

**FAI Board of Directors Meeting
Woody Guthrie Center
Tulsa, OK
April 28, 2016**

In attendance:

Michelle Conceison	Deana McCloud
MarySue Twohy	Tim McFadden
Donald Davidoff	Dan Navarro
Lisa Schwartz	Matt Sever
Matt Smith	Alka Sharma
lou DeMarco	Jean Spivey
Michael Kornfeld	Ellen Stanley

Aengus Finnan, Executive Director
Jennifer Roe, Operations Director
Liz Allen Fey, consultant

Absent: Renee Bodie, Ralph Jaccodine, Joan Kornblith, Amy Reitnouer, Erika Wollam-Nichols

President's Announcements

Meeting called to order at 9:05 AM CT by President Michelle Conceison once a quorum was established. Michelle welcomed everyone, thanked our host, Deana McCloud and the Woody Guthrie Center, and then reviewed the rules for the meeting and the process to request being put on the list to contribute to the discussion. Introductions were made around the table.

Housekeeping

Board discussed any members who missed two meetings and decided to take no action.

Action item: GovCom to discuss whether special meetings constitute a meeting that is counted for attendance purposes as outlined in the Bylaws.

Executive Director's Report

Aengus thanked his staff and introduced Jennifer Roe who was joining us for the meeting. He provided some report highlights then invited questions and comments.

Staff Expansion and Restructure

FY 2016-17 will see continued staff capacity expansion. To enable Aengus to address more strategic plan level activity by reducing the 'in the weeds' operational oversight the position of Operations Manager has been elevated to Director of Operations. As detailed at this time last year, the next area of hiring is a full-time in-office Communications Coordinator (position set to commence June 2016). Also planned is the hiring of a contracted Program Coordinator to manage coordination of panels, mentorship sessions, emcees, and meetings.

FAI's Health Care package was upgraded for all full-time employees to include vision care and better dental coverage.

2016-17 FAI Staff

Aengus Finnan – Executive Director
Jennifer Roe – Director of Operations
Jerod Rivers – Membership Manager
Jenny Tonyes – Office Manager
TBD – Communications Coordinator (NEW)
Leah Watts – Administrative Assistant
TBD – Seasonal student intern

Additional Contracted Roles

Lellie Capwell - Publicist
Doug Cox – Camp Coordinator
Beth Hatch – Volunteer Coordinator
Cindy Cogbill – Program Coordinator (NEW)
Jim Shultz – Private Showcase Coordinator
Sheena Keane – International Representative
Ana Miura – Canadian Representative

Aengus presented his draft organization chart showing expanded staff and more direct staff oversight from Jennifer Roe in her new role as Director of Operations.

Finances

FAI now operating fully with corporate credit cards rather than personal cards. FAI has implemented standard best practice per auditor's recommendations for all handling, processing and tracking of expenses, and incoming invoices and payments. Financial tracking has been refined and restructured with input and oversight by the Finance Committee.

Additionally, per auditor discussions and recommendations:

1. A comprehensive store inventory was conducted upon closing
2. Signed contracts are maintained with all 3rd party contractors
3. ED and committee have reviewed and updated the Employee Handbook for Board approval
4. New membership system requires all cash receipts to be reconciled.
5. Full implementation of new Board Travel Reimbursement vs. Donation practice

Systems

All membership is now managed and accessed through "YourMembership" software as the in-house database system (launched July 1, 2015). As of July 1, 2016, all past FAI memberships will have lapped their renewal and 100% of FAI membership will be active users of the new online system.

The 2016 Conference was produced using new Conference & Event management software called Marcato. This software was used for all scheduling (showcases, private showcase rooms, panels, meetings, room usage) and ultimately provides real-time changes across all data platforms (reports, website, app).

Per earlier Board request, all membership data continues to be tracked and reported in three views:

1. number of distinct accounts

2. number of weighted seats (per bylaws, based on assigned value per membership type)
3. number of sub-accounts (per internal policy which awards more user access to benefits depending on account size)

Ticket Sales

We reviewed the ticket sales report and further discussed the concerted effort by Aengus to reduce the number of comp tickets that were provided and if this reduction had any impact on room nights, attrition and rebates.

Action item: Aengus will review comp tickets year over year and gather data as to impact on room nights, attrition and rebates.

Registrants

We reviewed data on delegate types and presenter data. Due to Aengus' concerted effort in 2015, we had an increase in registrations from outside the United States.

Survey

A post conference survey was sent to all conference registrants; there were 389 respondents. Here is an overview:

Postives: 96% satisfaction rate and 93% plan-to-return rate
 Programming, diversity, production, and professionalism were highlighted.

To improve: Refine amount of activity, adjust exhibit hours, improve food service and recycling.

Showcases

There was a discussion around the perception that far more Canadian artists were awarded showcases than in past years. This is not the case. There was a only a slight change year over year:

	US	CA	ITL
2016	100	56	42
2015	101	53	38

It's very important that we create a mechanism to communicate the actual situation to our membership to avoid misconceptions and diffuse any controversy.

2016-17 Deadlines

Aengus proposed that we move the Early Bird registration and discount period deadline up by a month (from 7/1-9/30 to 6/1-8/31). This new timeline will be easier to execute and manage. A dedicated email will be sent out with reminders.

The Early Bird discount rate will be held for any artist who applies for a Showcase while waiting for determination.

Lifetime Achievement Awards

Historically, the votes for award recipients have come from a closed group; moving forward, Aengus would like to open the voting up to members, thereby garnering the full community's voice. This would be done by open ballot; there would also be a separate weighted list as well.

Special Projects: Store, Camp, Kansas City Folk Festival

Store

The Folk Store is officially and permanently closed following a 6-mnth review of its business model and finances. Efforts were made to sell as much remaining stock as possible (instruments and inventory). Staff will continue to work on methods of sale (including online and a potential summer one day Music Fair with other suppliers), and auction of all items.

Camp

Operations ran smoothly with the hiring of a new director. 93 classes were provided over 3 days at a variety of levels, with a range of instruments and topics. Survey feedback indicates general satisfaction with the format, praise for the level of instruction, requests for the addition of new, or expansion of specific instruments. Feedback also mentioned time conflicts with the conference.

With only 53 paid public attendees and 4% non-aid conference delegates, the Camp continues to provide a very low return on investment. Overwhelmingly, conference delegates are aware of the camp but don't generally attend because 1) they are too busy at the conference; 2) it is not of interest to them. For the public (non-conference goers) a weekday schedule is prohibitive with work and school. To date there has been no charge to access the camp for conference delegates. Over 70% of conference delegates who responded to the survey indicated that they would be willing to pay a \$5-\$20 fee per class to offset some expenses.

For 2017, the plan is to reduce the amount of activity by approximately a third, streamline some of the offerings, reposition to a Friday-Sunday format to permit more public and student attendance, and introduce a \$10 fee per class conference delegates.

The Kansas City Folk Festival

This one-day indoor folk festival was launched the day after the conference and held at the Westin Hotel and featured 5 stages, a square dance, and a pilot Artisan Market for local makers (potters, painters, jewelers). Over 600 public site including promotional and media passes, in addition to many delegates who remained from the conference.

For 2017, the plan is to maintain the format, refine operations, expand the Artisans' Market and increase youth programming.

Regions

Retreat: The second Regional Leaders retreat is scheduled for June 29-30, 2016 in New Orleans with each regional leader (or designate), members of FAI staff (ED, Operations, Membership), Regions Committee Chair, and FAI Board President.

Agreements: All 5 Regional Agreements with FAI have been signed. This has been a decade in the making and marks a comprehensive, clear, and consistent contract between FAI and each region.

Issues: Considerable issues have been discovered and discussed with the Regions Committee who will come back to the Board with a full report.

Board Self-Assessment

President Conceison read the summary results of the Board Self-Assessment we took just prior to this meeting. There were 18 responses; not 100% participation. Key words that kept appearing included: diversity, outreach, ambassador, relationships, prioritize, listen, inclusive, seek, recruit, welcome, participate, opportunity, organic.

Liz Allen Fey suggested we re-tool the self-assessment to measure if our efforts contribute to the mission and moving FAI forward, and if we as board members feel fulfilled by our work on the board, Focus on performance rather than opinion.

Meeting paused at 11:08 AM CT for break; resumes at 11:24 AM CT

Board participated in a Strategic Planning exercise led by Liz Allen Fey.

Meeting paused at 4:15 PM CT for break; resumes at 4:25 PM CT

Treasurer's Report/Financials

We are in a good cash position with a healthy balance sheet. We have lowered expenses, negotiated better barter deals and have higher revenue. COGS are ahead of projection. Closing the store, giving up the space at the Sheraton (Music Fair) have also contributed to a very positive financial picture. We are right on budget for income.

There was a suggestion that we budget for a \$10,000 increase in expenses for the 30th Annual Conference in 2017 to allow for additional marketing and celebratory materials.

There was a suggestion that we invest in Canadian dollars in anticipation of the 2019 Conference in Montreal and to take advantage of the sympathetic market conditions.

Motion: The Board delegates to the Finance Committee to authorize FAI to purchase up to \$125,000 US in Canadian dollars. Further, the Board directs the Finance Committee as part of the Treasurer's report to provide gain/loss information on this investment at each Board meeting.

Moved by: Donald Davidoff
Seconded by: Michael Kornfeld
Result: Motion carried unanimously

Motion: Board approve the FY2017 Budget as presented by the Finance Committee
Moved by: Ellen Stanley
Seconded by: Matt Smith
Result: Motion carries unanimously

Agenda Comments/Additional Housekeeping

President Conceison reminded us that all information and discussions during these meetings are strictly confidential.

We will approve the minutes tomorrow; discuss suggested revisions to the Strategic Plan; discuss fundraising; and in New Business, discuss ways to pay tribute to Louis Jay Meyers.

Motion: To adjourn meeting
Moved by: Tim McFadden
Seconded by: Matt Smith
Result: Meeting adjourned at 5:13 PM CT

**FAI Board of Directors Meeting
Woody Guthrie Center
Tulsa, OK
April 29, 2016
Draft Minutes**

In attendance:

Michelle Conceison	Michael Kornfeld
MarySue Twohy	Deana McCloud
Donald Davidoff	Tim McFadden
Lisa Schwartz	Dan Navarro
Matt Smith	Matt Sever
lou DeMarco	Alka Sharma
Ralph Jaccodine	Jean Spivey
Joan Kornblith	Ellen Stanley

Aengus Finnan, Executive Director

Absent: Renee Bodie, Amy Reitnouer, Erika Wollam-Nichols

President's Announcements/Housekeeping

Meeting called to order at 9:07 AM CT by President Michelle Conceison once a quorum was established.

President Conceison discussed Agenda changes for today's meeting.

The Board moved into Executive Session to discuss Aengus' contract renewal at 9:16 AM CT. Board exits Executive Session at 9:23 AM CT.

Minutes

There were two edits requested in the minutes from February 17 and 18, 2016:

In the Strategic Planning section, under Issues and Insights:

The comment will be amended to read: *'Reviewing all comments, the Board was pleased to note'*

After the Board returned from Executive Session:

The motion shall be amended to read: *'FAI will seek to renew Aengus Finnan's contract for an additional three years and earmark appropriate funds up to \$5,000 for the purpose of obtaining Visa.'*

Motion: The Board approves the minutes from the February 17 and 18, 2016 Board of Directors meeting with these two revisions.

Moved by: Donald Davidoff

Seconded by: Michael Kornfeld

Result: Motion carried
Motion: The Board approves the minutes from the AGM of February 18, 2016 as well as the ExCom meeting of February 16, 2016 as presented.
Moved by: Donald Davidoff
Seconded by: Michael Kornfeld
Result: Motion carried

Motion: The Board accepts the minutes from the special meeting on March 30, 2016 to discuss the hotel contract for 2019 Conference in Montreal as modified to include attendance, time, motion, and adjournment time only.
Moved by: Donald Davidoff
Seconded by: Tim McFadden
Result: Motion carried

New Business

Idea: Should we have a Spring 2017 (April, May, June) meeting in Malibu in honor of our upcoming 30th Anniversary? To be further discussed.

Tribute to Louis Jay Meyers

There have been several ideas put forth to honor Louis including:

- Naming the Camp after him
- Creating a Directors' Award in his name
- Creating a Scholarship in his name for emerging artists
- Creating a Scholarship in his name to attend the Camp
- We will continue to discuss these ideas and others on the listserv

Strategic Plan Revisions

President Conceison proposed revisions to our Strategic Plan including:

- Amending the plan to be a 5-year initiative, 2016-2020;
- To enunciate our values around diversity and international inclusion to our members;
- To address issues with our stakeholders who struggle with international focus and change.

There will be a Think Tank to explore the proposed revisions more fully.

Meeting paused at 11:37 AM CT for break; resumes at 11:44 AM CT

Advocacy Committee

Thanks to Aengus and the quick work of Michelle and the entire Board, we were able to send a letter about FAI's opposition to Missouri's SJR39 bill. Given the current political landscape, we might want to consider solidifying a process to handle responses to timely events like this one.

Visas/Immigration

Lead: Aengus Finnan

In March, Aengus, Ellen, and Michelle participated in a conference call with Heather Noonan, the VP for Advocacy at League of American Orchestras. They have been very active in working with international musicians trying to obtain proper documentation to perform in the US and have been leading the campaign in support of the Arts Require Timely Service (ARTS) Act, which would improve opportunities for international cultural activity by ensuring that U.S. Citizenship and Immigration Services (USCIS) processes artist visas on time. Heather shared some great resources, including information about the act and a sample letter we could use and/or share with our membership.

Health

Lead: Ralph Jaccodine

The subcommittee has started a working draft of a "Guide to Healthy Artists," which includes insurance information, tips for healthy living and resources for medical, dental, recovery, and mental health. The idea is for this information to have its own resource page on the FAI site and be updated as needed. There will also be a basic one-page handout. A draft is available for the Board to review and send feedback, information and ideas to Ralph.

PRO

Lead: Renee Bodie

Renee and MarySue have drafted questions for a survey of members' knowledge on PROs for the Board to review and comment.

Suggestion: add two questions in the survey that identifies for profit vs. nonprofit organizations and also volunteer vs. staff respondent.

Matt Sever was added to the PRO Committee.

Air/Travel

Lead: MarySue Twohy

The subcommittee is now focused on distributing physical and digital copies of AFM's guide to Flying with Musical Instruments. Contact the FAI office for copies.

Motion: The Advocacy Committee draft a letter to the membership outlining the issues regarding touring artists with respect to visas and immigration along with FAI's approach.

Moved by: Michael Kornfeld

Seconded by: Dan Navarro

Result: Motion carried unanimously

Fair Play, Fair Pay Act

Dan Navarro reported that FFP Act is largely dead due to NAB (National Association of Broadcasters). The bill will be reintroduced on May 11 and 12, 2016. Dan will be in DC to support the bill and will report back to us.

Commentary

Advocacy Committee needs process and guidance from the Board to respond in a timely manner to burgeoning issues. At present, we take issues to Ellen Stanley, Advocacy Chair, who will discuss with her committee/subcommittees and report back to the Board.

Fundraising Committee

Historically, we have not been a fundraising Board. We have an Angel Donor who has given 80,000 over the years. Recently, we have taken steps to try to increase our donor base. Two years ago, we added a DONATE button to our website and conference app. This past Fall, we launched our first ever formal campaign to ask for donated funds and our Angel agreed to match all donations. We raised a total of \$20,500. Of particular note is 100% participation from both the Board and the Staff.

Our Angel Donor has asked that their contribution be used more tactically with 40% of those funds dedicated to stakeholder research.

The Fundraising Committee has been tasked with building a targeted donor list and has asked the Board to participate by providing a minimum of three names of people who would be open to a conversation about the value of FAI and who would likely consider becoming a donor. In an attempt to alleviate the fund development budget shortfall, the committee is asking for the names and contact information for those individuals who would be willing to donate at least a \$1,000. Please fill out the Google Doc that has been prepared and a link has been provided.

Meeting breaks for lunch at 12:30 PM CT; Resumes at 12:49 PM CT.

Nominating Committee

Michelle Conceison and Amy Reitnouer have created a working document that annotates the summary of rules of the election process with deadlines as outlined in our Bylaws, along with necessary actions with accompanying timeline.

Eight (8) seats will be open in 2017. Amy will lead a discussion on the listserv to identify potential candidates for the Board and for NonComm, and to discuss best practices and tactics that will lead to a more diverse Board.

Action item: Governance Committee to discuss the idea of term limits.

Meeting paused for break at 1:38 PM CT; Resumes at 1:44 PM CT.

New Membership Committee

The idea behind this new committee is to assist staff with member research, survey, and results analysis, as well as members relations and communication, outreach and recruitment.

There will be efforts for Inreach as well as Outreach to determine stakeholder needs; what do our members really want from FAI? Who's missing from our community? Who doesn't attend the conference and why? These are bigger conversations that we need to have with our membership. The committee will help to develop a timeline and a process to determine next steps.

Programming Committee

There was a brainstorming session to discuss panels and presentations for next year's conference. Send ideas to Tim McFadden along with the names of potential panelists and their contact information.

Meeting paused at 2:50 PM CT; Resumes 2:55 PM CT.

Employee Handbook

The employee handbook has finally been updated and presented for approval

Motion: Board approves the Employee Handbook with proposed changes
Moved by: Ellen Stanley
Seconded by: Matt Smith
Result: Motion carries; one abstention (Navarro)

Motion: Board delegates authority to lou DeMarco and Donald Davidoff to negotiate the Executive Director's contract with Aengus Finnan, with up to a three-year extension and to bring the recommended agreement back to the Board.
Moved by: Michael Kornfeld
Seconded by: Alka Sharma
Result: Motion carried unanimously

Board enters Executive Session at 3:17 PM CT; exits session at 3:42 PM CT.

Committees

Action item: The chair of each committee needs to update their Goals and Next Steps on the Committees Document by May 13, 2016.

30th Anniversary Taskforce

This group needs to be constituted with special attention to past directors. Dan Navarro and Tom Neff have both been suggested members.

Motion: Board approves the reconstitution of the Committee structure as presented and discussed.
Moved by: Ellen Stanley
Seconded by: Matt Sever

Result: Motion carried unanimously

Having concluded our agenda, Michelle entertained motions to adjourn

Motion: To adjourn the Board meeting
Moved by: Alka Sharma
Seconded by: Michael Kornfeld
Result: Meeting adjourned at 4:13 PM CT.