

FAI Board of Directors Meeting October 2, 2018

In attendance:

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

Lynn Cingari (joined 10:15 AM CT)
Michelle Conceison
Lou DeMarco
Dom Flemons
Joan Kornblith
Michael Kornfeld
Sam Lee

Gary Paczosa
Amy Reitnouer
Ellen Stanley
Denise Stiff
Laura Thomas
Greg Torrington
Mary Sue Twohy (joined 10:35 AM CT)

Aengus Finnan, Executive Director
Jennifer Roe, Director of Operations

Absent: Gil Gastelum

This regularly scheduled meeting of the Folk Alliance International Board of Directors was called to order by President Matt Smith at 10:08 AM CT. Matt reminded Directors of the confidentiality of all discussions held during the meetings.

Review of Minutes

The minutes from the August 3 meeting were emailed to Directors prior to the meeting.

Motion: To approve the minutes with one spelling correction noted.
Made by: Denise Stiff
Seconded by: Laura Thomas
Result: Motion approved

Executive Director's Report Membership Update

Aengus provided Directors with an overall update of Folk Alliance International membership, noting the number of potential votes for each account level.

Annual Report and Audit

Staff is preparing the final version of the annual report, which will be ready to circulate on October 22. Part of the report will include documenting the organization's growth during the last 5 years. This is FAI's third year of creating a published annual report.

FAI Events

The Board kit noted recent FAI events that were held at AmericanaFest and IBMA under the banner of Finest Folk. Upcoming events were listed as well as items of note on Aengus' schedule. This includes networking, presentation opportunities, and events with members of the Recording Academy in key areas of the country.

New Office

The move to the new office is schedule for October 5, and a formal ribbon-cutting will take place in November. First Fridays starting in October will feature local members of FAI, with future goals of including touring members already routed through Kansas City. This is part of the arrangement with the property owner to engage the arts community within the space. Aengus and the Board expressed thanks to Jen for taking the lead on not only the move, but in dealing with the contractor for the build-out of the new office.

Montreal Updates

Directors were provided updates on the conference data for Montreal. The conference registration is continuing to chart ahead of past years and registration numbers are tracking ahead of the plan. Part of this trend can be accredited to deadlines being moved forward, so registration is occurring earlier than in previous year. Room registrations are currently 1000 room nights ahead of pace; however, Aengus noted that it will still be work to get to the end goal.

Schedule at a Glance

The Board Kit included a current schedule at a glance overview of the conference at large. Official showcases were announced October 1 on social media. Aengus thanked the Programming Committee members who were on the jury and other jurors who judged over 1000 entries. The currently confirmed booths or showcase sponsors of agencies on board are a phenomenal representation of partners. This demonstrates to festival and presenters the value of the FAI conference, and ensures them the ability to engage with artists and agencies of note during events.

Awards

A list of Awards recipients were provided to Directors, and Tom Power is confirmed to be the show host. Matt Smith will be receiving Spirit of Folk Award as outgoing board president. A ballot will go out shortly to membership for the LAA nominees, and later in the year a ballot will go out to membership for the Best of 2018 Awards (Artist, Album, Song). The 2019 keynote is still to be confirmed, but is in progress.

2020 Theme

The proposed 2020 theme was presented. The focus of the 2020 conference will be Identity: the story of people and place. Programming and participants will be encouraged to explore and discuss the ideas of community, influence, interaction, and immigration/migration.

Strategic Plan

Matt Smith presented the Board with an edited version of the Strategic Plan that was discussed in Raleigh, followed by a Think Tank that provided discussion for minor edits. Directors reviewed the proposed final version of the Strategic Plan.

Motion: To adopt 2018-2021 Strategic Plan as written and provided to the Board.
Made by: Lisa Schwartz
Seconded by: Michael Kornfeld

Result – Approved

Finance Committee

Alka Sharma provided the current financial statement with the Board Kit. There is not a great deal to report since FAI is in the early months of its fiscal year, and there no questions about the report from Directors.

Development

Lou DeMarco reported that the Development Committee met on September 19, and he provided a recap of last year as well as goals for FY 2019. Donations in FY 2018 from leads generated from 6 different board members resulted in 20 donations. 20 Board members contributed to a list of 74 potential donors, and there 100% Board and Staff participation for 3 years in a row. Staff donations totaled \$712, which was matched by Aengus, and Board donations totaled \$2081.

The Development Committee has the same goal as last year for board solicited donations: \$500 per Director, for a total of \$10,000. The Committee is updating the process for an ask and will continue to cultivate last year’s list of names as new Directors join. Quarterly goals include regional events (which provide an opportunity to make asks for donations) as well as end of year promotion, 3rd quarter Grammy party, and 4th quarter final push.

Nominating Committee

Matt Smith thanked Alka for the extra work in taking the lead for NomCom the past several months. Alka presented two recommended motions, one for approval of appointees and another to approve the slate of candidates for the Board. These motions were reviewed and approved by ExCom prior to the full Board meeting.

In response to the list of proposed appointees, a question was asked about whether the nominees are current member; Aengus confirmed they are required to be members in good standing prior to appointment.

Motion: To approve proposed slate of appointees as provided in the Board Kit
Made by: Alka Sharma
Seconded by: Deana McCloud
Result: Motion was approved

Next there was a review of incumbents and candidates being considered for the slate. 7 Directors’ terms are ending, and there are 6 incumbents who wish to run with only 5 seats available, so it is guaranteed that one incumbent will not be reelected.

Motion: To approve the recommended slate of 10 candidates for the FAI Board of Directors election.
Made by: Alka Sharma
Seconded by: Deana McCloud
Result: Motion was approved

Governance Committee

Matt Sever provided details for two motions that are proposed by the Governance Committee. Per the requirements of the Bylaws, these items need board approval in order for them to be placed on the fall ballot as referendum questions for a general membership vote. Both of these motions seek to remove outdated content in the current bylaws to allow the organization to operate in a more efficient way.

Motion: To delete all of the outdated mission and goals content in existing Section 1.2 of the Bylaws.

Proposed amendment: Section 1.2 – Purpose. The Corporation exists to strengthen and advance organizational and individual initiatives in folk music through preservation, promotion, and presentation under the direction of its Strategic Plan.

Made by: Matt Sever

Seconded by: Lisa Schwartz

Result: Motion was approved

Motion: To remove outdated financial parameters regarding organizational membership size in FAI's Bylaws, Section 3.9 (1), Voting Rights.

Proposed amendment: (1) Number of Votes: Each large organizational member shall receive ten (10) votes, each medium organizational member shall receive five (5) votes, each small organizational member shall receive three (3) votes, each partners member shall receive two (2) votes as a pair casting one ballot together, and each individual member shall receive one (1) vote. Affiliates receive no voting privileges.

Made by: Matt Sever

Seconded by: Lisa Schwartz

Result: Motion was approved

Membership Committee Report

Michelle Conceison reported that the Membership Committee has been very actively involved in meetings with Slover Linett Audience Research (SLAR) regarding the FAI research project. An update on activities to date was included in the Board Kit. SLAR and FAI team members have conducted the process of identifying the first interview subjects, and a presentation deck from SLAR with initial results was provide. It was noted that quite a bit of discussion was held in regard to what they are learning from people with whom they're speaking. Quotes from some of the interviews in response to questions about folk were included in the deck.

SLAR and FAI have started to work on a draft survey to go to a broader audience. This survey is based on the goals provided, and the draft will be edited to ensure it meets the needs of the organization. The initial draft presented to the board for review.

Aengus added that the initial interviewees enabled SLAR to gain substantial information and insight that will guide continued research questions for the broader membership and stakeholders. The hope is to achieve well over 1000 responses to the survey in order to maximize the information provided in order to leverage FAI's ability to speak with future potential partners and donors.

Radio Chart Task Force

Co-Chair Mary Sue Twohy reported that the radio chart task force has been very productive and has been meeting for over a year now. The Task Force and FAI Membership have successfully completed a 3 month free trial with Folk NACC and launched a survey of participants. Based on a 65 piece FAI generated email to industry requesting support for both charts with a joint folk radio charts support package, membership/industry elected to move forward with formal relationship with Folk NACC. The formal agreement negotiated with NACC included the following points:

1. 50% discount for FAI industry to the Folk NACC Chart
2. 75% Artist discount for 3 month artist promotion package
3. Maintaining a public Folk NACC chart (without agreement, it would go back to only the Number 1 on Folk NACC available to the public)
4. FAI committee annual review of reporters to make sure they are folk reporters in the broadest sense of the word.
5. Establishing a threshold of minimum commitment before moving forward
6. NACC investing in a software solution to share just the folk chart and not other charts.
7. NACC to make reporter information more readily available to promoters/artists - they have steadily done this.
8. Formalize partnership and branding of partnership.

Mary Sue expressed a hearty thank you to all who sat on the Radio Chart Task Force, our FAI industry/Artists who committed to Folk NACC and Folk DJ and NACC during this 15-month process.

Regions Report

Regions Chair Lisa Schwartz reported that FARM has formally lodged their position to use FAI's 501(c)(3) status in order to issue tax receipts. The Region is in the process of being designated as an independent 501(c)(3) and are asking if FAI would consider being the fiscal sponsor in the meantime. This arrangement is not one that would provide any funds, but would allow FAI to receive donations for FARM for tax receipt purposes. All Regions members approved of this arrangement.

Lisa further noted that the SWRFA election didn't meet the stated guidelines and timelines in their bylaws, so this may require more oversight from FAI to ensure that they are meeting these legal requirements.

Programming Committee Report

Deana McCloud, Programming Committee Chair, reported that the Committee continues to meet via phone to discuss and refine plans for a vibrant programming schedule during the conference. Panels are being organized based on tracks with seven slots each. Amie is engaging Committee members to reach out to contacts with invitations to participate, and panelists are currently being confirmed. Also, the jury has completed its scoring of official showcase applications.

Advocacy

Advocacy Chair Ellen Stanley reported that Laura Thomas will be taking over as new lead of the Health subcommittee. This subcommittee is working to assemble a guide on self-care, specifically related to mental health and recovery. Ideas for activities that would engage conference attendees were provided

and discussed. The subcommittee also talked about working with SIMS so that the FAI guide and activities dovetail with what they're presenting at the conference.

Copyright/PRO

Michael Kornfeld provided updates about the PRO Survey for small venues in terms of staff action. In addition to direct survey links being sent, invitations to share were sent to key players in arts organizations.

Future board meetings dates

Matt Smith reviewed the proposed future board meetings dates, including holding the in person meeting in late May/early June in Nashville. A discussion of dates and possible conflicts followed. Jennifer Roe will set up a Doodle poll for scheduling best dates.

Other business

Folk DJ Scholarship

Ellen Stanley gave an update on the applications for the Folk DJ scholarship and marketing reach. FAI currently has 13 applications and will be reviewing this fall to select a recipient.

Aengus noted that establishing a Nordic Folk Alliance, which has been discussed for a couple of years, is moving toward a formal agreement with FAI and Nordic FA detailing rights and restrictions regarding use of name and other legalities. A draft is being developed based on the FAI regional agreement. Attorneys are engaged to draft this agreement so that all legal issues are addressed. The variance from region regards binding arbitration being the process for any dispute. This arrangement and agreement would enable FAI to have a global region.

Both Jen and Aengus have visited cities for potential future conference sites. They will provide additional information after the first of the year based on RFPs.

Aengus hopes to present a formal Community Fund proposal at the next meeting for discussion. This proposal would create a formal Community Fund as a benefit to FAI's nonprofit membership.

Aengus recently spoke to the Recording Academy/GRAMMYS Diversity & Inclusion Task Force, supporting the initiative of the Recording Academy to be in proactive conversation about these issues and the lead that FAI has taken in these initiatives.

Greg Torrington addressed possible issues with travel VISAs during the conference and noted that Canada is legalizing marijuana. As a result, the US has come on strong about denying entry to those traveling to the US from Canada after consumption, so it may be prudent to inform attendees about this potential issue. Greg will find more information to share with the Board. There may be more diligence at the US border when returning from Canada.

Matt Smith asked about reimbursement of travel costs for those traveling from the US to Montreal. Aengus responded that the typical reimbursement is \$250 for US directors traveling within the US, and \$350 for those traveling from outside of the US. There is no policy about increase in compensation for

US directors traveling to Canada, so Directors need to discuss this to establish appropriate reimbursement costs.

With all business being concluded, the floor was open for a motion to adjourn.

Motion: To adjourn the meeting.

Made by: lou DeMarco

The meeting adjourned at 11:57 AM CT.