

Minutes

Redwood Community Radio Board of Directors

Date & Time: Tuesday, 24 January 2012- 4pm

Place: Healy Senior Center

- I. **Call to Order:** Meeting Ground Rules and Opening Comments from President
- II. **Roll Call:** Rob Bier, President; Programmers' Rep; Jama Chaplin, Treasurer, Members' Rep, Parliamentarian; Noel Soucy, Secretary, Programmers' Rep; Siena Klein, Members' Rep; Suzanne Beers, board-elected; Antonia Lamb, board-elected; ex officio member: Sarah Reid, Station Manager.
Also Present: Michael McMaskill, Bettye Etter, Simon Frech, Julia Minton.
Late: Jordan Jumpshot, Programmers' Rep; Nella White, Members' Rep;

Approval of Minutes: November 2011- Minute approval was tabled because Draft 1 was printed for the Board Packet and Draft 3 is significantly different. Draft 3 will be sent out again and if there are no changes than we can approve them by email. If there are changes we will re-visit approval at the next board meeting in February.

III. Approval of Agenda- Adding under new business Items H. Bank Account Changes, I. Loan Authorization, and J. Board Retreat, and moving Item C under Consent Calendar to Unfinished Business. Ammended Agenda is adopted.

IV. Open Time: *Five minute* statements and their dispositions

A. Michael McMaskill- On the issue of programmers volunteering, Michael would like to see programmers fill in empty phone slots during the pledge drive after they finish their show.

B. Bettye Etter- Betty is truly disappointed that three board members are missing. She is disappointed that board members are late. She is wondering if we still have the policy of only allowing two board absences. Betty was on the board in the past. Betty would like to see the form to evaluate of the GM be more accurate and informative. Betty describes the firing of previous GM Brenda. Betty thinks that the evaluation form box needs to be better locked, and that the form needs to be better designed to address problems. Form needs to state the GM duties. Also every volunteer should be on the list.

V. Management Report

A. Signal Upgrade- The transmitter is coming for KMUE this week.

B. Pledge Drive- Spring Pledge Drive and Fall Pledge Drive seeking board approval for dates.

C. Alderpoint – Its muddy out there, but it is coming along.

D. Sarah needs programmers to help with the table.

E. Volunteer Party on May 25th with KMUD Birthday Party, Block Party at end of June would be open to the entire Community, and be a Fundraiser Event

F. Marianne has been working on an updated Programmers Agreement

- Simon- Is trying to coordinate the Signal Upgrade. Two to three weeks is normal for the equipment delivery. Simon has been communicating with the climbers to tell them about the time frame on when we will need them. He would like to do KMUE first, than KMUD, than the translator at Shelter Cove. We need to make the downpayment on the KMUD transmitter which is like 25%. By the time we do that we should be getting a payment from CPB. We would like to do the Shelter Cove upgrade, and it should be fairly easy. Just talked to Seth at NetLink which is going to be giving us bandwidth. We have a deadline for KMUE. It would be most economical to do all the upgrades at once. Also Pratt Mountain has a repair to do and he is looking for experienced

climbers. He might get the climbers to do it when they are all here. If we get the equipment in two to three weeks we should have plenty of time.

- Jama- The upcoming signal upgrade project is going to require a cash flow dance. Sarah is fully authorized to coordinate this process.
- Simon said that we have traced the interference on the Shelter Cove transmitter; it was the KEET translator. He will be going up there soon with KEETs engineer to fix the problem.
- Antonia- The smart meters are interfering with radio transmission all along the coast.
- Simon is looking for a camper to assist in ground support for the upcoming signal upgrades.

VI. Discussion/Questions for Management

A. Programming procedures (*15 minute time limit*)

- Jama- Does Marianne talk about the procedure for responding to program requests?
- Suzanne- We need to talk with Marianne about this.
- Antonia- We need to give the Program Director as much leeway as possible to deal with Program requests. Just because it's a community radio station doesn't mean everyone is going to get on the air. Question of how to be clear and fair, and have the Program Director be able to tactfully deal with all requests can not possibly be covered by policy and procedure. We need to be very aware of the delicate nature of directing programmers.
- Rob was hoping that Marianne would be here to help explain this.
- Nella- We need to have specific set of reasons why a show will not be chosen for the air. This list could be used to streamline responding to program requests
- Suzanne- Regardless of the quality of the people making the requests, KMUD needs to respond to everyone who makes a request.
- Bettye- Isn't it Sarah's job to oversee Marianne? This should not be Board business. We are micro-managing the staff.
- Nella- The Board wants to know what the procedure is because a lot of people have been inquiring about the problem to us. We need to have a prompt response to people who make requests.
- Jama- The Board has been trying to do oversight and should be the last resort for receiving complaints. Policy says that the Board oversees the procedures.
- Sarah- The Board should forward complaints about Program Requests to her.

VII. Consent Calendar

A. Finalize revisions to Grievance Panel Guidelines initiated last month – remove the word “standing,” since this is not a standing committee.

B. Finalize revisions to Mediation Committee Guidelines which allow the Committee to recommend appointment of a sixth member

- Board unanimously adopts both items on the consent calendar

VIII. Finance Committee Report

- Jama- Wants to create an Agenda template for the Finance Committee.
- The Board needs to authorize Sarah to borrow money for General Operating expenses
- Does the board need to re-schedule the Finance Committee meeting so we can talk about the cashflow crunch?

IX. Unfinished Business

A. 2012 Budget

- Jama- Her view of the expense items is that KMUD has a few large expense items, and there is no income stated for the expense items. The budget needs to group expenses and income together by project. Some big expenses do not even appear on the Budget. One can not just take all the expenses for a project and the income for that project and slide it over to balance. We need project budgets 5 days before the next Finance Committee meeting.
- Antonia- Do you think Finance Committee can get a budget together by next month?
- Jama- It all depends on whether we get all the pieces.
- Rob hopes we can get all the pieces together to get the Budget, and he is willing to help.

B. Auditor Choice

- Sarah- Had originally brought forth Phillip Aycock, and he is willing to work within our budget. He is local and we don't have to pay for travel.
- Jama- Moves that the Board approves Sarah to contract with Phillip as Auditor.
- Board moves unanimously to approve Sarah to contract with Phillip as Auditor.

C. Finance Committee recommendation regarding silver:

- Suzanne moves that we get the second appraisal, and then sell the silver to whoever has offered the higher price, keeping the current price of silver in mind as we [Sarah] choose the moment to sell. KMUD should use the earnings for a reserve that can be borrowed from and replenished. Nella seconds.
- Motion approved with Jordan abstaining.
- Rob would like us to communicate with Duff about this motion

X. New Business

A. Lifetime Membership for Brian Elie

- Brian donated his time in selling the Spyrock property for KMUD. The Board would like to express our appreciation to Brian, and send him a letter that thanks him and lets him know that KMUD is giving him a lifetime membership. We need to apologize for the lateness of our letter, as well.

- Antonia- Brian was disappointed that the money wasn't used for an endowment.
 - The Board should plan to communicate with Brian why we did not use the money for an endowment in the future.
 - Bettye- Thinks that the responsibility of Correspondence Secretary is very important and requires the writing of several letters a month.
 - Motion- The RCR board is honoring Brian Elie with a lifetime membership to KMUD. The Board will leave the format of the letter to our correspondence secretary. Unanimously approved.
- B. Additional appointments to the 25th Anniversary Committee
- Rob wants to appoint Cynthia Click to the committee
 - The Board still needs to choose a chair for the committee
 - Jo Hammil was possibly interested in the position as Chair of the 25th Anniversary Committee.
 - Rob volunteers to be on the committee.
 - This does not require our approval.
 - Antonia is interested in helping with this committee, but can't commit to being at meetings.
 - Motion- Board moves to appoint Cynthia, Jomama, and Rob to the 25th Anniversary Committee. Motion approved Unanimously
- C. Revisions to programmers agreement (Policy # 6.1)
- Jordan- Sarah and Jordan are going to work on a letter and hopefully get it into Programmers boxes sometime this week.
 - Suzanne- Doesn't want to see any wording that makes volunteering for programmers mandatory, however we do expect it.
 - Sienna- re-iterates Michaels suggestion to have programmers help after their shift during the pledge drive
 - Jama- Thinks we should start from Marianne's language when we create the wording for the next programmers agreement
 - Rob motions to table this item with the expectation that the Policy Committee will take a look at it
 - Jama- Policy Committee may not be the best committee
 - Antonia suggests to be really cheerful
 - Rob- His understanding that the Programmers Agreement is a policy overseen by the Board, and more specifically the Policy Committee.
 - Jama-We should invite Marianne to join the Policy Committee for this discussion
- D. Correspondence Secretary Policy and Board email discussion (15 minute time limit)
- Jama- Really thinks it would help if the Board frees ourselves up in regards to providing support when responding to emails that just need support and don't require governance. The Board also needs a standard email that Suz can send in response to people who have mistakenly chosen the board to send critique.

This standard response would say that this matter is not overseen by the Board and the letter would refer the sender to the appropriate staff person.

- All Board correspondence should be forwarded to other Board members to keep us all in the loop.
- Nella- Suggests that the Board has an internal email that only is for us. Than we have another email that forwards outside mail to our correspondence secretary whom would respond to and forward outside email to the board as necessary.
- Antonia wants to see everything that is sent to the Board. How does the Board evaluate whom needs to see each individual email in order to best respond?
- Suzanne suggests that the Board let the Policy Committee look at this.
- Antonia- How is the position of Correspondence Secretary working for you Suzanne?
- Suzanne- It seems to be working out well. Just making sure that the letters are being answered and don't fall through the cracks.
- Rob- The Board just needs to keep checking to make sure the current system works.

E. Music Library Project Management

- Rob- The music library addition is not done and is not that complicated. KMUD has money and materials, sometimes the labour, but no one has seen to it the project gets finished.
- Sarah- KMUD won't have a chair for this project soon.
- Rob- Committee may not be the best way to finish the job. The Board needs to appoint Sarah to head the project and see that it gets finished.
- Jama- Sarah has a large workload.
- Sarah- Jim can provide assistance to manage the project.

F. Duff's absence – VP duties, etc.

- Duff is planning to resign from the Board, but has not emailed the Board yet. Formally the Board needs a resignation from Duff.
- Jama- If Duff misses two meetings, than the Board can act without his resignation.
- Jordan- Mentioned that Duff told him Duff expects the Board to act without his formal resignation.
- Jordan- The Programmers Reps can bring it up at the Programmers meeting we will be having soon to see if anyone is interested in being appointed to the position.
- Rob- In the mean time the Board needs to carry out Vice Presidential duties.
- Jama- Thinks we should choose a Vice President tonight to fill out Duff's term until July.
- Jama motions to excuse Duff from the office of Vice President. Noel seconds. Unanimously approved.
- Suzanne offers to fill the Office of Vice President with Jordan seconding.
- Board elected Suzanne as Vice President with one abstention.
- Send one hard copy of Duffs resignation to Bettye Etter when the Board gets it.

- G. Signal Upgrade Outreach & Fundraising Committee- appoint new chair and committee members
- Jama nominates Siena to the Committee
 - Sarah volunteers to temporarily Chair the Committee until it is filled by the Board
 - Noel volunteers for the Committee.
 - Jama moves to appoint Noel and Sienna to the Committee and Sarah to Chair the Committee. Motion approved by the board with one abstaining
- H. Bank Account Changes
- Board adopts Draft Motion 1- Jordan moves that the Board direct Station Manager Sarah Reid to move our primary checking account from Umpqua Bank to the Community Credit Union of Southern Humboldt as soon as feasible, with the check signers being: Sarah Reid (legal name Sarah Humbert), Simon Frech, and Rob Bier. One signer is sufficient for any check. Antonia seconds. Motion passed with one abstention.
 - Board adopts Draft Motion 2- Suzanne moves that the Board direct Station Manager Sarah Reid (legal name Sarah Humbert) to establish a secured RCR credit card in her name, secured by \$1500. Antonia Seconds. Motion passes unanimously.
- I. Loan Authorization
- Sarah has already been doing this however she wants needs better direction from the Board.
 - Julia Minton suggests to authorize Sarah with enough to meet pay roll for a maximum loan authorization.
 - Antonia and Jordan suggest we authorize \$20,000 as a limit for loans acquired by Sarah to meet operational and project expenses.
 - Jama suggests \$50,000.
 - Rob suggests that we allow \$50k as a limit, but have Sarah run it past the board or other entity.
 - The Board moves to authorize the Station Manager to borrow up to \$20,000 in 2012 for general operating expenses. Moved by Noel. Sienna seconds. Approved unanimously.
 - Sarah will report any borrowing to the Board and the Finance Committee.
- J. Board Retreat
- Jama moves that the Board schedules our winter Board retreat at our February meeting. Antonia will assist in finding an appropriate meeting time.
- K. moving Item C under Consent Calendar to Unfinished Business

XI. Reports

- A. Programmers' Reps- Meeting will be planned soon, hopefully before the Volunteer Party. Letter to Programmers will include that the Board is looking for a Programmers Rep to be appointed to the Board.
- B. Members' Reps- Jama intends to make sure that volunteers are invited to the upcoming parties. Jama has sent contact info to Cindy Martin, and will work out with Sarah to make sure that people are invited. Memo to Programmers should also invite

Programmers to all three upcoming Parties. Jama called Dave Conn to make sure he knew about the bleeding over of the signals.

C. Community Advisory Boards (CAB's) Jama-The Board needs contact information for the CAB list. If people could help with that it would be good. Send contact info to Jama.

D. Correspondence Secretaries- Suzanne- Informal thankyou to Jim Lamport, Thankyou to Bob Froehlich, Two programming questions were refered to Marianne. Said she would get back to Trent Jason, but she may refer him to Marianne. Ed Voice wanted to be on Dennis Huber's show, and she tried to connect the two of them. Jama suggests we thank Cynthia Click for organizing the Halloween Boogie. The decorations were awesome.

E. Staff meeting report, and appoint next Board member(s) to attend- Suzanne offers to attend the meeting on the 2nd of February.

XII. Other Committee Reports

A. Development, including Pledge Drive Subcommittee- The Committee met this month and worked out a calendar for the year 2012.

B. Mediation – Rob- In the meeting with the Grievance Panelists... Jama-The Grievance Panelists are working on organizing Barbaras files, and Barbara is aware of that. The delay isn't bothering Barbara according to Jordan who talked to Barbara's husband.

C. Policy- No meeting this month. CPB was wondering if Redwood Community Radio has a policy supporting Minority components in programming or something like that. Sarah will forward the language to the Policy Committee.

D. Building- Duff isn't here.

E. Emergency Preparedness- Duff isn't here.

F. Website- Excellent report from Mr. Froehlich. Julia thinks that we should spend more on the website. This is one of the faces of KMUD. Our website host is one of the problems, and the Archives often have to be resurrected by Simon because of our host.

G. Management Evaluation-Rob- We had good reason to dispense the ... Jama-wants to encourage Board members to submit comments.Rob- Thinks the Board has an obligation to share our evaluations of Management

H. Elections

I. Outreach/Fundraising for Signal Upgrade- Sarah- we will be meeting again and we have a goal for fundraising, and we are planning an event for Northern Humboldt.

Jama- There needs to be information added to the website about the Signal Upgrade. Rob will write it.

XIII. Scheduling -- proposed meeting times are:

A. Board of Directors: Fourth Tuesday, 4 pm, Healy Senior Center

B. Executive Committee: Second Tuesday, 3 pm, Studio B

C. Finance Committee: Third Tuesday, 3 pm, KMUD

D. Development Committee: Sarah and Noel will choose a date and email and call prospective committee members

E. Policy Committee: 11:00 14th February, KMUD

- F. Building Committee: TBA- Please inform Rob and Noel when the meeting is planned
- G. Board member(s) to next staff meeting: Thursday, February 2nd.

XV. Closed session – personnel matter

Final minutes respectfully submitted by Noel Soucy on 3/7/2012.