

**WFCR Foundation, Inc.
Board of Directors Meeting
March 5, 2007, 7:00 pm
Mass Ventures Building, Hadley. MA**

Present: Jim Leheny, Jennell Cappelletto, Stewart Creelman, Susan Kimball, Bob Kirkwood, Bill Monks, Ingrid Flory, Sandy Pearson, Kathy Pekins, , Jennifer Muzzy for Kenzie Thompson, Peter Vangness, Joan Vander Vliet. Staff: Martin Miller, Chris Daly, Jerry Moore.

The following motions were voted:

- To approve the minutes of the December 11, 2006 meeting.
- To accept the revised WFCR Foundation Mission Statement.
- To elect Luis E. Cotto, Hartford, Connecticut, as Director of WFCR Foundation, Inc.
- To approve the amendments to the FY '07 budget as presented.
- To adjourn the meeting

The meeting was convened at 7:10 p.m. by the chair, Jim Leheny

Minutes of the December 11, 2006 meeting

Motion, voted: To approve the minutes of the December 11, 2006 meeting.

General Manager's report – Martin Miller

Martin welcomed Board members and thanked everyone for their contributions to the incredible progress the Board has made in the last 12 months or so. Looks like two versions of the same sentence got merged here.

We are presently faced with some challenges and there are some challenges we've had where there has been progress and success.

- WFCR personnel –
 - 3 are on sick leave, 2 of which are long term in the news department.
 - We have been having some difficulty finding fill-in for Kari Njiiri and Bob Paquette in news.
 - Charlene Scott is retiring after more than 25 years with the station. After a 3 month vacation, she will be available to fill in when needed.
 - Luis Melendez will be leaving as host of "Tertulia". Fill-in people have been identified until a new host is found.
 - Connie Milne, our administrative assistant and bookkeeper, is leaving. Susannah Crolius, former administrative assistant will return on a temporary basis.
 - Advertising and a search will begin for a Spanish-English speaking reporter who will be based at WGBY in Springfield where WFCR has a news bureau and will be building a production facility.

A search committee consisting of 2-3 WFCR staff and two members of the latino community, one from the UMass faculty, will be assisting in hiring the new reporter and finding a replacement host for "Tertulia".

- Program changes were difficult. There were about 360 complaints. About half of the complaints came from people who are current WFCR donors.
 - The next on-air fund drive "Spring Growth Campaign" is about to begin. The overall goal is \$250,000 from all sources of individual giving. About \$25,000 has come in to date, before the on-air portion begins. The station is mindful that it still needs to close a \$50,000 gap because of increases in NPR program fees, due to WFCR's audience increases. This great an increase was not anticipated when the budget was done over a year ago.

- Two translators are in service, North Adams and Williamstown. Three more, Pittsfield, Great Barrington and Lee will be in service by May 5th which means WFCR will have 8 AM/FM frequencies (including HD2) broadcasting three program streams as well as three program streams on WFCR.org.
 - Capital Campaign letter is ready for signatures. Mailing anticipated by end of the week.
- WNNZ AM operating at 50,000 watts during the day will replace WPNI 1430 AM which is in the process of being sold. WNNZ will reach into the Hartford, and Albany areas as well as the 4 counties of Western Massachusetts.
- There is a possibility that WUMB, Boston, a folk station will begin broadcasting on WPNI, if not, WPNI will air the BBC, provided by WFCR, until WPNI is sold.
- WUMB, WMUA and other stations that might be of interest to WFCR listeners will be added as links on WFCR.org and available for streaming.
- There will be a studio at WGBY, Springfield. In addition to our new reporter, other news staff will be rotating in during the week.
- WFCR's weekly audience is estimated to be 174,000 listeners, an increase of 12.5% over the last 2 years.
- There is a proposal to partner with WGBY to produce Latino programs.
- NPR's big gathering is April 21-25 in Washington, DC. Board members are encouraged to attend. Information will be sent out.

Committee Reports

- Executive Committee – Jim Leheny.
 - To date there have been two meetings of substance to prepare for this evening's meeting. There were reports on the budget, the nominating/board governance committee and the orientation manual for all board members. A mission statement was drafted. WFCR Advisory Committee and its future discussions, and program changes.
 - Revision draft of WFCR Foundation Mission Statement;

The mission of the WFCR Foundation is to guarantee WFCR's future as a premier public media organization by enhancing financial support, promoting community interest, and providing advice and recommendations to station management and its license holders.

Motion seconded and voted: To accept the revised WFCR Foundation Mission Statement.

- WFCR Advisory Committee membership includes one representative from each of the 5 colleges, who are the conduit between their college and WFCR. The role of this committee has become somewhat redundant to WFCR Foundation. Recommendation - to expand the size of WFCR Foundation Board of Directors to include these 5 persons who would have their own entity within the Board and would continue to be advocates for the station to their colleges. They would be full participants on the Board, with committee assignments. Any change such as this would mean a change in bylaws.

The sense of this meeting is to pursue discussion, to consider expanding the board membership to 19 directors, 5 of which would be the present Advisory Committee college representatives with their present Advisory Committee terms. The remaining 14 members would represent the community.

- Nominating Committee – Joan Vander Vliet and Bob Kirkwood
 - A Board Member Manual, "first edition", will be presented by Jerry Moore at this meeting as a part of Board orientation.
 - Full Board membership is 17. There are presently 15 members. Luis Cotto was visited by Bob Kirkwood and Jerry Moore. Based on their conversation, Luis was invited to become a director.

Motion seconded and voted to elect Luis E. Cotto, Hartford, Connecticut, as Director of WFCR Foundation, Inc.

- Outreach/Special Events – Peter Vangsness – Committee has met twice

- After-fund-raising-thank-you calling – March 26 in Amherst and March 28 at Stewart Creelman's home.
- The 340 people who have traveled on WFCR-sponsored travel programs will be invited to a dinner in a private dining room at the Log Cabin for an evening to share stories, pictures, etc. Chef will prepare several stations of foods from around the world. There will be a cash bar.
- A capital campaign fund raiser under consideration could be an "exclusive" golf tournament at The Orchards with "88.5" players, and entrance fee of \$88.50. Sponsor will be needed to make this a financial success.
- One more event will be planned.
- Finance/Audit Committee – Susan Kimball reviewed mid year budget.
 - Friends Capital Campaign Account Balance as of 1/31/07 - \$308,936.78
 - Capital Campaign Revenue through FY06 \$508,989.70 – Expenses – \$339,808.86.
 - To date there is, as expected, a deficit in WFCR & Friends of WFCR. It is predicted, as in years past, the fiscal year will end with a balanced budget.
 - Extra expenses incurred because of staff extended sick leave and the hiring of temporary staff. Financial help has been received from the Provost's office.
 - Committee has met, reviewed budget; filed papers with the State for name change. When this has been completed, then they will file with IRS.
 - An amended Friends of WFCR, Inc budget presented which includes WNNZ expenses:
 - Revenue for FY07 reflects the anticipated addition of WNNZ underwriting (\$35,067.00 and contributions (\$21,700.00)
 - Underwriting expense in Development budget of \$8,767.00
 - Program Acquisition and Fees for WNNZ in Programming '07 Expenses Budget of \$48,000.00.

Motion seconded and voted: To approve the amendments to the FY '07 budget as presented.

Board Orientation –

- Martin gave a quick overview of the WFCR history. Friends was established in 1995 existing on paper with only a treasurer. Today there is WFCR Foundation, Inc. which involves the WFCR community.
- Sandy Pearson noted the important components of where we are now with a new board representing the community; a donor base that will be expanded; program changes; outreach planned into Springfield and WGBY. All this builds towards a 3.7 million capital campaign.
- Jerry Moore's power point presentation supported and supplemented information in the new board manual with an overview of the relationship of WFCR Foundation to WFCR, Inc.

Motion, seconded and voted at 9:05 p.m.: To adjourn the meeting.

Submitted,

Joan Vander Vliet
Clerk