

Minutes
Redwood Community Radio Board of Directors
25 October 2011 4 pm
Healy Senior Center, 456 Briceland Road, Redway

- I. Call to Order:** Meeting ground rules and opening comments from President
- II. Roll Call:** Rob Bier, President; James “Duff” Ficklin, Vice President, Programmers’ Rep; Jama Chaplin, Treasurer, Members’ Rep, Parliamentarian; Noel Soucy, Secretary, Programmers’ Rep; Nella White, Members’ Rep; Siena Klein, Members’ Rep; Jordan Jumpshot, Programmers’ Rep; Suzanne Beers, board-elected; Antonia Lamb, board-elected; ex officio member: Sarah Reid, Station Manager.
- Others Present: Marcia Bauer
- III. Approval of Minutes:** Suzanne Beers makes a motion to approve both July and September minutes, Siena seconds. Approved unanimously.
- IV. Approval of Agenda-** Suzanne motions to approve the agenda. Duff seconds.
- Jama thinks the RCR Board should wait until we know more about the individuals who are available before we try to fill the third Grievance Panelist position.
 - Rob thinks Board should leave item on agenda so the situation can be discussed
 - Jama withdraws her previous item. Finance Committee recommends that RCR remove Katie McGuire as check signer under new business. Can “food for board meetings” be added to the agenda under new business? Jama also has two closed session items to propose and would like to talk about them at the beginning of the closed session.
 - Motion with Jama’s additions as friendly amendments is accepted unanimously.
- V. Open Time:** Two-minute statements and their dispositions – Nothing here
- VI. Management Report**
- RCR got the check for Spyrock down payment, \$63,000.
 - Alderpoint- hearing this Thursday on the probate of this estate, then a four month waiting period for creditors to speak up.
 - Marianne was out sick so the Program Director’s report isn’t available.
 - Silent drive over \$19,000. Start pledge drive tomorrow
- VII. Discussion/Questions for Management** (see report in public file)
- Jama and Suzanne congratulate Sarah on mailing Silent Drive letter on time. Jama asks has RCR paid Pacifica? Sarah doesn’t think so, but will check. Paid NFCB? Sarah is aware of the discount for paying before Oct. 31. Who is insurance provider for Directors’ and Officers’ Liability? Non-Profit Insurance Alliance of Northern California
 - New volunteer list: Additions and corrections can be sent to Cindy, cc Sarah.
 - Duff- How much have we borrowed for the Signal Upgrade? Sarah- \$160k, more than we originally thought was needed. CPB will pay parts of this, and then we can repay the lender. More equipment was ordered, and more will be ordered this week.
 - Antonia- What about the murals? Sarah- Yes we have a volunteer to paint a mural on our shed. Board would like to see a sketch and is wondering what kinds of paint.

- Rob- Under draft budget- You mention several mistakes on last year's budget. Can you characterize? Yes- Under salaries and wages less was spent than was budgeted, in some cases. And there were some items not budgeted for at all – blanks in that column.

VIII. Consent Calendar

- A. Loan Policy 4.5 - Final Consideration. Proposed new wording: “LOANS. A majority of the entire Board must approve the incurring of debt or the granting of collateral for loans.” (The current policy says that any two officers can make this decision for RCR.)- Motion made to adopt Loan Policy 4.5 by Duff. 2nd by Antonia. Unanimously adopted.

IX. Finance Committee Report (see report in Public File)

- Rob asks “Who wrote the Finance Report?” Jama says Sarah did, and that Jama wrote the Finance Committee Report. She requests that everyone label all documents, on all pages, see Document Labeling Policy. It really helps.
- Jama says that Finance Committee is getting a slow start on the budget, having not received any kind of worksheet document yet. She asks Sarah to please email her draft to the Finance Committee by Nov. 4.
- Siena- What is the alternative Nella suggested for processing of credit card payments?
- Nella- ‘IP Pay.’ She says she might be able to get KMUD signed up for this through her connections with ASIS
- Jama asks if anyone can help Julia Minton set up Mateel/KMUD teams of two people to collect cash at Halloween Boogie. Duff and Noel volunteer.
- Sarah- Really short on volunteers for Pledge Drive food and phones. Antonia has food to offer.

X. Unfinished Business

- A. Disciplinary Policy- (first consideration)
- Changes to disciplinary policy- Suzanne motions to approve changes. Duff 2nds. Board unanimously approves. Draft is dated 8/21, with minor changes on 10/19.
- B. Finance Committee Mandate (first consideration)
- Adoption of Finance Committee Mandate- Siena moves to adopt. Antonia 2nds.
 - Jama- None of the Finance Committee members wanted any changes. Jama reports that the Committee still isn't receiving all the reports at the meeting.
 - Sarah- Will work with staff on that.
 - Antonia- Friendly amendment- Rewording this section: “The meeting is monthly. The Profit and Loss Statement, Budget to Actual Report and Balance Sheet for the previous month should be available at the meeting. If these documents are not available, preliminary versions may be used to gauge trends and conduct the Finance meeting.”
 - Finance Committee Job Description draft of 8/18/11 is unanimously adopted, with friendly amendment, and chair not voting.
- C. How do we want to sell the silver?
- Duff doesn't know what the rush is on selling the silver. Duff thinks we should hold onto it. In light of the price of silver steadily going up, we should save it.
 - Jordan- A silver sale to donors could generate endowment money possibly...
 - Antonia- RCR should get a second opinion on the condition and value of coins.

- Nella- The Finance Committee recommended selling the silver after getting the second appraisal, right?
 - Jama- Yes, keeping the current price of silver in mind.
 - Nella- Suggests that RCR not wait because KMUD needs the money to upgrade the database. Our staff is wasting time because of database problems. Endowments mean you can't touch the principal, and RCR can't afford that now.
 - Suzanne- we could start an endowment with only \$5,000.
 - Sarah- Agrees that an endowment isn't our best next step, as Finance Committee discussed; we often struggle to make payroll. If we can achieve a reserve in the near future, that would be great. She is putting funds for the database in the draft budget. Staff are wasting tons of time with the existing database software. RCR has the safe-deposit box the silver is in for a year.
 - Rob- RCR should look at the things we need to spend money on, and then decide what to do with the silver. We shouldn't try to create things to spend money for the silver.
 - Jama says when RCR sells the silver the money could just go into the general fund. She says Sarah's job description authorizes her to choose when to sell the silver.
 - Suzanne motions that RCR gets a second appraisal and continue the discussion when we get that information.
 - Jama- Doesn't think the topic should be brought back to the board.
 - Antonia, Duff, and Suzanne would like to talk about it again.
 - Seven votes in favor and Jama abstaining on Suzanne's motion.
- D. What does RCR want to do with the income from the silver? Rob says the previous discussion makes this item pointless.

XI. New Business

- A. Appointment of Grievance panel member/s-
- The Board already has appointed two Grievance Panelists
 - Craig Parkinson is considering
 - Rob- If we have another willing candidate before the next Board meeting, Mediation Committee could provide recommendations of Grievance Panelist appointees, and the Board could approve appointment (only unanimously) through a board poll.
 - Rob makes a motion of above comment. Suzanne seconds. Unanimous approval
 - Please send any ideas for possible panelists to mediation@kmud.org
- B. Discuss use of revenue stream from the Spyrock property
- Finance Committee recommendations are considered.
 - After discussion and friendly amendments, Suzanne makes a motion for Spyrock revenue to go to the Signal Upgrade Account until the Signal Upgrade Project is finished and the Providence loan is paid off. Jama seconds. Motion approved unanimously.
 - Duff motions that RCR puts the remaining \$33,000 from the down payment on the Spyrock Property, after the \$30,000 lender is paid off, into the Signal Upgrade Account. Siena seconds. Approved unanimously
 - Jama- would like the Board to consider Finance Committee's recommendation that RCR is not ready to create an endowment at this time.

- Antonia thinks its premature to make this motion.
 - Suzanne- Would like RCR to still think about an endowment, especially since Brian and people he knows are willing to donate to it. It could be small, right?
 - Sarah- Is looking into getting a grant to have an expert come talk with us about endowments.
- C. Change November board meeting date? (because of Thanksgiving)
- Duff motions to move the next Board meeting to the 29th of November- Jama seconds. Unanimous
- D. Mediation Committee appointment
- Rob said that Noel can attend Committee meetings as an interested attendee, and have the same effect on the outcome as she would as a Committee member.
 - Rob moves that the Board appoint Marcia Bauer to the Community Member seat of the Mediation Committee. Duff seconds. Unanimous
- E. Budget 2012- discuss draft from Finance Committee
- Sarah says there is no draft yet.
 - Jama moves that Board pass the Finance Committee's recommendation that RCR cover volunteers for any injuries sustained while volunteering for RCR. Siena seconds.
 - Sarah says that she has talked with Greg Connors about adding "accident insurance" to our general liability policy.
 - Antonia suggests that we postpone approving the motion until we know how much money it will cost.
 - The motion is withdrawn.
- F. Additional appointments to 25th Anniversary Committee
- Jama and Noel are the current members. Suzanne makes a motion to appoint Antonia, Johanna Hamel, Cindy Martin, and Sarah Reid to the 25th Anniversary Committee. Duff seconds. Unanimous.
 - Jama- Intends to seek out one of the founders for the Committee. Sarah will ask Jimmy Durchslag, and thinks "more the merrier."
- G. Board Approval of new auditor
- Noel motions to approve the new Auditor, Phillip Aycock of Ferndale. Jama seconds
- Board meeting after we receive his report, for questions?
- Jama- Do we want to find out how much he costs first?
 - Sarah- Can we tentatively appoint Phillip and Sarah will get back to us how much he charges for his services.
 - Jama- Can we ask for a report that includes recommendations, and a visit to a
- Board meeting after we receive his report, for questions?
- Sarah- Sarah will draft a contract
 - Noel withdraws her motion.
- H. Check Signer- Responding to the Finance Committee's recommendation, Duff moves to remove Katie McGuire as check signer on all accounts. 2nd by Nella. Unanimous.
- I. Food-
- General agreement that board members bring their own food
 - Board members are welcome to bring food to share
 - We also need a ten minute break, probably between old business and new business

XII. Reports

A. Programmers' Representatives

- Duff wants to call a meeting of all the Programmers possibly in December
- Jordan wants to do a FCC quiz for all the programmers possibly in January
- Noel- Maybe we could have a programmers reps meeting before that to plan the programmers' meeting

B. Members' Representatives

- Jama- Dan Glaser expressed extreme dismay that we sold the Spyrock property
- Jama- Are we going to have a holiday party... If so January?
- Sarah suggests a Valentines day party
- Rob & Jama- Will bring this up at ex-com

C. Community Advisory Boards (CABs)

- Sarah - Northern CAB should be meeting sometime next month
- Jama – And we'll air the CABs' meeting times, for public input? (Yes.) Jama also says she won't forget to create a contact list for the CABs for Board Binder.

D. Correspondence Secretaries

- Suzanne is working on a thank you to Gayle
- Jama is working on something cool for Shyla but needs ideas. Maybe a party?
- Jama: keep in mind that email correspondence on behalf of Board should be copied to the board
- Our old list of Thank Yous still needs to be made. Suzanne is willing. Sarah promised to put KMUD cards in Suzanne's box. Suzanne also needs addresses
- Facebook is not an appropriate forum for official board discussion, and the board will continue to use the traditional methods of communication

E. Staff meeting report, and appoint next Board member(s) to attend

- Jordan reported on last meeting. Duff will attend the next meeting

XIII. Other Committee Reports

A. Development, including Pledge Drive Subcommittee-

- Jama thinks its super important that as many people as possible understand how the decision will be made to end the pledge drive if it doesn't reach its goal.
- Siena and Sarah, on the Subcommittee, say that they will meet to decide.

B. Mediation

- Rob- Mediation Committee met last Wednesday. Mostly concerned about the Grievance Officer process in light of the Barbara Shults situation. We discussed a number of different Panelist candidates.
- Siena- Policy says that it is a 5 person committee – can there be more? The Committee members seemed to like that idea.
- Jama says there could be a policy change; or, since Rob is Board President, he can participate in all committees; so he could open his seat to a new board member
- Rob suggests that the Policy Committee consider this at its meeting Nov. 11. The Board would have the option of finalizing such a policy change by January.

C. Policy

- Jama- Policy committee met today at 2.
- We want to have a near final draft of the Policy Manual ready by the November board meeting, and then the policies we may pass in November could be in a final which is printed in early December.
- If any board members would like the final version or current draft emailed to them, let Jama know.
- We need language for Board Polls (actions between board meetings)

D. Building

- Duff- Larry and Duff met Tuesday. Roof is done as off Tuesday. Solar lights are in with help from Michael McKaskle and Bud Rogers. Windows are in except one; two week delay to get the right one. Custom door is coming from Specialized woodworking. Duff is creating a deck to bridge the gap between the Addition and the back porch. Until we get the door and window in there is still a bit of a security risk. Need help
- Suzanne- How did we pay for the building addition?
- Jama- The Board allocated \$11,000 from Ingrid Nicholson's will, and a federal stimulus check for \$10,000. Our Grassroots Radio Conference in May, 2010 unexpectedly made money, and the GRC Committee voted to give it \$3500. Thanks for asking, Suz, and yes we will need more funds. Hard to estimate.
- Duff- still need sheet rock. The insulation was just purchased – cotton
- Jama- Barb Froehlich and I would like to be notified of Committee meetings. They also would like to be on the volunteer list, along with Siena and Kelly Jane Larson. Kim Kelly might help with the electrical work, and maybe Peter Brandt- he underwrites, and may also be able to contribute to the electrical work
- Jama- wants to see shelves that slide to the side so we might be able to put a table in there when needed.

E. Emergency Preparedness – Nothing here

F. Website (see written report in Public File)

G. Outreach/Fundraising for Signal Upgrade

- Sarah- tentative January 14th fundraiser for the Signal Upgrade at a northern location TBA
- Jama- We did have a meeting. Katie's heading up the dinner. We'll have a one-page flyer on Pledge Drive tables up north about the Upgrade. We'll do major donor appeals, and probably a mailing. When does Simon now think the KMUE installation is going to happen? Sarah will find out.

XIV. Scheduling: Proposed meeting times are:

- A. Board of Directors: 29th November, 4 pm, Healy Senior Center
- B. Executive Committee: TBA
- C. Finance Committee: Third Tuesday, 3 pm, KMUD
- D. Development Committee: Second Wednesday, 5pm- (Noel will call Katie)
- E. Pledge Drive Sub-committee: A meeting will happen randomly when needed
- F. Signal Upgrade Fundraising Committee: Sarah will email about this
- G. 25th Anniversary Sub-committee: Sarah will email about this

Final from Noel Soucy, Board Secretary- Approved 29 November 2011

- H. Policy Committee: 11 November, 2:00, KMUD
 - I. Building Committee: Monday, Nov. 7, 10 am, KMUD (usually every 2 weeks)
 - J. Mediation Committee: TBA
 - K. Board member(s) to next staff meeting: Duff Thur. 10 November 10:30 AM
- XV. Closed Session:** Personnel matters. Several topics were discussed, and no action was taken.

Final approved minutes respectfully submitted by Noel Soucy, Board Secretary on 29 November 2011.