

**TEXAS FOLK MUSIC FOUNDATION**  
**Board Meeting Minutes**  
**September 6, 2009**  
**Quiet Valley Ranch (Wine & Music Festival)**

***Board Members Present:*** Bill Stacy, Chuck Lesniak, Thomas Chapmond, Therese Spina, Theresa Tod

***Board Members Absent:*** Michael D'Eath, Jon Charles, Adams Kirkpatrick, Steve Gillette

***Others Present:*** Marghi Allen, Jay Sea Campbell, Geoffrey "Skyman" Cope, Bill Bernard, Chris Yost, Lenore Langsdorf, Vern Crawford, Cheryl and Lee Green, Charlie Land, Stuart Vexler, Jaysea Campbell, Christ Yost

Chuck Lesniak, Vice-Chair, called the meeting to order at 11:05 a.m., noting that the Chair was traveling and not available for this meeting.

Minutes: Theresa, Tod, Secretary, reported that the Minutes of the August 25 (conference call) meeting were not finalized until now as she was finally able to fill some information gaps this weekend; the minutes will be circulated to the Board via email next week for review and comment, and submitted for approval at the next meeting.

Treasurer's Report: A treasurer's report is not available.

Audit Plan: The Board is planning to have an independent audit performed of TFMF (including KFF) financial records; an important step to attract some potential funders. Chuck reported that Chris Yost, who audits Whole Foods, has volunteered to help us prepare for an audit. Michael is taking the lead; he will work with Charlie on it. The plan is that we will complete an informal audit ourselves, to ensure that we are fully prepared for an independent audit.

Committee Reports: Jon Charles is absent due to the flu; Thomas attended the recent meeting of the fundraising committee and was able to report informally. Jon and Francie have developed a powerpoint outlining a proposed TFMF development plan. The plan includes member dues; also development of a Kerrmie's award – awarded at a major fundraising event, possibly by the fall of 2011. Another facet is estate planning; providing the opportunity for supporters to put KFF in their will. Life insurance policies and endowments are additional options. Tom Neff will continue contributing, but would like to see the Board and supporters do more to share the load.

Chuck reminded us that we are looking at a deficit for the current year; it will be very important to be able to raise some funds. Member dues will be part of that. A donor program is another important part; becoming a part of people's annual planned giving. An annual event would be an opportunity to bring in a performer; however, the financial risk involved with such events was acknowledged.

Summer Youth Camp: Dalis mentioned that the faculty this year was again great. Roy Wooten told her that kids who participated in the camp in which he served as faculty have called to order the special drum he uses. Chuck suggested that we do more to talk it up again next year; last

year we were very successful with doing that, in particular getting camps involved in raising some money. Cheryl suggested that the photo display was useful that year. Bill volunteered to create an electronic display; he will need the pictures. Dalis said there is also video footage. The camp can be an important showcase program.

Publicity: Therese Spina expressed concern that the last TFMF newsletter was never completed; it lacked only the kids camp article, and she had sent reminders but wasn't able to publish with that gap. She suggested that we would probably need to start over at this point, to get a newsletter completed in time for the spring festival.

Therese would like to have a plan approved in advance, for which items we intend to have at big fest. Past items have included a poster, T-shirt, and stickers (they're easy, inexpensive, & visible). This should be an agenda item at the next meeting. Chuck asked Therese to put together a tentative calendar/publicity plan for consideration at the next meeting.

Therese requested input on the website; she would like for it to be more inviting and appealing. The question of a separate website (linked) vs. a combined website (TFMF and KFF) was raised. Bill Stacy said that the web is probably our most important marketing tool. He feels that we don't have sufficient coordination on the site currently; those working on the site don't have sufficient input from decision-makers. Chuck suggested that there should be a central site (combining both TFMF and KFF) administered in one area; to the public there would still be the appearance of two sites, but they are functionally linked and centrally managed, for consistency.

Windstream currently hosts the KFF website. John does the postings, relying on Christie for some issues. Bill said Windstream now has updated posting platforms that are easier to administer. Chuck appointed a committee of Bill, Michael, Therese and John (Bill and Michael for technical aspects, Therese for design, John for KFF input) to work on the website. He suggested mid-winter as a goal for completing the work. The cost of hosting would be between \$250- \$500/month.

SWRFA: Chuck said he's been talking with Emily, who will take the lead in sponsoring our booth, working with Dalis on the room; similar to last year. Cheryl Green also offered her help. Therese will do a poster. We should have a line-up for the showcase soon; we'd leave some openings for last minute artists. Sept 23rd is the early bird event; the 24th is the open night by the pool; Friday and Saturday (Sept. 25-26) there are showcases, with a daily ticket cost of \$10 cost each day. It will be held at the Radisson Austin North, next to Highland Mall. Everyone was encouraged to come; swrfa.com is the website, and posts a schedule of events. Dalis was recognized for organizing this 10<sup>th</sup> annual event.

Membership Committee Report: Thomas reported that the committee has been working for around 5 months, with many meetings and extensive communications. He reviewed the main points of the Committee recommendations (as presented in the minutes of the August 25<sup>th</sup> meeting, and subsequently circulated to Board). Vern said he believed he could recruit 100 members. Someone noted that Bill McNeal had volunteered to handle maintaining the membership list. Bill Stacy suggested that while Bill M. could play an important role, the data needs to be managed as part of overall database management, and connected to managing the

money for dues. There needs to be a process in place for handling the money. All of our data needs to be managed within a single central database.

Thomas moved that the Board accept the committee's membership recommendations, with gratitude for all the work of the committee. (The motion from the committee does not require a second). There was general agreement that key issues - including allowing no proxies, the cost of minimum membership, and one member one vote - should all be in bylaws. Approval was unanimous by a vote of attending board members.

Thomas then moved (subsequently seconded by Bill) that the Chair be directed to work with counsel on drafting bylaws containing the following:

- Base minimum membership be set at \$100, with on-time renewal at \$75.
- Hardship memberships set at half the cost of a base membership.
- Implement in 2011; after discussion, Theresa offered as an amendment that we implement by 2010 if we have 100 members in time to do so (amendment accepted by Thomas and Bill).
- Any change on these items requires a vote of 2/3 of the membership.
- The following were also suggested as an amendment to the motion (and accepted by Thomas and Bill): No multiple memberships; one vote per member; no proxies.

The motion as amended passed unanimously. Chuck commended Thomas and committee for their efforts and for their handling of many diverse points of view.

Chuck noted concerning the hardship membership, that the price reduction can cut significantly into the ability of the Foundation to fundraise. He emphasized that at the reduced level of \$37.50, less than the cost of a carton of cigarettes, should not keep anyone from joining; and it's important that anyone who can really afford full membership should not be approved at a hardship level.

Marghi suggested having membership cards; this is something for the Publicity Committee to look at.

Chuck noted that Adams was unable to attend due to family illness; he has been working on facilities concerns, and will present at the next meeting. Stuart noted that he'd attended a facilities meeting held here at the ranch; they looked at a number of sore spots, including the problem area at the end of the parking lot, the storage shed, and the pile next to it. He and Charlie asked Rick to identify one or two end goals and a sequence of steps to get there. General consensus was that the general storage area, near staff parking area and showers, needs to be moved. A ¾ ton truck is also needed to move large items.

Another issue looked at was a potential site for permanent RV's on the ranch to dump their blue boys. This has been an ongoing issue. The most ideal place found was an area near the camp shower buildings, near the fence-line; a permanent porta-potty can be established there that would be emptied as needed. Rick Rubottom wondered if we may be legally required to have such a facility.

Chuck stated that we all need to continue focus on a concerted effort to clean up the grounds. Thomas emphasized that there needs to be a specific plan with some deadlines, who and how things will happen. Stuart suggested an attractive fence would help to segregate a recycling/trash area. Charlie said there needs to be a better method to recycle; we're handling things two and three times before things get off the ranch. Chuck asked Stuart if the Operating Committee could assume responsibility for developing the plan; January was suggested as a target deadline. (in conjunction with the staff retreat). Charlie noted that planning must go hand in hand with budget.

Chuck indicated that significant donations should be presented to the Board for review and approval prior to acceptance; large items that will be left on the Ranch fall in that category. The general response to donated old items should be no. Charlie feels those on the Ranch need to be able to use their judgment, since the Board isn't necessarily going to meet in a timely manner. Chuck said he and Michael would review and discuss the current policy to see if it needs to be changed.

Producer's Report: Dalis said she didn't have much to report. Ticket sales were about usual prior to the event; however the ultimate crowd size was lower than usual, presumably due to weather here and elsewhere.

Operating Committee Report: Charlie reported that the Ranch Board voted to support the electrical project, to pay the charges to Bandera, estimated between \$3000 to \$4000, plus a loan of an additional sum. Chuck suggested that time and resources for this project shouldn't set aside any projects that are higher priority. Charlie said the resources are mostly not the same, except for some tractor time needed. We have hot water and three working showers in the women's staff showers now; so some progress has been made there. Current intent is that they will be functional but not finished by spring; the main thing lacking is tile setting. Val Stinson is managing the (paperless) ticketing project, working with Tom Watson on the web portal and on-site ticketing capacity. The system will have the capability to hand off data, but will not directly address the data management plan. Charlie indicated a desire to start a budget in October; Thomas said we have typically not approved a final budget till June, so there should be time to do the needed planning before finalizing the budget. We can address capital improvement budget items at the retreat.

January or February were suggested as good times for a retreat. Meeting dates for next year were set as follows (contingent on checking with Board members not present):

- November 8 - 1:00 at Theresa's office in Austin
- January 16 – tentative (for Retreat), at Bill Stacy's place
- March 28 – possibly at QVR; schedule a Board work weekend
- Meeting during Spring Festival

Task List: Theresa said in the interest of time, she would circulate the Task List by email, and reminded everyone to please review the document when it is sent; let her know what HAS been completed, and make note of any unfinished tasks with your name on it.

New Business: Rick Rubottom offered to donate a half-ton pick-up truck. He requested that the title be transferred before he hands over the keys. He hasn't driven the truck in awhile; it should be checked out, but it was running fine when last driven some months ago. Charlie indicated Rick could handle the review. Thomas moved, Therese seconded, to accept the donation. Chuck said if it needs major work, we should revisit the transaction; if minor, no problem. The motion passed unanimously. Chuck will follow-up as needed.

Charlie reported that the communications building on the Ranch was established by a local radio club. They have approved a release of the property to the Foundation, which allows us to put it on our insurance policy. They requested a hold harmless clause. Bill moved, Thomas seconded, to accept the donation; it was approved unanimously.

Geoffrey Cope offered several ideas. He would like to take on a project to expand rain recovery, and said he has the necessary materials. We need four more tanks to be able to capture more water. He also suggested that a trailer on the property could be repurposed to become a recycling vehicle. He thinks the coyote fence idea is a good idea. Chuck suggested he work with Adams and the facilities committee on these ideas. He also suggested using the Ranch as a retreat for songwriters; they'd pay a fee to spend time here. He also feels this is a good venue for radio stations in town. He knows the dj's and willing to do what he can. Charlie said we have a process for people who want to use the facility. Geoffrey responded that since the staff have their hands full, there isn't always the staff capacity to handle it. Chuck also mentioned that some of his proposals would need to be routed through the Program Committee; he offered to work with Geoffrey to complete the necessary proposals, as appropriate.

Thomas moved, Therese seconded, to adjourn; the motion was approved unanimously.

*-Respectfully submitted by Theresa Tod, Secretary*