

**LOUISVILLE PUBLIC MEDIA**  
**Board of Directors Meeting Minutes**  
**January 22, 2019, 3:30 p.m.**

Board Members Attending: Brenda Hart, Keith Runyon, Linda Ewald, Todd Lowe, John La Barbera, Abby Shue, Andrew Simon, Eric Carrig, Tyler Allen, Ann Coffey, Muhammad Babar, Nichelle Freer, Heather McHold

Board Members Absent: Peter Wayne, Susan Moss, Gail Becker, Wendy Sirchio, Gill Holland, Nima Kulkarni, Jose Donis

Staff Attending: Stephen George, Ellen Oost, Dennis Stovall, Daniel Gilliam

Guests: Mac Brown (CAB President)

Todd Lowe called the meeting to order at 3:32 p.m.

- I. Todd welcomed everyone and asked the Board for a review of the September and November meeting minutes. With no questions or requests for revision, a motion was made to approve the minutes, seconded, and all voted in favor of approval.
- II. Stephen George introduced Daniel Gilliam, Director of Radio, for the Staff Spotlight.
  - i. Daniel reviewed how listener data is collected and shared the latest Nielsen listener data (from the fall 2018 books).
  - ii. Public radio is now included in the local rankings with commercial stations, so Daniel shared LPM's strong position.
  - iii. Linda asked if the data provides information regarding the geography of our listeners, since diversifying them is an organizational goal. Daniel mentioned that this data is harder to determine, but the Board agreed that it is something that should be measured in order to gauge our progress towards that goal.
- III. Finance and Operations Report: Dennis Stovall
  1. In Susan's absence, Denny reviewed the latest financial statements:
    - i. Revenue:
      - a. The first installment of the CPB CSG grant should be coming soon.
      - b. Underwriting had a bigger than usual December due to Waterfront Wednesday sponsorships coming through.
      - c. December was the biggest month so far of the fiscal year for Membership, which is typical. Despite a good month, Membership and Major Gifts are slightly behind our aggressive projections for the year.
      - d. Interests and dividends are higher than in other months but typical of December.
    - ii. Expenses:
      - a. Salaries and benefits are under budget due to vacancies and rearranging some positions.
      - b. We are over budget on personnel costs (due to expenses for open job searches) and business expenses are higher than usual due to KyCIR legal fees.
      - c. Program purchases are tracking behind budget but will even out throughout the remainder of the fiscal year and should end close to budget.
      - d. Fixed assets are up due to camera equipment purchases for which we received grants to cover.
    - iii. Stephen added some additional color to the financial statements, explaining that depreciation and gains/losses have now been added to the financial statement the Board receives at each meeting. He also mentioned that, when you factor in pledged gifts and grants, our revenues look healthier. Underwriting is in good position and our new arrangement with our Waterfront Wednesday partners will better reflect shared costs and revenues for that event series. In terms of legal fees, we are still awaiting a decision on whether any of them will be reimbursed.
    - iv. At this time Todd requested a motion to approve the FY18 audit reviewed in the November meeting (for which we did not have a quorum). He reminded the Board that we had a clean

audit. Some adjustments were necessary due to a change in our accounting systems, but that the Finance Committee was satisfied. Brenda Hart made a motion to approve, which was seconded by Ann Coffey. All voted in favor of approving the FY18 audit, which will now be posted on the website reports and filings page.

IV. Development Committee: Ellen Oost (in Gail's absence)

- i. Ellen reviewed membership, grants and major gifts progress in addition to what was already discussed by Denny and Stephen in the financial report. The major gifts category is 60% towards the goal for the year when you add in pledges not yet received, but we still have work to do in order to stay on track towards our FY19 goals.
- ii. Ellen additionally provided an update from the Gift Acceptance Committee in Peter Wayne's absence: In November the gift committee reviewed and voted via email to accept a gift from University of Louisville Law School, a reproduction of a portrait by Robert Shetterly of Bill Moyers. The portrait was part of a presentation at the law school in October called "Americans Who Tell the Truth," underwritten by Christy Brown and Owsley Brown III. After the exhibit, U of L donated the portraits to various community groups, and LPM was chosen for the Bill Moyers painting, which will be hung on the 2nd floor near the lunch room. According to the committee policies, we have some room to add another board member to this ad hoc committee, and Peter has asked anyone interested in joining to send him an email. The committee meets as needed.

V. Community Engagement & Diversity Report: Tyler Allen

- i. Diversity, Equity and Inclusion (D,E&I) is a big part of the current strategic planning process, where raising our D,E&I awareness and formalizing our processes and training are a goal. The committee has met with an outside consultant (who has worked with the Community Foundation of Louisville and the Fund for the Arts) and has a three-year proposal for D,E&I work on the table. When adopted as part of the strategic plan, we will work to build a permanent infrastructure of D,E&I at LPM, making a long-term investment in this work and using it as a basis for other growth.
- ii. Eric asked about the deliverables for the consultant work and Stephen mentioned they would include developing measurements (surveys, etc) to show progress, creating infrastructure and space for ongoing conversation, hiring and retention processes, revising policies, and communicating our findings to the community. Nichelle emphasized her desire that the system will endure, noting that we have done a lot of D,E&I work over the past year. Stephen responded that he wants this work to become part of our culture through a long term commitment that encapsulates human resources, leadership, training, programming, and more.
- iii. Mac Brown, a guest attending the meeting, shared a Community Advisory Board update: The CAB is in the middle of news matrix project looking at Q4. Their goal is to look at programs and outreach, examining for D,E&I best practices, and that they will provide input once the strategic plan is approved. The Board thanked Mac and the entire CAB for their work as volunteers in service of LPM.

VI. Board Leadership and Governance Report: Andrew Simon

- i. Andrew brought up a potential formal policy regarding candidates for public office serving on LPM's Board. There is currently a Board member who has been elected to state legislature, and another running for lieutenant governor. In the past, when a Board member has been elected to public office they have resigned from the Board, but it is time to decide if we need a formal policy that requires them to.
- ii. The proposed policy would require Board members to take a hiatus or leave of absence when running for public office, and then, if elected, resign their position on the Board.
- iii. Stephen has floated this potential policy with other public radio station contacts and NPR said it sounded like strong best practice.
- iv. The Board was generally supportive of the policy in principle and expressed a desire to react to something more specific. Andrew will follow-up with Tom Williams for guidance. Questions included:
  - a. Would we need to amend the bylaws in order to add this policy?
  - b. Do we have/need policies related to donations to political candidates like we have for news staff?
  - c. Do we need to set a baseline for what constitutes public office? (The Board thought, rather than listing specific exceptions in the policy, we might define it as "anyone who files for office with the state election office.")

VII. President's Report: Stephen George

- i. Stephen mentioned that the strategic planning process is going very well and we plan to present it at the march Board meeting.
- ii. LPM hired new Education & Learning Reporter who will start in February. In addition to traditional education policy reporting, she will do more storytelling around how people are approaching education.
- iii. As a result of a partnership for the New Member December Drive, volunteers from our staff will be participating in a tree planting at Fern Creek High School this Thursday. TreesLouisville agreed to plant a tree for every 10 members who joined during the drive, and we'll be planting more than 50 trees as a result!
- iv. Stephen again thanked the Board for introducing him to community leaders in their networks. Many of these meetings have resulted in new donations and new corporate underwriting buys. He's had more than 40 meetings! He also reiterated that the impact site has been a great tool as a "leave behind." Todd told the Board to keep those introductions coming!

VIII. Other Business: Todd Lowe

- i. We'll be ready to share the strategic plan with you soon.
- ii. Ann asked about the Board nomination cycle, which is ongoing. We do have a few open positions at this time. Andrew, Todd, Eric, Stephen and Ellen have met to review a list of potential candidates, with a goal to expand the diversity of the Board, fill certain skill sets, and other criteria. Andrew will share the potential candidates and the criteria soon for Board input. If you have ideas, please send names to Andrew. Mac Brown volunteered to help by sharing what the CAB has done to bring more diversity to the Board, which has been extremely successful.
- iii. With no other business, the meeting was adjourned.

The meeting was adjourned at 4:35 p.m. The next meeting will be March 26th at 3:30 pm at LPM.