

**FAI Board of Directors Meeting
August 3, 2018**

In attendance:

Matt Smith (President)
Lisa Schwartz (Vice President)
Deana McCloud (Secretary)
Alka Sharma (Treasurer)
Matt Sever (Member at large)

Lou DeMarco
Gill Gastelum (joined at 10:10 AM)
Joan Kornblith
Ellen Stanley (left at 11:11 AM)

Denise Stiff
Laura Thomas
Greg Torrington (joined at 10:16 AM)
Mary Sue Twohy

Aengus Finnan, Executive Director
Jennifer Roe, Director of Operations

Regrets: Michelle Conceison
Dom Flemons
Michael Kornfeld
Sam Lee
Amy Reitnouer

Absent: Lynn Cingari
Gary Paczosa

This regularly scheduled meeting of the Folk Alliance International Board of Directors was called to order by President Matt Smith at 10:09 AM CT. Matt reminded Directors of the confidentiality of all discussions held during the meetings.

Review of Minutes

Prior to the meeting the minutes from the June 4-5 in person meeting were provided, along with the minutes of the June 19th and July 17th Executive Committee meetings, in addition to the online Executive Committee motions made on July 19, 23, 24. After reviewing, there were no corrections noted.

Motion: To approved minutes for June 4-5, 2018
Made by: Alka Sharma
Seconded by: Lisa Schwartz
Result: Motions approved

Strategic Plan Draft

Directors reviewed the new Strategic Plan draft, and details were discussed.

Action Item: Deana will send out a Doodle poll to coordinate a Think Tank for a deeper discussion of this draft.

In order to maintain consistency of message in regard to the Mission Statement, Directors reviewed and discussed this proposed change in verbiage.

Motion: To adopt the new Mission Statement as provided in the Board Kit as:
To serve, strengthen, and engage the global folk music community through preservation, presentation, and promotion.

Made by: Ellen Stanley

Seconded by: Lisa Schwartz

Result: Motion was approved

Executive Director's Report

Update on Audit

Aengus reported that the field work for the FY18 audit is complete. A formal letter and review is expected to be received in October. This will be the final items to be included in the Annual Report and will be based on the auditor's report.

Year End Donations

Board, staff, and contractors of FAI are all encouraged to be donors so that the organization may maintain and state its 100% internal participation rate in annual fundraising. Aengus will personally match the total staff and contractor contributions made by August 31. This enables FAI to make a more compelling statement when seeking additional grants, funding, and requesting member and public donations.

FAI Info Sessions

Aengus noted that recent FAI info sessions coordinated by Alka Sharma in Ottawa and Ellen Stanley in Minneapolis were very successful. FAI plans to address three additional markets this fall: Los Angeles, Nashville, and Washington.

2020 Community Relations

In preparation for the 2020 convention, Directors are encouraged to connect with contacts in the region who might be advantageous to planning, promoting, and presenting the conference. Currently, FAI has introductory relations with the city and state officials, select cultural sector partners, and the Recording Academy chapter office.

NEA Invitation to National Meeting

Aengus has been invited to an inaugural gathering of leaders in the Folk & Traditional Arts hosted by the National Endowment for the Arts this fall. This is a major opportunity and important invitation that comes as a result of the increased industry profile of FAI.

New FAI Office

The build-out of the new FAI office is underway, and the anticipated move in is September 1.

Radio Charts Task Force

Aengus thanked staff along with Mary Sue Twohy for the work involved with the discussions and negotiations with NACC and the Folk DJ charts. Mary Sue reported that they are currently in negotiations and should hear soon so that she can inform the Board about the outcome. This has been a long, detail-oriented task that will help the Folk community in many ways moving forward.

Montreal

Montreal updates for conference and hotel registration were provided to Directors. Aengus noted the comparison that 213 hotel nights were sold at this time last year whereas currently 1277 nights have been sold for the Montreal conference. In addition, data shows that the organization is substantially ahead in conference registrations with over double the amount of registrations from the U.S. in an annual to-date comparison. This indicates that the U.S. delegates are coming in strong to register. The overall registrations for last year at this time were 287, and this year is 474.

Programming Updates

Building upon the previous CommUNITY Gatherings, the 2019 event will focus on Mental Health and Addiction, led by Lynn Miles. This will be followed by stage interviews with key artists and complemented by a Mental Health in Music research project presentation by Lloyd Berg, PhD, UT-Austin Dell Medical School Psychiatry.

2020 Announcement Plans

The site of the 2020 conference will be formally announced on January 22, 2019. This provides time to get advertising and video promotion reel, etc. in place, while keeping focus on Montreal's event. Registrations for 2020 will begin on the date of the announcement, and a \$20 Early Bird discount will be offered to attendees of the Montreal conference.

2020 Pricing Structure

Aengus provided a comparison of the current 5-tier pricing structure and a proposed 4-tier change for 2020. This new pricing structure would maintain the artist rate of \$200 for bands of three or more, and caps band fees at five members, regardless of the band size. A discussion followed about the new pricing structure with the Board giving approval for staff to proceed with the new format and prices.

FAI Events

Folk Alliance International will host showcases at both American and IBMA. Additional events for FY19 were noted in the Board Kit.

Proposed Policies

A proposed policy was provided in regard to a Board Travel Reimbursement Deadline being no later than 30 days after a meeting, or prior to the fiscal year end (June 30) for June meetings. Directors agreed with this policy as an internal staff process. Aengus further noted that staff have created a Google drive folder for Governance Committee to compile and access all known policies.

A second policy proposal addressed inter-delegate issues. Based on recent incidents that required attention outside of the staff and Board jurisdiction, a local Kansas City attorney was engaged to draft

this policy. The goal is to provide clarity and protection for FAI and to mitigate the conflicts that FAI does not have authority to address.

Motion: To accept the draft of Inter-Delegate Incident Management as policy
Made by: Matt Sever
Seconded by: Lisa Schwartz
Result: Motion approved

In response to a question from Mary Sue Twohy about how FAI will inform member about the policy, the best placement seemed to be as part of the registration process that notes acceptance of terms and conditions.

Bylaw Request Change

Action Items: Based on the new Strategic Plan and goals, Aengus requested that the Board consider two proposed Bylaw changes as referendum questions on the 2018 ballot:

- Removal of goal list from the Bylaws so they don't require constant updating as the Strategic Plan changes. Matt Sever noted that the Governance Committee will meet before the October Board meeting to discuss this change.
- Update on Organizational Membership thresholds define the size of organizations based on their budgets. These are very dated financial contexts, so Aengus recommends that FAI simply strike the figure amount so that levels can be set as needed by policy. Governance will discuss this further and come back with a formal notice.

Finance Committee Report

Finance Chair Alka Sharma reported that FAI finances are on track with the forecast detailed during the meetings in Raleigh. She thanked Aengus and Jen for their assistance in providing the financial information. Directors reviewed the data with no concerns or questions presented for discussion. The audit report will be finalized and ready for the October Board meeting. Jennifer Roe noted that the \$25,000 in-kind donation from the architecture firm for the new office will be included in FY19. This amount will be amortized over a 7 year period.

Research Subcommittee Report

In Michelle's absence, Aengus provided an overview of the report. The Research Subcommittee is moving forward with Slover Linett to establish goals. The research timeline has been defined and will conclude with Slover Linett giving a presentation to the Board at the 2019 conference. Interviews with stakeholders will guide the survey questions to provide as broad a scope as possible and a bird's eye view of Folk and its overall impact.

Board Alumni Task Force

Joan Kornblith provided an update on the Board Alumni Task Force. It has been noted that the conference registration discounts for former Board members aren't being used as actively as anticipated (As of the date of the meeting, only nine former Board members have registered for the Montreal

conference.). A discussion was held regarding possible messaging to encourage FAI former Directors to be engaged and continue attending the conference. Matt Smith asked that he be included on a committee call to discuss this messaging and further plans for engaging former Directors.

Programming Committee

Programming Chair Deana McCloud provided an overview of the Committee's goals and processes. The Committee is meeting via phone each month to strategize plans with Amie and Aengus. Panel topics and participants are being discussed to engage a broad number of delegates with an elevated level of presentations. In addition to the variety of panels and panelists, a variety of panel formats are being carefully considered in order to fit the conversations and learning objectives.

Regions Committee

Regions Chair Lisa Schwartz provided Directors with a report noting the Board-approved proposal for changes in the FARM Bylaws. FARM's Board president has been informed of this approval so that the organization can move forward with requesting FARM membership approval of the changes. Lisa thanked all Directors for replying in a timely manner to the proposals.

Development Committee

Chair lou DeMarco clarified that the final Board donations in FY18 were \$3941, which is well below the goals of \$10,000. However, this is an excellent start to a new program. The Committee will be discussing a new way of determining goals by using events and fundraising done during those times. Directors were asked to keep the event calendar updated so that opportunities for asks during those events can be coordinated. All Directors were also asked to please submit names of potential donors for FY19.

Nominating Committee

Serving as interim Chair, Alka Sharma reports that a total of 27 people have expressed interest in running for FAI Board of Directors, with 6 of these being incumbents. There are currently only 5 openings for the Board. NomCom will be presenting a slate at the October meeting. A list of appointment considerations was provided as well as a timeline for nominations and voting.

Aengus noted that the response to nominations requests is an incredibly positive sign as people are seeing the organization as relevant and exciting and one they would want to commit to. The challenge now for NomCom is that there are 6 incumbents for 5 seats. The Committee will need to consider if a current Board member automatically receives placement on the ballot.

Executive Personnel Discussion

Matt Smith asked Jen and Aengus to leave the call so that Directors could discuss Aengus' review and bonus. The annual review responses were sent via email to Directors prior to the meeting. Matt thanked all Directors for the 100% participation on the review, and he will go over comments provided with Aengus. Joan Kornblith requested that review results be provided in a yearly comparison in the future.

Motion: To approve full bonus for Aengus
Made by: Lisa Schwartz

Seconded: Denise Stiff
Result: Approved

Matt will inform Aengus of the result.

Motion: To adjourn meeting
Made by: Deana McCloud

With all business being conducted, the meeting was adjourned at 11:50 AM CT.