# WEFT Board of Directors Meeting January 9, 2017, 7:00 pm

# Open Session

# Lincoln Building, 44 E. Main St., Champaign Rm 421

	Board Members		Guests
Х	Vicki Niswander (VN), chair	Х	Gina Pagliuso (GP)
Х	Andrew Cardinal (AC), Vice chair	Х	Brian Dunn (BD)
х	Mark Niswander (MN), Secretary		
х	Sandra Ahten (SA), Treasurer		
Х	Barb Trumpinski-Roberts (BTR), at-large		
х	Denise Curia (DC)		
Х	Andie Eisemann (AE)		
	Robert Gattermeir (RG)		
Х	Todd Hunter (TH)		
Х	Jermaine Raymer (JR)		
Х	Lainey Emmons (LE) (Ex Officio)		

- 1. Call to Order VN @ 7:05
- 2. Introductions -- Completed
- 3. Public Comment BD says WEFT is a great place for community members to come together and participate in diverse activities. He's happy to be here.
- 4. Approve Agenda Revise agenda to move closed session to after Treasurer's report to try to accommodate SA's late arrival to meeting and DC's early exit. TH moves, BTR seconds. Acclamation.
- 5. Approve minutes from last meetings (open and closed sessions 11.28.16) Open session minutes: BTR moves, AC seconds. Acclamation (with 2 abstentions). Closed session minutes: AC moves, BTR seconds. Acclamation (with 2 abstentions).
- 6. Board Chair/Executive Committee Report
  - A. Welcome new board members VN provides an unapproved BOD member job description to new BOD members.

- B. Responsibilities of Board members VN provides a confidentiality and non-disclosure agreement to new BOD members.
- 7. Reports (All standing reports should be provided in written form at least 48 hours in advance of the meeting)
  - A. Committee Reports (PC, Music, Building, Engineering, PR, Finance, Digital Library, HR, Community Shares, Underwriting, Pledge Drive)
  - B. Staff Reports
  - C. Treasurer's Report Report unavailable. Tabled until next meeting.

TH moves to go into closed session, BTR seconds. Acclamation.

- 8. Old business
  - A. Action items from November 2016 Completed per LE.
  - B. Community Advisory Board follow through AC and AE have identified they have people interested in coming to meeting on January 29, 2017 at 4pm. AC and AE will host meeting.
- 9. New Business
  - A. Officer Elections Voting conducted by secret ballot.

Chair

AC nominates TH, TH declines. SA nominates JR. JR is elected 7-0-1.

Vice Chair

AC nominates TH. SA nominates AC, AC declines. TH is elected 7-0-1.

Secretary

TH nominates AC. AC nominates MN. MN declines. AC is elected 7-0-1.

Treasurer

TH nominates SA. SA is elected 7-0-1.

At-large representative

JR nominates BTR, BTR declines. SA nominated AE. AE is elected 7-0-1.

- B. PC election from the board VN says there is no record of when BTR was elected by the BOD to the PC. Resolution is for BTR to repost her desire to run for the PC in accordance with the BOD SOP and run for re-election at an upcoming BOD meeting.
- C. Committee Assignments VN expresses the need to chair and fill committees. BOD members volunteer as follows:

Financial Development Committee - VN

Finance Committee - JR

Nominations Committee - TH

Human Resources Committee - AE

Programming Committee -- BTR

- D. Spring Pledge Drive Dates To be determined at a later date.
- E. Member Election timeline 2 seats to fill. Timeline will need to be developed and executed by the Nominations Committee.
- F. Sexual Harassment policy -- Executive Committee will review. Meeting date/time to be determined.
- 10. Fundraising JR discusses the idea of WEFT membership cards that provide discounts at local

businesses. JR has a similar card from another non-profit in the area. WEFT may be able to piggy back on existing non-profit's program that would substantially reduce the cost to WEFT.

11. Adjournment – TH moves, AC seconds. Acclamation.

Action Items					
What	Who	When			

## Future items:

Bylaw compliance and possible revision Board job descriptions Board Training Building Use Contract Tracking of members

## **Board Member Job Description**

**Prairie Air Incorporated** 

Member of the Board of Directors

## **Mission**

WEFT-FM is a non-commercial radio station locally owned by Prairie Air, Incorporated, a not-for-profit organization. WEFT-FM strives to be an accessible, responsible, and responsive radio alternative, serving the diverse communities of radio listeners in East Central Illinois.

For more information, please WEFT's website at http://weft.org

## **Position**

The Board will support the work of WEFT and provide mission-based leadership and strategic governance. While day-to-day operations are led by WEFT's Station Manager, the Board-SM relationship is a partnership, and the appropriate involvement of the Board is both critical and expected. Specific Board Member responsibilities include:

## Leadership, governance and oversight

- Serving as a trusted advisor to the SM as s/he develops and implements WEFT's strategic plan
- Reviewing outcomes and metrics created by WEFT for evaluating its impact, and regularly
  measuring its performance and effectiveness using those metrics; reviewing agenda and
  supporting materials prior to board and committee meetings
- Approving WEFT's annual budget, audit reports, and material business decisions; being informed of, and meeting all, legal and fiduciary responsibilities
- Contributing to an annual performance evaluation of the SM
- Assisting the SM and board chair in identifying and recruiting other Board Members
- Partnering with the SM and other board members to ensure that board resolutions are carried out
- Serving on committees or task forces and taking on special assignments
- Representing WEFT to stakeholders; acting as an ambassador for the organization
- Ensuring WEFT's commitment to a diverse board and staff that reflects the communities WEFT serves

## **Fundraising**

WEFT Board Members will consider WEFT a philanthropic priority and make annual gifts that reflect that priority. So that WEFT can credibly solicit contributions from foundations, organizations, and individuals, WEFT expects to have 100 percent of Board Members make an annual contribution that is commensurate with their capacity.

## **Board terms/participation**

WEFT's Board Members will serve a two-year term and to be eligible for re-election. Board meetings will be held monthly and committee meetings will be held in coordination withfull board meetings.

## Qualifications

This is an extraordinary opportunity for an individual who is passionate about WEFT's mission and who has a track record of board leadership. Selected Board Members will have achieved leadership stature in business, government, philanthropy, or the nonprofit sector. His/her accomplishments will allow him/her to attract other well-qualified, high-performing Board Members.

Ideal candidates will have the following qualifications:

- Extensive professional experience with significant executive leadership accomplishments in business, government, philanthropy, or the nonprofit sector
- A commitment to and understanding of WEFT's beneficiaries, preferably based on experience
- Savvy diplomatic skills and a natural affinity for cultivating relationships and persuading, convening, facilitating, and building consensus among diverse individuals
- Personal qualities of integrity, credibility, and a passion for improving the lives of WEFT's community.

Service on WEFT's Board of Directors is without remuneration, except for administrative support, travel, and accommodation costs in relation to Board Members' duties.

#### WEFT 90.1 FM CONFIDENTIALITY AND NON-DISCLOSURE POLICY

WEFT Station policies and guidelines, as well as any applicable State and Federal laws, necessitate the adherence to and protection of the Corporation's confidential information, documentation, and records from disclosure. All information and associated documents and records deemed confidential are the property of Prairie Air, Inc.

The Members of the WEFT Board of Directors are placed in a position of trust, and as such, it is their responsibility to uphold the Station's need to maintain certain information as confidential.

Board-appointed personnel, Paid Staff, and Associates Executive Committee members, who share in this responsibility where authorized access to confidential information is concerned, are also placed in this position of trust and required to maintain organizational information deemed as confidential, and shall hereby be bound by this agreement.

The WEFT Board of Directors considers and treats any and all information including, but not limited to, that of personnel-related matters, performance reviews, membership or donor information, designated business negotiations and/or contractual matters, and legal matters, as sensitive and thus deemed as confidential.

Confidential information shall only be communicated with Board-approved personnel, through Station policies and procedures.

All authorized personnel with access to confidential information, shall return to the Board-appointed designee or Board Chair, any and all specific confidential information acquired in their position at the end of their assignment, or when a matter has been resolved, pursuant to all Board-approved procedures and policies. Any remaining confidential information obtained by authorized personnel during the duration of their position, shall be returned to the Board-appointed designee or Board Chair at the end of the individual's term.

Any unauthorized disclosure of confidential information brought to the attention of the Board of Directors or its designees, and documented or substantiated by other means, shall be grounds for disciplinary action, and/or termination of the position held, and may also include a prohibition of any future involvement or future position with the Station and Prairie Air, Inc., and its affiliates.

## **Committee Reports**

## **Digital Library** (Dave Witzany)

This is probably our report for both December and January; there likely won't be anything new to report until February. If there is, obviously I'll send you an update.

As you noted in a recent WEFT Essentials, we have a new computer in place for recording and streaming our broadcast. We'll work to name each recording after the show that's on; all open timeslots will just read as, for example, "Friday, 2-6 AM"

We have one other project underway. We have a new external hard drive that will take over as the Zara drive. As with replacing the two computers, we hope that this will be transparent to all airshifters--no one should even notice that it's happened.

Major thanks to Bob Paleczny and Bruce Zimmerman for their work on these and many other projects. They would not have been completed as quickly as they have been, if they were done at all, without Bruce and Bob's time and effort.

## **Programming Committee** (Gina Pagliuso)

WEFT PC Minutes 12/13/16 Submitted by barb trumpinski-roberts

Attending: Rich, Barb, Gina, Evelyn

Absent: Britta, Robert, William (discussed possible absence with Gina due to work schedule change); Guest: Vicki N

- I. Call to Order 7:20pm
- II. Introduction of committee members and guests
  Not needed
- III. Approve revised agenda. Request for additional items from the floor. Motion by Rich/ 2<sup>nd</sup> by Evelyn. Additional agenda items:
  - a) Holiday Music on WEFT PC Chair received an airshifter email questioning whether holiday music should be played on WEFT. All PC members in attendance agreed that each airshifter may make their own decision on whether or not to play holiday music. **Gina to follow-up with email to wefto**
  - b) Homelessness Marathon on WEFT Thursday Jan 19 7-11EST (no action taken)
  - c) Show Reviews New Shows added 9/27 need review by mid-January (no action taken)
  - d) Sprouts CU Progressive News
- IV. Approval/review of minutes from 11/22 PC meeting. Motion by Rich/ 2<sup>nd</sup> by Evelyn
- V. Vicki N. discusses airshifter training. The next airshifter training class will be in late January or early February. There is a possibility of combining the two sessions into one and combining FCC and Station training.

Current booth trainers are: Jeff M., Bob P., Bruce Z., Craig K., Indy G., Ethan, Tammy, Andrew, Rich & Mara (Britta wants to be a trainer)

The training plan is up to date and good. **Action Item**: Vicki to email or upload training documents to the computer in the Great Hall.

Lainey has put together an orientation packet for WEFT volunteers.

As part of its mission the training committee is supposed to be re-training but it is hard to manage this with the number of people on the committee. The training committee and the PC needs to work together to put training material on the web.

A suggestion: Can the PC and the training committee set up a schedule to review specific shows and then talk to airshifters if they are having problems? [This is an SOP requirement.] (The NFCB has reported that that some stations desperately need to retrain show hosts).

**Questions** re: Training

How does the PC know when an airshifter has been trained? There is a record in the airshifter training book.

When is an airshifter qualified to be able to propose a show? After he/she has been trained in the booth by an official trainer. If the trainer is not listed as an official trainer, the training doesn't count.

Airshifter training is planned for: January/February, April/May, September/October.

TASK: The PC and Training committee needs to schedule a meeting of trainers and committee members before the next training. There is a meeting scheduled for Jan 11 in the Great Hall.

VI a. Review PC Membership/Expiration of terms. Everyone's term is set except Barb T. (probably ends in 2017.) (As this is a board elected seat the board will discuss this at the next meeting) Officially, programming committee terms are two years (based on Associates' Meeting notes) and the PC officers has a one year term (per SOP).

Current listing of PC members with term expiration dates:

NAME	BOARD/ASSOCIATE ELECTED?	ELECTION DATE/END OF TERM	OFFICER?	ELECTION DATE/END OF TERM
Rich Bressler	Board	10/16 - 10/17	N	
Robert Gattermeir	Associate	12/15 - 12/17	N	
William Jones	Board	10/16 - 10/18	N	

Britta Langsjoen	Associate	03/15 - 03/17	N	
Gina Pagliuso	Associate	09/16 - 09/18	Y - Chair	09/27/16 - 09/27/17
Barb Trumpinski-Roberts	Board	??	Y - Secretary	09/27/16 - 09/27/17
Evelyn Underwood	Associate	06/16 - 06/18	Y - Vice Chair	09/27-16 - 09/27-17

**Task:** PC SOP needs update to reflect Member terms. This should be done in conjunction with any other updates required. Any changes will need PC, Associate and Board approval.

IVb. Review open Program slots and opportunities to fill slots

Open Slots:

Smile Politely (Friday 5:30PM)

The Midwatch (Weds. 6-8PM)

World Music (Monday 2-4pm, Wednesday 2-4pm)

Jazz (Monday 9-11:30, Tuesday 9-11:30)

Open genre (Saturday 4-5pm)

Others: See latest OPEN SHOW spreadsheet

## IVc. Discussion items:

Since Smile Politely is done the PC is looking for local public affairs current events. Last Friday Sprouts was played. Sprouts focuses on events for the community. It is released nationally and focuses on a different community each week. The PC is still looking for a show to fill this slot permanently.

CU Progressive News has been added to replace the Labor Hour slot on Saturday from 11am-12pm. (vote was 3 aye, 1 nay). Evelyn wants to continue to review CU Progressive News before it becomes an official program.

National Native News is doing okay again--Rich didn't have a problem

The Airshifter SOP will be voted on in March because nothing happened at the December Associates meeting.

WEFTp is still not working properly. (suggestion...change the main password)

- V. Set agenda for next meeting (January 10, 2017)
- VI. Motion to Adjourn 8:40 Motion by Evelyn/2<sup>nd</sup> Barb

## TASKS AND FOLLOWUP

The PC and Training committee will schedule a meeting before the next airshifter training session – Scheduled for Jan.11

Gina is working on a spreadsheet to allow PC tracking of members/associates i.e. Training for Spinitron/Day Sheets/Meter Readings/Drop Ins

Gina/Barb will review and update Day sheets. Barb will finish before the next PC meeting

The PC is still looking at options to replace DW news. A list of 17 possible options was handed out to PC Members for review.

- National Native News podcast issues are fixed
- Airshifter SOP (Associates Meeting feedback) Nothing happened at Associates Meeting. (The chair of the Associates Committee is supposed to get input from the committee chairs, station mgr and associates according to the Associates SOP)
- Access to weftp list serve (Lainey and Gina update) not working. Access
  to programming@weft.org has maybe been hacked. Change password. Gina is working
  on going through email to the PC.
- Gina contact with Urbana After School Program. Not yet. Girl Radio. (Rachel Storm) 45-60. Maybe WED between 6-8 or Friday 5:30-6
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- From Heartbreak to Hate update RFA/website update DONE

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#### WEFT 90.1FM Champaign

Conflict Resolution Process (CRP)

## **Invoking the Procedure**

Conflicts between parties can be brought to any member of the CRC. This includes parties not directly involved in the conflict.

The member determines if the following two prerequisites are fulfilled:

- 1. The complaint identifies an instance of hostile or harassing behavior.
- 2. The complainant confirms that they feel adversely affected by the behavior.

If the prerequisites are satisfied, then the member explains the Conflict Resolution Procedure outlined below and, if requested by the complainant, immediately begins the Procedure. If the prerequisites are not satisfied, the member should attempt to identify other options for resolving the complaint.

Timeliness: All duties of Conflict Resolution Committee members in this Procedure are to be completed as swiftly as possible, without any undue delay.

## Mediation

If mediation becomes necessary, the CRC member initially contacted documents the conflict as described to him or her. A Conflict Resolution Team (CRT) is formed, consisting of one member of the CRC to represent each party in the conflict, and one CRC member to act as Mediator. Each party to a conflict must have a representative.

The CRC member initially contacted chooses other CRC members to contact all other parties and write down each party's account of the conflict. Each other party chooses a separate representative. The mediator is chosen by agreement between the representatives and all parties.

Once a Mediator is chosen, no member of the Conflict Resolution Team may be replaced unless they resign, they are removed by the Board of Directors, or the change is agreed to by all Parties.

The mediation process should result in a clear understanding of the events underlying the conflict, a determination of what behavior, if any, must change after the CRP has concluded, and the consequences of violating the conclusions of the CRP.

## **Documentation**

The mediation process shall be documented in writing, signed and dated by all parties and CRT members. No other attendees shall be present at mediation meetings unless all members of all parties agree to their presence (and then only as long as this agreement persists).

All documents from the CRP are confidentially stored in a secured file cabinet at WEFT that is accessible to both current BOD members and the Station Manager to be used for BOD business. Any two authorized persons must be present in order to examine the files.

## Goals

Throughout the entire process, the goal of the CRT is to resolve the conflict to everyone's satisfaction - that is, if the CRT determines that a party's behavior must change, that party should be comfortable with the decision reached. All CRP proceedings are confidential, as is the existence of the conflict itself, with the exception of the BOD's public report (see further down in document). The CRT's job is to see that all parties are fairly represented at all CRP meetings, and that all parties to the CRP have a chance to contribute to the process. If all members of a CRT feel that one or more parties are willfully blocking the successful completion of the CRP, the matter can be referred to the Board. If agreement cannot be reached as judged by the mediator, the conflict is referred to the Board.

Once a CRP is concluded, all resolutions of that CRP are temporarily binding upon all parties. The mediator presents final documents to Board. The Board reserves the right to amend the final resolution to ensure that

it is also in the best interest of WEFT, in which case the amended documents become the binding agreement of that CRP.

#### **Resolution Enforcement**

Anyone may bring forward a claim of violation against a Mediated Agreement to the Chair of the Board of Directors. The Board of Directors then hears the complaint at its next regularly scheduled meeting (or at a special Board meeting before then at the Board's discretion). Once the complaint is heard, the Board of Directors must decide whether a violation has occurred by or at its subsequent regularly scheduled meeting. If the violation is confirmed, then the consequences outlined in the Mediated Agreement are immediately implemented by the Board of Directors.

## **Accountability**

So as to understand the general nature of any conflicts at WEFT, to ascertain the quality of the conflict resolution process, to determine the satisfaction of the parties to the results and to analyze any trends at WEFT, reports will be kept and shared. One report will be accessible to the general public and the other will be accessible only to the BOD.

## **Anonymous Survey**

All participants in the conflict resolution process will be asked to complete a satisfaction survey. This survey will be created in conjunction with the professional trainer and results will become part of the BOD's public report.

## **BOD** public report

The BOD will be given all information generated by the Conflict Resolution Committee. From this information, the BOD will issue a quarterly report at Associate's meetings and will email this report to WEFTa. The report will contain the following:

- A summary of each conflict from the past quarter. Names will be removed and only minor details given, such as the type of complaint (sexual harassment, verbal abuse, etc.)
- A summary of actions taken regarding the above complaints to include how many conflicts are open
  and being actively mediated, how many complaints have been determined to be unfounded, how
  many have been sent on to someone else at WEFT (a committee or the station manager, for
  example), how many have been resolved through mediation and how many went to the BOD for
  resolution.

## WEFT 90.1FM Champaign

Conflict Resolution Procedure

A Conflict Resolution Team (CRT) is assembled for each conflict brought to the Conflict Resolution Committee and consists of a Representative for each party, a Mediator and a Note Taker. All members of the CRT are chosen from among members of the Conflict Resolution Committee.

The conflict representative shall represent the best interests of the person he or she is representing. The role of a mediator is to attempt to get all parties involved to agree on what happened, to agree on a course of action, and to determine consequences if the course of action is violated. The mediator shall do her or his best to keep the best interests of WEFT in mind while mediating the conflict.

Because the WEFT BOD and Station Manager are charged with protecting the best interests of WEFT, BOD members and the Station Manager may be mediators but not conflict representatives.

Persons involved as a Party in a prior conflict for whom consequences have been defined or imposed in the last six months may not be the Mediator in a CRT. No member of the CRT may have a conflict of interest of any sort with members of the parties they are mediating for, unless the conflict of interest is fully revealed to and accepted by said parties. In addition to Representatives and a Mediator, the CRT will include a CRC member who shall act as a note taker at all of that CRT's meetings. The person chosen as a note taker must be agreed to by all parties and CRT members.

## **Training**

To be eligible to become a CRC member, interested parties are required to attend a training session taught by a professional trainer. The trainer will develop criteria for determining how one successfully passes the training course. Names of representatives and mediators who successfully pass the training course are forwarded to the BOD for approval.

## **WEFT Anti-Sexism Policy Statement**

approved 1/24/05 by the WEFT Board of Directors

Every member of the WEFT community has the right to an environment free of discrimination or harassment on the basis of sex, gender, and/or gender identity.

WEFT does not tolerate or condone sexism or negative gender stereotyping and is committed to achieving the prevention of such behaviors and practices and promoting an anti-sexist culture by:

- 1. ensuring that women are included in decision-making positions;
- 2. addressing policies and practices that, while not intentionally discriminatory for intimidating, have such an effect; and,
- 3. educating and informing all members of the WEFT community on issues associated with sex, gender, and/or gender identity.

WEFT prohibits discrimination and harassment, including conduct on the basis of sex, gender and/or gender identity that:

- 1. is abusive, demeaning or threatening -- including behavior such as name-calling; derogatory remarks, gestures and physical attacks; or display of derogatory or belittling pictures and graffiti;
- 2. biases administrative and appointment decisions, volunteer and workplace practices, promotion, appointment;
- 3. misuses power, authority or influence; and,
- 4. discriminates in the provision of goods and services, or access to premises, accommodation and other facilities.