging implicated individual(s) and/or inviting them to submit in writing their perspective, or it may involve bringing in other relevant individuals who can inform the situation. This level will usually be informal.

This level should not exceed one week, including providing status report to the executive committee.

If the matter is not resolved:

3. The board member or ED must formally refer the matter to the Board President for action. A grievance taken to this level must be in writing from the member/employee/contractor.

The authority overseeing the grievance will forward to the President any additional information thought relevant, including documentation provided by the implicated individual(s)

The President will put other board directors on notice of the grievance and may, at his/her discretion, convene a meeting of the executive committee, other directors, and/or a meeting with those involved directly or indirectly in the dispute.

The executive committee will deliberate and come forward in a timely manner with recommendations and conclusions which will be directed, in writing, to the individual bringing the grievance. It is left to the discretion of the President at this point whether to also notify the individual(s) against whom the complaint is lodged of the recommendations.

The recommendations of the executive committee may include, and are not limited to:

Elimination of some member benefits for a designated period of time (e.g. unsubscribed from the AIR Daily for 3 months; banned from mentorships, etc.)

Temporary membership suspension for a specific period of time, with resumption of membership contingent upon agreed-to conditions

Expulsion from AIR (requiring full board approval). With this scenario, AIR's membership director will be notified and the expelled member will be reimbursed their membership dues on a pro-rated basis.