

FAI Board of Directors Meeting December 8, 2017

In attendance:

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

Lynn Cingari
Michelle Conceison
Donald Davidoff
lou DeMarco
Joan Kornblith
Michael Kornfeld

Sam Lee - Absent
Amy Reitnouer
Ellen Stanley – joined at 12:15 PM
Mary Sue Twohy
Greg Torrington
Erika Wollam-Nichols

Aengus Finnan, Executive Director
Jennifer Roe, Director of Operations

Regrets:

Dom Flemons
Tim McFadden

President Matt Smith called the meeting to order at 11:04 AM CT and reminded the Board of the confidentiality of all calls as well as the procedure for being placed on the list for discussion.

Review of Minutes:

Directors were provided the minutes from the October Board meeting as well as the minutes from ExCom meetings that were held in November as part of the Board Kit.

Motion: To approve the minutes with the following corrections:
October 10 minutes – two spelling corrections
November 13 special meeting – correction of “3 years” to “3 terms”
Moved by: Michael Kornfeld
Seconded: Alka Sharma
Result: Motion passed

Board Resignations/Appointments

Matt Smith informed the Board that Erika Wollam-Nichols has withdrawn her request for appointment. With regrets, we accept her withdrawal of consideration. Joan Kornblith left the call at 11:13 AM to allow the Board could discuss her proposed appointment. A discussion followed regarding her request to remain on the board for an additional two years in order to activate board alumni. Matt also noted that Cheptoo has submitted her resignation (citing personal workload conflicts), which opens up an

additional spot on the Board. Mary Sue Twohy asked that moving forward, there be a timeline for discussion and approving requests for appointments.

Motion: To approve Joan's request for a 2-year appointment.
Made by: Donald Davidoff
Seconded: Michael Kornfeld
Result: Motion was approved unanimously

Joan rejoined the meeting at 11:17 and was informed of the approval of her request for a 2-year appointment. The Board further expressed thanks for her service and patience during this process.

The proposed "Term-end Extension by Appointment" policy was read as follows:

Effective with the 2018/9 election cycle, any currently seated elected director may request a one-year term appointment at the conclusion of their present term. The appointment request must pertain to an active committee project that requires additional time to complete. The request must be submitted to Nominating Committee by July 1 and include a detailed report stating the reason(s) to appoint. Proposed appointee shall be notified of the Board's decision by October 5.

Motion: To approve the policy as read.
Made by: Lisa Schwartz
Seconded: Alka Sharma
Result: Motion passed

Executive Director's Report

Annual Report

Aengus noted that the 2017 Annual Report has been printed and mailed and is available online. He recognized FAI staff for the work in crafting the report and thanked them for their efforts. These reports will be available to the membership at the AGM and other industry events and will be used for development and partnership efforts.

Development and Membership

Aengus thanked the Board and staff for 100% participating in the FAI development campaign. He noted an increase in numbers for medium (increase of 20) and large organizational (increase of 7) memberships, while there has been a decrease at the individual level. It's anticipated that this will adjust in the next few months.

Things are tracking well for Development, and we are ahead in many places, with exciting potential for grants and foundations. There is a new restricted \$10,000 donation tagged for research. This will provide the seed funds to formally conduct ROI research post-conference in order to provide documentation of our impact and to potentially activate RFP research.

Conference and Kansas City Folk Festival Plans

The conference is currently ahead 42 registrations from last year at this time. This is tracking to be in line with last year's 2700 total delegates. Room registrations are ahead of pace with 2283 rooms having been booked as of December 1.

Directors were provided with a day schedule at a glance for an overview of events being planned. Aengus also reminded the Board of the Connecting Folk Program that taps into veteran attendees' experience to provide information for first time attendees. We will also be setting up a first time attendee hospitality room.

The Kansas City Folk Festival is finalizing its roster and will go live the following weeks with the line-up.

IFMA Awards/Music Camp

The recipients for the Spirit of Folk Awards and DJ Hall of Fame inductees for 2018 were provided to the Board. The Best of 2017 voting will commence the next week.

The Music Camp list of confirmed instructors and classes were provided. The schedule will be going live on the site with a launch of public tickets and media campaigns locally.

Harassment Resources and Training

Aengus and Matt will reissue the FAI values statement in the New Year. As part of the FAI Board meeting on February 14, a one-hour training session will be provided to better understand the vocabulary associates with sexual harassment. On February 16 a facilitated community gathering will be held in order to focus on information, empowerment, and inspiration. This will be followed by "affinity group" gatherings for additional support and information.

Community Fund

Aengus explained his interest to discuss and establish a community fund in 2018 to provide members-only nonprofit organizations the opportunity to obtain short-term, interest-bearing loans that are mission specific for FAI. These loans would earn a higher interest rate than the current FAI Money Market account, yet lower than what a NFP would pay if securing a loan through a bank, and would be a pilot program to serve and support the folk community. Exact parameters, process, and oversight have yet to be established. Mary Sue Twohy requested that a Think Tank be scheduled in order to discuss this and how it fits our mission.

Action Item: Aengus will schedule a date for Think Tank for discussion, and plans to present a basic overview of a Community Fund for discussion during the February meeting.

The Exchange

Staff plan to move forward with a Nordic edition of The ExChange (the pilot European micro-conference that was held last September in Ireland). The Nordic ExChange event will be held in Gothenburg April 9-11, 2018 and would be a FAI event to be used as a build-out for the establishment of a Nordic Folk Alliance. Åke Lundström is being contracted as FAI's Nordic Representative to develop this event.

2019 Theme – The Spirit of Creativity

Aengus announced the 2019 conference theme "The Spirit of Creativity." The theme will explore the creative process, where ideas come from, what craft is, the genesis of collaboration, and how all this relates to art and the artist.

2020 Hotel Contract

The draft contract for the 2020 conference hotel was included as an appendix to the Board Kit. At this stage, staff and the Site Selection Committee feel that they have secured a beneficial arrangement.

Motion: To approve the New Orleans contract as presented.
Made by: Donald Davidoff
Seconded by: Joan Kornblith
Result: Approved unanimously

2021/2023/2025 Hotel Contract

Two Kansas City hotels, the Westin and Marriott Downtown, returned proposals in response to the RFP issued to all Kansas City hotels. A recommendation had been postponed to this point pending a proposal for the new Loews hotel. Due to continued groundbreaking delays with Loews, we feel we should move forward with the proposal from the Westin.

Motion: To approve the negotiation of a 3-year contract with the Westin.
Made by: Donald Davidoff
Seconded: Michael Kornfeld
Result: Motion passed

Aengus should have a response regarding the negotiation by the end of year to report to the board. Donald asked if we should schedule a meeting for a single-issue vote.

Action Item: Deana will send out email notification to schedule a Special Meeting of the Board for a single-item vote after negotiation with the Westin is complete.

Finance Committee Report

Alka Sharma provided a review of the community fund and ExCom approved loan to Folk Music Canada. A discussion followed about line item 22105 – Accrued Vacation. The auditor noted that accrued vacation is kept on the books through the end of the year. Mary Sue asked about vacations rolling over or topping out. Jennifer Rowe noted that we allowed staff to extend vacation two months last year as a result of the transition from “Vacation & Sick Day” quota’s to a PTO (Paid Time Off) format. This year, that extension will not be in effect and unused time will top out. Jen will provide an update and clarification on the item.

Governance Committee

Governance Chair and FAI Vice President Lisa Schwartz voiced concern about the lack of response to listserv discussions. She wants to make sure that we’re not falling into a pattern of complacency and have better communication between meetings. Matt Smith encouraged Directors to engage how and when each person can. Members should also feel free to call him at any time.

Programming Committee Report

Deana McCloud provided a brief update on the bi-monthly meetings that have been held by the Programming Committee. As part of the programs being offered at the 2018 conference, there will be a variety of peer sessions. In order to provide multiple points of contact and create more visibility for Board members, each member of the Programming Committee will act as a host in specific rooms for a day. The schedule of panels is almost set, and Cindy is hoping to have all panelists confirmed this week.

Regions Committee Report

Mary Sue expressed thanks for the participation on the survey and noted that there were extremely interesting results. A couple of items that are clear based on the survey are that we do believe that the staff and Board are making great progress, and that the majority of Directors feel the relationship between FAI and the Regions is good as it is.

We do need to address in the future the question of whether or not a Regions officer should serve on the FAI Board. The results were split 50/50 in response to that particular question. Significant conflict of interest in regard to committees was noted. How we address that potential conflict will be a discussion to continue for the future.

Matt Smith asked if the Committee was close to coming up with a proposed policy regarding this result. Mary Sue said we need another deep dive first, but we do need to establish a policy to address the issue. She thanked Michelle for all the work developing the survey and compiling the results.

Development Committee

lou DeMarco, Development Chair, provided an update from the last Development Committee meeting. The Committee has created a fundraising toolkit that was sent to Board members and is part of the Board Kit Appendix. lou walked Directors through the highlights that provide a standard approach for an ask. In addition, lou emailed a form to Directors to request a list of five contacts who might be potential donors. Forms are to be completed and returned as soon as possible in order to compile a comprehensive list to eliminate any duplication of asks.

Amy Reitnouer had a question about timing for these asks, specifically in regard to the FAI Grammy event. lou reminded everyone that end of year asks make sense, but since our fiscal year doesn't end until June, we do have time. There was also a reminder of the fundraising goal in the budget and each Director's \$500 personal fundraising goal. In addition, Directors were all advised to be prepared with the FAI case and responses to questions from potential donors.

Membership Committee

Committee Chair Erika Wollam-Nichols reported that the Research and Member Relations Subcommittees are making plans for February's conference and that the Committee is really excited about the opportunity to learn more about the FAI membership.

Research Subcommittee

Michelle Conceison reported that the survey results indicating that the Board wants to learn more about the community and the economic impact of FAI were not surprising. A summary of the ranking of priorities as indicated by the survey were provided to the Board. Since this is a new endeavor, Directors who would like additional reference information are encouraged to contact Michelle and the subcommittee for resources.

The Subcommittee provided an RFP draft for potential research partners that Directors were asked to read and respond with questions and comments. The group asked permission to help Aengus incorporate additional input and then send the RFP to a list of research partners. In addition, the Subcommittee recommends earmarking FAI funds to be used as Phase 1 work as outlined in the RFP, to

commence in 2018. Potential research partners may be present at both APAP and the GRAMMY event in January.

Directors voiced support for this project to move forward. Aengus noted a preference to work with the \$10,000 restricted funds that we have right now rather than liberating more funds in this year's budget. A discussion followed about the need to produce a quality research project while being mindful of the budget.

Motion: To authorize FAI to spend approved funds for Phase 1 long-term research initiative, with a limited amount to be spent during the current fiscal year.

Made by: Michelle Conceison

Seconded by: Lisa Schwartz

Result: Motion passed

Membership Relations

Matt Sever advised that the Subcommittee would like to formalize an agreement with Board members to be available as a daily presence at the conference. He noted that this is similar to what the Programming Committee will be doing during panels. Times suggested to be available are at the end of panel sessions and before showcases begin. Matt Smith asked about whether it would be helpful to hold a table in the restaurant as a FAI table as a meeting place. Jen said that the staff can create signage, on pre-conference emails, and include in moderator scripts at each panel. Matt Sever will provide specific language to Jen for marketing this to membership.

Advocacy Committee Report

Health Subcommittee

Ellen Stanley reported that the Health Subcommittee is discussing next steps for a health and white paper. Given the scope and depth of this very large project, it may be necessary to engage a professional writer and conduct extensive research. The Subcommittee is breaking the project into sections as one-sheets. The first section addressed will be regarding sexual harassment and abuse and will be provided as a one-sheet to be completed and available at the conference.

Copyright/PRO Subcommittee

Matt Sever informed the Board that a task force has been organized to include people who could have direct contact with PROs. That task force includes: David Hirshland, Renee Bodie, and Tim McFadden. After research, we are trying to negotiate a 2 level deal for FAI member venues that are under 100 seats. David, Renee, and Tim will be setting up meetings with PRO contacts.

Michael noted concerns from the perspective of small venue presenters and inquired as to who was receiving the money. Mary Sue also voiced concern that there are two non-board members doing work on our behalf and the lack of a check system in place. Matt Sever responded that we needed to involve others since current Committee members do not have their expertise and contacts. The lack of checks was noted and will be addressed. Mary Sue further suggested that since Joan's project was to activate former board members, perhaps this is something to add to that initiative.

Other Business

Aengus noted that he and Matt Smith had a phone meeting with Local 1000 to discuss their concerns regarding strike action at other Canadian showcase festival/conferences. They clarified for Local 1000 changes made to FAI's format such that the conference is no longer open to the public, which satisfied concerns. FAI and Local 1000 will work together to avoid any public/industry misunderstandings.

GRAMMY event notifications have been sent for FAI's inaugural celebration of the Best Folk Album category at the 60th GRAMMY Awards. FAI's ticketed event will be held at 1pm on Saturday Jan 27th, 2018 at Joe's Pub in NYC. It's an exciting event for FAI to be presenting at this time. Thanks to Mary Sue for her help in coordinating and Amy for spearheading the planning for the event.

Notice was given that the US Embassy in London, England has recently denied performers standard B1 Visas, citing that only SXSW has an exemption for showcase performances. Aengus is in contact with Matt Covey (Tamizdat Avail) and the Missouri Senator's office to help rectify the situation.

Motion: To adjourn meeting

Made by: Greg Torrington

Meeting was adjourned at 1:08 PM CT.