

Quarterly Meeting of the AIR Board of Directors Agenda
Wednesday, 3.26.09 : 9-10:30aPT/11a-12:30pCT/noon-1:30pET

- *Amy Mayer*
- *Karen Lewellen*
- *Joan Rabinowitz*
- *David Freedman*
- *Sue Schardt*
- *Sid Selvidge*

Absent: Jim Russell, Robynn Takayama (note: Robynn tried repeatedly to enter the call and every time got an error on the phone line; plenty of lines had been reserved and we haven't had this problem with freeconference.com in the past.).

Facilitator: Sid Selvidge:

Called to order at 12:10 Eastern (after problems with static on the line)

1. Approval of minutes [vote required]

Amy moves to amend MQ2 outreach section w/ Robynn's text (sent via email), and approve minutes. Karen seconds. Motion passed unanimously. David corrected typos.

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

- schedule is tight today, try to stick to agenda.

3. Treasurer's report (10 mins) (Joan)

- update on budget process
 - Bab+Sue well on their way w/ budget and financial statements. Final budget will be circulated in April with hope for approval by finance by April 20. Financial statements will begin after budget is approved because need budget to actuals and some other minor changes for Bab to finalize financial statements. Once finance approves budget, full board will review and convene to vote.
 - Make sure Sue has resources necessary to produce financial information necessary (e.g. time and/or resources to pay contractor)
 - Time/funding for Sue to get some financial management training for herself.
 - Sue: finance has done huge amount of work, grateful for it. Looks ahead to financial statements and budgets that conform with standard practices; big improvement for AIR overall. Timeline: okay with caveat that needs to make sure Bab can do it (coming off two week vacation). Begins w/ Bab on Tuesday and will let us know by end of day whether he feels timeline can be met.
 - David: as long as budget is balanced, everything is fine re: ED compensation.
 - Sue, for the record, responds to David's raising a point about ED salary. All share goal of balanced budget, not operating at deficit. The ED salary is a discussion that takes place with executive committee... this is not the appropriate forum to again raise this as a topic; the ED salary is set by contract through Sept. 1; the ED "fee" for MQ2 project also set until Sept.
- Citizen's bank line-of credit **[vote required]**
 - Sue: Purpose is simply to have overdraft protection in the event something occurs that results in a check not clearing. Not anticipated, but responsible method of protection, especially since bank fees for bounced checks have gone way up.
 - we don't yet have the details from the bank so can't yet approve this specifically. People agree it's a good, responsible idea.

Sid moves we allow Joan to review and circulate details about line of credit and bring to board via email for board approval once Joan is satisfied with the details. Sue seconds. Approved unanimously.

4. ED report (10 mins)

- Kudos to finance committee and, in particular, to David for hard work, time invested this month
- Membership update; notable new members: BBC (network level), Bill Seimering (spoke w/ Sue at MIT "Future of Radio" lecture at MIT last week with Media Lab's Henry Holtzman.)
 - importance of retention, of newly formed membership committee activity
 - Amy: new committee will contact 3-5 people/committee member each quarter either new members or prospective members with twin goals of recruitment and retention.

- Sid: happy to help make membership calls
 - Ambassadors page of website coming
 - Membership is growing and changing, new committee can stay on top of who all is out there now and what membership most values/needs.
- Economic climate and impact on producers
 - Much emphasis for the board right now is on the finances and internal workings. Important to remember, too, that the board is also principally charged with representing the membership at large. Challenging to keep up with as it is diversifying and changing a great deal. Critical changes, too, in the economic landscape for the board to be aware of.
 - Impact of recent cancellations (D2D, WA, News and Notes, CPB pulled funding from HearingVoices)
 - Trying to quantify/formulate strategy; CPB money coming only to stations and networks. Producers not on radars as of yet)
 - Working to quantify impact of downturn on producers. From only the cancelled programs: \$670,000 sucked out of economy for producers in acquisition fees since December.
 - Member survey coming to see further explore how this is affecting producers
 - The contractions are a real threat to talent of industry
 - Working on a strategy for moving forward on this.
- Fundraising
 - Great meeting with a potential funder in New York, will meet again in April or May. Looking to other foundations, though everything is uncertain.
 - Will apply for NEA stimulus money (targeted at maintaining positions we have w/in organization) Deadline in April.
- Upcoming activities
 - Daylong workshop at IMA with MQ2 went great. 8 totally excited, charged producers. Projects start next week after contracts are finalized.
 - Megapolis festival in Boston April 25-26; AIR sponsoring live broadcast from 4-6 pm on WMBR.org (live stream and broadcast in Boston area). Karen Michel's Live Die Kill.
 - Next week at NFCB, panel w/ three producers (2 MQ2, one Live Interactive from Jack Straw)
- Comments from board:
 - David: WWOZ got Surdna grant, will try to help AIR with that foundation to the extent possible
 - Joan: Jack Straw's one Live Interactive resident brought along a colleague, too. Then, JS took on another Live Interactive and in the regular Jack Straw residency process, they picked an AIR member. So: four AIR members are currently producing at Jack Straw.

5. Old Business (45 mins)

A. Executive Committee update on officers and committees (Selvidge) (20 mins) [vote required]

* Amy Mayer: full Secretary

Sid moves, Sue seconds. Amy agrees. Passed unanimously.

* David Freedman, President; Sid Selvidge, VP

Sid: moves to elect David as president and Sid be moved to VP. Amy seconds. Passed unanimously.

* Actively looking for a new treasurer

Joan's blessing to seek new treasurer.

* David is invited to share thoughts as President: What motivated these changes? Need for movement. Sid ready to step back a bit from day-to-day operations. David: Sue has been great choice, board has done a lot of work but pace of success/advancing projects much faster than board was prepared for. Board needs to grow and needs to step up activity. More people definitely necessary. Goal: energize and develop board to meet challenges Sue's successes pose. Solution: 1.) develop committee structure asap so board work can be done by committees that report back to full board.

David proposes committees:

Committees standing through the next election [vote required]

✓ Finance Committee (Joan):

David suggests Joan to remain chair until new treasurer comes on

✓ Governance: By-laws and handbook

Would Karen accept this? Yes.

✓ Programming (to be appointed in May)

David suggests Jim or Robynn

✓ Human Resources:

Amy agrees to step up, Jim on committee

✓ Membership (Amy): already talked to Erin, created goals, identified possible members.

Karen moves to add standing committees to include finance, human resources and governance committees. Amy seconds.

Sue: at some point need to review committee structure, consider e.g. should advocacy be a subcommittee? Board should consider these committees when reviewing by-laws.

Motion passes unanimously.

David: After elections, with new board members, go back and revisit committees to set them for longer-term. But don't wait for elections to get them going. Be sure to support staff.

Karen: board commitment: need to meet more than quarterly because we have been falling behind. Amy agrees. David agrees.

Sue: one thing from time management standpoint: tough to meet every month with full board and take up all the committee activity. Putting committees in place a huge move, committees will require time and attention from all, esp. Sue and David. Some of feeling-behind problem has to do with not having committees, not having clear processes in place. Preference: see how things shake out with committees (esp finance, membership, governance, maybe HR). Let's wait til after elections, see who's on board and then decide what would be appropriate in terms of board meeting frequency.

Karen: but annual meeting is way behind, July is too late for elections. Annual meeting needs to happen sooner; meeting quarterly isn't getting job done.

Joan: agrees that increasing frequency of full board is a problem for her. Notes that, while progress and time spent is not apparent to all, there has been tremendous activity behind the scenes with the executive and finance committee.

B. Annual meeting and board elections (15 mins)

- Timeline and dates (May concall/member meeting, early July elections)
 - ✓ Joan, Amy, Karen, Sid up for re-election

Decisions: * who will facilitate the Annual Meeting? David will run meeting, Amy will work with David and Sue to schedule, organize, etc.

** EC decided on opening 3 slots to bring board to 11.*

** make 2 appointments after the election to address specific board needs (which may not be filled through elections) e.g. expanding bench strength in Treasury/Governance, and technology*

Karen: Heidi Schultz of PRI is interested in joining board as organizational member, couldn't at time she expressed interest because of number of organizational members. Also Karen has heard from a member (Stasia DeMarco) who wants to run for board.

Need to pick date for annual meeting (Amy will schedule with Sue then circulate proposed date to board.)

David agrees to emcee annual meeting. AIR Chat off the table as interface. Other experiments not yet adoptable by board (e.g. tokbox). Visual adds a dimension; all content is on call. Karen objects to need for webcam, to possible exclusion of some participants and possible legal violations of accessibility. Sue offers assurance that the organization is very responsible re: accessibility, and that whatever method is settled on will be accessible to all members. Sid proposes tabling this discussion. David agrees.

C. Board protocol/handbook (Lewellen) (10 minutes)

Sid: Karen working on handbook.

Karen: went through David's work with goal of creating book that remains solid with some materials sent to appendix level because they change more frequently. E.g. structure it so people can refer to appendix for 990s, treasurer's reports, etc. Went through to construct book based upon legal obligations. David put power in a CFO, we have none, therefore that needed to be streamlined. Prepare a document that can be handed around to show people what board responsibilities are. Aimed for streamlined presentation of protocols. Tried to create something that vaguely looks like what we have: e.g. finance committee, ED/board work together on checks and balances, etc. etc. Sid: good document. Discussion topic only right now. Asks Karen to circulate.

Board will review, Sue asks: then what? Requests clarification on what the process is going to be. Sid: can Google docs work? Karen: no. So everyone will send Karen their comments by certain date (she will notify board of deadlines). Board will need to eventually review edited document and adopt a final handbook.

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

Karen: go look at About AIR page. Concerned about language, tone of organization description. Board of Directors link not on home page; doesn't think face of AIR looks good.

Sue: working with Angelynn to improve website, and begin to clear up many broken links, lack of clear navigation, etc... especially behind the scenes. Requests that board members who have editorial comments on website, or listserv posting, etc. should email Sue directly. Longview is new website but very costly endeavor. Working on clean-up to address members' requests and responses to site, is open to suggestions from board members. Karen suggests all board members consider how organization is depicted on About AIR page.

7. **Wrap-up/next steps** (5 mins)

Finance to meet 4/14, Sue will circulate budget to finance by April 10 (as long as Bab agrees he can meet these dates).

- Executive 4/21/09 noon Eastern
- Finance Committee meeting 4/14/09 noon Eastern
- Board meeting tentatively 4/23/09 noon Eastern to approve budget (only item on agenda).

Meeting adjourned at 1:55 pm Eastern.