

FA Meeting Feb 19 9am

Meeting called to order by David Hirshland at 9:03am

Present:

David Hirshland (President)
Michelle Conceison (Vice-President)
Joan Kornblith (Secretary)
Donald Davidoff (Treasurer)
Chris Frayer (At Large)

Renee Bodie
Ralph Jaccodine
Dan Navarro
Joel Rafael
Lisa Schwartz
Anya Siglin
Jean Spivey
James Lee Stanley
Mary Sue Twohy
Erika Wollam-Nichols

Michael Kornfeld * observing (member elect)
Matt Smith * observing (member elect)

Not present:

Art Menius
Tim McFadden
Wendy Waldman

1. Welcome of new members and general introductions

(We basically follow the agenda laid out in the board book. Please attach a copy of the board book to minutes if needed.)

2. Discussion of governance policies/ conflict of interest disclosure/charitable contributions.

3. Special recognition of Joel and his contributions.

Approval of past minutes:

Motion made by Dan Navarro, seconded by James Lee Stanley. Past minutes approved.

One correction to past minutes needed--Mary Sue was left off attendance list on Dec 10 th. She was on the call.

ED report made per Board book.

2300 pre-registered for conf. Walkups will open at noon. As of opening, we were 100 over where we ended last year. 50 have signed up for music camp only, 150 campers upgraded to full conference registration. The next push is for campers to upgrade—the cost is 50/ single day, 150 for full event without joining up.

All TV, radio, is focused on camp. We are sold out of public tickets--500 over 4 nights. There may be some at the door, depending on how the room feels. Goal is to get enough fans in the building to fill gaps, but not close out industry. Everyone who buys a ticket is donating to our scholarship fund. (like hamm in Austin.) Midwest music foundation
(follows info in board book)

Camp is free on Sunday for anyone under 18 between hours of 1-5. Now free for anyone under 18, can drop kids at camp while you're at the conf. Very family friendly area---possible marketing tool?

Hotel--No place to grow exhibit hall in Westin. Exhibit hall area is better in Sheraton, but feature rooms are better in Westin. This needs to be discussed. Over 4k room nights. We hit all marks.

Will we adjust contract, attrition rooms for next year? Can't answer until we see the final numbers.

We used about 75% of both hotels during event. 1500 rooms a night.

Discussion of financial report (as in board book)
Increase of fund raising in April, May, June---ideas appreciated.

Board should consider setting target goals for membership. We are building a stronger base of affiliate members (many local)—some a result of store, member discounts, etc.

Question from Michael K: Any idea where members come from?

Yes, regional breakdown is in book---we will issue complete breakdown in next monthly ED report.

Question from JLS regarding the division of Far West regional:

Renee replies: FW was uninterested.

MC: sponsorships/ads/revenue question---

Answer: collections are faster than in the past. Largest number of exhibitors, largest number of bag inserts, ads, etc.

Store—Monthly workshops going well. Store has approx. 2000 debt, mainly ukes some for swan percussion. Doing well, store is the only place downtown to get accessories, strings, etc. Doing steady repair work, we make 20% off that. Instructional materials will be next. We're getting some donations of instruments,

some going to silent auction. Some barter (Deering Banjo to sell in exchange for ad, etc) JHS pedals---only local store to sell them.

Discussion of various grants coming in.

Very nice musical interlude---a song by Joel and Dan for Louis.

Start of discussion of committees--

Connections/ Fund development—purpose of this committee?

Discussion of interview procedure for ED interviews.

Presentations to Joel and JLS

Break for ED Candidate interview and lunch

Chris Frayer joins at 1230

Post lunch break for committee meetings

Board meeting called back to order at 4pm

There are 2 official appointments made the to the board.

It is moved that Anya Siglin and Donald Davidoff be appointed to the Folk Alliance Board of Directors to each serve a 2-year term to expire in 2016.

Moved by Michelle Conceison, seconded by Jean Spivey. Discussion. Vote, Passed, unanimous

Discussion of Committees:

Committee make up:

There is an opening on conference committee- JLS and Erika expressed interest: Committee will meet and discuss changes needed.

Brand-- Michael, Renee interested in joining committee. Current comm will meet and decide how they will interact with new ED.

Board development: stays the same.

Advocacy—central core is Mary Sue, Renee, Tim. Dan is added

Nominating Committee-- Matt is added, Anya leaving. Emilee Warner would prefer to sit on a PR committee, Susie Giang would join? Need to talk with Susie.

Long Range Planning-- Michelle will chair. Ralph and matt added

Regions—Wendy and Tom out, Michael joins. Chris Frayer joins.

ExComm election—
Current officers volunteer to run again

David Hirshland— President
Michelle Conceison -VP
Joan Kornblith -Secretary
Donald Davidoff- Treasurer

At Large—Discussion -

Chris volunteers for At large
Erika volunteers for At large
Discussion of bylaws--- It appears they prohibit us from having an appointed member (Erika) in the at large position. Mary Sue volunteers. Bylaw change will be discussed in the future.

Folk Alliance ExComm 2014:

David Hirshland— President
Michelle Conceison -VP
Joan Kornblith -Secretary
Donald Davidoff- Treasurer

Mary Sue -At large

Adjourned at 505pm

AGM minutes
Called to order at 937

In attendance:

David Hirshland (President)
Michelle Conceison (Vice-President)
Joan Kornblith (Secretary)
Donald Davidoff (Treasurer)
Mary Sue Twohy (At Large)

Renee Bodie
Ralph Jaccodine
Michael Kornfeld
Tim McFadden
Dan Navarro
Lisa Schwartz
Anya Siglin
Matt Smith
Jean Spivey
Erika Wollam-Nichols
Plus Louis and James Lee Stanley

David welcomes everyone followed by Board introductions.

David thanks Louis for his many years of service.

Introduction of 2014 Executive Committee:

David Hirshland (President)
Michelle Conceison (Vice-President)
Joan Kornblith (Secretary)
Donald Davidoff (Treasurer)
Mary Sue Twohy (At Large)

Treasurer's report: finances are strong (insert report)

Louis—just a reminder, all board minutes, audits, financial reports are on the website

No ED report from Louis

David thanks Joel and James Lee for their service to the Board of Directors.

John Hart (new folk radio)—no NW regional folk alliance—is there interest in having one. PNW is very active.

Regions committee chair---Renee said they asked far west if they wanted to split, but there was no interest. Steve (FW Pres.) explained why.

Donald—perhaps a one-day event in PNW should be considered

David—one days are a good way to keep dialogue going.

2. What can New folk radio do to help FA move forward? TIM_-keep talking about FA on the air, encourage people to join, etc. John—I would like regions to send stuff to us. Board makes suggestions.

Louis—talks about winter music camp.

Steve (FW)—thanks Louis. What's the progress for new ED. Donald: explain search process and committee members. We hired search firm (ACG), received close to 50 applications, ACG chose 12-18 to interview, brought 9 to committee. Committee interviewed those and picked 3 finalists, those are being interviewed during the conference. We hope to make a decision during the event and be able to make an announcement in a month and have a one-two month transition.

Kate McLeod -org committee for Joe hill execution centennial (2015). Would like to have presence at the festival. (Billy Bragg will be there) film fest, music, conf. (salt lake city 9/15)

Which region does Utah belong in? Renee=---Utah was just moved. You are in FW.

Jennifer cutting Library of Congress American folk life center national folk archive)--centennial coming up. Of the birth of Alan Lomax. Bring more attention to the Lomax collections (from the whole family). Sending a concert tour around covering tunes he collected, films lectures, symposium. Involve FA in some way. They'd like FA to collaborate in some way.

Time frame? Centennial is January. Events will be held throughout the year. We would like some visibility at 2015 FA.

Michelle explains that role of board is a policy one. Programming is really a staff role, and you should talk with the staff (Louis) after the conference.

Kathy Peters—KKFI KC (president)—thanks Louis for helping with kickstarter that paid for remote broadcast equipment.

Dave Humphries past president—thanks Louis, thanks policy board, thrilled at numbers, growth and smiles. FARM has experience with one day events and will be glad to offer advice. Interested in update don PRO negotiations for small venues

Louis—nothing happening right now. PROs not willing to give up on anything. New relationships are being built at PROs due to early retirements being taken by the people we'd been dealing with.

Contact FA if you are dealing with a PRO issue. A white sheet on dealing with PRO issues is being written and will be posted on website when complete. Education programs are also being prepared.

Renee explains that white sheet will have lots of info, but there will be stuff that needs further explanation.

Joan suggests webinar or conf call after white sheet to answer questions

(general discussion)

Anne Saunders Falcon Ridge---Thanks Louis.

Tom Neff asks about music camp. Louis explains that everyone who registers for FA gets music camp registration. Family friendly event, youth development opportunity. A great way to cover all generations of the community.

Tom Neff (former FA President) Thanks Louis. Thanks Board. KC is great, but please don't forget Canada.

David-- thanks everyone!

Adjourned at 1033

FA Board Meeting Friday February 21.

Morning Meeting: Interview ED Candidate & Lunch

Attending:

David Hirshland (President)

Michelle Conceison (Vice-President)

Joan Kornblith (Secretary)

Donald Davidoff (Treasurer)

Mary Sue Twohy (At Large)

Renee Bodie

Chris Frayer

Ralph Jaccodine

Michael Kornfeld

Tim McFadden

Dan Navarro

Lisa Schwartz

Anya Siglin

Matt Smith

Jean Spivey

James Lee Stanley

Mary Sue Twohy

Erika Wollam-Nichols

James Lee Stanley * observing

Erin Benjamin * observing

Not present:

Art Menius

Wendy Waldman

Meeting resumes at 215

JLS observer

Dan—branding committee report. Discussion of the two proposed mission statement proposals as listed in Board book.

Donald recaps the “road to a new mission statement”---per the April 2013 Board retreat with Liz Allen Fey.

Discussion of shorter vs longer mission statement.

Straw poll to adopt Mission Statement. Vote for longer, shorter or neither.

Donald move to accept committee recommendation for the 21 word (short) version of Mission statement. Second Michael Kornfeld. No further discussion. Motion Passed with 1 nay vote , no abstentions.

Nom Comm report.

Follows book

Discussion of new committee, change of bylaw to move up election date.

Change in bylaws---we must get info to Donald to propose to board.

Committee is now:

Chair-Joan Kornblith

Matt Smith

Michael Jaworek

Randi Fratkin

Will ask Suzie Giang

Folk Alliance Board Meeting Saturday Feb 22

Called to order at 236pm

Present:

David Hirshland (President)
Michelle Conceison (Vice-President)
Joan Kornblith (Secretary)
Donald Davidoff (Treasurer)
Mary Sue Twohy (At Large)

Renee Bodie
Ralph Jaccodine
Tim McFadden
Dan Navarro
Joel Rafael
Lisa Schwartz
Anya Siglin
Matt Smith
Jean Spivey
James Lee Stanley
Erika Wollam-Nichols

Observers

Erin Benjamin
Laurie Dowling

Not present

Michael Kornfeld
Chris Frayer
Wendy Waldman
Art Menius

David—Nod Knowles will come in to discuss the Scottish FA proposal. Consultant has been hired to create a logistic report for Burnsong (prob April) about what he's discovered here and what might work in April. Target date September 2015.

Donald moved, Tim seconded and the Board voted to go into Executive Session at 240 to discuss the ED candidates.

We leave exec session at 243 as Ronnie Gur and Nod Knowles enter to discuss Scottish proposal.

Back in Executive Session at 250

Michael Kornfeld joins at 327

Leave executive session at 4pm

Donald Davidoff moves that the Board authorize the negotiation team to enter into negotiations with Candidate C to be the ED of FAI. Dan seconds.

13 in favor

3 opposed

Motion is carried.

Donald moves that should negotiations with Candidate C fail, the negotiation team is authorized to immediately begin negotiations with Candidate A.

Ralph seconds. Passes unanimously.

Tim moves that Donald and David work with ACG in this matter. Dan seconds.

Donald moves to adjourn. Lisa seconds.

Meeting adjourns at 415.

FA Board Call Thurs April 11, 2014, 11 am

David Hirshland (President)
Michelle Conceison (Vice-President)
Joan Kornblith (Secretary)
Donald Davidoff (Treasurer)
Mary Sue Twohy (At Large)

Ralph Jaccodine
Michael Kornfeld
Tim McFadden
Dan Navarro
Lisa Schwartz
Matt Smith
Erika Wollam-Nichols
Delayed:
Anya Siglin
Chris Frayer

Absent:
Renee Bodie
Jean Spivey
Wendy Waldman

1. Approval of minutes.

Donald moves to approve all minutes, seconded by Lisa. Motion passes unanimously.

1. Call to order, approval of Board & ExCom minutes, Donald moves to approve all minutes, seconded by Lisa. Motion passes unanimously.

2. Discussion of Board member Wendy Waldman, who has missed enough meetings to be up for removal from the board per governance policy. She has not responded to 3 emails from David regarding her earlier email that included her intention to resign from the board. Discussion. Donald moves “With great regret, I move that in accordance with the bylaws we remove Wendy Waldman from the Folk Alliance Board of Directors for missing multiple consecutive meetings.” Seconded by Dan. Discussion of motion. Verbal vote. Motion carried.

3. Executive Director's report, conference & SXSW follow up:

A: Press release about new ED is out and it's being reported by the media and circulated in social media.

B: SXSW discussion: an odd SX. Our show Saturday was busy and well reported. Will discuss with Aengus and see how he wants to proceed regarding SXSW 2015. Louis has Threadgills on Saturday on hold forever, basically.

C: Membership: We are down, fall off from Toronto conference is now showing up on the books. Louis will meet with Aengus to plot bringing Canadian membership back up, post Toronto conference fall off. Tim asks “Are they artists or others leaving?” Majority will probably be shown to be artists who applied for showcases. This drop off is not a surprise, 7 people sign up to apply to perform or to register for Canadian conf.

D: Financials up 12%-- Question: how can that be up with numbers down? Multi-year memberships are up.

Other: SE regional coming up in May, attendance is welcome.

Twitter numbers going up.

4. Financial report

12000 in attrition charges from hotel, though proposal is in to bring that down to 0. There are 2 open issues on invoice still to settle, but should be resolved soon. How did the camp do financially? The majority of the camp people upgraded to full registration.

Louis: we need to find a way to account for those people, because it throws the end of camp financials off. We came in 35k over on conf registration, majority of that will end of being related to camp, Louis believes.

Bottom line: about 60k ahead of last year. About 50k still to come in, we should be right in line with expectations of bottom line.

5. Committee Updates & Discussions

New thoughts about Board members on specific committees and discuss goals for committees and setting up a new ED transition committee. Dan moves that we form a transition committee of no more than five members, made up of ExComm members plus board members. Donald seconds. Discussion: Interim chair of committee will be decided by ExComm. Verbal vote- motion passes.

6. Nominating Committee - discuss board makeup/recruitment Discussion of needs.

Discussion of Doug Cox to fill Wendy Waldman’s seat on the Board expiring in 2016. Vote: pass

We need to find someone from Missouri. How do we recruit locally? Have NomComm discuss with Louis.

Donald has to leave at 1218

7. Board Development – We need to set meeting dates/location for in person meeting.

Dates will now be Sunday August 10, Monday August 11.

8. Executive Director Search - transition plan--discussion

9. Lifetime Achievement Awards – future of committee.

Art is no longer on the Board, does this affect the make up of the committee? Perhaps it is time to rearrange the committee—send this to think tank. .

10. Wrap up, recap of committee changes and next step for established committees.

Meeting ends 12:43

#####

Folk Alliance Board Call Mon June 16, 2014 1pm, EDT

Present:

David Hirshland, President (exp 2015)
Michelle Conceison, Vice-President (exp 2016)
Joan Kornblith, Secretary (exp 2015)
Donald Davidoff, Treasurer (exp 2016)*
Mary Sue Twohy, At Large (exp 2017)

Renee Bodie
Doug Cox
Chris Frayer
Ralph Jaccodine
Michael Kornfeld
Tim McFadden
Dan Navarro mm
Lisa Schwartz
Anya Siglin
Matt Smith
Jean Spivey
Erika Wollam-Nichols --off call at 130

Louis Meyers
Aengus Finnan

David calls to order at 105pm
Welcomes incoming ED Aengus Finnan.
Approving minutes from last board mtg –Michelle had one question.
Answered. Minutes approved

1. ED report from Louis-
(Follows what is in book.)
P 18—we are showing a drop in CA members down from high after meeting. Everything else is stable. This drop was expected.
Folk Store: online sales will begin in July. Other music store downtown will be closing shortly—that will leave us as the only store available for the downtown concert promoters for strings, accessories, anything needed last minute (also for residents, etc).

Much of planning for 2015 conference is waiting for Aengus' arrival. He is still not onsite, but things will be dealt with online and phone.

We have settled 100% with hotel for this year. We were over at the Sheraton and under at the Westin. Hotel room rates for 2015 will be 125 Sheraton, 135 at Westin for 2015. We rejiggered room guarantees a bit, removed growth from year to year. 10% growth will be needed to avoid attrition this year.

Louis: Relationship with hotel is good, communication is good and positive

2. Financial report—Donald

Follows what is in the book. We are in good shape for the fiscal year ending FY 6/30.

Donald moves to accept proposed budget for FY 2015 (as outlined in Board book. Tim 2nd—motion passes unanimously

Tim thanks Donald & Louis for sending budget out early enough for questions. David agrees, Donald says Louis is the responsible for this happening.

Louis—this will be our highest year for net income in the history of the organization.

3. Transition committee report –Michelle.

Aengus delay in KC is due to visa paperwork issues. Louis & Aengus were already working together on calls before his start date and these will continue. MC commends Louis on all the work he's been doing as a resource.

Aengus--- happy to be onboard, looking forward to getting to KC and working with Louis in the office.

4. Governance Committee report—Donald –

Need to fix article 1 section 2 of bylaws, will physically add mission statement. Will send updated formal motion with detail on article 1 section 2 corrected. (Appendix A)

Donald moves to accept changes

Mike 2nd

Question from Michelle –on p 88-89 of board book, there is a numerical error needs to be corrected in section 5. Vote on changes -- all in favor.
Motion carries

5. Regions Committee— Renee

Still working on changes to regions. Does not know if all regions have voted on map changes. We need to decide what Board would like to see from regions going forward. Regions are relatively happy.

Michael comments—was at SERFA and spoke, shared greetings from FA staff and board.

6. Conference Committee—Anya

Conference committee has not met yet. Will after Aengus is on site

7. Nominating Committee—Joan

follows what is in the book

Dan—

Donald—time for Missouri board reps to be added. Joan will call Louis to set a call in motion.

8. Board development ---

Anya reports committee has a call next Friday. Joan has sent all things to Erika that she was working regarding Board Development. MC will speak with Liz Allen Fey regarding remainder of any time we have with her and is there a reason for her to work with us in August?

9. Advocacy. Mary Sue

MS is calling in and has iffy connection. She will send three updates to be added to minutes about subcommittees.

10. Other-

Mike--- Oct 16—call is first day of FARWEST. This conflicts with a scheduled board meeting. We should not have calls at the time our regions are meeting, if we can avoid it. David—good point, we'll take that up.

11. Ralph moves to adjourn, Dan and Renee second.

Meeting adjourned at 205.

Appendix A

I move that the following bylaw changes be approved by the Folk Alliance International Board of Directors and be submitted to the membership for approval in our Fall 2014 election cycle:

Article I, Section One: Change “the State(s) of Tennessee” to “one of the States in the United States of America as determined by the Board of Directors”

Rationale: 1. Folk Alliance has moved in the past, has recently moved to Missouri and may move again at some point in the future. State of incorporation is a business matter best left to the Board thus not requiring Bylaw changes. 2. Folk Alliance is organized as a United States company and not a Canadian company, so the reference to being organized “in Canada” is confusing. We serve Canadian members but are not established as a Canadian company.

Article I, Section Two: Change “foster and promote traditional, contemporary and multicultural folk music, dance and related performing arts in North America” to “to nurture, engage and empower the international folk music community —traditional and contemporary, amateur and professional — through education, advocacy and performance.”

Rationale: The Board of Directors approved an updated Mission Statement in February 2014 as part of its Strategic Planning responsibilities. This will codify it in our Bylaws.

Article I, Section Two, F “carrier don” should be “carried on”

Rationale: Correct a typographical error

Article II, Section One: Change “The principal place of business of the Corporation shall be located at 510 South Main St, 1st Floor, Memphis, TN 38103. In addition, the Corporation may maintain other offices either within or without the State of Tennessee as its business requires.” To “The Corporation shall maintain a principle place of business and may maintain other offices as directed by the Board of Directors.”

Rationale: Folk Alliance has maintained a variety of locations in the past and may change locations in the future. The choice of locations is a business matter best left to the Board thus not requiring Bylaw changes.

Article II, Section Two: delete this section.

Rationale: Redundant with the new Article Two Section One

Article III, Section Six: Add “The Board will establish a date and time during the conference for a General Membership meeting during which the reports required by Article VIII, Section Seven will be given. Departing Board members will end their service as of the end of this meeting, and new Board members will be seated upon the end of this meeting.” to the end of this section.

Rationale: Clarifies past confusion about the ambiguous definitions of the AGM and timing of Board member departure and accession.

Article III, Section Seven: Add a period after the Header “Notice of Annual Meetings of Members”

Rationale: Correct a typographical error

Article III, Section Nine: Change title to “Voting Rights,” add “all organizational, partners, and individual voting members in good standing shall have the right to vote in Folk Alliance International elections” after the title (moved from Section Ten) and delete “Except as provided herein, in all elections,”

Rationale: The new name more accurately reflects this section. The phrases moved and deleted make it easier to read and remove moot points as there are no exceptions to this section.

Article III, Section Ten: Change title to “Voting Method,” delete “Except as otherwise provided herein” and “Affiliates have no voting rights.” Add “subject to Article IV” after “Board of Directors”

Rationale: The new name more accurately reflects this section. The phrases deleted remove a moot/redundant point as there are no exceptions to this section and Section Nine already defines affiliate voting rights (or lack thereof). The phrase added ensures consistency with the minimum number of elections required by these Bylaws.

Article IV, Section Five: Multiple changes (see markup copy)

Rationale: provides more specificity on the nominating process; completes the election cycle a little more quickly to allow more time for a smooth transition to the new Board (also acknowledges that, with virtually all members voting by email, the election period need not be as long for mailing votes).

Article IV, Section Five: delete "All Directors are elected at large is redundant"

Rationale: This statement is redundant

Article IV, Section Seven: change "Board of Directors designates by resolution duly adopted" to "notice of meeting designates"

Rationale: As a matter of practice, meetings have been called by the notification process, not by Board resolution. Also, requiring Board resolution would defeat the purpose of the alternative notification processes.

Article V, Section Two: Change "annually" to "bi-annually"; add "or upon resignation or removal of an Officer" after "bi-annually" and change "one (1) year" to "two (2) years"; change "selected and qualified" to "elected."

Rationale: As a matter of practice, almost all officers have served more than one consecutive term. This change will allow the Executive Committee to form longer term plans and work together better by having a longer time horizon to consider. The change for when Officers serve is more specific about timing.

Article V, Section Nine: Change "majority vote" to "two-thirds (2/3) majority vote."

Rationale: Removing an officer is not a routine matter of business so the standard for removal should be higher than other typical actions

Article VI, Section Two: change "in office" to "present for a meeting for which there is quorum"

Rationale: Forming or changing the make-up of a committee is a routine Board task and should have the same standard as any other typical action

Article VI, Section Three: Change "form" to "from"

Rationale: Corrects a typographical error

Article VI, Section Four: adding "(serving ex officio)" after "Executive Director"

Rationale: specifies that the ED serves on ExComm but does not have a vote on ExComm

Article VII, Section One: Change "persona" to "persons"

Rationale: Corrects a typographical error

Article VIII, Section Two: Change "Except as otherwise provided by law, drafts, promissory notes, orders for the payment of money, check drafts against the main Folk Alliance checking account, and other evidences of indebtedness of this Corporation will be signed by two elected officers of the corporation. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by two of the duly elected officers of the Corporation. In addition, checks against defined limited operating accounts may be signed by the executive director, the president, or the treasurer of the Corporation."

To

"Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation that have been approved by the Board of Directors will be signed by the President; if the President is unavailable in a timely manner, then such instruments may be signed by the Vice President or

Secretary. The Board of Directors will establish signature policies for the Corporation's checking and other financial accounts."

Rationale: Changes the bylaws to be consistent with historical practice the past 5+ years. Current Board policy is that the ED may sign checks under \$3,000; those above require signatures from both the ED and the senior accounting individual.

Article VIII, Section Three: Change "Directorial" to "Executive" and add "Other Directorial Committees shall make periodic reports to Board as requested by either the either the President or the Board" after "meetings"

Rationale: Changes the bylaws to be consistent with historical practice the past 5+ years. The Executive Committee is the only Committee that can bind the Corporation, so minutes should (and are) kept. Other Committees are for discussion purposes only. They make reports to the Board which then chooses what, if any, actions to take.

Article VIII, Section Seven: Delete "written" before "Reports" in both the title and the text

Rationale: Changes the bylaws to be consistent with historical practice the past 5+ years

Article X, Sections One: Change "Section 48-58-601" to "the law" and change "Tennessee law set out in Section 48-58-301 of the Tennessee Code" to "the law"

Rationale: State of incorporation is a business matter best left to the Board thus not requiring Bylaw changes

Article X, Section Two: Change "Sections 48-58-502 through 48-58-506 of the Tennessee Code" to "the law"

Rationale: Consistent with earlier changes, bylaws should not reference a specific state and rather should reference whatever the then-current situation is

Article X, Section Three: Change "Section 48-58-507 of the Tennessee Code" to "the law"

Rationale: Consistent with earlier changes, bylaws should not reference a specific state and rather should reference whatever the then-current situation is

Article X, Section Four: Change "set out by Sections 48-58-301..." to "under the law..."

Rationale: Consistent with earlier changes, bylaws should not reference a specific state and rather should reference whatever the then-current situation is

Article XI: change "November 15 of this year" to "the time specified in Article IV, Section 5 of these Bylaws" and delete remainder of the paragraph

Rationale: Reduces chance of conflict within the Bylaws by referencing the schedule rather than stating explicit dates here.

Folk Alliance International Board Meeting (August 10 & 11, 2014)

Date: Sunday, August 10, 2014
Location: Kansas City
Venue: Irish Cultural Centre, Union Station

Present:

David Hirshland President
Michelle Conceison Vice-President
Joan Kornblith Secretary
Donald Davidoff Treasurer
Mary Sue Twohy Member at large - joined meeting at 10:45
Ralph Jaccodine
Mike Kornfeld
Matt Smith
Erika Wollam-Nichols
Tim McFadden
Anya Siglin joined meeting at 12:15
Dan Navarro joined meeting at 12:15

Aengus Finnan Executive Director
Liz Allen Fey Consultant - joined Sunday meeting at 12:05

Absent:

Renee Bodie, Doug Cox, Chris Frayer, Lisa Schwartz, Jean Spivey

Call to order: David Hirshland, 9:39am

1. Minutes

Motion: *to approve minutes of the June 16, 2014 full board meeting, and the minutes of the July 22, 2014 Executive Committee*
Moved by: Joan
Seconded by: Michael
Vote: Motion passed

2. Welcome and Agenda

David offered official welcome to Aengus
Outlined agenda and goals for the 2-day in-person facilitated meeting

3. Board Development Committee report (presented by Erika)

Initial findings from Board survey used to inform consultant (Liz) regarding structure and topics for this afternoons facilitated workshop.
Discussion followed about member skills and utilization, staffing of committees.

4. Governance report (presented by Donald)

Discussion of revising bylaws, governance policies, and best way use the talents of board members in leadership roles.

Folk Alliance International Board Meeting (August 10 & 11, 2014)

5. Long Range Planning report (presented by Michelle)

Strategic Plan process initiated with consultant (Liz) is to be completed today (for 2015-2018). Board will need to address timeline/work on the next plan for 2018 and beyond (depending on the outcome of current plan/workshop)

Discussion of need to conduct Research/Survey of members in the future

6. Governance Committee report (presented by Donald)

on revising bylaws, governance policies—follows board book. Discussion of presentation of bylaw changes to the membership in to prepare them to vote on the issue. Explanation of the issues will be offered on the website and feedback from membership will be welcome, prior to vote.

***Decision:** regarding format of motions to be put to the membership for vote:*
The clerical corrections will be offered in one section and voted on as a single block. The actual bylaw changes will be in a different section and voted on by subject (i.e. all election related changes in one section).

Action: Board President will send out a letter to membership, directing them to information section about the bylaw changes on website. Same link will be posted on listserv. Members can ask questions via listserv or private email. Questions on one subject will inform a FAQ (Frequently Asked Questions) form.

Meeting adjourned for lunch at 11:05

Meeting back in session at 12:05

7. Governance and Strategic Planning session

Consultant Liz Allen Fey (of Nashville based company: Strategy and Leadership) facilitated an interactive afternoon workshop related to Governance structure and practice, committee function and duties, issues and areas of focus, and goal setting for the completion of the organizations outstanding Strategic Plan (through to 2018) with final follow up to occur post meeting.

Meeting adjourned for the day at: 5:45

Day 2 – Monday, August 11, 2014

Attendance remained the same with the following exceptions:

Liz Allen Fey not present for Monday as workshop concluded Sunday.

Louis Meyers (Past ED), present for 1/2 hour Sunday morning to present report

Call to order: David Hirshland, 8:33am

1. Transition Committee report. (presented by Michelle)

Everything in the report from the last meeting is still valid—Committee has been giving Aengus logistical support, carrying work forward, and knowledge transfer.

Folk Alliance International Board Meeting (August 10 & 11, 2014)

Committee is making a list of people Aengus should make contact with during his first year in the job. Once completed, this list will be sent to the board for additions.

2. Past ED Report (presented by Louis)

Recap of 2014 and update on Special Projects.

Discussion of financials in LM report in board book.

Store Sales summary - Now the go to place for accessories downtown. We have invested in entry level and low pro level instruments, some inexpensive new, mostly vintage and used, primarily commissioned sales.

Secured neighborhood tourism grants for outreach and workshops (held every other Saturday). Streetcar construction will disrupt traffic on street outside the store/office for six months and will make parking difficult, so workshops will be moved starting in November until streetcar line in our neighborhood is complete.

Online instrument sales (used/vintage/new) via reverb.com - less expensive than EBAY. Auction site will be linked to FAI website.

Special projects—Music Fair is the umbrella title for everything going into the Sheraton. These events are based on the original plan from a few years ago and include film festival, art gallery, and public concerts. There will be no public events in the Westin after Wednesday, all fan events will be at the Sheraton. Westin events will launch on Wed this year, Sheraton on Thursday. We do have to work out a better way of shuttling people from one way to the other.

Due to space issues, the Exhibit Hall will be in Sheraton this year. There will be two distinct parts of the exhibit hall—one professional, one for the public. Exhibitors will choose which side they will be on. The public side will be open for longer hours. The professional side will be open for specific times during the conference

Louis exited meeting

3. Executive Director Report (presented by Aengus)

Transition was delayed due to the visa delay/US arrival of ED.

ED focus on setting the organization up for the future.

Job descriptions and contracts for all employees/contractors are needed.

Meeting with community leaders indicate great willingness to partner with FAI.

ED to follow up with list of new connections outside of KC once provided by Board.

Website and Newsletter refresh is underway.

Design overhaul/rebranding anticipated mid 2015.

Current computers are adequate for what we do currently (and current staff size).

Software upgrades required, and 2015 User Facing CSM database required

Separation of store and office space is anticipated.

Staff structure and job descriptions need revisiting

FAI online forms now fully functional (in addition to Sonicbids) for showcase entry.

Folk Alliance International Board Meeting (August 10 & 11, 2014)

4. Finance Committee Report (presented by Donald)

Report followed board book

Additional financial report from Aengus - looking at bigger picture regarding costs

Need to redevelop full staff compliment (salaried employees)

Contractor hired for National/international sales “regular” contacts.

Contractor hired for KC sales and part-time (Saturday) store work

5. Governance Committee (presented by Donald)

Motion: *that the Bylaw changes approved at the last meeting, subject to typographical or similar corrections, be presented to membership in a three tiered “omnibus” format for approval in the fall 2014 election.*

Moved by: Donald

Seconded by: Tim

Vote: Motion passed

Action: David — A Presidents Message to be sent to membership, followed by a letter about the proposed bylaw changes with links to information about the changes. Info will be posted on the FAI website and the listserv. Comments about changes can be sent to listserv or via email.

6. Executive Session (in camera)

Meeting entered executive session at: 10:40

Meeting exited executive session at: 11:11

7. Advocacy Committee Report (presented by Mary Sue)

Report followed board book

Topic for consideration, possible prioritization, and membership input:

- Hotel discount program
- Legislative issues
- Music Hearings white paper
- Visas, health issues

8. Nominating Committee Report (presented by Joan — follows board book)

Discussion slate structure for 2014 election, appointments, term limits, placing past board members on committees. Discussion of appointment vs. election.

Motion: *to appoint David Margulies for a 2-year term to the FAI Board of Directors, with the term beginning at the 2015 AGM.*

Moved by: Joan

Seconded by: Tim

Vote: Motion passed

Meeting adjourned for lunch at 12:15

Meeting back in session at 1:15

Folk Alliance International Board Meeting (August 10 & 11, 2014)

Discussion of need for and potential Kansas City, MO candidate.

9. Lifetime Achievement Awards – (presented by Aengus)

Aengus proposes to maintain Awards despite delays and lack of committee

Suggests a staff committee and process, engaging past committee members

Need to refine the nomination process and forms

No board member is yet assigned

10. Conference Committee Report (presented by Anya)

Report follows board book

Discussion of the role of the conference committee.

Committee will continue to listen to showcase entries & assist with panel selection.

Action: Aengus to send out a call for panel ideas mid-August 15.

11. Connections/fund development Committee Report

Report followed board book

Tom Phillion, CEO of Arts Greensboro (NC) has joined committee.

Dan has suggestion of contacts for committee.

Aengus discussed different options to raise money: grants, fundraising, angel donors

12. Regions Committee Report– (Chair absent from meeting)

No formal report.

Discussed new regions boundaries and the inclusion of Canada/Mexico.

Information from website to be presented in next newsletter.

13. Scotland- (update from Aengus)

Skype meetings held with lead and key contact Ronnie and Nod.

Aengus discussed FAI and regional formats, and explained that FAI will lend support and advice, but does not produce, co-produce or fund regional events.

Planning to hold meeting in Scotland in October on return from WOMEX

14. Future Conference locations (2019)

Motion: *to authorize the ED to examine options in Canada for 2019*

Moved by: Dan

Seconded by: Matt

Vote: Motion passed

15. Upcoming meetings

Discussion of 2014/15 meeting dates.

September 2015 face-to-face meeting, rather than August.

Location suggestion of Nashville, pre or post AMA Conference.

15. Motion to adjourn - Donald

Meeting adjourned at 2:50pm.

Present:

David Hirshland (President)

Mary Sue Twohy (At-Large)

Michelle Conceison (Vice President)

Joan Kornblith (Secretary)

Donald Davidoff (Treasurer) (joined at 1213p)

Aengus Finnan (Executive Director)

Called to order at 12:07pm EDT

Welcome to Aengus, joining the call from KC for the first time.

1. We welcome Aengus Finnan to Folk Alliance and Kansas City. The Board of Directors of Folk Alliance International (FAI) has unanimously voted to authorize Aengus Finnan, the newly appointed Executive Director, to sign on behalf of FAI any official documents. This includes, but is not limited to, signing checks and issuing payments.
2. August meeting agenda.
 1. **Sunday: 930 start**
 - A. Session A: 9:30-11 will be general meeting. (Mary Sue, Dan and Anya arrive around 1030am, but will not be able to get there until 1130 or so, but we will still be at quorum.)
 - B. 11-12 Brunch
 - C. Work Session 12-5 Liz Allen Fey –Board Development.
 2. **Monday- 8am start**
 - A. Transition/ED committee report
 - a. Financial report
 - b. Committee reports—(David will send emails to the committee chairs, asking for how much time they'll need for a report)
 - c. Open discussion

Question to Aengus: What would be helpful regarding conference discussion?

Reply: Ending with conference committee and then going into a discussion of the conference. Perhaps a survey prior, which will allow us to structure the discussion.

David: agenda will allow us time for some open discussion on Monday post-lunch.

Mary Sue: The idea of creating an advocacy committee that works on the visa issue. There's an idea to put forth a committee with a long-term goal, a US and a Canadian (and possibly European) chair. MC—we will discuss what the board's role in advocacy, and when is the time to hand off.

David—all the issues get dumped into advocacy. At some point it needs to be spread around. Mary Sue, in your report, please list what you're working on—maybe we need to spread some stuff around.

Adjourned 1:05pm