

**Meeting of the AIR Board of Directors
Cleveland, OH (PRPD)
Tuesday, 9.15.09 :: 10a-noonET (Haas meeting room)**

- David Freedman
- Amy Mayer
- Ellen Horne (phone)
- Sue Schardt
- Jim Russell
- Wes Horner
- Sid Selvidge (phone)
- Robynn Takayama
- Erin Mishkin (staff)

Meeting called to order by David Freedman at 10:03 a.m. Eastern Time.

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

- a. **May minutes: Wes moves, Sid seconds, approved unanimously**
- b. **August minutes: Jim moves, Sid seconds, approved unanimously**

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

3. Treasurer's report (5 mins)

- FSAug09 (Attachment)

Robynn asked about retirement benefit in budget-to-actual. Sue explains that MQ2 came with a benefits line item, but is still exploring how that money will be allocated. Benefits consultant is preparing proposal for longer-term options. One possible immediate option is for money to go directly into personal retirement accounts for Sue and Erin. Jim suggests that finding an organization that will bring you under their banner for benefits only could be a possibility. Short-term resolution will come, longer-term resolution to be taken up by HR committee.

Robynn: Residency money appears double budgeted amount. Sue explained that this has to do with NEA matching funds and the fact that in-kind amounts have not been fully integrated into the financial statement format, but Bab is working to streamline this. Jim comments that reporting process is working well—financial statement triggered questions, Sue addressed them, money is all accounted for but we're still working out how exactly to record in-kind.

Sue adds that NEA stimulus money is in hand and set up as monthly draw, now through May.

4. ED report (10 mins)

- Membership report review (present by Erin)
Highlights: board nudges work (8 people renewed after hearing from board member); peer organizations and current members are key recruiters. Some brainstorming on membership renewals—sent to membership committee to discuss possible incentives to get people to renew (sooner), one suggestion: members have to actively say “I’m not renewing,” another option would be to give a discount to people who are willing to have automatic renewal. (E.g. \$5 off annual dues when dues are automatically charged to credit card.)

Discussion around people who support AIR's mission but don't feel they want/need full membership at this time: perhaps we could offer a “supporting member” option

Robynn, noting that there's such a growth in CA membership would like to advocate for more west coast programming. Programming committee will take this up.

- PRPD events and messaging

Sue encourages all board members to seek out PRPD staff and board members, the 3rd Coast staff and CPB folks to express thanks for making this a collaboration that includes producers, and for the scholarships. Also, thank fellow AIR members who are top recruiters (Rob Rosenthal at Salt, John Biewen from Duke). Sue gives brief on the Producers Meeting from previous day, the “marching orders” given to Producers and the unprecedented opportunity to shape things at this year's conference... assignment is to be curious; not to ask for things, but instead focus on asking questions and learning.

Jim: PRPD perspective is that yes this is an economic help to us but PDs are worried that producers will be a distraction as they press for their own programs. Producers should be mindful. Join the creative discussion.

- MQ2

Sue played video from Davar Ardalan about WESAT's collaboration on MQ2. Scott Simon directed listeners to producers' websites, not NPR's website, a big nod and new precedent for NPR to independent producers. Follow-up meeting with all the incubators will be coming; second year of CPB funding still pending.

5. New business (20 mins)

- Review of current AIR programs (ED) (Attachment) / Q&A

Sue handed out a one-page summary that Wes requested last meeting.

6. Committees (30 mins)

David reviewed chair appointments and priorities for each committee (chairs in parenthesis below)

1. Finance (Hyo Choon Lee)

i. New treasurer

David introduces possibility of Hyo Choon Lee as new appointed board member. Sue has met with her, she is an administrator at WGBH w/ financial and HR experience, project mgmt. Has expertise board needs, gets along well with Sue, understands what is expected of her. Suggestion that she be appointed to board on a conditional basis for 6-9 months, after which either side can opt out. Robynn asks whether working at WGBH could be a conflict. No obvious conflict visible now but David says if anything comes up he/we will address it promptly. Jim says Hyo Choon is a tough negotiator, which could be to AIR's benefit.

Amy moves to appoint Hyo Choon Lee to AIR Board, Ellen seconds. Appointment unanimous.

Amy nominates Hyo Choon Lee to be treasurer, Sid seconds, election is unanimous.

- ii. Priorities: 2010 budget; procedures for checks and balances (audit coming)

2.) Membership (Amy Mayer) Members: Robynn Takayama

i. Comp member policy

[vote required]

New language read aloud; Jim still troubled by question of when/whether a VIP gets a comp, Wes points out it's a little squishy. Ellen says if some of these folks support us but don't want to pay dues perhaps they would participate in fundraising in some way. Send to fundraising committee idea for how to get these people to engage in new ways (rather than as members). **Sue moves to adopt policy; Jim seconds. Unanimous passage. Approved language for Complimentary Membership Policy is included at the end of these minutes.**

Priorities: grievance procedure/policy for revoking membership; new ideas around renewal

3.) Governance (Wes Horner)

i. Take up handbook

ii. Board member roles on committees

David says all board members can serve on any committee and vote on committee work. Jim says board members who "drop in" shouldn't be allowed to vote. Wes says governance will take up nuance of what "drop in" board members can do. David encourages committee members to bring in general members to serve on committees, but these people should be discussed (with Sue/David) before invitation to join committee is extended.

Addendum: after the meeting, Sue sent to Amy and David the following motion, passed at the May 21 meeting, which states clearly that any board member can vote at any committee meeting:

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.

(motion moved by Amy, seconded by Sue, passed by vote of 7 yays, 0 nays and 1 abstention)

4.) Programming (Jim Russell) Members: Robynn Takayama

5.) HR (Sid Selvidge)

- i. Procedures for hiring contractors and employees
- ii. Reporting system for organizational chart
- iii. Sue's contract (annual evaluation to be conducted by exec comm.)

- 6.) Fundraising (Ellen Horne)
 - i. Priorities (new committee)

All committees should meet before next board meeting (in November). Set up conversation with David before committee meeting to discuss priorities, first task of committees at their meetings is to establish priorities. Each chair brings a priority list and a timeline for the committee to present to full board.

Discussion on the table regarding distribution of committee work in advance of board meetings: closing date for "Board book" 8 days before board meeting? board book goes out one week before board meeting? This idea to be taken up later.

(Arthur Cohen entered meeting to say hello and that more people are attending than expected—a good problem to have.)

- 7.) AIR Membership meeting this afternoon

Start discussion around concept of fast-changing landscape of public media.

Public Media's Moment published by Free Press as starting point of conversation—doesn't address producers at all; Sue invited Candace Clements, one of the authors of the piece, to come as a way of exposing her to our constituency with a goal of having them incorporate producers in their world view and strategy as they approach their advocacy work in Washington.

- 8.) Old Business (tabled to next meeting)

- 9.) Wrap-Up/next step

- a. Next board meeting Thursday Nov. 12, 11:30 a. PT/1:30 p CT/2:30 p ET)

We will proceed with future meetings as possible... still striving to find a "regular" meeting schedule.

- b. Next exec comm. mtg. (not scheduled)

**Wes moves to adjourned, Jim seconds, motion carries unanimously.
Adjourned at 12:40 Eastern time.**

AIR Complimentary Membership Policy

From time to time, current or prospective AIR members request a complimentary membership. Comp memberships may be extended, after consideration by the membership director and in consultation with the executive director, in the following cases:

- To exiting AIR interns for one year after completion of their internships
- As barter to a member who is providing budgeted services to AIR equal to or in excess of the member's dues (based on member's rates to other clients)
- In some cases of financial hardship, for one year, with the commitment that the member will then begin/resume paying dues (and only when the member comes to the staff specifically pleading financial difficulty)
- When the executive director, in consultation with the membership director and Board president, recommends extending AIR benefits in response to a specific situation.

Once a year, the membership director will provide to the executive director for distribution to the full board a list of the complimentary memberships with a description of why each was granted.