

**FAI Board of Directors Meeting  
June 3, 2019  
Nashville, Tennessee**

In attendance:

Lisa Schwartz (President)  
Matt Sever (Vice President)  
Deana McCloud (Secretary)  
Alka Sharma (Treasurer)

Lynn Cingari	
Lou DeMarco	Amy Reitnouer
Gil Gastelum	Matt Smith
Chloe Goodyear	Denise Stiff
Joan Kornblith	Meg Tarquinio
Michael Kornfeld	Laura Thomas
Sara Leishman	Gerald Torres
Gary Paczosa	Reid Wick

Aengus Finnan, Executive Director  
Jennifer Roe, Director of Operations

**Regrets:**

Dom Flemons  
Ellen Stanley

President Lisa Schwartz called the meeting to order at 8:37 AM CT and reminded all Directors of discussion confidentiality as well as the process for being put on the list to be recognized. She also thanked Aengus, Alex, and Jen for making the arrangements for the Board to meet in Nashville.

**Review of Minutes**

Minutes were sent prior to the meeting. Michael Kornfeld noted that there was a correction needed in regard to the PRO subcommittee report, changing the term "house concert" to "small venue."

Motion:	To approve the April minutes with the noted correction above.
Made by:	Denise Stiff
Seconded by:	Michael Kornfeld
Result:	Motion was unanimously approved.

**Executive Director's Report**

Aengus thanked the Directors for making the effort to attend this in person meeting as well as for reading the information in the Board Kit in advance. He also reminded everyone that there is a Board Google Docs Drive that contains all agendas, kits, and pertinent documents available for Directors to view at any time.

## **Land Acknowledgements**

Aengus recognized the Shawnee, Cherokee, and Chickasaw Nations, who made their homes on the land where this meeting was gathered. This was followed by a reading of the written rationale draft for land recognitions at all FAI events.

Action item: Aengus will send the land recognition text to all Board members.

## **Report Format**

As of the previous meeting, Aengus has changed the format of the ED's report to reflect and update actions taken to meet the goals of the Strategic Plan.

## **Events/Updates/Highlights**

On June 5, Aengus will be gathering with Executive Directors of aligned organizations (Blues Foundation, International Bluegrass Music Association, Americana Music Association) for the 3rd Annual Executive Directors' Retreat in Nashville.

Other planned events include June 13-16 – Americans for the Arts Conference, June 17 – Second Canadian Folk Alliance Negotiation Meeting, and June 30 – Annual Kansas City Folk Festival.

A summary of the recent Folk Music Leadership Retreat with Canadian representatives and an overview of the Kansas City Folk Festival with plans for the future of that event were provided to Directors.

## **Memberships and Conference Data**

Directors were given an update on memberships, conference registration, and hotel registration data. The organization is seeing a move in membership types from non-voting to voting. Jen noted that at the end of May 2018, the conference had 398 registrations and \$84,000 income. In 2019 to date, there are 837 conference registrations for slightly over \$200,000 in income. Membership revenue is \$11,000 more than the \$31,000 forecasted, and the host hotel is at 54% capacity.

Aengus said that this growth is remarkable, and the numbers are exciting. He also reviewed the available discounts for registrants as well as scholarships.

## **Research**

A Research Executive Summary draft of a public document reporting on the research project was provided to Directors for their review. This beginning segment of the research was to reflect participants' relationship to Folk, with follow-up phases planned to be conducted by Slover-Linett. The current proposed budget includes funding for additional research, but is contingent on further grant support for fund the second or third phases. Jen asked Directors to pass any questions they might have about the Executive Summary to her or Michelle Conceison.

## **Cultural Equity Presentations**

Aengus provided biographies for the Cultural Equity presenters, Ellen Gilbert and Clay Lord. He further noted FAI's responsibility to understand the historical aspect and establish a high level of understanding. An overview and rationale will be provided to establish an organizational Cultural Equity program as well as engaging voices of marginalized communities.

Aengus further noted that the diversity of the Board has changed in recent years and thanked those who represent marginalized communities, while stressing that the responsibility for maintaining these discussions falls on the entire group.

An update was given on the concerns posed regarding recent laws passed in Louisiana and Missouri and the impact of breaking current contracts within either of those states. A response to the social media questions has been drafted and posted, noting that the business impact of breaking contracts would be financially devastating to the organization. This is secondary to the community conversation of the anti-abortion legislation. FAI needs to make a public statement that clarifies the organization's position as a cultural organization with contractual obligations. FAI's values need to be stressed and encourage that all voiced be welcome, especially under the theme of "People and Place" and the history of New Orleans, indigenous people, and diversity. A book about the history of New Orleans was provided to all Directors.

A discussion followed about the importance of tailoring the message appropriately and seeking advice from a public relations professional to develop a strong, professional communications plan. It was mentioned that this is an opportunity for FAI to show up and address issues directly to engage in discussions where struggles are happening and perhaps create an activation strategy for addressing controversy for future issues.

### **Treasurer's Report**

Treasurer Alka Sharma thanked Aengus and Jen for providing incredible financial statements. Jen was also thanked by Directors for the annotations provided on the draft budget to explain increases or decreases in budget spending.

**Executive Session** to discuss Aengus' year-end contract details and to set a negotiations committee for a future contract.

Break at 10:23 AM; meeting reconvened at 10:35 AM, with Alex Mallett and Michelle Conceison in attendance.

### **Cultural Equity Training Session**

Ellen Gilbert from the Global Education Center was introduced and a review of the Center provided. Ellen led a conversation and dialogue session about Cultural Equity and the importance of the Arts in global cultural equity as well as the mistakes that occur when organizations attempt to fit a culture into what they expect or want for the community and the subcultures within groups. There is a need to think more broadly about the work and respect a culture without appropriating it. A discussion followed

Lunch break at 12:10 PM; meeting reconvened at 1:00 PM with Directors looking at the process organizations take in order to create a Cultural Equity Plan.

Clay Lord for Americans for the Arts lead Directors in a session entitled "Dare Might Things."

The presentation ended at 3:00 PM.

Break at 3:00 PM; meeting reconvened at 3:17 PM.

Aengus provided an overview of the evening's event at BMI, followed by discussion and feedback about the presentations.

Meeting was adjourned at 4:00 PM CT.

**June 4, 2019**

President Lisa Schwartz called the meeting to order at 8:57 AM CT. She thanked Jen and Aengus for coordinating the speakers the previous day and for organizing the reception at BMI. A reminder was given to Directors of the confidentiality of the meeting and the process to be placed on the list for discussions.

### **Regions Committee Report**

Matt Smith reported that he recently attended the annual regional leaders retreat in Chattanooga. This gathering is a huge benefit for allowing these leaders to be together and discuss issues and alignment within each region and ensure compliance with FAI regulations. Aengus noted that FAI is creating a program to offer \$250 per region as seed support to help each region hire a facilitator for diversity training.

### **Nominating Committee Report**

Committee lead Amy Reitnour reported that the Committee will be making a call for potential Board members starting July 1. An update was provided on current Directors who term will be expiring and their intent to run again or step down. A discussion followed about the possibility of establishing term limits to ensure turnover of Directors and the number of Directors on NomCom. The current Bylaws allow for two Directors to serve on NomCom; GovCom is exploring the possibility of increasing that number to three. Newly elected Director Meg Tarquinio will be auditing NomCom meetings during the cycle to ensure continuity for the future.

Amy encouraged Directors to consider the Cultural Equity training from the previous day as they consider what the organization needs and potential candidates who can fill those needs. A discussion followed about the NomCom schedule and matrix as well as membership qualifications. Amy has also created a Board self-assessment matrix to be circulated to Directors.

She further recommended that FAI needs to have Directors' exit interviews as each Director steps down as well as a strategy to make sure those former Directors remain engaged. A discussion followed of ways that the Board can better celebrate colleagues and thank them for their service.

### **Advocacy Committee Report**

#### **PRO Subcommittee**

Aengus provided an update on the small venue agreement that is in process of being developed. This agreement is similar to the house concert agreement previously created. Meetings with BMI and ASCAP are proceeding as leaders discuss interest and the willingness for FAI to be the broker for this agreement involving venues with under 250 seats. A discussion followed about the possibility of exploring other licensing organizations.

#### **Health Subcommittee**

Laura Thomas stated that this group will be meeting later in the month and noted that ideas are welcome to add to the discussion during that meeting. Matt Sever presented the possibility of created an independent musicians' health insurance network. A discussion followed regarding the difficulty and feasibility of this process.

Aengus noted that one of the guests at the previous night's reception was Joe Spaulding from the American Folk Roots Hall of Fame in Boston. Joe has extended the offer of their space for FAI's next in person meeting for 2020. A discussion followed about possible dates.

Break – 10:18 AM; Reconvened at 10:45 AM

### **Programming Committee Report**

Committee lead Deana McCloud reported that Michelle Conceison has been hired as the Program Manager, so the Committee will be meeting in July to discuss plans and strategy in order to be a resource for identifying key guests and panelists. The conference will once again have three business accelerators as day-long, add-on, pre-conference training sessions focused on emerging agents, managers, and artist-entrepreneurs. There will be two summits in 2020—one will be focused on Cultural Equity, and the other will be the second edition of the International Indigenous Music Summit.

Official showcase applications close July 15, and this year FAI had an open call for jurors with a focused invitation to festival and venue presenters. Committee members are invited to be jurors, but are not obligated to do so.

The Programming Committee will also be in conversation with Aengus regarding the final slate/determinations of the annual awards.

Aengus thanked Reid Wick for his introductions to New Orleans ground level contacts, key cultural sector representatives, and the information session for the curated host committee team. Another planning meeting in New Orleans is scheduled for late June.

Reid noted that the community is excited about the conference and sees hosting the event as a big win for the city. Aengus further mentioned that being in New Orleans will inspire programming panels about gentrification, chefs discussing cuisine, and other activities in order to fully explore the People and Places theme.

### **Membership Committee Report**

Amy reported that the Committee is tackling issues and will provide a Membership Committee Report shortly. Lisa asked if there was anything the Board could do in order to support the Committee's work, and Amy replied that the Committee members just need to strategize and devise a plan. A discussion followed about ways that the Board can contribute. Matt Sever mentioned that this question ties directly to a GovCom proposal addressing better structuring.

### **Governance Committee Report**

Matt Sever stated that it was brought to attention that FAI's AGM is not in line with best practices for an organization of its size. A discussion was held about ways to better engage membership, including the scheduled time of the AGM as part of the awards show, incentives, initiatives, and other options. Matt encourages Directors to send any additional ideas to the Committee for consideration.

**Action Item:** GovCom will continue leading this discussion on the list serv.

It was further noted that NomCom, GovCom, and the Membership Committee are looking at ways to work collaboratively together in order to make processes run more smoothly.

Based on the current Bylaws, NomCom is only allowed two Directors and three members. The Governance Committee is recommending a referendum in the next election to amend the Bylaws, increasing the number of Board Members allowed on the Nominations Committee from two to three. A discussion followed about this process and the pros and cons of having an equal number of Directors and non-Directors on this committee, and Aengus provided a review of the process for a Bylaw change.

Motion: To move forward with a referendum to the current Bylaws, increasing the number of Directors serving on the Nominating Committee from two to three.  
Made by: Matt Sever  
Seconded by: Joan Kornblith  
Result: Motion was approved with one abstention

Based on the current discussions being held regarding NomCom, the subject of term limits came up several times. GovCom didn't have a recommendation for establishing the length of term limits, but felt it should be discussed by the Board. Matt Smith noted that this question indicates positive organizational growth, and this should be considered for FAI's future health. Amy also mentioned that this will help avoid a large number of turnovers during one particular year and ensure regularity of turnover. A discussion followed about the need and length of term limits, best practices from other organizations, and the possibility of appointments that can be assigned to complete initiatives.

12:00 PM – Lunch Break; Reconvene at 1:00 PM

Aengus introduced guest Alex Mason Hunter from BMI, who welcomed the Board to the facility. All Directors introduced themselves and thanked BMI for its hospitality in hosting the meetings.

The discussion about term limits continued, with Directors considering whether this recommendation is better as a Bylaw change or policy. Matt Sever suggested that this could be set as policy in order to have a trial period to test how the term limits decision goes. Matt Smith noted that this has the potential of being mired in unpoliceable policy, and thought a Bylaw change would be a better solution, with the option of appointments as needed. Discussion followed about pros and cons of each strategy.

Motion: To empower GovCom to draft terminology and policy outlining Board term limits.  
Made by: Amy Reitnouer  
Seconded by: Reid Wick  
Result: Motion passed with one nay vote

Lynn Cingari posed a question about creating Board Buddies and a written onboarding plan as policy. GovCom and Membership Committee are moving toward creating that, and Amy will have an outline available of that policy at the next Board meeting.

### **Development Committee Report**

Committee Chair Lou DeMarco and Development Manager Alex Mallett provided an update on FY 18 and FY 19 Board fundraising. Alex thanked each Director for their support of the organization that has been provided in many ways.

Lou reviewed fundraising data with the Board. At the same time in 2018, FAI had 14 donations in June. To date, the organization has 8 donations equaling \$2350 of the \$10,000 Board fundraising goal. He challenged Directors to each bring one donation to the table before the end of June.

Lou and Alex recently attended a development training seminar in Kansas City. During sessions, it was apparent that Board members should be calling donors engaged by others to thank them for support. Connecting to donors is key, which leads to an ask. Several Directors shared their recent success stories. A presentation followed about the significance and importance of donations, and the need to share personal stories as part of each ask. Board fundraising resources are available along with toolkits, the annual report, and a donor list.

A 2020 preview was presented, including the continuation of the \$10,000 Board generated funds goal. The Committee will be meeting to discuss the creation of an Asking Day and Thanking Day as well as creating teams and a scoring system.

Amy asked about the potential of company sponsorships rather than monetary donations, and a discussion followed. Aengus thanked Directors for being donors themselves. That information along with the fact that 100% of the staff donates is helpful to encourage donations.

### **Finance Committee Report**

Alka Sharma thanked Aengus and Jen for substantially exceeding last year's budget revenue goals. The FY 2020 budget was reviewed by the Finance Committee and ExCom prior to a Think Tank to discuss any concerns. No questions were posed about the proposed draft budget.

Motion: To accept the proposed FY 2020 budget as presented  
Made by: Alka Sharma  
Seconded by: Michael Kornfeld  
Result: Motion was unanimously approved

### **Other Business**

Meg asked about the possibility of using Slack for Board communication rather than the list serv to encourage more dynamic communication. A demo of the Slack platform was provided. Staff currently uses the platform and have found it beneficial. Aengus noted that users can create preset groups within the app for specific purposes. Those Directors who use the platform provided information about the benefits. It was also noted that confidential items would need to be sent via email.

Chloe Goodyear asked about FAI's stance on ecological responsibility. Aengus noted the organization's policy about recycling/composting in the office and at any events staff presents, and commented on his displeasure about locations in which the practice is not in place. A discussion was held about phasing out disposables such as programs and items in bags now that the app platform is successful. Aengus stated that the pocket guide will not be printed for every delegate moving forward, and FAI will be minimizing barter agreements for tote bag inserts as well as increasing the price point to minimize content that ends up being recycled.

Jen stated that the plan moving forward for private showcase floors includes eliminating handbill posting on floors. A discussion followed about options for posters. A survey will be circulated to constituents for further discussion.

Aengus opened a discussion about the 2020 awards. Jackson Browne will not be able to attend to accept the People's Voice Award, and Aengus is asking that suggestions of high profile artists deserving of this recognition be emailed to him. Rhiannon Giddons is unable to attend to be the keynote speaker, and Aengus is trying to work his way to Aaron Neville. Aengus is open to ideas, connections, and introductions for suggestions.

In reference to the Cultural Equity plan, Aengus noted that this conversation has been ongoing for several years, and aligned concepts have been introduced during conference sessions. This year is the more public facing extension of the work to meaningfully engage the community, ensure accountability, and create a task force related to Cultural Equity. This task force will include some staff, some Board members, and key stakeholders to generate some activity focused on Cultural Equity planning and implementation. The 2020 Cultural Equity Summit will be used as an extended town hall to inform the first draft of a Cultural Equity Statement. This draft will be put to the community in late spring for feedback, resulting in FAI having a refined, final statement of commitment and progress on a Cultural Equity plan.

The ExChange program was created to meet goals of the Strategic Plan to present events outside of the U.S. and network with key markets. Discussions have been held with German representatives about hosting an ExChange event, but this is a much different conversation. The German industry community is having a meeting to discuss potential interest first. There is current interest in Australia, and Sheena's role has shifted to have more focus to mount the next ExChange in Australia in March 2020. As a local representative, Chloe will be asked to provide specific market knowledge much like Reid has done in New Orleans.

Lisa thanked all Directors for being at the meeting and stressed the importance of being able to meet in person.

Motion: To adjourn the meeting  
Made by: Alka Sharma

With all business being concluded, the meeting was adjourned at 2:50 PM CT.