

# APPROVAL of MINUTES: FAI 5/29/15

Lisa Schwartz

Folk Alliance International Board of Directors meeting in Kansas City, MO  
Friday, May 29, 2015

**Present:** Michelle Conceison, President; Lisa Schwartz, Secretary; Donald Davidoff, Treasurer; Matt Smith, At Large; Renee Bodie, Jenni Finlay, David Hirshland, Ralph Jaccodine, Joan Kornblith, Michael Kornfeld, Tim McFadden, Jean Spivey, Ellen Stanley, Erika Wollam-Nichols

**Also Present:** Aengus Finnan, Executive Director; Bruce Thibideau, ACG

**Absent:** Mary Sue Twohy, Vice President; Doug Cox; Dan Navarro; Amy Reitnouer; Anya Siglin; Keli O'Neill Wenzel

Call to order by Michelle Conceison: 8:38 AM CST

**MEETING AGENDA, GROUND RULES, POINTS OF ORDER:** Michelle welcomed us, reviewed the agenda for the three days of meetings, stated that we will be observing Modern Rules of Order for conducting the meeting and announced that she will be utilizing a list to track those who wish to comment.

**TRANSITION, ROLES & RESPONSIBILITIES:** Erika introduced Bruce Thibodeau of ACG who facilitated a discussion around the survey and assessment results, the ED transition and needs; board/staff relationships; areas of focus; and positioning for growth. We discussed the concepts of a managing versus a governing board; giving advice versus management of staff; strategic planning versus business planning. Bruce will be sending the PowerPoint deck to us for our reference.

We discussed the need for SMART (Specific, Measurable, Attainable, Reviewable, Time-sensitive) goals and objectives for each committee by the August 12<sup>th</sup> Board call.

We determined the list of the Top 5 New Tasks for the Next 2 Years:

- Fundraising (donations of \$1,000+)
- Industry Engagement
- Strategic Planning
- Membership Development/Relationship Building
- International Visibility
- Other areas (other 51, conference location, KC collaborations, market research, panel development, board development/succession planning, store/camp/fair)

We discussed overall technological infrastructure needed to improve work, including our new forward facing contact management system that will be launched on 7/1.

For each committee, we need to set protocols, best practices and formats for meeting and reporting out. Determine where committees overlap with one another.

## COMMITTEE BREAKOUT SESSIONS READOUT AND GOALSETTING

### BOARD DEVELOPMENT (Erika)

Discussed roles of committee and chairs and how best for committees to work with Aengus; successes and missteps.

### NOMINATING COMMITTEE (Joan)

Discussed composition of committee (two directors plus three members of FAI) and the process of identifying candidates for the Board. Goal is to put together a slate that represents our focus on diversity of every kind.

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## **BRAND COMMITTEE (Lisa)**

Discussion of Planet Folk keruffle and what we learned.  
Brings to light the need for processes and the need for consistency.

## **SITE SELECTION COMMITTEE**

Focus on Canada in 2019. Reviewing different cities. Montreal and Ottawa already previewed by ED, Toronto, Calgary, and Vancouver to follow). Matrix to be prepared by Committee + ED prior to issuing RFP. We will need to make a selection by early 2016.

## **LONG RANGE PLANNING COMMITTEE (David)**

Disbanded. ExComm to handle the majority of tasks for this committee, with assistance from board members as required.

## **REGIONS COMMITTEE (Renee)**

Goal is to finish the long form agreement representing agreements made in the deal memo, to further define the relationship between the individual regions and FAI, and to increase international members. Discussed timeline for contract completion, 1-2 months max.

## **FINANCE & RESEARCH COMMITTEE (Donald)**

Focus on FY2015-16 Budget and current staffing changes effects budget draft  
Short term goal to approve budget as is and let Aengus decide how to allocate the funds.

The new GL is shorter and more concise. Each month the Board will receive aggregate level financials. The rolled out financials will go to the Finance Committee.  
The YTD budget will be fixed in the coming months.

## **ADVOCACY COMMITTEE (Ellen)**

We discussed the distribution and promotion of the white paper on copyright and the need to leverage Board connections to do so.

Copyright – further distribute paper, follow up with contacts encountered in development, update as needed (printed copies of document provided to every director for sharing), follow up FPPF

Health (with Ralph) – write a paper, gather interest from others, get list of resources to gather info for example, on insurance.

Travel – do another tip sheet on Canada and International travel

## **PROGRAMMING COMMITTEE (Tim)**

Discussed refining the Camp/Fair programming and the need to revamp the showcase submission protocol

Meeting adjourned at 3:31 PM CST

Folk Alliance International Board of Directors meeting, Day 2

Saturday, May 30, 2015

**Present:** Michelle Conceison, President; Lisa Schwartz, Secretary; Donald Davidoff, Treasurer; Matt Smith, At Large; Renee Bodie; Jenni Finlay; David Hirshland; Ralph Jaccodine; Joan Kornblith; Michael Kornfeld; Tim McFadden; Anya Siglin; Jean Spivey; Erika Wollam-Nichols

**Also Present:** Aengus Finnan, Executive Director

**Absent:** Mary Sue Twohy, Vice President; Doug Cox; Dan Navarro; Amy Reitnouer; Ellen Stanley; Keli O'Neill Wenzel

Meeting called to order by Michelle Conceison at 9:05AM CST

Michelle reviewed the day's agenda

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## EXECUTIVE DIRECTOR'S REPORT:

Aengus thanked us all and spoke about last evening's reception at the ballet and who was in attendance. We all enjoyed meeting the local arts and civic leaders.

Discussed ways to make local musicians prominent during next year's conference to continue to strengthen local connections. Introduced the need to prepare for the 30th anniversary of Folk Alliance in two years, so now is the time to nurture ideas and create relationships.

Kudos to Aengus for working so hard and generating a lot of local goodwill.

Aengus had a great conversation with Louis, who has decided to retire. He is celebratory and positive and feels it is the natural progression. Discussed the camp and fair.

We discussed present membership numbers and future goals and the most effective method of communicating with our membership.

We discussed the office and the store. A wall has been installed to allow for the expansion of staff and more functionality and has reduced the footprint of the store. While it isn't perfect, it is a vast improvement.

The systems have been updated the phones are now VOIP allowing for a more succinct messaging system and routing of messages to the right people (as staff expands).

Membership.com is our new contact management system. It will be public facing so the members can manage their own profile and information. Public launch is July 1st.

We discussed the legacy of the listserv. It has been the way members have always communicated; unfortunately, there are technical issues with bounce back messages, so it needs to be repaired.

We discussed the conference and camp and how the events met our mission and created an entirely new set of members and community consumers. The events allowed us to interact with KC in a dynamic way.

Perhaps we refine the fair to a one-day event and position the public fair on Sunday at the Westin that is already fully outfitted and prepared. It can become a destination for our locals and we can do Sunday-style programming. From an execution standpoint this change consolidates assets already in-house for the conference.

We discussed the conference and the layout in detail with lots of great ideas.

Aengus will be getting back to the members with the survey results and will let them know we heard them and we are addressing the issues.

We have changed the timeline for the 2016 conference. The launch date is the same, but the deadline is two months sooner for the official showcase submissions. This change will allow us to notify the artists sooner who will then be able to make travel arrangements or submit to funders in a more timely manner.

We discussed the organizational chart and staffing. Aengus' focus is to build capacity and create a foundation for growth, so he is looking to hire a Business Development Manager to build stronger relationships for the next 10 years. In the past, we have used subcontractors to sell sponsorships and vendors spaces.

We also discussed the possible need for a Communications Manager and also a Camp/Fair Coordinator, who could be a sub contractor.

We discussed our intern program. Aengus is going to align with formal university programs moving toward finding high-level interns.

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There was a lot of discussion around the new hire. We recognize that it is not the Board's job to approve the hire, only the position.

Michelle applauded the Board for the positive conversation around the Business Development Manager position.

We further discussed the need for a Communication Manager and in-house marketing efforts that spoke to a larger issue about how we communicate globally with the industry, with members, and with the world. We discussed the need for a strategic communications plan.

We need to look at our short-term versus long-term goals with reference to staffing. The Board is here to help and advise, but ultimately Aengus makes the decision.

## **PROGRAMMING COMMITTEE (Tim)**

This is a committee that falls in the gray area as Aengus has the final approval on all programming for the conference. We talked about changing the showcase submissions and having the shorter window in place for submissions and asking for more supporting material like a video.

We are also looking at staggering the showcase times to help the flow and increasing the change over time that will reduce the number of acts.

We discussed changes to the conference flow and the camp/fair, which will lead to a conversation with the hotel. We also need to increase the production values, lighting and sound - something that was mentioned many times in the survey.

We discussed ideas for more regional involvement in the conference with reference to brand-new artists.

We discussed the awards portion of the conference. We haven't done a good job with this program and we would like to improve the award experience, increase the type of award and how we present them. Perhaps we could create a Wednesday night gala awards program.

We adjourned at 12:00 noon CST for lunch.

Meeting resumed and called to order at 2:25 PM CST.

## **PROGRAMMING COMMITTEE continued (Tim)**

We reviewed what worked well at the conference. For example: the Artist in Residence, the Keynote Speakers, Peer Networking, and the Tradewinds program.

We discussed changing the AGM to invite more folks and have greater engagement. It was suggested that we open the mentorship sessions to include Board alumni. We discussed moving the conference to a different month and determined that this topic needs a Think Tank.

## **BRAND COMMITTEE (Lisa)**

David reminded us that we have an official logo and the trademark has been renewed.

We discussed roles with respect to branding – that Board holds/owns Brand and sets standards and Aengus and staff executes tactical. Aengus reviewed new image for 2016 Conference with us and gave us a narrative explanation.

We discussed the needed process for new branding materials, such as the conference sub-branding. Aengus will send the conference visuals to the Brand Committee far enough in advance for feedback. Then, the imagery will be sent to the Board. After Board review, it will be published. The Board will simply be checking to make there are no perceived conflicts.

We discussed the need for reviewing all existing materials for consistency.

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## **FINANCE & RESEARCH COMMITTEE (Donald)**

We discussed the new chart of accounts which is a much higher level of reporting; more of a summary to the Board.

We saw a slight increase in membership income and a dramatic increase in Conference income. The budget reflects the new hire. There is also placeholder money in the budget to use for special projects once a proposal has been submitted to the Board and approved.

There was a suggestion to increase the budget for Board Development from \$3,000 to \$5,000 and subsequent discussion.

**MOTION:** Donald moved "To approve the FY2016 Budget as presented with line 54300 raised to \$5,000. The Board also delegates authority to the Finance Committee to review the staff's parsing of the Budget into monthly budgetary numbers within the next 60 days". David second. No discussion. Motion passed unanimously.

Aengus commented that we celebrate that we just posted our first \$1M year.

## **REGIONS COMMITTEE (Renee)**

Thanks to the hard work of Donald and David, we have a draft Folk Alliance Affiliation Agreement. Once executed by the Regions, the agreement will be effective back to 2012 and forward 5 years from the date of signing.

Each Region will need to sign individually; therefore, the agreements will not have the same expiration date.

We discussed amending the agreement to include the financial 'pool' for special events, as well as adding that showcasing artists need to be members of FAI. Donald will make the edits and recirculate the agreement for review prior to motion Sunday morning.

Michelle thanked all of the committee chairs on their hard work and progress.

**MOTION:** Tim moved to adjourn, David seconded; no objection or discussion. Motion carried unanimously.

Meeting adjourned at 5:29 PM CST

Folk Alliance International Board of Directors meeting, Day 3  
Sunday, May 31, 2015

**Present:** Michelle Conceison, President; Lisa Schwartz, Secretary; Donald Davidoff, Treasurer; Matt Smith, At Large; Renee Bodie (leaves at 9:30 AM); Jenni Finlay; David Hirshland (leaves at 9:30 AM); Ralph Jaccodine; Joan Kornblith; Michael Kornfeld; Tim McFadden; Anya Siglin; Jean Spivey; Erika Wollam-Nichols

**Also Present:** Aengus Finnan, Executive Director

**Absent:** Mary Sue Twohy, Vice President; Doug Cox; Dan Navarro; Amy Reitnouer; Ellen Stanley; Keli O'Neill Wenzel

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Meeting called to order by Michelle Conceison at 8:34 AM CST

Michelle reviewed the Agenda for the morning.

**MINUTES:** Michelle moved to approve the minutes from 4/17/15 and ExComm 4/21/15. Sensing no objection, Motion carried unanimously.

## **REGIONS COMMITTEE continued (Renee)**

We discussed the amended Folk Alliance Regional Affiliation Agreement that Donald emailed to everyone.

**MOTION:** Matt moved "To accept Folk Alliance Regional Affiliation Agreement as presented to the Board on Sunday, May 31, 2015 and authorizes the Regions Committee chair to present to the Regions." Renee second. No objections. Motion passed with one abstention (M. Kornfeld).

## **EXECUTIVE DIRECTOR'S REPORT continued (Aengus)**

Aengus reminded us to submit for travel reimbursements and stressed that the auditors have pointed out that we cannot use the amount of the reimbursement as a donation unless we complete two separate transactions: submit travel receipts to collect reimbursement; write a check or use a credit card for the designated donation.

Aengus explained that he is refining the way we collect information at the conference and from our membership so that we can establish consistency in data year over year and provided many charts and graphs including attendee origins, pace of sales, sales by ticket type. There was also a breakdown of the attendees by role.

We had an increase in registrants for the conference this year and the overall percentage increase came from Canada and International delegates.

Aengus pointed out on the Attendee Origin Maps that we have the opportunity to expand our reach into Europe – a massive market with a robust folk scene of its own - and we will hopefully be seeing more delegates in the coming years.

## **PERSONNEL COMMITTEE (Michelle)**

Michelle is opening the Personnel Committee listserv for the purpose of discussing Aengus' performance review that will close when the review is completed. A survey has been developed to execute the review; the survey questions have been aligned with the Strategic Plan, Aengus' contract, and his job description. Timeline of next steps reviewed.

The survey will be circulated to the Board with a hard deadline for responses. Results will be synthesized into one document and then a written review will be given to Aengus.

There was a discussion about amending Aengus' employee contract to reflect the agreed upon timeline for reviews.

**Other Personnel Update:** Aengus and Jennifer have reviewed the Employee Handbook and sent recommended revisions to the Personnel Committee to review. Committee will circulate to Board for review prior to August board meeting.

## **NOMINATING COMMITTEE (Joan)**

There are three Directors whose terms are expiring this year (Conceison, Jaccodine, Schwartz) who need to let Joan know if they would like to run again.

David Hirshland has resigned as of the conclusion of the 2016 Conference.

Focusing on diversity (regional, geographic, occupational, ethnic) please submit candidate names that you have vetted for interest to Joan.

Timeline:

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July 1, 2015 will be the call to members for candidates  
October 15, 2015 the slate will be offered

There was a discussion as to how large the slate should be.

## **CONNECTIONS & FUNDING COMMITTEE (Jean)**

We need to look at our goals as outlined in our Strategic Plan. This committee has had fits and starts mostly because we are not a fundraising board and we need to determine the committee's role.

We must also develop a case statement, perhaps more than one, to speak to local, national, and international donors.

We discussed the benefits of donating to FAI and how we currently thank our donors. We also discussed establishing a formal donation campaign. We discussed the possibility of looking into corporate foundations for donations and matching gifts. We could add a question on our conference survey to attendees, members, and volunteers to identify potential resources.

Aengus suggested that the committee draft a plan around a three-year development focus and consider the possibility that we need outside expertise to develop best practices and industry standards and norms for tactically positioning FAI.

## **GOVERNANCE COMMITTEE (Donald, Lisa)**

We discussed the motion for election reform to cover tie votes in an election.

### **MOTION: Tim moved that...**

"The Board hereby approves the following Bylaws changes and refers them to a member vote for final adoption:

- Article IV, Section Four is changed to read 'Section Four. Size and Composition. The Board of Directors of this Corporation shall be comprised of no less than fifteen (15) and no more than twenty-one (21) members. All directors are elected at large, not representing any specific constituency. The voting membership shall elect up to fifteen (15) Directors as directed under Article IV, Section Five with the exception noted. The Directors may appoint up to six additional Directors to make the board more representative or diverse, or to meet other needs.'
- Article IV, Section Five, insert the following after the first sentence, 'In the event of tie votes, the top five vote-getters plus individuals tied for the final elected slot, shall be considered elected. In such case, the size of the board will be increased to more than 15 elected members at a time, and may rise above the 21 member limit, until the tied members' terms expire, at which time the board will revert to 15 elected members and up to 21 total members.'
- Article IV, Section Six, add the following to the end: 'Any member appointed to fill an elected Board members' unexpired term shall be considered an appointed member for purposes of Board counts of elected and appointed members.'

"The Board also adopts a policy that merely losing an election by a few votes should not be the primary grounds for appointing the lower place finisher."

Michael second. No discussion. Motion passed unanimously.

**MOTION: Donald moved that** "The Board hereby approves and adopts the confidentiality rules that were adopted by the predecessor Tennessee corporation. The Board further adopts all policies and resolutions that were duly adopted by the predecessor Tennessee corporation such that they remain in full force and effect until duly repealed or modified by a future Board resolution."

Michael second. No discussion. Motion carried unanimously.

## **SITE SELECTION COMMITTEE (Anya)**

Site selection is in progress for the 2019 Conference in Canada. Aengus has already visited two sites. The next step is to send the specifications to the Board and then send letters to the targeted hotels with our needs.

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We discussed the necessary timeline – we need to be in a contract position by the Fall of 2016. We will then need to begin site selection for 2020 when the Conference will be back in the U.S.

## **BOARD DEVELOPMENT COMMITTEE (Jenni)**

Jenni led us in an exercise that focused on each Board member disclosing a solution or discovery of a modality that really helps us in our personal or professional life.

Michelle thanked everyone for their amazing work. Ralph thanked Michelle for her great leadership.

Tim moved to adjourn. Joan second. No objection. Motion carried unanimously.

Meeting adjourned 12:12 PM CST