

**FAI Board Meeting
August 10, 2016
Approved Minutes**

In attendance:

Michelle Conceison	Tim McFadden (left 1:47PM ET)
MarySue Twohy	Dan Navarro
Lisa Schwartz	Amy Reitnouer
Donald Davidoff	Matt Sever
Renee Bodie	Alka Sharma
lou DeMarco	Matt Smith
Ralph Jaccodine (joined 1:03PM ET)	Jean Spivey
Joan Kornblith	Ellen Stanley
Mike Kornfeld	Keli O'Neill Wenzel
Deana McCloud	Erika Wollam-Nichols

Aengus Finnan, Executive Director

President's Announcements/Housekeeping

President Michelle Conceison called meeting to order 12:00 PM ET once a quorum was established. Michelle then reviewed the process to request being put on the list to contribute to the discussion and further reminded everyone that everything discussed is confidential.

A question arose about the date for the next Board meeting and the need to move it up from October 29 to prior to October 15 to align the timing with initiatives that need to be voted upon.

Action item: Michelle will send around a Doodle poll to reschedule the October Board meeting

Approval of Minutes

Motion: to approve the Board meeting minutes from April 28, 2016, April 29, 2016, June 13, 2016 (with edits) and ExCom meeting minutes from May 17, 2016 and June 21, 2016

Moved by: Keli O'Neill Wenzel

Seconded by: Michael Kornfeld

Result: Motion carried unanimously

Executive Director's Report

Operations

With 7 staff and 2 interns, most of the internal deadlines have been advanced resulting in needed materials being prepared well in advance of previous years. Most contracts and contactors have been renewed with a focus on refining all systems. The website has been refreshed to provide a new conference-specific sub-site; a similar build is underway for the camp and festival.

Office

The office has been renovated slightly to remove much of the wall that separated the store from the office allowing the entire staff to once again work in a common space. There is still needed renovation to provide a proper and sanitary kitchenette for meals, storage, and prep.

Membership

FAI membership continues to fluctuate around renewals related to applications for each regional conference, spiking in the late fall and early winter. Since July 1, 2015, FAI has been using a new online user-driven database system. At this time, we have lapped all of our membership renewals and no members remain outside of the new system. More of the group/organizational accounts have filled in their sub account information allowing more of their assigned representatives to take advantage of the membership benefits. We continue to lag in the area of large organization memberships in comparison to the number of festivals and large venues within our industry.

Conference/Hotel Registrations

We are ahead of pace in both Conference and Hotel registrations. Clear and consistent communication around this year's earlier deadlines have resulted in excellent response.

Official Showcases

We are ahead of pace from last year regarding the number of showcase submissions. All juries are now in place and the online-jury platforms are live and ready to commence reviews and scoring. The radius clause is not a clear part of the initial application and confirmation process that restricts Official Showcase artists from performing off-site during Showcase hours.

Private Showcase room applications are now open and being managed as presented last year with the additional Premium rooms also permitting modest

amplification. All Suites and Premium rooms are offered to last year's hosts with a 'right of first refusal' option before being open to new hosts.

Panels

The 2017 conference will feature approximately 30 panels, workshops, and community sessions held at 11am, 1pm, and 2:30pm each day on the ballroom level, with times synchronized with the extended Exhibit Hall hours. A three-track approach will continue with topics specific to the needs and interests of Industry, Presenters, and Artists, while others will be more general interest and/or specific to the theme.

Cindy Cogbill, as Program Coordinator, is contacting prospective panel participants based on suggestions by the programming committee, consultation with the ED, and comparison with trending issues at other events. A preliminary highlight of the panel topics and guests will be provided publicly by mid-September.

Mentorship

In addition to a continuation of FAI's Board Member one-to-one ("Ask Me Anything") meetings with delegates on the Thursday of the conference, a facilitated series of Mentor sessions will take place Friday bringing together experts and industry. Cindy Cogbill, as Program Coordinator, will confirm all participants based on recommendations from the Program Committee and ED, in addition to available registrants. Both sessions will be open to all delegates for advance and on-site sign-up.

2017 Artist in Residence (AIR)

At this time, we have confirmed the participation of both the Topeka Women's Correctional Facility and the Lansing Men's Correctional Facility for a choral project where an Arts in the Prisons non-profit already has an established in-reach program. We have also confirmed the participation of a KCPD officer/poet and a local Hispanic group (Making Movies) who have showcased at FAI in the past.

Exhibit Hall

The 2017 Exhibit Hall will remain in the Century A&B Ballrooms and will run from 11am until 3pm Thursday through Saturday. This is a later start and longer window based on feedback from 2016 exhibitors and attendees. Sales have already begun for this year.

Wisdom of the Elders

We have confirmed Barbara Dane, Ron Cohen, and Holly Near for our Wisdom of the Elders presentation.

Music Camp

Bookings have begun for a refined 2017 Camp, taking in suggestions from the survey and general feedback. The event will be scaled to deliver mission while operating closer to break even than in past years.

FAI is partnering with PrepKC, an education outreach non-profit to connect with area educators. Preliminary plans are to invite five honor students who are the top musicians from five underserved city schools, along with one teacher, for a pilot cohort. Simultaneously, artist delegates will be invited to consider providing camp outreach into area schools, deepening our reach and building more of a direct relationship with the students and educators in the area. One music class is already confirmed to attend for the entire camp.

The Camp will be held Friday to Sunday (rather than Wednesday to Saturday) to provide greater access for the public and students who work or are in school during the week, and for FAI delegates who may not be able to attend during the conference. Public tuition will remain the same, with a \$10/class fee introduced for conference delegates.

Greater focus is being made to connect with other national Camps as promotional partners, as well as area educators. Focused promotion of a 'family vacation' concept around the Camp, Showcases, and Festival, as well as the surrounding local amenities is designed to encourage greater family attendance.

Based on the refinement of the program, partnership with local educational resources, and a plan to scale the camp according to demand each year, we are confident that the camp will continue to grow in popularity, professionalism, and profile. The camp also provides a direct public impact appeal for funders, community groups, schools, and music education resource providers, which should enable further stability.

Given the above, and that the Meyers estate would like to donate to the camp a portion of proceeds from the auction of Louis' instruments, we plan to announce the naming of the camp as the Louis Jay Meyers Music Camp. A full marketing and public relations plan, including a logo, are in development.

The Kansas City Folk Festival

Promotion has begun for the 2017 Kansas City Folk Festival with all local summer and fall events presented as a promotion of the public festival activity rather than the conference to build the public event brand. The intent is to grow brand-recognition and public affinity for the Folk Festival concept such that it can stand alone as an outdoor summer event and continue in KC regardless of where the conference is held.

Confirmed artists include: Billy Bragg, Cecilé Doo-Kingué, David Wilcox, The Okee Dokee Brothers (Grammy Award Winners) and more.

Regions

FAI staff (in collaboration with the Regions Committee) continue to address issues with reference to bylaw adherence and continue to guide regional leadership.

Regional Retreat

The third annual Regional Leaders retreat is being planned for the Spring of 2017, tentatively in Maryland.

Regional Stage

As presented at the 2016 Kansas City Folk Festival, one stage will be reserved for hourly performances by an act selected by each region to publicly represent the region. This act cannot be an official showcase act.

Development (Grants, Donations & Fundraising)

During FY 2016/17, focus will be maintained on expanding and deepening FAI's donor base, building a donor case statement, enhancing current sponsor relations while securing new opportunities, forging new partnerships and barter, and exploring additional grant and foundation support.

The 2017 conference Sponsorship and Sales package can be found at:

www.folk.org/salesbrochure

Our first Platinum Sponsor for the year is GIG Salad. Sponsors to date can be found at: www.folk.org/2017sponsors

At this time, the staff have begun their annual donations to FAI FY 16/17 with a goal of 100% participation, and the added incentive of a matching amount by FAI's Executive Director. Board Members are invited to contribute with the ideal goal of 100% participation, no matter what the donation level is. Having 100%

participation by the Board and Staff is a positive message and position when approaching membership, the community, public, and funders for support. Donors to date can be found at www.folk.org/donors

We are moving forward with the Friends of Folk concept and level of donation. A local construction company owner who is a donor will be hosting a dinner on September 7 and will be inviting his colleagues and friends to introduce them to FAI and ask them to become donors as well.

Finance Committee Report

Pursuant to an earlier Board motion, Aengus has set up an account with Canadian funds (\$100,000). The bank documents require each director to provide their work and home phone numbers as well as their date of birth. Please provide the information when asked.

We had a positive year with net revenue.

The Fiscal Year 2016/17 budget has been changed to reflect the new overtime rules.

Motion:	To formally accept the revised budget for Fiscal Year 2016/17
Moved by:	Donald Davidoff
Seconded by:	Michael Kornfeld
Result:	Motion carries unanimously

Governance Committee Report

ExCom asked our committee to review the notes from the recent Regions Retreat with reference to the lawyer's comments about our Bylaws:

1. Do we need to add our Conflict of Interest and Confidentiality policies to our Bylaws?

At present, there is nothing sanctionable other than missing a specified number of meetings. We believe that adding these two policies to our bylaws would also necessitate creating a mechanism for due process. We believe this subject is worthy of a full Board discussion.

We also discussed FAI and Regional Board overlaps as a possible area of investigation and agreed to do some thinking and then re-convene to discuss.

2. Do we need to add term limits to our Bylaws?

GovCom has discussed this topic in the recent past and still believe that adding term limits would be a solution in search of a problem. FAI Board Directors have been self-regulating without issue for more than a decade.

3. Should we revise our indemnification policy to exclude staff and volunteers?

Donald would like to speak directly with Aengus and the attorney to better understand this suggestion. A Bylaw change requires the membership to vote; is this suggested change a benefit to FAI and the members?

4. Is the timeframe of 10 days to call a Special Meeting too long? What if there is an emergency situation that requires action?

Given that we have a geographically diverse Board, less than 10 days could prove to be a challenge in obtaining a quorum. If there is a true emergency, our Bylaws allow for a meeting to be called without extended notice providing there are no objections. Further, ExCom is empowered by the Bylaws to act on behalf of the Board in between Board meetings. Therefore, GovCom concludes that 10 days is a completely reasonable amount of time.

5. Should we change our membership expulsion process to be more consistent with votes needed for the expulsion of a Director?

To date, we have not had any issues. Expulsion of a member and removal of a Director are two completely different use cases. There is a documented process in the Bylaws for each situation. Therefore, GovCom sees no reason to make a change.

6. Should we add the Finance Committee to the Required Directorial Committees in the Bylaws?

There does not appear to be a problem; we have a Treasurer and the Board approves all of the committees on an annual basis. Therefore, GovCom believes that there is no reason to create work to amend the Bylaws to add this committee.

7. Should we be concerned about our 501 (c)3 umbrella program?

Action item: Lisa will schedule an appointment to speak with Jen about this issue and then GovCom will reconvene for a deeper discussion and recommendations to the Board.

8. GovCom will review the language in the Bylaws concerning Board appointments to determine if our intent has matched this language and vice versa.

GovCom has determined that our current language matches our intent to date and therefore there is no compelling reason to make any changes.

Nominating Committee

The committee received the last of its nomination suggestions from fellow board members and general membership on August 1.

It total, 11 self-nominating applications from the general membership. The committee focus is finding a mix and balance between genders, industry roles, regions, countries, and diversity.

Currently, we have:

4 current board members running for re-election (Matt, Amy, MarySue, Michael);

1 current board member up for re-appointment (Keli)

26 applications and suggestions for nominees in total

The final slate will be presented to the board by October 1. However, due to the timing of our next board call (October 27) and start of the US election (November 8) we will need to hold a special call during the first week of October to vote on the slate prior to it being announce to the general membership on October 15.

Two important points to consider:

Almost half the general membership applications came from non-members. Do we need a policy in place for this?

What are the other ways we can get potential future nominees involved with the board in different ways? Is there a way to get younger people more involved with the board to better prepare them and get them engaged with the experience?

Regions Committee

The FARM Bylaws have been revised and require full Board approval

Motion: To approve the revised bylaws for the FARM Region

Moved by: MarySue Twohy

Seconded by: Alka Sharma

Result: Motion carries unanimously

The Regions Committee will be meeting with regional leaders from time to time to discuss specific topics and continue the collegial relationship that has been fostered.

Advocacy Committee

Health

Ralph is working on putting together a draft of the living doc and should have a draft in the next couple weeks. One-sheet version should be done by September. Ralph and Ellen will meet with Aengus to discuss where to host interactive/info sharing component to determine best forum to use (Facebook, website, etc).

Travel

Aengus reported that that FAI sent letter to members about getting involved with ARTS Act in July and August. Will also include info about it in next e-newsletter. Has been getting positive response. Michelle also has been working on putting together resources about VISA/travel-related issues. There was some discussion about whether the committee should explore doing some kind of guide for artists traveling in/to North America. Michelle and Aengus said they would take the lead on putting together some kind of guide. They will be looking for Board and non-Board people to help.

Copyright

Michelle is gathering info on updates for the copyright paper. Since nothing is particularly urgent, she suggested that the committee work on copyright updates after it is done dealing with the PRO survey. Dan suggested (and we all agreed) that we should address the recent Department of Justice ruling regarding 100% license in our copyright revisions. Aengus updated the committee on a call he had with Renee about revisions for the survey.

Other Business

MarySue suggested we work with staff to promote the Advocacy Committee's work and the resources we have available via social media. Aengus said he'd talk with communications manager Erika about this.

Aengus left the meeting at 1:57PM ET as we entered into Executive Session.

We exited Executive Session at 2:00PM ET

There was no new business and sensing no objection, meeting was adjourned at 2:04 PM ET

Respectfully submitted,
Lisa Schwartz, Secretary