

**FAI Board of Directors Meeting  
June 4, 2018  
Raleigh, North Carolina**

**In attendance:**

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

Lynn Cingari  
Michelle Conceison  
Lou DeMarco  
Dom Flemons  
Gil Gastelum  
Joan Kornblith  
Michael Kornfeld

Gary Paczosa  
Amy Reitnouer  
Ellen Stanley  
Denise Stiff  
Laura Thomas  
Greg Torrington  
Mary Sue Twohy

Aengus Finnan, Executive Director  
Jennifer Roe, Operations Manager  
Liz Allen Fey, Strategic Plan Facilitator

Regrets: Sam Lee

This in person meeting of the Folk Alliance International Board of Directors was called to order by President Matt Smith at 8:05 AM ET. A reminder was given to Directors about the confidentiality of the meetings and the process for being placed on the list to speak.

**Review of Minutes**

After a review of the minutes from the April Board meeting, corrections were added by Directors. These will be made and an updated final version of the minutes sent to the FAI office to post online.

Motion: To approve minutes with amended changes  
Moved by: Denise Stiff  
Seconded: Lisa Schwartz  
Result: Motion was approved

**Strategic Planning Session**

The Board was led in a Strategic Planning session with Liz Allen Fey that began at 8:30 AM. Lunch break from the planning session was 11:50 AM-12:30 PM, at which time the session was continued until 3:00 PM ET. Resulting DRAFT document with proposed new strategic plan and potential revision of FAI mission is attached.

## **Stakeholder Research Presentation**

Michelle Conceison reviewed the revised proposals from the two candidates for potential research partners and provided Directors with a handout for notes and evaluation guide based on the criteria from the RFP and criteria identified by Committee and Board discussions. A 15 minute break was taken at 3:00.

## **Radio Task Force Committee**

Mary Sue Twohy reported that the Folk Alliance International has created a webpage for both Folk Radio top ten charts. A 3-month free trial with NACC has been provided for FAI members and the Folk DJ Charts have been relaunched as part of the Task Force's initiative. Mary Sue expressed many thanks to Kari Estrin for her support of the Folk DJ Chart. She has successfully posted 6 Folk DJ Charts in 2018.

FAI will survey participating members at the end of the 3-month trial period July 31 and hopefully continue the relationship with NACC. These efforts have required a great deal of work on behalf of the task force and staff. About 70 stations report to both charts.

Aengus added that FAI paid for an organizational membership to provide the free trial period in order to elevate the relaunch of the charts, and that FAI supported Folk Charts through funded programming. Aengus hopes to negotiate a lower price point after the trial period.

## **Executive Director's Report**

### **FY 18 Year in Review**

Aengus provided Directors with an end of year review noting major developments and successes during this past year. 2018 is a year to be celebrated as a banner year for the organization, with continued growth in Membership, Sales, Sponsorship, and Donations as well as increased attendance at the conference. Aengus expressed thanks to Jen and the staff, who show up and deliver day after day and support one another as a collaborative team. The past four years of continued growth are indicators of a team working well together in order to elevate the organization.

### **Community Fund**

The loan to Folk Music Canada has been paid in full with interest that was at a higher rate than the funds would have generated in interest otherwise.

### **Membership**

The current Membership data provided to the Board shows a 17% increase in Membership dues revenue over projection as well as a 12% increase in overall memberships. This includes doubling the number of large organizations as members. All Regions are PRO fee compliant with the introduction of the FAI group payment plan.

### **Technology**

The integration of Salesforce.com creates a single master database and contact source staff, and FAI has moved from Eventbrite to YourMembership for event registration. These moves provide for better,

more efficient community with members and stakeholders at large. In addition, a new Technology Crew Chief volunteer has been added to be available at the conference in order to trouble-shoot issues.

### **Communications**

Directors were provided a FY18 recap of Communications highlights. The Communications team has been reconfigured a bit to realign some staff. FAI's paid internship program will continue for a 4<sup>th</sup> year, with 3 interns currently in the program. The past 3 interns have transitioned to fill full-time staff positions.

### **Montreal 2019**

Aengus provided date noting that the registrations for the Montreal conference are 398 as of June 4.

### **Office Update**

The new office space is near completion with an anticipated end of summer move in. By using existing cash reserves, FAI can pay builders in advance, thus saving substantial funds. FAI will maintain its current rent on the existing office for 7 years in exchange for activating the new space as a cultural outreach facility.

### **Music Camp**

Based on past data, the primary constituents attending the Music Camp are professional musicians who are already coming to the conference rather than independent camp attendees. This will be a consideration as the camp moves forward in order to target sessions that meet the needs of those attending.

### **Kansas City Folk Festival**

The KCFF is tentatively looking a hosting an outdoor event during Memorial Day weekend in 2019. They are assembling an advisory committee within the community to activate and program the festival. The idea moving forward would be for the KCFF to remain an independent event outside of the conference.

### **Outreach**

The first two ExChange events proved to be very successful, so FAI will look at doing one ExChange per year based on the community and need. In addition, the events FAI programmed at the pre-GRAMMY event and official SXSW showcase as well as FAI's presence at AmericanaFest are increasing visibility and elevating the brand within the music community.

### **Research Presentation**

The first of the two potential research partners presented their proposal to the Board from 4:00 – 5:15 PM.

Motion: To adjourn meeting

Made by: lou DeMarco

With all business on the agenda being complete, the meeting was adjourned at 5:16 PM ET

## **FAI Board of Directors Meeting**

**June 5, 2018**

**Raleigh, North Carolina**

### **In attendance:**

Matt Smith (President)

Lisa Schwartz (Vice President)

Deana McCloud (Secretary)

Alka Sharma (Treasurer)

Matt Sever (Member at large) – joined meeting at 8:40 AM

Lynn Cingari

Michelle Conceison

Lou DeMarco

Dom Flemons

Gil Gastelum

Joan Kornblith

Michael Kornfeld

Gary Paczosa

Amy Reitnouer – joined meeting at 8:40 AM

Ellen Stanley – left at 11:00 AM

Denise Stiff

Laura Thomas

Greg Torrington

Mary Sue Twohy

Aengus Finnan, Executive Director

Jennifer Roe, Operations Manager

Liz Allen Fey, Strategic Plan Facilitator

Regrets: Sam Lee

The meeting was called to order by President Matt Smith at 8:30 AM ET.

## **Advocacy Committee Report**

### **Health Subcommittee**

Committee Chair, Ellen Stanley, reported that the FAI Committing to a Safe Music Community one-sheet and pledge have been receiving great attention. The next task for the Subcommittee will be to address issues related to mental health, alcohol, and addiction. Directors are encouraged to send ideas and expert contacts to assist.

### **Copyright/PRO Subcommittee**

The PRO Subcommittee is conducting a survey of small venues in order to has access to actual figures for the negotiation process with PROs. The negotiating team is in place to act as this data is compiled. This information will be built into FAI's Salesforce database in order to provide more information on venues.

### **Travel/VISAs**

Ellen noted that most of the recently asked questions pertain to travel to Canada in advance of the conference. Resources for traveling are available online to assist.

Aengus is working with the Recording Academy to formulate a combined missive in regard to music modernization. The Academy has indicated that best timing would be later in the summer, and Daryl Friedman has invited Aengus to meet with them in Washington.

### **Regions Report**

Regions Chair Lisa Schwartz provided a copy of SERFA's proposed bylaw amendment to Directors.

Motion: To approve the proposed amendments to the SERFA bylaws to be presented to the SERFA membership for final vote.  
Made by: Denise Stiff  
Seconded: Ellen Stanley  
Result: Motion passed with one recusal.

Lisa further reported about the Regions' leaders retreat recently held in Kansas City. All leaders were in attendance, and it provided a wonderful opportunity for everyone to be in a room together to discuss issues. Lisa will schedule a November call with Regional leaders to catch up and continue the dialogue. The key issue to arise at the retreat related to financial tracking. To support the regions FAI staff will prepare a financial template for Regional use.

### **Research Presentation and Discussion**

After a ten-minute break, the second potential research partner presentation began at 9:10 AM. This presentation concluded at 10:10 AM. After a short break, the meeting reconvened at 10:20 AM.

Research Subcommittee lead Michelle Conceison facilitated a discussion about reactions to both presentations. Directors discussed the scope and approaches of each as well as the goals of research based on the Strategic Plan.

Motion: To accept the May 11, 2018 revised Slover Linnett research proposal and proceed with next steps.  
Made by: Joan Kornblith  
Seconded: Amy Reitnouer  
Result: Motion passed (16 yea; 3 nay votes)

Break from 11:20 AM – 11:30 AM

### **Finance Report**

Finance Committee Chair Alka Sharma provided Directors with the April statements as part of the Board Kit. All financials are in very good shape. The report reflects expenses on track per the FY budget.

Motion: To approve April statements as provided.  
Made by: Lisa Schwartz  
Seconded: Dom Flemons  
Result: Unanimously approved

Alka thanked Aengus and Jennifer Roe for their help with the financial reports.

FAI currently has \$68,000 in surplus funds. FY 2018 includes spending \$40k for primarily research purposes. The proposed 2019 budget was shared with Directors.

Aengus noted that the organization has well exceeded the anticipated FY18 forecast profit of \$600. Consequently, and to mitigate against FY19 Montreal costs, FAI's FY19 budget is contingent on spending much of the FY18 surplus (a total of approximately \$48,000) prior to the end of June. Discussions followed about specific costs in the proposed budget in other areas that have been identified as being able to be paid ahead to take advantage of the surplus funds.

Motion: To approve proposed FY19 budget.  
Made by: Deana McCloud  
Seconded: Michael Kornfeld  
Result: Motion approved

Aengus thanked Alka and the Finance Committee for their input and oversight, with special thanks to Jen for her help with the budget and financial reports, as well as staff.

### **Programming Committee**

Committee Chair Deana McCloud reported that FAI's new Program Coordinator, Amie Therrien, has been engaged, so the Programming Committee will begin meeting via phone call twice each month to help Amie and staff with planning. The Committee's first introductory meeting will be held on June 11.

Proposals for programs are open and available online. The deadline for submitting those ideas is June 30. In addition, the jury has been selected and will begin reviewing entries in July. Matt Sever asked about efforts being made to encourage Canadian performers to apply for showcases. Aengus noted that FAI has engaged a Canadian representative to help promote this effort, staff held launch events in Canada, and will be attending additional events this summer.

### **Development Committee**

Chair lou DeMarco noted that June 30 is the end of FY18, and the budget for this FY included an approved Board of Directors \$10,000 donation goal. Directors still need 85% more in donations to achieve that goal by the end of the month. There was a review of the process for making an ask, and ideas for engaging potential donors. The Committee is available to help with information and guidance. lou also offered to make calls if Directors were uncomfortable doing so, but had potential donors to approach. The Development Toolkit includes talking points and a variety of scenarios for making an ask.

In response to a question about breaking down specific costs that could be underwritten, Jen mentioned first year scholarships as a good target for funding. End of year scholarship campaign emails are also being prepared. Ellen mentioned Facebook campaigns as being efficient and easy ways to engage people.

### **Nominating Committee**

Amy Reitnouer provided a timeline schedule for nominations and voting for Board members. The Board will have several openings in 2019, and a few names have already been received. Amy provided an overview of those potential candidates for review.

Aengus reviewed the composition of the Board and those who cycles end in 2019 as well as positions that will be filled by election or appointment in 2019.

### **Additional Items**

Matt Smith reminded Directors to complete Aengus' annual review before June 15.

Motion: To adjourn meeting.

Made by: Michael Kornfeld

With all business being concluded, the meeting adjourned at 12:35 PM ET.

**Addendum to Minutes  
Online Votes Made by ExCom**

**Listing of Directors and Minimum Term of Service**

**Motion:** that a minimum of one full year of service be required to qualify a Director for the lifetime 50% registration discount offered to Board alumni, but that once elected or appointed all Directors are permanently included in the list of Board alumni, regardless of the length of service or reason for premature exit from service of their term.

Date of Motion: July 24, 2018

Moved by: Alka Sharma, Treasurer

Seconded by: Matt Smith, President

Vote: Approved

**FAI Handbook Amendment**

**Motion:** to amend section 3.05 of the FAI Handbook and Personnel Policies as indicated below to indicate that staff must use their PTOs by fiscal year-end, rather than by the calendar year-end. This amendment reflects the longstanding practice and timeline, synchronizes with the start of the annual FY budget and staff salary schedule, and corrects a timing issue that currently technically limits annual PTO usage to a 6-month window. To coincide with the FY18 audit this amendment is retroactive to and effective as of July 1, 2017.

Current Handbook text to be amended:

**3.05 PAID TIME OFF**

PTO begins on a day adjusted annually to coincide with the beginning of the first pay period and ends on the last day of the last full pay period paid of the calendar year.

Proposed amendment to text:

**3.05 PAID TIME OFF**

PTO begins on a day adjusted annually to coincide with the beginning of the first pay period and ends on the last day of the last full pay period paid of the fiscal year.

Date of Motion: July 23, 2018

Moved by: Matt Smith, President

Seconded by: Alka Sharma, Treasurer

Vote: Approved

### **Stock Certificate Deposit Account**

Motion: To authorize the Executive Director to sign for and open a TD Ameritrade business account for the purpose of depositing Stock certificates donated to FAI.

Date of Motion: July 19, 2018

Moved by: Matt Smith, President

Seconded by: Lisa Schwartz, Vice President

Vote: Approved

### **FY18 Executive Director's PTO**

Motion: To approve rollover of the Executive Directors remaining FY18 PTO to be used by no later than the end of Oct 2018.

Date of Motion: July 19, 2018

Moved by: Matt Smith, President

Seconded by: Lisa Schwartz, Vice President

Vote: Approved