

Quarterly Meeting of the AIR Board of Directors

Agenda May 21, 2009 9:30-11aPT/11:30-1pCT/12:30-2pET

Convened at 12:32pm Eastern by David

- *David Freedman, President*
- *Amy Mayer, Secretary*
- *Karen Lewellen*

- *Joan Rabinowitz, Treasurer*
- *Jim Russell*
- *Sue Schardt*

- *Sid Selvidge, Vice President*
- *Robynn Takayama*

1. Approval of minutes from March meeting [vote required]
Sid: moves to approve, Sue seconds. Approved unanimously.

2. Approving agenda/round-robin (2 mins)
Because several members have to leave early, agenda items requiring voting were moved closer to the top. ED's report was moved further down. No objections.

3. Treasurer's report (10 mins) [vote required]

- 2009 Budget

Joan: very pleased with final version. Lots of hard work. Finance committee vote: approved with abstention from Jim. Joan thinks it's a great budget, ready for vote.

Robynn: what do percentages mean next to line-items?

Joan: represent amount of year money applies to (e.g. 25% means money only in budget for one quarter of year) (CPB items says 75% because that grant ends in September)

Joan: moves to approve budget

Jim: seconds

Approved unanimously. Congrats and good work to the finance committee.

David: good example of how a committee can do the heavy lifting and bring its decision to the full board.

- Review FS-Qtr12009 [vote required]

Joan: Budget to actual statement allows us to monitor where we are in relation to projection. Correction needed to salaries for Erin and Sue which were inserted incorrectly and can be easily corrected. There is not a 100K deficit, it's actually a 4K surplus. Sue will ask Bab to make the correction.

Moved to approve financial statement with correction: Jim

Seconded by: Robynn

Approved unanimously

4. Committee Updates

i) Committee development (10 mins) (David)

David: following up from praise for finance committee, eager to get other committees up and running so that additional work can be completed at committee level and brought to full board, which either approves or sends it back to committee to re-work.

Karen: spoke to David earlier in the week. She believes that the by-laws state other committees must be comprised of non-exec committee members, non ED, and that no board members who are officers can serve on/chair another committee. Committee structure can work, as finance demonstrated. But committees are designed to engage more AIR members in process.

David: different interpretation of by-laws; suggests that what Karen is proposing will push back committee progress by months. Would lead to committee of the whole again which is exactly what we want to avoid. We do not have time to be debating each issue with the entire board. The work needs to be done in committee, with recommendations brought to the board. Need to resolve that board members, including officers, both chair and serve on committees.

Sue: studied language of by-laws, endorses David's interpretation.

Jim: concern is that adopting an interpretation, even if we all agree upon it, can be challenged in the future.

Robynn: why would it be?

Jim: if decision of a committee is questioned, person who raises issue could challenge committee structure. How hard would it be to change by-laws?

David: It would be very difficult and time-consuming to change the by-laws.

Jim: We should start by approving David's interpretation, but then go about changing by-laws.

Karen: but by-laws say no officers or ED can chair/serve on a committee

Jim: Agrees with David and Sue's interpretation.

Robynn: Committee structure—finance did budget work separate from board, that made board vote efficient. Structure works. Why interpret so that efficiency is impeded?

Karen: finance is different because treasurer heads it (per by-laws). But the reason by-laws state no officers or ED is to prevent a handful of people from having too much power or control. Also, to extend membership involvement to as many members as possible. Goal: disperse power, actively involve membership. We don't have enough board members right now. It's an internal control.

Amy moves:

I move that each standing committee of the board will be expected to meet periodically in between meetings of the full board as directed by the by-laws to transact the business of the board and other priorities as may be referred to it by the Executive Committee. These meetings will be convened by the chairman of the committee or, if no chair is in place, by the President of the Board or his designate. The recommendations and outcomes of the committees will form the substance of the full board meeting agenda. Any member of the board has the discretion of attending committee meetings as a voting member of that committee.

Sue seconds.

Yays: David, Sue, Sid, Robynn, Joan, Jim, Amy

Abstention: Karen. Objects to this vote because it risks altering by-laws without membership input and the full board did not see this language before the vote.

iii) Governance (10 mins)

[vote on handbook]

David: handbook effort needs to be tabled for now. Karen didn't convene the governance committee because so few non-officers and staff would be involved. Instead, she included/excluded comments of her choosing from among the ones she had received in writing from other Board members.

Karen: Says she convened governance committee of membership as proscribed by the by-laws

David: wasn't what you were asked to do. You were asked, as head of the Governance committee, to convene a discussion with those who gave input and wanted to discuss edits. Not all feedback from board members was incorporated into second draft.

Karen: acknowledges David to be saying not everyone who wanted to participate was able to participate

Sid: I move that the draft handbook submitted by the chair of the governance committee on May 13, 2009 be put aside for further consideration. I further move that a meeting be convened in the next 30 days by the Executive Committee for all interested board members to deliberate and make recommendations to the full board with regard to adopting the submitted draft in whole or in part. The Executive Committee will circulate the recommendations to the full board, and will determine at that time whether a special meeting should be convened or a poll taken.

Amy: seconds

Karen: asks for repeat. Verifies: shifting responsibility from governance to executive committee?

David: Yes, because Karen says governance can't meet

Karen: Yes, it can meet. But members of executive committee can't serve on it

David: Executive committee members need to be able to serve on governance committee, if that's not going to happen then executive committee needs to take on handbook responsibility.

Sid calls for vote. Jim seconds.

Yays: David, Sue, Sid, Robynn, Joan, Jim, Amy

Nays: Karen, because this motion shifts power inappropriately, based on our by-laws, to the executive committee and it's not clear that all exec. comm. members can participated objectively without conflict of interest.

ii) Membership (5 mins)

[vote on comp policy]

Karen raises concern that board president shows up on comp member list distributed prior to this meeting.

David: believes he's been paying dues as WWOZ; not sure why he comes up as comp member.

Sue: believes this is likely a record-keeping error. Will investigate, resolve.

Jim: satisfied with grandfathered explanation. All to be made dues payers at next renewal. Not comfortable with barter and courtesy.

Amy: Sums up what Erin said to explain the terms courtesy and barter

Jim: need to know what was bartered and that it was appropriate amounts. Limit, greatly limit, use of comp memberships in the future. Can membership committee come up with language?

Amy: reads/moves language that was distributed before meeting:

Proposed policy for AIR complimentary membership

The AIR Membership Director receives requests for and is delegated responsibility to decide upon complimentary memberships on a case-by-case basis, taking into consideration financial need and professional qualifications, including the individuals' work/employment situation, professional qualifications, and what expertise or experience they bring to the membership of the organization. In most instances, the comp memberships are for one year. At the end of the year, the Membership Director will review members' comp status, encouraging them to begin paying dues if they can. The Membership Director will, again, decide on a case-by-case basis whether to continue or end the comp membership. The Membership Director will, as needed, and based on his/her judgment, bring a request to the Executive Director or the Board's Membership Committee Chair for input. Once a year, the Membership Director will make available to the Membership Chair a list of members who are receiving complimentary benefits. Distribution to the rest of the committee or other members of the board is left to the Membership Committee Chair's discretion. The membership report prepared and provided to the full board around that time will break out the number of comp members.

Karen: this proposed language doesn't have any checks and balances and puts too much authority in the membership director

Jim: not tight enough for my needs.

David: send back to membership to redo.

i) Executive Committee (5 mins)

Joan is stepping down from Board.

David says good-bye to Joan, thanks her for all of her long hours of service.

Joan: will still be an active member of AIR.

Jim: thank you, Joan.

Sue: Can you attend annual meeting, Joan? (Joan: probably not.) Looking for new treasurer. In interim, looking for someone to chair finance committee. Not necessarily to become new treasurer. Anyone willing/qualified? Will ask Robynn.

Jim: I cannot devote the time.

David: Executive committee and remnants of Finance Committee (Jim and Robynn) will exercise oversight until a new Finance Chair is appointed. Membership and HR need to work hard starting right now (e.g. new contract for Sue).

5. ED report (10 mins)

MQ2: positive meeting w/ CPB. They want to continue, some changes to design for next round, nothing is certain until a new contract is signed. All projects are launched. The best way for the board to stay on top of the projects is to visit the blog – <http://www.mq2.org> -- and/or subscribe to RSS.

Last weekend, NPR (which is incubating 4 MQ2 projects) introduced first project. NPR's engagement tremendous. Project was tweeted, Facebooked, etc.... 150 story ideas came in (piece included call to action) (PlaceandMemory@bigshed.org). Shea Shackelford's project. Ingrid (talent manager) is leaving by July. Temporarily filling w/ short-term contractor. If project continues, will advertise position (assuming funding included for talent manager) for start of new round. Confident smooth transition will occur.

NPR and APM have re-upped 10K memberships this year. Idea/intention is that networks work with AIR to build channels, work collaboratively to build new projects. E.g. this year, NPR's getting valuable programming with no cash expense (from 4 producers' projects), contributing in-kind such as editors' time, web support, logo, etc. Proposing website to showcase MQ2 (explicit about AIR w/ funding from CPB), visually present something to us before anything goes live. Designing in collaboration with our webmaster.

Unofficial news from PRPD: Some developments to report. Lined-up, with 3rd Coast, to present producer-focused sessions at the conference this year. September 15-18, Wednesday-Saturday in Cleveland. NEA support to AIR, pending final confirmation, and PRPD matching that contribution with in-kind. 3rd Coast getting support from NEA, too. PRPD will give all AIR members member rate for conference.

Lots of work with members, NPR, other networks coordinating communication on Saberi case. Great outcome, much relief.

Questions?

Karen: MQ2 program is ours, why needs a new logo?

Sue: AIR hasn't seen anything yet but NPR's proposed scope/intent in-line with goals of projects. NPR is largest network, it's invested, giving maximum exposure to work/producers. Set different bar for what AIR means to industry.

Jim: be cautious: this is not a merger of equals. They have a long history of going into collaborations where they end up taking all the credit. Be careful of dilution of our brand.

Joan: wouldn't CPB want to be involved?

Sue: clarifies what NPR has proposed: web space to showcase MQ2 collaborations

Karen; any cost to us?

Sue: no

6. Old Business (20 mins)

ii) Annual meeting (10 mins)

Sue: Announcement out today or tomorrow to announce time.

Working on platform still. Elluminate one option (discussion later today). Chat, white boarding.

Engagement on phone. All documents on member area of website ahead of time. Fully W3C compliant.

Decision will be made by Tuesday 5/26. Back-up plan is basic conference call with all materials on website.

Karen: toll free number cost? \$90?

Amy: \$9/person for long distance (estimate based on .10/min). \$1200 fee to AIR for 800 number for all.

Sue: We'll use toll number, anyone who can't pay can ask for assistance. As part of invitation, Amy will ask members to submit questions. What about board? Spokesperson for board or two minutes each?

Karen: good idea to have each person speak; lets each person say why they serve.

Amy: good idea for all to speak for a minute or two.

Sue: using an evite to find out how many people will show up. evite will go out to entire membership.

Karen: sent annual and board meeting information from BoardSource. NYS charities division says rules haven't changed. Entirely by phone is sufficient legally for a membership meeting.

Sue: suggest to Karen that she coordinate her inquiries with Amy, who heads up membership committee. Any activities around annual meeting should be handled through membership committee.

Table to membership and/or exec committee: timeline and board elections

7. New business (10 mins)

Karen: will table, but is concerned that board president is in position that will look potentially as seriously conflicting his objectivity. Wondering what we will do or can do about that situation.

Sue: Repeats that she will get clarification from Erin, and reaffirms she is confident there is no conflict and that this is an administrative glitch which likely occurred during the time of leadership transition, and of Kathy Gronau beginning to move away from managing membership data.

8. Wrap-up : Schedule for next meetings (5 mins)

Sue proposes regular scheduling formula. First Thursday of first month of each quarter. Next meeting: August 6, 1-2:30 pm Eastern full board (noon, maybe 12:30, to 1 executive committee). Subsequent meetings the first Thursday in November, February, May, etc.

David wrap-up: we're on an ascent; let's fill out the board, keep getting up to speed, keep pace with our ED.

Adjourned at 1:34 pm Eastern.