

Folk Alliance Board of Directors

2012 Board Meeting Minutes

January 18, 2012

Full Board meeting via Teleconference

Call to Order

President Bodie called the meeting to order at 11:10 AM Eastern.

Present: Renee Bodie (2014), President
Michelle Conceison (2013), Vice-President
Donald Davidoff (2012)*, Treasurer
Chris Frayer (2012)*
Mike Gormley (2012)
David Hirshland (2012)
Greg Johnson (2013)
Tim McFadden (2012)*
Art Menius (2013), Secretary
Anya Siglin (2014), Executive Committee
Mary Sue Twohy (2014)
Wendy Waldman (2013)

Also, Louis Meyers, Executive Director

Absent: Linda Fahey (2012)
Dave Marsh (2013)
Dan Navarro (2012)
Joel Rafael (2014)
James Lee Stanley (2014)
Ralph Sutton (2012)
Members appointed by the board indicated with *

Approval of Minutes

Approval of full board minutes from September 20, 2011 and Executive Committee minutes for September 16, 2011, November 16, 2011, and December 15, 2011 moved by Donald, Second by Anya, passed by acclamation

Advisory Council Proposal

Board discussed and wordsmithed the proposal and associated logistics.

Tim McFadden moved, and Wendy Waldman seconded, that:

1) Directive: The creation of a Folk Alliance International Advisory Council, made up of esteemed members of the music, media, business, arts, political and philanthropic communities who would serve as external and internal ambassadors for Folk Alliance International and its mission. Members of the Council would have no fiduciary role in Folk Alliance matters, no voting power and no actionable authority. Their responsibilities would be largely informal. Members could be called upon, at the discretion of the Board and/or Executive Director, to provide counsel and perspective in their areas of expertise, assist in fundraising efforts, be solicited for donations, lend

their name, face or voice to public relations efforts and generally cast an endorsement-by-association light on Folk Alliance. It would be preferable, but not mandatory, that Council members attend the International Conference.

2) Selection process: Any FAI Board member or the Executive Director can suggest an individual for appointment to the Advisory Council. Submissions would be vetted by the Executive Committee (which includes the Executive Director), who would research and interview prospective Council members, and provide the Board of Directors with nominations. The Board of Directors would appoint the Council members via a simple majority vote, which could occur nominee-by-nominee or in an omnibus manner, if deemed prudent by the Board. Annual appointments would take place at the International Conference, though there would be no prohibition of appointments at any time after the February conference.

3) Structure and Term: The Council would consist of a minimum of 5 members and a maximum of 21, unless revised by the Board via a simple majority vote. Each Council member would serve for a single term lasting from their appointment until the subsequent International Conference. There would be no limitation on the number of terms any Council member may serve, so long as they are approved by the Board on an annual basis and remain willing to serve. The Board would be required to confirm appointments to the Advisory Council for the coming year during the International Conference, with no limitation on appointments between International Conferences, should suitable individuals be identified and willing to serve. The President or Vice-President of the Folk Alliance International Board of Directors will serve as the direct point of contact for the members of the Advisory Council.

Motion approved by a vote of eleven in favor and one opposed.

All directors are encouraged to invite potential AC members to a meeting on Friday afternoon of the conference in Memphis.

Executive Directors Reports & Financials

Louis presented the Executive Director's report

Donald presented the Financials, noting that he had not one question for Louis when he reviewed for the first time ever.

These were presented now in lieu of during the February meeting. Updated financials will appear in February board pack, but discussed only if needed.

Committee Reports

If Committees could meet or get report to Renee and Louis before Feb 1, that would be desirable

Nom Comm

Advocacy Comm

Interest on the board in FAI making an official response regarding XM/Sirius issues

Regions Comm

Deal Memo on table. Revisions per Art's memo discussed and agreed upon.

David Hirschland moves and Donald Davidoff seconds that the board approve the Regional Deal Memo as revised just now for initial presentation to the Regional Committees for their approval. **Passes by acclamation**

STATUS UPDATE

DEAL MEMO: AGREEMENT BETWEEN FAI & REGIONS

RECENT HISTORY

Approved by the Regional Leaders: September 14, 2010

Amendments by FAI Board of Directors: October 7, 2010

Amendments by Regional Leaders: October 18, 2010
Review by FAI Board of Directors: November 17, 2010
Approved by FAI Board of Directors, January 18, 2012

DEAL MEMO AGREEMENT BETWEEN FAI & REGIONS

The following reflects basic points agreed to in principle between Folk Alliance International and Folk Alliance Regional organizations. Unless and until a more formal agreement is entered into among the parties to this document, **when fully executed**, shall constitute an enforceable agreement.

1. The term of a new affiliation agreement will be five years from the date of this memo. Agreements will automatically renew in five-year increments unless terminated or renegotiated in whole or part by either party at anytime.
2. Folk Alliance and its logos are trademarks belonging to Folk Alliance International (FAI).
3. This agreement grants a limited, nonexclusive right to the Regions to use, for consideration, the trademark "Folk Alliance" and all associated trademarks.
4. Since FAI is required by law to have review, oversight, and control over the organizations under its trademark, all regions, new or previously existing, must have bylaws that have been approved by the FAI Board of Directors. Execution of this agreement by FAI acknowledges that a region has bylaws that have been approved by the board.
5. In order for the FAI Board of Directors to make certain its fiduciary duties and protect the FAI trademark, when a Region is proposing to amend its bylaws, before taking it to their Regional membership for a vote, the region will first submit proposed ByLaws to the FAI Executive Director for submission to the Board **for approval** to make sure the amendment is consistent with the current FAI and Regional Mission Statements and FAI and Regions ByLaws. FAI will contact the Region with an assessment of the proposal within 10 working days of receiving the amendment request. If it is determined that there is an issue with the amendment, then the proposed amendment will go to the FAI Regions Committee for further review and quick resolution and will be placed on the agenda for the next scheduled FAI Board meeting. If needed, Regional Representatives shall have the right to appear before the Regions Committee and/or FAI Board to present the Region's case for the amendment. Under extraordinary circumstances, an emergency FAI Board meeting can be called on a three-week notice to resolve a major issue.
6. Notwithstanding FAI's approval of the Regional ByLaws, Regions agree to include certain new language in their bylaws, to be determined, **by FAI in its good faith discretion**, for the purpose of standardizing the current Regional ByLaws.
7. FAI will have no right to arbitrarily demand changes in approved existing Regional ByLaws.
8. **Regions agree to obtain appropriate liability insurance policies for all events, as well as Directors & Officers insurance, and to include FAI as an additional insured in all insurance policies and riders, and to provide a copy to FAI of such policies on an annual basis.**
9. Regions agree to provide a discounted registration fee to all conferences, and for individual events when financially feasible for those events to FAI members.
10. Regions agree to provide email contact info or access to email contact info for all conference (event)

registrants to FAI within 30 days of the event for general Folk Alliance marketing usage unless registrant opt out of region's mailing list.

11. Regions agree to provide financial data and all election and board member data to FAI yearly or upon request.

12. In the event an audit of a region is deemed necessary by FAI, FAI agrees to be responsible for ½ of the cost directly related to the audit. FAI will have no right to demand an audit of a region without good reason, to be determined by FAI's reasonable discretion.

13. Regions agree to promote FAI membership and conference in certain specific ways by mutual agreement [language deleted].

14. Regions agree to include the FAI logo or website in all advertising and newsletters. Wherever possible, Regions will include the text: For more info on Folk Alliance International, visit www.folk.org

15. FAI agrees to give two complimentary registrations for the FAI conference to each Region, and reduced conference registration for current Regional Board Members, and in turn the Regions agree to provide FAI staff with two free registrations and reduced registration for current FAI board members (food, hotel, or other perks to be included or exempt at the discretion of each Region).

16. Regions agree to give two complimentary conference registrations to each of the other Regions (food, hotel, or other perks included or exempt upon the purview of each region, with optional reimbursement of food and/or hotel costs), and reduced conference registration for current Regional Board Members.

17. Regions agree that membership records are the proprietary property of FAI. Upon request, FAI will provide timely e-mailings for the purpose of assisting the Regions in the promotion of their conference, regional "special" events, and annual Board elections. Regions will be responsible for providing text and any needed graphics for each requested mailing, etc. Regional membership email information will be available from the FAI office for direct communication between each region and their members.

18. Regions agree that elections will be run electronically (through FAI) utilizing the most current membership in the FAI database so all membership data is up to date.

19. FAI and each official regional organization retains the right, after reasonable attempts to accommodate resolution, of terminating the relationship upon reasonable cause and written notice as per section 23 of this Deal Memo.

20. FAI and the Regions will agree to recognize the current boundaries unless they are superseded by agreement. FAI and the Regions will agree to a methodology for the formation of new Regions and changes in current boundaries in the ByLaws of the affected regions.

21. Regions agree not to produce a conference style event that would be coincident with, or compete in terms of date 60 days prior and 75 days after the International Folk Alliance Conference without approval of the FAI Board of Directors.

22. Regions will work together to avoid producing conferences on the same dates as another regions.

23. Regions agree not to independently advertise, promote, sell or provide services, programs, or activities outside of its own established territory that would be coincident or competing with another region's event without first coordinating the date and subject matter with that other Region, unless agreed to by mutual consent with that other Region.

24. FAI and the Regions will agree to a methodology for resolving disputes between regions and between the Regions and FAI.

25. FAI and the Regions will work together to create methods of utilizing pooled resources for discount on service we all use, shared sponsorships, shared advertising, technology, registration and web ability, collected information, etc.

Adjourned at 12:23 AM Eastern time

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February 22, 2012

Full Board Meeting, Memphis Downtown Marriott

Call to Order

President Bodie called the meeting to order at 9:51 AM Central.

Present: Renee Bodie (2014), President
Michelle Conceison (2013), Vice-President
Donald Davidoff (2012)*, Treasurer
Linda Fahey (2012)
Chris Frayer (2015)
David Hirshland (2015)
Dave Marsh (2013)
Art Menius (2013), Secretary
Dan Navarro (2015)
Joel Rafael (2014)
James Lee Stanley (2014)
Mary Sue Twohy (2014)
Wendy Waldman (2013)

Also, Louis Meyers, Executive Director

Absent:

ABSENT: Mike Gormley (2012)
ABSENT: Greg Johnson (2013)
ABSENT: Tim McFadden (2015)
ABSENT: Anya Siglin (2014), Executive Committee
ABSENT: Ralph Sutton (2012)

Observing: Joan Kornblith (2015)

Members appointed by the board indicated with *

Louis presents Executive Director report.

Donald presented the financial report.

Year vs year net \$7426 ahead of last year

Discussion of more reporting beyond minutes on Ex Comm.

Agenda review

Regions Committee Report presented by David Hirshland

To be signed Friday morning

Will need contract or 501(c)3 attorney to help us with contract that follows

Donald moves that the board approve this deal memo for signing; Dan seconded. **Approved by acclamation.**

Dave Marsh moves that David H or such persons as he should designate seek and engage the services of an Attorney for development of the regional contracts. Dan seconded. **Approved by acclamation.**

Joel presented Advocacy Committee report.

Donald moves and Wendy seconds:

The Advocacy committee will recommend Board actions to:

1. Foster, elicit, or take FAI Board policy positions on local, state and national legislative issues of vital artistic, economic or social interest to our membership and to the folk music field.
2. Mentor our membership in areas of educational, vocational, or social value by providing seminars or forums for the public exchange of ideas and opinions.
3. Represent the interests of the field and our members with industry organizations, advocacy organizations, and government agencies.

4. Due to our 501 (c) (3) non-profit status, the committee will not solicit Board endorsement of specific political candidates.

Dan offers friendly amendment that the committee may not take official policy position without board approval. Donald accepts amendment. **Motion passes with one abstention** (Marsh)

Donald moves approval of full board minutes from January 18, 2012 and Executive Committee minutes for February 14, 2012. Dave M seconds. **Passes with abstention from Dan.**

LAA Report presented by Art

Renee presented PRO report

Dan presented the Nominating Committee report

Personnel Committee Report – Executive Session 1:05 PM Central

Board comes out of Executive Session 2:40 PM Central

Art moves that Donald Davidoff be appointed to a two year term on the board starting with the 2012 AGM. James Lee seconds. **Passes by acclamation.**

Ex Comm 2012-2013

At Large – Chris, Joel – Chris Elected

Treasurer – Donald

Secretary – Art

VP – Michelle

President – Renee

Art presents Governance Committee Report

Think tank on governance policy before spring board

Dan moves to adjourn

Adjourned at 4:20 PM Central time

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February 23, 2012 (afternoon) Full Board Meeting, Memphis Downtown Marriott

Call to Order

President Bodie called the meeting to order at 12:30 PM Central.

Present: Renee Bodie (2014), President
Michelle Conceison (2013), Vice-President
Donald Davidoff (2014)*, Treasurer
Chris Frayer (2015) Executive Committee
David Hirshland (2015)
Greg Johnson (2013)
Joan Kornblith (2015)
Dave Marsh (2013)
Art Menius (2013), Secretary
Dan Navarro (2015)
James Lee Stanley (2014)
Mary Sue Twohy (2014)
Wendy Waldman (2013)

Also, Louis Meyers, Executive Director

ABSENT

ABSENT: Tim McFadden (2015)

ABSENT: Joel Rafael (2014)

ABSENT: Anya Siglin (2014),

Members appointed by the board indicated with *

Art moves and David Seconds, compensation proposal below: **TABLED**

1. The FAI budget shall allocate sufficient funds to reimburse directors for travel costs (airfare exclusive of baggage fees, train or bus fare, taxi cab, mileage at the Federal rate) above \$200 per person per board meeting and to provide up to two single hotel room nights per face meeting not occurring during the Annual Conference. The FAI budget shall also include a reasonable amount for group meals that occur during the meetings themselves.
2. Directors will receive a discounted rate on hotel rooms during the Annual Conference. Directors will not be compensated for travel to the Annual Conference, but FAI will provide meals when board meeting schedule so requires.
3. The Executive Director should be involved from the beginning in planning for board meetings so the ED can minimize expenses as much as possible. Making logistical arrangements for board meetings is a staff responsibility. It is the shared responsibility of the Executive Director and the Executive Committee to ensure this happens.

4. Board meetings should occur at locations which minimize the total body of expenses borne by both directors and FAI. The board should consider replacing face meetings with teleconferences when practical and possible.
5. Hotel room compensation should not be provided for directors who live within 60 minutes typical one-way drive of the meeting place. Those staying at home may charge commuting mileage at Federal rate.
6. Directors who do not need reimbursement should donate that amount back to FAI as part of their annual contribution.
7. Directors who receive reimbursement should make every reasonable effort to raise funds to more than offset these costs through the means with which the director is most comfortable, including making direct asks for FAI or its scholarship programs, organizing fundraising events for FAI, providing items of value for FAI to use to raise money, using personal relationships with funders on behalf of FAI, and making staff aware of grant opportunities and potential donors.
8. In economically stressed situations, the Executive Committee may vote to curtail compensation costs by requiring board members to share rooms or partially reimbursing hotel costs, capping total per person reimbursement, or voting to hold any specific non-conference board meeting by teleconference or similar distance means.
9. When a committee feels that its work requires a face meeting, that committee may present its case including the specific funding requested and why to the Ex Comm who shall consider the request at its next meeting.
10. Directors experiencing financial distress may make confidential application to the Ex Comm for compensation for meeting expenses beyond that covered in the policy above. A director may make such application only once per each three year term.

Spring board dates in KC will be decided by electronic calendaring service

Executive Session to discuss staffing 12:33 PM

Out of Executive Session 2:23 PM Central

Art moves and Wendy seconds that we appoint Donald Davidoff and David Hirshland as the negotiating team to discuss the following offer:

- Louis remains ED until we hire a new Executive Director, but no later than June 30, 2013
- Board establishes a search committee which includes Louis as a member
- Board establishes a Re-location Committee with Louis as the lead until such time as a new ED is selected upon which time Louis will remain as a member of the Committee
- Letter of intent to continue the relationship 3 years past June 30, 2013 consistent with Louis' Dec 12, 2012 letter stating a desire to operate the Music Camp

Passes 11-0

Personnel Committee will bring recommendations to the board for Executive Director Search Committee by March 8, 2012. Directors to send candidate contact info to Renee.

These items remained in the "Parking Lot" for future discussion:

1. Small, engaged board
2. More frequent board phone meetings
3. Ex Comm reports to supplement the meeting minutes
4. Board meeting schedule beyond the next meeting
5. What is a meeting in terms members missing meetings. Do special meetings count?
6. Using non-board members as board committee members
7. Sirius/XM issue
8. Nurturing underdeveloped regions
9. Board input on regional distribution of board of director seats, including Canada, to Spring board agenda
10. Board self-reflection
11. Governance Matters from Self-Assessment
12. Think Tank on governance

Adjourned at 3:25 PM Central time

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April 29, 2012

Full Board Meeting, Kansas City Sheraton

Call to Order

President Bodie called the meeting to order at 12:20 PM Central.

Present: Renee Bodie (2014), President
Michelle Conceison (2013), Vice-President
Donald Davidoff (2014)*, Treasurer
Chris Frayer (2015), Ex Comm at Large
Greg Johnson (2013)
Joan Kornblith (2015)
Tim McFadden (2015) via Skype until 2:57 PM 4/29
Art Menius (2013), Secretary
Dan Navarro (2015) at 2:04 PM 4/29
Joel Rafael (2014)
Mary Sue Twohy (2014) departs at 2:50 PM 4/29
Wendy Waldman (2013) via Skype until 2:57 PM 4/29

Also, Louis Meyers, Executive Director

Absent: Dave Marsh (2013)
David Hirshland (2015)
Anya Siglin (2014)
James Lee Stanley (2014)
Members appointed by the board indicated with *

Approval of Minutes

Donald moves, Joel seconds approval of full board minutes from February 22, 2012 and February 23, 2012 and Executive Committee minutes for February 21, 2012, March 13, 2012, and April 10, 2012

Passes by acclimation

Louis Meyers gave Executive Director's report

Louis will set up Google doc for regional attendance by directors

Budget approval, but not discussion, tabled until later in this meeting during Old Business

Art moves Executive Session to discuss Louis' future, Donald seconds, **passes by acclimation**

Dan moves to leave Executive Session; Art seconds; **passes by acclimation.**

Dan Navarro moves and Chris seconds that: The Executive Director is directed to move the primary office of Folk Alliance International to Kansas City, Missouri as soon as possible on or after July 1, 2012. Donald Davidoff and David Hirshland are directed to negotiate a deal memo with Louis Jay Meyers under which Meyers will continue as Executive Director until June 30, 2014 and in a programming capacity until June 30, 2016. The negotiators have latitude to resolve the deferred compensation and moving expense issues. An Executive Director Search Committee will begin work during calendar year 2012 to recommend a search procedure to the full board no later than the February 2013 conference. **Passes unanimously.**

Dan moves and Donald seconds that we approve the five candidates for the Advisory Council (Bob Ramsey, Tom Neff, Elizabeth Levett-Hirsch, Cree Clover Miller, and Pam McMichael) as an omnibus. **Passes 6-2-1.**

Renee moves that we have phone meetings every other month on the third Monday of the month 8 AM until 9 AM Pacific Time starting in June 2012. If the call falls in a month when we have a face-to-face meeting, the phone meeting will not take place. Joel seconds. **Passes unanimously**

Director reimbursement tabled until Monday.

Adjourned for the day at 7:09 central time

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April 30, 2012

Full Board Meeting, Kansas City Sheraton

Call to Order

President Bodie called the meeting to order at 9:30 AM Central Time

Present: Renee Bodie (2014), President

Michelle Conceison (2013), Vice-President
Donald Davidoff (2014)*, Treasurer
Chris Frayer (2015), Ex Comm at Large departed at 1:10 PM
David Hirshland (2015) by phone starting at 1:35 PM until 2:30 PM
Greg Johnson (2013)
Joan Kornblith (2015)
Tim McFadden (2015) via phone until 1:30 PM
Dan Navarro (2015)
Art Menius (2013), Secretary
Joel Rafael (2014) departed at 2:57 PM
Anya Siglin (2014) via phone
Mary Sue Twohy (2014) via phone until 12:57 PM
Wendy Waldman (2013) via phone at 9:56 AM until 11:36 AM

Also, Louis Meyers, Executive Director

Absent: Dave Marsh (2013)

James Lee Stanley (2014)

Members appointed by the board indicated with *

Discussion of Director expenses resumed

Art moves and Donald seconds, that:

1. The FAI budget shall allocate sufficient funds to reimburse directors for travel costs (airfare, train, or bus fare, taxi cab, mileage at the Federal rate) up to US\$250 per person per domestic board meeting (up to US\$400 per meeting for Canadians coming to US meetings and Americans going to Canadian meetings) and to provide up to two single hotel room nights per face meeting not occurring during the Annual Conference. The FAI budget shall also include a reasonable amount for group meals that occur during the meetings themselves.
2. Directors will receive a discounted rate on hotel rooms during the Annual Conference. Directors will not be compensated for travel to the Annual Conference, but FAI will provide meals when board meeting schedule so requires.
3. Incoming and outgoing directors will receive comped registration to the FAI Conference.
4. Directors may apply to the Board President for one of the limited comped registrations to regional conferences.
5. The Executive Director should be involved from the beginning in planning for board meetings so the ED can minimize expenses as much as possible. Making logistical arrangements for board meetings is a staff responsibility. It is the shared responsibility of the Executive Director and the Executive Committee to ensure this happens.
6. Board meetings should occur at locations which minimize the total body of expenses borne by both directors and FAI. The board should consider replacing face meetings with teleconferences when practical and possible.
7. Hotel room compensation should not be provided for directors who live within 60 minutes typical one-way drive of the meeting place. Those staying at home may charge commuting mileage at Federal rate.
8. Directors who do not need reimbursement may donate that amount back to FAI as part of their annual contribution.
9. Directors who receive reimbursement should make a reasonable effort to raise \$500 or more to offset these costs through the means with which the director is most comfortable, including making direct asks for FAI or its scholarship programs, organizing fundraising events for FAI, providing items of value for FAI to use to raise money, using personal relationships with funders on behalf of FAI, and making staff aware of grant opportunities and potential donors.
10. In economically stressed situations, the Executive Committee may vote to curtail reimbursement costs by requiring board members to share rooms or partially reimbursing hotel costs, capping total per person

reimbursement at a lower amount, or voting to hold any specific non-conference board meeting by teleconference or similar distance means.

11. When a committee feels that its work requires a face meeting, that committee may present its case including the specific funding requested and why to the Ex Comm who shall consider the request at its next meeting.

12. Directors experiencing financial distress may make confidential application to the Board President in consultation with the Executive Director for compensation for meeting expenses beyond that covered in the policy above. A director may make such application only once per each three year term.

Motion passes 9-2-2

Art moves and Dan seconds that Louis indicate our interest in advancing the development of the Copenhagen 2014 proposal. **Passes unanimously.**

Donald moves and Joel seconds that we approve the SERFA bylaws.

Passes unanimously.

Louis gives the 2013 Conference update. Discussion of border crossing issues.

Louis gives Kansas City update.

Budget discussion resumes

- Board donation accounting

- ED search - \$15K

- Board expenses - \$11K

- Development coordinator idea

- Board training - \$5000

- KC move expenses

- Copenhagen planning - +1k Airfare, +1K M&E

- Meeting technology - \$2K

Donald moves, Dan seconds to accept budget as updated by Louis and vetted by Treasurer subject to unanimous vote by email of the full board such approval also waives any notice of special meeting. Motion withdrawn.

Art moves, Joel Seconds that the final budget be approved at the June telephone meeting. **Passes unanimously.**

Nominating Committee for next year not yet appointed. Old committee will accept candidate ideas now.

Suggestion of ED as ex officio.

Resend Governance Committee report to board for June meeting.

LRP discussion

Art moved, Greg seconded to adjourn at 3:32 PM

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Full Board Meeting Teleconference June 18, 2012

Call to Order

President Bodie called the meeting to order at 10:08 AM Central.

Present: Renee Bodie (2014), President
Michelle Conceison (2013), Vice-President
David Hirshland (2015)
Joan Kornblith (2015)
Tim McFadden (2015)
Dave Marsh (2013)
Art Menius (2013), Secretary
Dan Navarro (2015)
Joel Rafael (2014)
Anya Siglin (2014)
James Lee Stanley (2014)
Mary Sue Twohy (2014)

Also, Louis Meyers, Executive Director

Absent:

Donald Davidoff (2014)*, Treasurer
Chris Frayer (2015), Ex Comm at Large
Greg Johnson (2013)
Wendy Waldman (2013)

Members appointed by the board indicated with *

James Lee moves, Joel seconds approval of full board minutes from April 29-30, 2012 and and Executive Committee minutes for May 22, 2012 and June 15, 2012

Passes by acclamation

Louis presents final version of FY2013 budget. Art moves, James Lee seconds, to approve budget with Louis adding \$5000 to board meeting costs. **Passes unanimously.**

A number of board members are willing to serve on Nominations Committee.
During the next two weeks send non-board member suggestions to the board email list.

David Hirshland reports on conversations with Louis in general terms about to structure deal going forward. Louis request COLA and perhaps bump in bonus for FY2013 (last year of old contract). Louis expects salary drop once new ED in place, potentially offset by revenue sharing in new activities. Deferred compensation/moving expense issues still being discussed.

Listserv discussion as to days of the week for spring 2013 meetings.

Discussion tabled concerning face to face versus phone meetings.

Meeting adjourned at 11:28 AM Central time

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Board of Directors Teleconference August 20, 2012

Call to Order

President Bodie called the meeting to order at 11:04 AM Eastern.

Present:

Renee Bodie (2014), President
Michelle Conceison (2013), Vice-President
Donald Davidoff (2014)*, Treasurer
Chris Frayer (2015), Ex Comm at Large
David Hirshland (2015)
Joan Kornblith (2015)
Tim McFadden (2015)
Art Menius (2013), Secretary
Dan Navarro (2015)
Joel Rafael (2014)
Anya Siglin (2014)
James Lee Stanley (2014)
Mary Sue Twohy (2014)
Wendy Waldman (2013)

Also, Louis Meyers, Executive Director

Absent:

Greg Johnson (2013)
Dave Marsh (2013)

Members appointed by the board indicated with *

James Lee moves, Joel seconds approval of full board minutes from June 18, 2012 and and Executive Committee minutes for July 17, 2012 and August 14, 2012. **Passes by acclimation**

Louis summarizes Executive Director's report and reports on Philly Folk Festival experience. Louis expects numbers to grow quickly over next 90 days.

Very easy audit this time around.

Liz Russell new employee, 20 hours per week, in Kansas City.

Concentration on Toronto, rather than KC move.

LRP recommendation of facilitated process discussed. Liz will do research locally in KC on funding and resources. Donald needs to step down as chair. Art willing to chair. James Lee volunteers to serve on committee.

Nominating Committee Report by Joan. "Going full bore right now."

Art moves executive session for personnel matter. Art moves to end executive session.

Donald and David will get back to the board with more information at which time a call will be scheduled two weeks hence.

Joel moves adjournment.

Meeting adjourned at 12:36 AM Eastern time

#####

Full Board Meeting Teleconference Monday, December 17, 2012

Call to Order

President Bodie called the meeting to order at 11:03 AM Central.

Present: Renee Bodie (2014), President
Michelle Conceison (2013), Vice-President
Donald Davidoff (2014)*, Treasurer
Chris Frayer (2015), Ex Comm at Large
Joan Kornblith (2015)
Dave Marsh (2013)
Tim McFadden (2015)
Art Menius (2013), Secretary
Joel Rafael (2014)
Anya Siglin (2014)
James Lee Stanley (2014)
Mary Sue Twohy (2014)
Wendy Waldman (2013)

Also, Louis Meyers, Executive Director

Absent:

Dan Navarro (2015)
David Hirshland (2015)
Greg Johnson (2013)
Members appointed by the board indicated with *

Art moves, Joel seconds to appoint Jean Spivey to the board of directors of The Folk Alliance International for a two year term.

Motion Carries unanimously

Art to contact Tom Neff re board lists

New member orientation discussed 9 AM Wednesday, board meeting 10 AM – 5 PM (later or Thursday AM if required to finish work) Wednesday

Joan, Art, Renee to commit to orientation. Others welcome to join.

Contact Louis is you want space/time for a committee meeting during the conference

Year end committee reports to Louis for packet for Jan 7 meeting

Art moves to adjourn.

Meeting adjourned at 11:23 AM Central time

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