

MINUTES
REDWOOD COMMUNITY RADIO
BOARD OF DIRECTORS MEETING
September 26th 2006, 1:00 pm
Humboldt House Inn, Garberville, CA

I. CALL TO ORDER AND OPENING COMMENTS

Marc calls the meeting to order at 1:12 pm and reads the meeting rules.

II. ROLL CALL

Board Members: Marc Patterson, President; L. Sydney King, Vice-President; Juna Berry Madrone, Treasurer; Traci ‘Bear’ Thiele, Secretary; Berk Snow; Marcia Bauer; Harold Day; Felix Omai. Bettye Etter.

Ex Officio Member: Michael Jacinto.

III. APPROVAL OF MINUTES for June 27th 2006 and August 22nd 2006.

This item is tabled till next meeting.

IV. ADOPTION OF AGENDA

There are two requested changes to the agenda, addition of events coordinator report and deletion of item D under Consent Calendar. Berk moves to adopt the agenda. Felix seconds that motion. The Board votes unanimously to adopt agenda.

V. MANAGEMENT REPORTS

A. Interim Station Manager

Michael gives an oral report. Michael says he has received the bill for our annual Pacifica fee of \$5500 that is due by October 1st. Michael says it was \$4500 last year. Harold asks why it has gone up so high. Michael says they have added services like Audioport, streaming Internet access, certification of affiliates and programs, online hard copy resources, and technical support. Berk asks what services besides Democracy Now we use from Pacifica. Michael says that we use the Audioport service, PRSS for recorded programs, uncut raw material, national feeds. Michael thinks it has a lot of value for us. Sounds expensive but if you need them they are there for you. Michael will check to see if there are other services that we can use like Internet streaming. Michael says he needs a letter from the Board to Umpqua Bank dropping Dave Myers from the account and adding Juna. Marcia will write the letter. Michael tells the Board that the KMUD astrologers recommend that the Pledge Drive start earlier than planned, like at the Halloween Boogie while the moon is still waxing. He says it could go two extra days as well. Michael talks about the CPB grants check expected and timing of the Silent Drive letter. Michael introduces and speaks in favor of a proposal from Jay for services during the fund drive. Michael talks about changes in Jay’s proposal that he would like to see. Michael talks about the work of BR and Mickey and others to prepare for the fund drive. Michael says he has things to talk about in closed session. Michael says we got a thank you letter and a wall plaque from ASJE for the copy machine we donated to them. Michael reads from Mickey’s report regarding efforts to increase volunteer participation. Michael talks about the re-

energizing of the Music Department and the coming work party to get it organized. He encourages Board members to get involved there.

B. Event Coordinator Report

BR is late and will report later in the meeting.

Programming report

Michael reminds the Board that they will have a talk show this month. He says we are doing a special 2 hour live remote from the Warfinger Building featuring the Balloon Tract issue. Many people are really happy about that. He says we could not pull together a live from the Hoedown. It was just too much. Earthdance went very well with two crews one at the event and one at the station. Felix asks if it is possible to get a 7-second delay on live broadcasts like Earthdance. Michael says it is but it would take someone sitting totally focused at all times. He says that we try hard but things do slip through. Michael says for \$12,000 we could set up a 7-12 second delay.

VI. OPEN TIME @ 1:30 PM

Jay Schille requests an agenda item to discuss the issue of his candidacy for the General Manager position. He says that since he has thrown his hat in the ring he has found that some Board members have strong reservation about his candidacy. He wants to appear before the Board and put everything on the table and discuss our reservations. Marc says that it is not a good idea to let every candidate that was not hired come to the Board to discuss why not. Jays says that he would like to address our reservation openly. Jays says he would like another chance for the Board to evaluate his candidacy. Marcia talks about the ongoing Hiring Committee process and the four strong candidates still being considered. She says they are working hard to be expedient in making this decision and filling the position. Berk speaks in favor of Jays request and asks the Board to hear him out. Traci requests that the process continue with no special treatment and that all resume information and committee discussion for all candidates remain confidential. Jay insists on an agenda item at the next meeting. Traci suggests that Jay attend the Executive Committee to discuss the agenda for next meeting.

Stephan Lewis talks about a show he had scheduled regarding the Heartlands Project he is working on. He said his show was cancelled because of protests by Bear River Casino to his presentation of tribal issues and to his partner a tribal member now living in Reno. Michael called him and told him to peddle his papers somewhere else. He says that is the reason we do not know already know about the big news today, the Bear River Casino and Paul Gallegos scandal. He says KMUD stifles the news and asks Michael if he has taken a bribe from Bear River. Michael says "Sure, that's how I paid for this haircut - of course not!" Marc asks Stephan to please not attack anybody. Stephan has extensive rant. He asks for his show back. Marc says no. Stephan says we will be hearing from him again and slams the door.

Katz says that is a hard act to follow. She gives kudos to KMUD for their Earthdance coverage over the radio and says it was awesome to be able to hear this from home. She says she wants to see us doing Reggae on the River. She say she that Mateel made plans

with KMUD to broadcast the Hoedown two years in a row and both years it fell through for one problem or another. It could have really helped us. Katz says that kind of live broadcast is really important to our listening audience. Michael says that had he not been overwhelmed with the Interim Station Manager duties he would have taken it on himself.

VII. COMMITTEE REPORTS

A. Finance

Juna reports that we will be receiving the \$49,000 grant but it will be late due to late filing. She says that the finances are very tight and we will need a successful fall fundraising drive and our underwriting income to remain flush. She recommends caution on spending or exceeding hours with contractors. She has no final figures for recent events. She says the initial budget draft shows a \$65,000 shortfall but much of this is due to depreciation that will not be included in the next draft. This still shows a shortfall of \$36,000 and we will be working to reconcile that and asks for ideas from the board to help cut expenses. She says we have received a proposal from Frank Gloeggler for a contract to do our audit for the next three years for a fee not to exceed \$7,000 annually. He hopes that we will respond soon. She says the P&L shows that we are putting out a lot of money to do events and taking a loss. The amount taken in falls far short of the budget projections. She recommends that we evaluate our annual benefits schedule and choose only those making a good profit in the future. Juna says that her research reveals that we seem to be paying a higher variable mortgage rate than the fixed rate we originally negotiated. Juna says that she and Jay want to go to the bank and talk with them to get this straitened out. She says that the Bookkeepers will be switching the books over to Quickbooks at the start of the new financial year Jan 1st 2007. This change will allow for much better financial management. [Applause] Group discusses mortgage issue and budget issue. Jay offers to work on getting the RLAIIF grant going. Berk announces that Jay has recently been designated Head of Grantee officially for KMUD.

B. Development

Sydney reports on her attendance of meetings for Community Building Initiative and their fundraising efforts. She thinks that KMUD will benefit from participation in this effort. She says that 30 local nonprofits are participating.

C. Policy

Juna reports that good progress is being made on the KMUD Policy Manual. We will work on loose ends in October and November is slated for a final edit. The October edit will include justifying new policy with old and to clarify language. The final edit will include formatting grammar and usage. The goal is to complete the KMUD Policy Manual in 2006. Juna talks about committee members working with Michael on updating and clarifying the Programmers Agreement. Juna talks about items on the consent calendar. Juna says that the Pol Comm is working on a new system to capture policy when it is made and encourage production of an updated policy manual on a timely basis. Juna talks about future policy issues being considered to insure compliance with state laws include a COI policy and a code of ethics that can be signed, insurance and liability issues in agreements, sexual harassment policy requirement and confidentiality of applicants who apply for positions and other stuff too.

D. Building & Memorial

Felix talks about helping Traci with a mock-up design for the KMUD addition on the Sims2 program hoping that this would start people working on the visual aspects of an addition. [Applause] Felix talks about Dennis Huber contacting an architect to render our CAD drawing needed to start the permitting process. Harold mentions Felix's efforts to complete the wall in the front office. Harold says he was going to finish the drywall on the inside of the office wall but the drywall was stolen from in front of the building during the two hours he was doing his show. [Loud gasps and exclamations] Everyone on the premises was questioned but nothing was found out. Harold says it would have taken two people to load it in a truck. Harold says it was out of his pocket and he will finish the project when he can get more drywall. There is discussion about renting an office trailer to solve workspace issues. Jama asks about the expansion project timeline. Harold responds that they will be trying to get feedback from consultants and an idea of a timeline soon.

E. Hiring

Marcia says that the committee has been working very hard and is very familiar with the time crunch aspect of finding a new manager. She says Felix has joined the groups and thanks Felix for that. She gives an outline of the process that has been undertaken to this point. She talks about the next steps including interviews and face-to-face meetings with the remaining candidates.

G. Website Redesign

Traci reports on two meetings of the Website Redesign Committee. The first meeting committee members examined the first draft contract proposal and developed a set of questions. One week later we held another meeting where we presented the questions to Brad the web designer. Traci says that there was extensive discussion of each concern and the meeting resulted in a list of amendments to be incorporated into the contract proposal. She says she has received the second draft of the contract and has distributed that to the committee and board by e-mail. Board discusses a few details. Traci says there will be a committee meeting next week to examine the second draft contract proposal.

VIII. OTHER REPORTS

A. Community Advisory Committee (CAC) North

No report.

B. CAC Central

No report.

C. Programmers' Representatives

Harold reports that he will be scheduling a meeting to talk about fundraising and critique of shows that some people have been asking for over the last year.

D. Correspondence Secretary

No report.

E. Technical

No report. There is discussion between Berk and Michael regarding technical problems Berk is having with equipment in the studio. Michael asks Berk to come in to train with him on the equipment. Juna asks for explanation of huge transmitter rent increases. The group discusses several reasons including upgrades, improved tower positions and power increases.

Break for Cake.

Marc calls for a 15-minute break. (German Chocolate from scratch by Jama. Yum!)

IX. UNFINISHED BUSINESS

A. Termination/Disciplinary Policies

Termination Policy

Traci says that this language was discussed and forwarded from the policy committee to the board last month and it has been posted at the station to encourage public comment. She says that it is non-controversial and encourages the board adopt this termination policy change this month. Jama offers hard copies of the language to the Board.

Traci moves that we adopt the following:

1) Add the following appeal clause:

5. The terminated employee may be granted an appeal before the Board of Directors if the Board determines that an appeal is warranted. An appeal granted by the Board will be heard in closed session with Management present. Two thirds of the entire board must vote to reverse the termination. Any vote short of this shall be considered a confirmation of the firing decision.

2) Delete "or for no reason."

3) Delete the extra "of the warning"

4) Delete "Personnel Committee" in item 2 - replace with "Executive Committee."

Harold seconds the motion. Felix and Sydney both express reservations and point to other drafts being considered. They agree to vote provisionally to accept this amendment until further work can be done on this policy. Traci thinks we need to go forward with our plans to work with an attorney to create an "employee manual" in the near future. Traci says that this proposal before us today addresses most of the concerns expressed through extensive public comment on this issue at prior board meetings. Juna also expresses that we should give this policy and the proposed changes only provisional approval until seeking the council of an attorney. The Board votes unanimously to adopt the termination policy proposal "Provisionally" until further review with an attorney.

Disciplinary policy

Traci says she is conflicted as to whether to move forward on this at this time. She says that she thinks we need more time in consultation with policy committee members managers and staff. Item is tabled.

B. Conflict of Interest Policy & Contract

Traci says that there has been proposals brought to the board. Many Board members were unhappy with the proposals and there was even a vote by majority to not just drop it but also continue this effort until resolution. She says that there are plans by the Policy Committee to bring something new to the Board next month. This item is tabled until next month.

C. Website Redesign Contract

Tabled until the next meeting.

D. Programmer/Volunteer Agreements

Programmer Agreement

Juna passes out hard copies and talks about the proposed changes in detail and summarizes the reason for the changes one by one. Jama speaks in favor of the changes but has questions and concerns about a few of them. Traci says that we should carry this language over and bring it up for action next month. Many people protest waiting to take action on this. Sydney makes a motion to adopt the changes being proposed to the Programmers Agreement now. Berk seconds the motion. The Board votes unanimously to adopt the proposed changes to the Programmers Agreement. Jama requests that there be a specific part of the motion that indicates which draft of this agreement is being approved. The motion is amended to include that this is the 9/21/06 version. [Pasted below]

*Draft Revision of Programmer's agreement, Board approved 11/14/02.
9/21/06; Juna Berry Madrone, L. Sydney King, Felix Omai, Traci Thiele, Jama Chaplin,
Rohn Jennings, Michael Jacinto. Red type by Juna highlights changes proposed to the
Board 9/06.*

Programmer's Agreement

_____ [name], programmer for _____
[show] which airs on _____ [day], from _____ to _____ o'clock [am/pm], by
signing this, I acknowledge that I have read, and agree to be bound by all Rules and Regulations of
the FCC [Federal Communications Commission] as well as all policy and procedures of RCR
[Redwood Community Radio] *contained in the Operators Handbook*, relative to or affecting my
behavior and activities while on the air. These Rules, Regulations, Policy, and Procedures include
the following:

1. *The following activities are ABSOLUTELY PROHIBITED ON KMUD PROPERTY [and may result in immediate SUSPENSION]*
 - A. *Knowingly and willfully airing material of any nature, which COULD BE considered "OBSCENE" by FCC guidelines at ANYTIME of the DAY OR NIGHT. While not encouraged, material considered "INDECENT" by FCC AND KMUD*

guidelines is allowed between the hours of 10:00 pm and 6:00 am ONLY. [See list of these terms posted in studio A and/or C].

- B. BEING IMPAIRED DUE TO USE OF ALCOHOL OR ANY CONTROLLED SUBSTANCE WHILE ON AIR.
 - C. THEFT of station property or resources [including, but not limited to, recordings of any kind] or “borrowing” of any property or resources without specific prior approval by the *General Manager* or the Music Director. [Note such activity could result in criminal prosecution.]
 - D. Failing to appear for my show without PRIOR APPROVAL by the *Program Director*. *The Program Director* must approve substitutes, except in unavoidable emergencies. I will communicate with the *Program Director* about any absences of more than two consecutive shows.
 - E. Comments of malicious or defamatory nature about ANY PERSON on air, which could potentially subject KMUD to legal liability or compromise KMUD’s integrity. In order to avoid spontaneous “emotional venting” any on-air discussion of matters concerning disputes or disagreement within the Station must have prior approval of the *General Manager*.
2. All communications with the public on behalf of KMUD will be carried out in a courteous manner, consistent with accepted community standards. As a KMUD programmer, I understand that I may not represent myself as a spokesperson or representative of the Station except with the prior authorization of the *General Manager*.
 3. All food and drinks are to be kept away from KMUD broadcast, production and office equipment. I agree that I will be personally and financially responsible for any damage to such equipment resulting from the willful or negligent spilling of food or drink, or any other damage caused by me or by anyone present in the KMUD facility with my permission.
 4. I understand that no unauthorized guests are allowed on the station’s premises after normal office hours [8am to 5pm].
 5. I will not endorse or recommend any person, product, or commercial establishment or any other entity for my own personal gain while on-air [plugola or payola], unless done with candor i.e. announce to listeners that you are in the band or are the producer of the event.
 6. I understand that my status as a programmer and my association with KMUD is subject to periodic review and can be terminated by the *Program Director and/or General Manager*. *My show may or may not be scheduled for continued broadcast beyond this agreement. Any such termination can be appealed to the Grievance and Mediation Committee.*
 7. I understand and agree that my show may be pre-empted by the *Program Director*, *News Director* or *Coordinator of the On-Air Fundraiser* in order to broadcast special programming.
 8. I agree not to broadcast “News” over the airwaves without appropriate verification from the *News Director*, or disclaimer.
 9. I agree to attend staff meetings as often as I can. I understand that if I miss a meeting, I am responsible for finding out what happened at such a meeting.

PROGRAMMER’S SIGNATURE

DATE SIGNED

Volunteers Agreement

Juna talks about the proposed changes to the Volunteers Agreement. She says that anything relating to Programmers has been deleted. It outlines the benefits associated with being a volunteer in good standing. We also removed the intake information part of the form because we feel that is more appropriate elsewhere. Traci moves that we adopt the 9/18/06 draft of the Volunteers Agreement.

[Need final version pasted here]

Juna seconds that motion. Discussion. Sydney says that liability and insurance coverage for volunteers is still not clear. She suggests further work on this. The Board votes to adopt the motion with Sydney abstaining.

E. Hiring Committee Appointment

Traci nominates Felix to be appointed to the Hiring Committee. Marcia seconds the nomination. The Board votes unanimously to approve the appointment.

X. NEW BUSINESS

A. Grounds Maintenance

Group discusses the need for improved grounds keeping. Felix suggests that BR find a volunteer to do this specifically. Betty says that this has not worked in the past and we are losing nice plant specimens. Volunteers don't cut it. It needs to be someone knowledgeable. Maybe for a four-month period May through August. Traci agrees we need a pro in those months and that we should have regular seasonal clean up days for work parties. Juna says that Betty should create a plan for annual maintenance and that can create easier volunteer direction. Berk suggests underwriting exchange with a local landscape business for this. Traci asks that we do a clean-up day next Saturday. [Chaos and laughter ensues and Marc hollers it down]. Some Board members agree to show up next Saturday.

B. Committee Elections

Marc introduces what committees will need elected members. Marc and Harold will do the work to implement this election.

XI. CONSENT CALENDAR

Juna moves and Traci seconds that we approve the consent calendar items. Betty says she has not seen them and Juna gives her hard copies. Harold asks if these items must be carried over for approval next month. The group discusses the consent calendar process and decide that these items will carry over for adoption next month.

- A. Policy Clarification – Agenda Additions/Prior Notice
- B. Policy Clarification – Meeting Rules
- C. Policy Clarification – Definition of Volunteer

BR apologizes for being late and asks to give her report that was supposed to accompany the Interim Station Manager report. BR talks about items on Dave's priority to do list including a CPB deadline coming up. Berk says that is done. BR talks about Mickey's use of Panorama. BR says that Battle of the Bands actually made money this year. She talks about the other events and looking ahead to plans for events next year emphasizing the 20-year anniversary. She suggests adding Jungle Juice concession at the Halloween Boogie. She talks about coming events and says the Halloween Boogie will have very low costs from using up supplies left over from other events. BR talks some about the pledge drive.

XII. CLOSED SESSION

A. Personnel Issues

Board discusses confidential personnel issues. No formal action is taken.

XII. MEETING SCHEDULE and ASSIGNMENTS, GOOD AND WELFARE

A. Executive Committee Meeting: Wednesday October 11th, 1:00pm Mateel Café

B. Finance Committee Meeting: Tuesday October 10th, 1:00 pm KMUD.

C. Development Committee Meeting: will announce by e-mail when set.

D. Policy Committee Meeting: September 28 10 am Juna's House in Redway.

E. Building & Memorial Committee Meeting: Monday October 2nd 9am KMUD.

F. Hiring Committee Meeting: Monday October 2nd 4pm KMUD and Friday October 6th at 9am at KMUD

G. Web Site Redesign Committee: Traci will announce by e-mail when set.

H. Board Meeting: Tuesday October 24th, 1:00 pm Humboldt House Inn

I. Board Talk Show "Report to the Listeners" Wednesday October 11th at 7pm.
Felix, Juna and BR will do the show.

J. Board Retreat: Scheduling this is tabled until a later meeting

XIII. ADJOURNMENT

Marc calls the Board meeting to a close at 3:40pm.