

**FAI Board of Directors Meeting  
Kansas City  
February 15, 2017**

In attendance:

Renee Bodie	Tim McFadden
Lynn Cingari (not formally seated)	Amy Reitnouer
Michelle Conceison	Lisa Schwartz
Donald Davidoff	Matt Sever
lou DeMarco	Alka Sharma
Ralph Jaccodine	Matt Smith
Joan Kornblith	Jean Spivey (out 10:55 AM – Noon)
Cheptoo Kositany-Buckner	Ellen Stanley
Sam Lee (not formally seated; joins at 9:45 AM)	Mary Sue Twohy
Michael Kornfeld	Keli O'Neill Wenzel
Deana McCloud	Erika Wollam-Nichols

Aengus Finnan, Executive Director

**President's Announcements/Icebreaker/Housekeeping**

President Michelle Conceison called the meeting to order at 8:30 AM CT once a quorum was established. Michelle then welcomed everyone and then we broke for an icebreaker led by Erika Wollam-Nichols.

We returned at 8:48 AM CT when Michelle reviewed the process to request being put on the list to contribute to the discussion. She further reminded everyone that everything discussed is confidential.

**Approval of Minutes**

Motion: To accept Board Meeting minutes from January 20, 2017 and ExCom Meeting minutes from January 17, 2017 with edits.

Moved by: Michael Kornfeld

Seconded: Matt Smith

Result: Motion carried unanimously

**Executive Director's Report**

**Membership**

There is a slight dip in YTD membership attributed to two issues: in order to secure the number of volunteers needed for the conference, we no longer require one to be a member, but instead, require more hours of service. This has resulted in more non-members volunteering sooner, and all of our shifts being filled. Additionally, we are seeing more of the group members actually filling in and use their subaccounts thereby having more attending delegates access the benefits of the group memberships.

## **Conference Updates**

### Hotel Reservations

As of February 6, there are 3,770 room night reservations. Last year, we had 3,342 room reservations and in 2015, we had 3,278.

### Conference Registrations

As of February 6, there are 2,406 registrations. Last year, registration was at 1,943 and for the same time in 2015, there were 1,958.

### Public Tickets (Camp, Evening Showcases, Festival)

As of February 6, there are 370 Festival Passes, 36 Camp Passes and 388 Showcase tickets sold for a total of 794 Public tickets. Last year we sold 318 in total (Official Showcase and Festival). The Music Fair (precursor to the Festival) did not have tickets tracked at this stage in 2015. Additionally, we have sold 141 camp classes (available only to conference delegates at a cost of \$10 per class). There is no comparative data as we have not charged for classes in the past.

There was a limit of 200 Evening Showcase tickets per night made available for sale to the public and we are officially sold out for Friday and Saturday.

### Pricing

Our prices have not risen in almost a decade, yet our costs have, and we have introduced even deeper artists' discounts. This year's pricing reflected the following plan:

- The entry level cost to register remained at \$250
- The Early Bird discount rate was offered with earlier deadlines
- The change in deadlines would encourage earlier commitment, reservations, sales, planning
- The final pricing tier would be set at a \$50 increase over initial pricing

The result: people bought registrations earlier paying the exact same amount as in the past, and we exceeded all past numbers at each deadline. Comparatively, we are still a modestly priced industry event.

### Sales

We have achieved 106% (\$11,980) of our June 30<sup>th</sup> year-end goal for sales this year and anticipate another \$1,000 in sales posted in February.

We are \$22,438 off our anticipated MTD Donations for end of January, primarily related to lack of Foundation support, mostly due to capacity overload. We hope to explore operational Foundation support post-conference. We anticipate generating another \$4,000 in donations before year end.

We are \$18,804 ahead of our MTD target for Grants, but \$6,196 from our June 30 year-end goal. We anticipate receiving \$4,000 from MAAA (MidAmerica Arts Alliance) and hope to apply for another grant in the spring to exceed our target.

### Exhibitors

There are 76 exhibit hall booths sold, 4 of which are doubles, and 45 Artisan Market booths for the festival.

### Public Event Marketing

The exclusive marketing in the KC area (radio, print, online, billboards) has been to promote the publicly accessible elements of the conference week (Official Showcases, Music Camp, Festival).

### **Finance Committee Report**

We are in good shape. This is the first time that we are debt-free, have stability and increased capacity with upwards of \$200,000 in reserves.

We have invested \$100,000 in Canadian funds but also need to develop a more thorough conservative investment strategy.

### Tribute to Louis Jay Meyers

Michelle informed the Board about an action that ExCom moved forward with so that the music camp could officially be named in honor of Louis Jay Meyers. The motion came through ExCom to authorize Aengus to sign for FAI to be the fiscal sponsor. We have agreed to be the fiscal sponsor for the estate's established charitable organization. We receive a small fee to administer the funds and have been given permission to name the Music Camp in Louis' honor. Michelle will circulate the final agreement and motion so that the Board can vote to confirm.

### Green Folk

We were paying close attention to the environmental impact of this year's conference by doing away with all disposable cups and asking attendees to bring or purchase their own water bottles. This information was continually communicated to attendees from the moment of registrations and in every e-Newsletter. Also, we have moved to digital screens to advertise formal showcases and did away with paper flyers. The flyers are still permitted on the guerilla showcase floors, though.

The Clearwater Award launched this year shows our commitment to environmental stewardship. And, our host hotel, the Westin, is now composting on site all year 'round.

### Special Guests/Artists in Residence

Topeka Prison Project – Blues Behind Bars with award-winning Italian-Canadian blues musician, Rita Chiarelli working to create a chorale ensemble of the inmates.

Poetic Justice – Brown Eyes in Blue with Octavio "Chato" Villalobos, a celebrated 16-year veteran police officer and poet collaborates with emerging artists, Making Movies.

Ramy Essam – considered the voice of the Egyptian uprising, Ramy was captured and tortured for singing protest songs. He now lives in exile in Sweden and will be performing during the conference.

### 30<sup>th</sup> Anniversary Conference Art

The preliminary design was to reflect our history of community and song and depicts a 'campfire', drawing us near, to sing songs and tell stories together.

### KC Folk Festival

The event was designed to build a partnership locally and invest locally and cultivate a local audience so that even when the conference isn't scheduled for Kansas City, the Festival will still take place. The plan is to eventually move the event to a warmer season and to an outside location.

Matt Smith circulated the Louis Jay Meyers sponsorship document and motion for review.

### **Site Selection**

Michael Kornfeld recused himself and left the room.

The Site Selection committee, including Aengus and Jen, have begun to look at the 2020 to 2025 time period and the various aspects to be deliberated including the frequency of location and the cycle of moving to Canada.

Cities/areas that have been explored in some preliminary capacity:

- Baltimore, MD – location of 2017 Regional Leaders Retreat
- Colorado Springs, CO – Location of 2015 Regional Leaders Retreat
- New Orleans, LA – Location of 2016 Regional Leaders Retreat
- Raleigh, NC – 2017 Sponsor, Home to IBMA
- Tulsa, OK – Location of April 2016 Board meeting, 2017 Sponsor

Note: FAI has not been in the east coast since 1996 and has never been in the American Rockies region.

Board discussed potential scenarios for frequency in the same location taking into consideration cost implications for travel and strategies for securing hotel and vendor pricing.

Michelle closed the discussion with the suggestion to move it to the listserv.

### **Governance Committee Report**

The Governance Committee was charged with crafting a simple definition for *Confidentiality* As well as a checklist of questions that a director could ask him/her/themselves to determine the potential risk of breaching confidentiality during the course of their daily interactions outside of Board service. Further, GovCom was asked to create a reference guide to better explain potential conflicts of interest for directors.

*Confidentiality* is a set of rules or a promise that limits access or places restrictions on certain types of information; it is the state of keeping or being kept secret or private.

Proposed Confidentiality Policy:

Respecting the privacy of our sponsors, donors, members, staff, and board directors, volunteers and of Folk Alliance International (FAI) itself is a basic value of FAI. Personal and financial information is confidential and should not be disclosed or discussed with anyone without permission or authorization from the Executive Director. Care shall also be taken to ensure that unauthorized individuals do not overhear any discussions of confidential information and that documents containing confidential information are not left in the open or inadvertently shared.

Employees, volunteers and board members of FAI may be exposed to information, which is confidential and/or privileged and proprietary in nature. It is the policy of FAI that such information must be kept confidential both during and after employment or volunteer service. Staff and volunteers, including board members, are expected to return materials containing privileged or confidential information at the time of separation from employment or expiration of service. Unauthorized disclosure of confidential or privileged information is a serious violation of this policy and will subject the person(s) who made the unauthorized disclosure to appropriate discipline, including removal/dismissal.

Certification

I have read Folk Alliance International's policy on confidentiality. I agree to abide by the requirements of the policy and inform my supervisor or Board President immediately if I believe any violation (unintentional or otherwise) of the policy has occurred. I understand that violation of this policy may lead to disciplinary action, up to and including termination of my service with Folk Alliance International.

Signature \_\_\_\_\_

Name \_\_\_\_\_ Date \_\_\_\_\_

Motion: To adopt the proposed Confidentiality Policy as recommended by the Governance Committee

Moved by: Alka Sharma

Seconded: Matt Sever

Result: Motion passes unanimously

**Regions Committee report**

Michelle and Michael Kornfeld had discussed offline several topics where there could be a potential conflict of interest given the context of a director on the FAI Board also being a leader on a regional board.

Regional leaders will need to discuss these issues in March at their retreat. Regions Committee and Governance Committee will need to meet to discuss resulting information and codify language to develop a policy.

### **Advocacy Committee report**

In December 2016, FAI invited 1265 Presenters to participate in a survey on Performing Rights Organizations. Invitations were sent to all 162 self-designated Presenters in FAI's membership as well as 1103 additional Presenters in FAI's database. This includes some presenters from outside the US. The survey link was not private, allowing Presenters to share with other Presenters.

Presenters included private house concert hosts, occasional concert presenters, regular concert series presenters, music clubs and venues, businesses with live music theatres, and festivals.

We had a great response rate (23%) and are in the process of compiling the data.

### **Nordic Folk Alliance Presentation**

Ake Lundstrom from Sweden joined us to discuss a boutique FAI event in Gottenburg, about two hours outside of Stockholm. The event is proposed for Spring, 2018 and will be designed to connect North American industry folks with Nordic music industry, bringing agents, managers, and export ready musicians together. The thought is that the event will be limited to about 300 people.

The hope is that the FAI 'brand' will help bring credibility and territorial neutrality to the Scandinavian location and bring the North American marketing into the Scandinavian market.

### **Agreement with Louis Jay Meyers Music Project - MOTION**

Matt Smith circulated the following motion as created by ExCom along with the fiscal sponsorship agreement with the Louis Jay Meyers Music Project:

**MOTION:** Executive Director Aengus Finnan is authorized to execute a fiscal sponsorship agreement with the LJMMP, such that FAI will receive and disburse donations to the LJMMP in accordance with the terms and conditions of the attached Fiscal Sponsorship Agreement and consistent with IRS laws and regulations for 501(c)(3) organizations.

Motion: To accept the motion as written and submitted by ExCom with reference to the fiscal agreement with LJMMP  
Moved by: Tim McFadden  
Seconded: Dan Navarro  
Result: Motion passes unanimously

### **Research Subcommittee report**

What could we have measured this weekend during the conference; what moments could we have taken note of where we could learn and bring the information back to study? Is there research that we can do on our own or with a partner? What do we wish we knew about our members?

We have budgeted for stakeholder research and getting external support and advice. Now that we have capacity and systems in place, we must gain more clarity and understanding about our members and our place in the industry. We need both hard and soft data.

### **Nominating Committee report**

There are four key points that Nominating Committee seeks to improve upon in the coming year:

1. We aim to make the Nominating Committee's vetting process timeline and communication for applicants and potential nominees more transparent and standardized so that candidates can better anticipate the process.
2. We will better communicate candidate bios and background information to the current board during the vetting process so they have adequate lead time to research and consider the candidates before final slate is selected.
3. We ask that the board members consider potential new directors throughout the year, and submit not only names but also backgrounds and reasons for recommendation.
4. We will bring in new off-board members to the Nominating Committee in an effort to create regular turnover and development of continual diversity of the committee.

Considering FAI's growth and the continuous development of our board of directors, we believe the board should address the pros and cons of perhaps having a corporate representative on the board.

Here are this year's Board Buddy assignments for new directors. Please make sure you welcome new board members!

Lynn Cingari – Erika Wollam-Nichols  
Dom Flemons – Matt Sever  
Cheptoo Kositany-Buckner – Joan Kornblith  
Sam Lee – Amy Reitnouer

**Elections for Board Officers** resulted in the following:

President – Matt Smith  
Vice President – Lisa Schwartz  
Secretary – Deana McCloud  
Treasurer – Alka Sharma  
At Large – Matt Sever

This was our last official meeting with Dan Navarro and Jean Spivey. Renee Bodie and Keli O'Neill Wenzel will also be leaving the Board. We thank them for their amazing service!

Entertaining motions to adjourn:

Motion: To adjourn the meeting  
Moved by: Dan Navarro  
Seconded: Jean Spivey  
Result: Meeting adjourned at 3:50 PM CT