

TEXAS FOLK MUSIC FOUNDATION

Board Meeting Minutes

Annual Meeting

Quiet Valley Ranch, Kerrville Folk Festival, Kerrville, Texas

Saturday, May 30, 2009

Board Members Present: *Bill Stacy, Chuck Lesniak, Jon Charles, Thomas Chapmond, Steve Gillette, Adams Kirkpatrick, Michael D'Eath, Theresa Tod*

Board Members Absent: *Therese Spina, Julie Davis*

Others Present: *Bill McNeil, Vern Crawford, Lenore Langsdorf, Woody Woodward, Rick Rubottom, Bobby Tod, Peter Casey, Stuart Vexler, Tim Mason, Jay Jones, Jack Fields, Walter Lee, Robert Morris, Charlie Land, Jane Rey, Syd Franz, Lee Green*

Thomas Chapmond, Chair, called the meeting to order at approximately 1:00 p.m.

Financial Report: Peter Casey presented a financial report; the Foundation currently has \$36,000 in cash; assets reflect those purchased from KFF primarily. Tom Neff has committed a contribution of around \$40,000.

Approval of Minutes: Theresa Tod, Secretary, reported that the minutes of the April 26 meeting were emailed in advance. Michael moved to accept the minutes as submitted; motion seconded by Bill Stacy. Motion was approved unanimously.

Committee Reports

Resource Development Committee Report – Jon Charles

1. Summer Youth Camp: The camp is July 19-23; Jon reported that the line up of staff is stellar. Funding is coming in but a little slowly; donations of \$50 are being solicited. He expects around 80 kids. Chuck noted that there was some damage to the tents after kids camp last year; requested that installation and take-down be supervised by staff.
2. Friends Campaign: A sampler CD and T-shirts are being offered for a \$50 donation.
3. Silent Auction: A little over \$1300 was raised the first weekend. We collected on all items, by closing the auction on Saturday.
4. History project: Tim Mason and his wife Shannon, with Vern's help, have done quite a bit of work on the project, which started a couple of years ago they are still collecting oral histories. The booth for the project has been set up un-used booth space behind the other booths. It includes a large 12-foot map of the Ranch. There are slide shows and collections of stories; around eight are playing now. They continue looking for themes that would be useful for display or presentation purposes; also people who already have collections of photos, stories, objects. Shannon is fabricating a memorial tree; there will be frames for photo memorials for people who have died. The memorials can be fundraising opportunities; memorial donations can be tied to something physical on the ranch. A "Kuriosties" section will be a place for artifacts; there are several items, more are desired. They would like to invite the permaculture folks to create benches. He would also like to have a retail zone; it could include space for photographers to sell their photos.
5. The Kerrlander Calendar was introduced. Michael moved (Jon seconded) that the calendar be adopted as an official project of the Foundation. The motion passed unanimously.

Publicity Committee Report: No report was made due to the absence of the Committee Chair. Thomas commended Therese for her quality artistic work on our poster, T-shirt, and calendar cover.

Program Committee Report:

1. New Folk Camping: Chuck Lesniak, Chair, reported that camping materials are getting worn; he would like to approach REI about donating rental camp gear each year (or giving us a discounted rental fee.) Alternatives include getting a corporation to sponsor by donating funds for gear; or putting a “tip” jar at the Rouse campground asking for donations. He said that new folk artists have told him the hospitality KFF provides stands out as exceptional.
2. Community Outreach Project: The new folk artists perform at some local entities; this has gone over well also.
3. New Projects: Chuck said if someone has an idea for a new project, the process is to come talk to him or to Jon Charles; and if it has a mechanism attached to generate funding, it is much more likely to be approved.

Thomas mentioned the Foundation involvement in the Rice Festival, sponsored by Jeff Gavin. Jeff has expressed interest in the Foundation playing a more prominent role in their festival.

Walter Lee announced that their Ranch Board meetings will be open.

Membership Committee Report: Thomas reported that when the Foundation acquired the festival assets, it was agreed that a membership status would be created, and Foundation members would elect board members. The committee established for that purpose reached consensus fairly readily and has developed a proposal. Bill McNeil noted that it included a \$100 minimum initial membership fee; \$50 dues annually thereafter. (There could still be membership packages that offer higher priced member packages). The timeframe for membership would begin April 1st of each year. The fee structure could include a work/pay combination whereby the member would pay \$25 and complete work to equal the remainder. The Nominating Committee would meet early (February), and present their suggested slate of nominees; then members would have the option to make other nominations if desires, and have sufficient time to complete that process. Email would be the main form of communications with members. There would be no proxies; all votes would be in person, one member-one vote. The issue of honorary memberships was also discussed; the nominating committee could at their option award an honorary membership from time to time, for exceptional histories of service, and to celebrate people for lifetime achievements. Thomas said the general discussion is to have a membership plan in place by the end of October, so memberships can be in place by next spring. With memberships offered through 2010, the first election would be held in 2011. The Board will address the issue at the next meeting.

QVR Lease: Thomas announced that an executive session to discuss the status of the lease would be held after the meeting to discuss the status of the lease. He noted that Michael has served as lead negotiator for the Foundation; Jack Fields and Mark Griffith represented QVR. They have held a series of meetings. Michael said that the lines of communication have remained open, with honest discussion about the goals of each entity. Michael had the opportunity to review the recommendations from the Ranch, after the QVR Board announced at stakeholder meeting that they believed were very close to agreement on the major issues. All parties share the goal that it will be a 30 year arrangement; and that several safety mechanisms are important to protect each entity over potential changes that could occur within that period of time.

Lamb Creek Lease: TFMF is working to re-negotiate the lease of this property (parking area across the highway), previously leased to KFF. Michael said the interest rate appears to be higher than it may need to be, compared to current rates; he suggested that Charlie check with a bank contact to explore alternatives.

KFF Operating Committee Report: – Charlie Land

1. Finances: There is a one-to-two week delay on knowing gate receipts. Pre-festival receipts were down a little compared to last year. Some expense line items are down; they were able to avoid computer costs, due to donations; insurance costs were reduced. Beer distributor donations went up this year, due to the ability to donate to the Foundation. The financial status will be clearer in a couple of weeks, and will be reported to the Foundation Board.
2. Some of the projects have taken longer than planned. Doing something about toilets is the highest priority; something less primitive with less odor is the goal. Octa-johns can be emptied twice a week instead of daily; that cost-effective aspect was the main reason for building them.
3. Campers have joined forces to pay for bringing power to the meadow; the cost would be \$12,000 in materials, and funds have been committed for about three-quarters of the total. It was noted that some campers had expressed concern (including in the meeting held to gather camp input last weekend) about not wanting to see increased power (both noise and light). Safety concerns were expressed; along with concerns that there are already too many extension cords run in the meadow, and that long distance cords with too many splits poses a danger in rainstorms, especially with children roaming the area. The system is being overloaded currently. Charlie would like to have one or two people who are designated as point coordinators on that project, to continue communicating with camps, and to develop a process for decisions that reflects the will of the camps. Stuart says he has email addresses for people who have opinions.

Thomas expressed desire to offer support and assistance to Charlie. Charlie said he needs someone who has sufficient skills and can assume the job of a crew leader on specific projects as needed on the ranch. The person needs to be very motivated and have good skills at coordinating volunteers.

Michael suggested that if we need to pay for certain jobs (qualified volunteer labor is not available), we should go that route if that's the only way to get a project done.

Lee Green expressed interest in being appointed to the KFF Operating Committee. He would like to contribute his effort to make the work more efficient and organized; communicating about use of equipment or materials, for example.

Michael suggested having further discussion to figure out how we can support Charlie, possibly a tighter written policy that gives Charlie authority to rule when the situation merits it. Charlie is open to having a crew that works specifically on beautification. Adams talked about having a group that spends a month working on particular tasks.

Nominating Committee Report – Chuck Lesniak

Per bylaws, the committee was appointed with a majority of non-board members; it consisted of Cheryl Green, Lenore Langsdorf, Jack Fields, John Edelman, and Chuck Lesniak. There are four positions to be filled; Thomas Chapmond, Jon Charles, and Theresa Tod have all completed terms; and Julie Davis is vacating her position. Julie will continue supporting the board by generating donated food, etc. Jon, Thomas, and Theresa agreed to serve another term if elected. Adams Kirkpatrick was recommended by many; he has done a lot of work around the Ranch, and has been involved for some time. Chuck also noted that the continuity achieved by returning the three existing members would be valuable. The nominating committee moved to elect the slate of Adams, Thomas, Jon and Theresa. Thomas stepped down and Michael assumed the Chair role. Michael asked Adams to confirm that he was willing to serve; Adams indicated it would represent a continuation of his work, the next step, and he would be honored to serve.

Chuck noted that the Board also welcomes others who may be interested in playing a larger role to join with us; we chair committees of one, and need help; in addition, those who become involved could become future Board candidates.

Theresa, Jon and Thomas abstained from voting; the remaining vote was unanimous in approving the slate.

The Board thanked Julie for her service.

The three current board members are elected to new three-year terms; and they will be term-limited after that point. Adams will assume Julie's term; which has two years remaining.

Election of Officers:

Jon nominated Michael to serve as Chair; Chuck seconded, and there were no other nominations.

Michael was elected as Chair by unanimous vote (Michael abstaining).

Theresa nominated Chuck Lesniak to serve as Vice-Chair; Jon seconded, with no other nominations.

Chuck was elected as Vice-Chair by unanimous vote (Chuck abstaining).

Bill nominated Theresa Tod as Secretary; Michael seconded; there were no other nominations. Theresa was elected as Secretary by unanimous vote (Theresa abstaining).

In Steve's absence, it was agreed to address the Treasurer position at the next meeting.

Michael expressed gratitude to Thomas for his services as Chair, noting that his diplomacy and leadership skills kept us on track.

Michael indicated the firm Fish and Richardson has indicated it was willing to serve in attorney capacity for the Foundation.

A committee was formed consisting of Michael, Stuart, Thomas, Jon, and Bill; the committee will meet this Saturday at 4 p.m. at Jon's camp, about developing a fundraising plan. (Cheryl Green subsequently indicated her desire to participate on the committee as well).

It was also agreed that the Board would reserve 3:30 p.m. next Saturday (June 6) as a tentative meeting for further action on the lease, if needed. The meeting will be at Jon's camp.

New Business: None

Task List – Theresa T. reviewed the list of tasks not shown as completed.

New Business: There was none.

The public portion of the meeting was ended at 3:00 p.m.

Report back from closed session on the lease discussion: Michael provided an update on the status of lease discussion with the Ranch Board. His goal is to complete a lease by the end of the festival.

Michael moved to adjourn, Steve G. seconded the motion; it was unanimously approved.

-Submitted by Theresa Tod, Secretary