

# SAVE JAZZ.FM91

## TO ALL DONOR MEMBERS OF JAZZ.FM91

Enclosed is an outline of some recent events at JAZZ.FM91, the fallout from those events, and the purpose for the formation of **Save JAZZ.FM91**.

This is a summary of what you will find on the following three pages.

- In June and July this year, several negative articles were published describing serious allegations made by 13 then-current and former employees of the station, and the station's handling of the allegations.
- Donors and some advertisers were deeply troubled by the situation and reacted by stopping donations and reviewing advertising relationships with the station.
- Listeners also expressed dismay at programming changes, and the dismissal of several on-air hosts.
- **Save JAZZ.FM91** was formed by a group of donors who were concerned about the financial and artistic future of JAZZ.FM91.
- **Save JAZZ.FM91** believes the Board of Directors is not providing the governance and judgment needed in this situation and believes significant changes at the Board level are needed to win back the confidence of donors, listeners and advertisers.
- The Annual Meeting on August 31, 2018 exposed the frustration and anger of many Members.
- **Save JAZZ.FM91** wants to communicate with Members about its proposals, particularly in advance of the next Annual General Meeting. To do so effectively, we need email addresses and phone numbers of Members, to which we believe we are entitled by law.
- JAZZ.FM91 has refused to provide email addresses and phone numbers. An Application has been made to the Ontario Supreme Court to compel JAZZ.FM91 to provide them.
- The hearing of the Application has been set for December 14, 2018.
- Further information is available at [www.savejazzfm.com](http://www.savejazzfm.com).

# SAVE JAZZ.FM91

October 29, 2018

Dear fellow JAZZ.FM91 Member,

I am writing to you on behalf of **Save JAZZ.FM91**, a group of donors, listeners, musicians and volunteers who are concerned about the financial and artistic future of JAZZ.FM91.

Your address was provided to me, as required by law, after I requested a list of voting Members from the station. In making the request, I swore a statutory declaration that I would use the information only for purposes connected with JAZZ.FM91 Inc.

I also requested email addresses and telephone numbers – the primary means by which the station communicates with you – but they refused to provide those. We do not think that is correct in law under the governing legislation or fair to the rights of Members. I am seeking a Court order compelling them to provide those to me, again only for purposes connected with JAZZ.FM91 Inc. A Court date has now been set for December 14, 2018.

In the meantime, we must reach out to you the old-fashioned way!

## **Background**

In June this year, several newspaper articles were published that revealed serious allegations by then-current and former employees of inappropriate behaviour and mismanagement at the station. The allegations, the Board of Directors' handling of the situation, the dismissal soon after of several well-known on-air hosts and other key staff (claimed by management to be unrelated to the allegations), and the disclosure of financial strain only *after* the Spring fundraising campaign, together resulted in turmoil and uncertainty.

The most serious outcome was that an alarming number of donors and some advertisers began severing relationships with JAZZ.FM91, increasing the financial strain on the station.

The Annual Meeting held on August 31, 2018 attracted an unprecedented number of Members. The general mood of the meeting from the perspective of Members who attended ranged from genuine concern to frustration to anger. Throughout the meeting, Members asked questions and voiced concern about almost every aspect of the Board's and management's conduct and judgement and attempts to suppress and disenfranchise Members.

## **Save JAZZ.FM91**

The stated purpose of Save JAZZ.FM91 is "to bring about positive change at JAZZ.FM91 that will ensure the financial and artistic survival of the station as an independent member-supported station."

We believe, as Members, the way to do this is to make significant changes at the Board level, and to improve governance, transparency and disclosure. Many donors, advertisers and other stakeholders have lost confidence in the current Board, and without these significant changes, we foresee that JAZZ.FM91 faces formidable challenges.

## **What Does Save JAZZ.FM91 Want?**

A summary of our broad proposals for change and the names of the Executive Committee of Save JAZZ.FM91 are included with this letter.

For updated information, please see our website [savejazzfm.com](http://savejazzfm.com).

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# SAVE JAZZ.FM91

## What Will Happen?

We will continue to try to talk with the Board about the changes we propose. Unless some accommodation is reached with the current Board of Directors, we will propose that an alternative slate of directors be put forward for consideration at the next Members' meeting which must be held before the end of February 2019. Members will be able to vote at the meeting in person or by proxy. The only practical way to solicit proxies for support of our proposals will be by email and telephone, both of which without doubt will be used extensively by the incumbent Board to support its position as it was for the 2018 AGM. To deny this opportunity to us would be patently unfair.

This letter is being sent to all approximately 2,000 Members of record as at August 31, 2018. The out-of-pocket cost to do this is over \$3,000, which has been covered by Executive Committee members of Save JAZZ.FM91. This is a significant cost and for that reason, we expect this to be our only mailed communication. This is obviously unfair because it discourages Members like us from communicating with each other in an efficient manner – the very manner used extensively by the Board.

We would like to be able to communicate with you via email. We hope the Board will see their way clear to treat us fairly without a Court order to provide email addresses and telephone numbers. WE WOULD VERY MUCH APPRECIATE you providing us with your email address and telephone number. You can do so by sending an email to [savejazzfm@gmail.com](mailto:savejazzfm@gmail.com) and entering "Member Email Address and Telephone Number" in the Subject line. These email addresses and telephone numbers will be kept separately in a group and used only for communicating with you with respect to our proposals to JAZZ.FM91.

Thank you in anticipation for your support.

Sincerely,



Brian Hemming

E: [savejazzfm@gmail.com](mailto:savejazzfm@gmail.com)  
[www.savejazzfm.com](http://www.savejazzfm.com)

# SAVE JAZZ.FM91

## Executive / Advisory / Outreach Committee

Brian Hemming	Investor relations consultant with broad experience in strategic communications.
Joseph Manzoli	Former director of JAZZ.FM91. Creator of <i>An Evening with Tony Bennett</i> . Successful business owner and passionate philanthropist.
Sharon Baker	Volunteer. A veteran of many international Jazz Safaris. Former marketing research professional.
Sam Broverman	Professor of Actuarial Mathematics, University of Toronto. Musician.
Ellen Cole	13 years as Executive Director of the Miles Nadal Jewish Community Centre; previously leadership positions at TVO, Harbourfront Centre, the Stratford Festival and Britain's Royal Shakespeare Company.
Bill Hewitt	Owner of high quality print studio for photographers and other media artists. Veteran of many Jazz Safaris.
Joyce Mason	Writer, editor. Several decades of creative and managerial experience in the cultural, corporate and non-profit sectors.
Davis Mitchell	Executive Director and Chair of Mitchell Family Foundation, sponsor and supporter of faith-based organizations seeking to bring their message of hope into contemporary Canadian society.
Pam Slaughter	20-year volunteer at JAZZ.FM91. Former Chief Privacy Officer at a research institute; Senior Consultant in health policy, ethics, privacy and regulation.
Peter Suchanek	Experienced mediator, investigator and strategic planning specialist. Long-time supporter of JAZZ.FM91 and participant in many international and local Jazz Safaris.

## Summary of Key Proposals

- **Change the current Board of Directors.** Save JAZZ.FM91 is assembling a slate of nominees to replace the current Board. More than half the number required have agreed to put their names forward. They represent a broad range of skills that are needed to effect the changes required at JAZZ.FM91.
- **Compelling reasons for change.** The perception among many key stakeholders is that the Board has contributed to the current situation and that the Board has a demonstrated record of poor governance, and together has led to a lack of confidence in the current Board, and reduced donations and advertising revenue.
- **Financial health.** To be restored to financial health, we believe requires the return and growth of donors, major donors and advertisers.
- **Governance, transparency, accountability.** Clear mandates for the Board and Board committees will be developed and written and posted to the JAZZ.FM91 website. An orientation and continuing education programs for directors will be implemented.
- **Senior management changes.** The search for a new CEO may well have been hampered by the uncertainty at the station. New leadership, and restoration of the depleted management team, with enhanced Board oversight will be a priority.
- **Programming.** To address what appears to be wide dissatisfaction with recent programming changes, exacerbated by the dismissal of several on-air hosts, an immediate review of programming will be undertaken, in consultation with external advisors.
- **Advisory committees.** A new Board will establish a series of advisory committees comprised of Board members and relevant outside experts to advise on key aspects of the station's operations, including governance, financial, programming, human resources, fundraising/marketing, community outreach and stakeholder communications.