

Minutes

Redwood Community Radio Board of Directors

Date & Time: 27 November 2012 4 pm

Place: Healy Senior Center, 456 Briceland Rd, Redway, CA

I. Call to Order: Meeting Ground Rules and Opening Comments from President

II. Roll Call: Suzanne Beers, President, Board-elected; Siena Klein, Vice President, Members' Rep; Julia Minton, Treasurer, Members' Rep; Noel Soucy, Secretary, Programmers' Rep; Nella White, Member's Rep; Jordan Jumpshot, Programmers' Rep; Antonia Lamb, board-elected; Marcy Stein, Programmers' Rep; Carlos Casarez, Board-elected; ex officio member: Jeanette Todd, Interim Station Manager.

Others Present: Suzanne Dockal, Brian Elie, Bill Telnes, and Harold Day

III. Approval of Minutes: October- Siena moves to approve the minutes. Marcy Seconds. Unanimous with one abstention (Antonia).

IV. Approval of Agenda: After discussion about when to hear from Brian Elie about the offer on the Fitch property, Antonia moves to approve the Agenda, squeezing in a closed session with Brian whenever possible. Agenda approved unanimously.

V. Open Time: Speakers will be assigned an amount of time not to exceed 5 minutes

- Harold Day- Wants to let us know that the Board needs to have the CD Players in Studio C in better working order. If KMUD addresses the CD player problems, Harold will pledge more money.
- Brian Elie- is concerned about Verbena's conduct on air. She did not allow a caller to express an opposing view on her talk show. Disposition: The Program Director will be informed about this when she returns, and all programmers will be receiving comprehensive training.

VI. Closed Session: financial transaction. Brian additionally explained to us where we are with selling the Alderpoint Property. Carlos made a formal motion to approve the written offer. Nella seconds. Board approves unanimously.

VII. Report from Financial Consultant Suzanne Dockal- Antonia moves that we direct our Bookkeeper Dian Griffith to work with Suzanne Dockal to update and improve our financial statements. Marcy seconds. Board approves unanimously.

VIII. Management Report

IX. Discussion/Questions for Management

- Carlos- Did we spend the money in the budget for Financial Consultants, computer software, and Legal & Professional services?

X. Consent Calendar

- A. Proposed Bylaws Revisions- Final Consideration. Noel moves to approve the Proposed Bylaw Revisions. Carlos seconds. Board approves with six in favor. (Julia and Nella abstained.) The draft approved is dated October 16, 2012.

XI. Finance Committee Report – Please see Treasurer’s Report provided by Julia Minton on page 33 of the Board Packet

XII. Unfinished Business

- A. Fitch Property- Board requests that Finance Committee make a recommendation on how we should earmark the money from the sale of this property.
- B. Financial Consultant Report Follow-up-
- Board would like to use money from selling the Spyrock Note to buy a CD and use it to borrow against on a line of credit. No motion yet.
 - Julia will do some research, ask economic development people and get back to us on her findings.
- C. Auditor
- Noel moves to table this item. Nella seconds. Unanimous.
- D. Server- Item is tabled until a recommendation is prepared.

XIII. Closed Session

- Jordan moves that we give the staff a year-end bonus. Jeanette would decide the amount. Noel seconds. Antonia thirds.
- Carlos would like to see the bonus graduated based on years of employment.
- Julia provides a friendly amendment that we give Jeanette a total amount of \$5000 to be allotted for year-end bonuses, and allow staff to decide how they want to receive it. The money could be used for environmental improvements if the staff prefers. Jordan accepts friendly amendment. Motion passes with eight votes in favor and two Board members abstaining (Suzanne and Julia).
- Board makes the commitment to Staff to put the topic of Development Director on the Agenda for January.

XIV. New Business

- A. Fundraising / Outreach
- Nella moves to allot \$10K from the Spyrock money and put it into a Fundraising Account (we can use the same bank account that was set up for Signal Upgrade Fundraising). The proceeds would be used for outreach. Carlos seconds. Board approves unanimously.
 - Julia moves to book ‘Ill-Luminous’. Siena seconds. Board approves with seven in favor, one abstention and one absent (Antonia).
- B. Budget-
- Nella moves that we open a money market account with \$50K from the Spyrock money. Julia and Jeanette will be signers, and the money will be in the account until we decide what to do with it. Julia seconds. Board approves unanimously with Antonia absent.

- Siena moves to authorize Jeanette to spend up to \$1200 for the Volunteer Appreciation Party. Noel seconds. Board approves unanimously with Antonia absent.
 - Suzanne moves to authorize our Board Treasurer Julia to sell the silver to the highest bidder, and earmark the proceeds to the completion of the Music Library. Nella seconds. Board approves unanimously with Antonia absent.
- C. Human Resources Committee- Julia moves to table this item. Marcy seconds. Unanimous.

XV. Reports

- A. Programmers' Reps
- B. Members' Reps
- C. Community Advisory Boards (CAB's)
- D. Correspondence Secretaries
- E. Staff meeting report, and appoint next Board member(s) to attend

XVI. Other Committee Reports

- A. Hiring Committee
- B. Development, including Pledge Drive Subcommittee
- C. Policy
- D. Website

XVII. Scheduling -- proposed meeting times are:

- A. Board of Directors: 4th Tuesday, 4 pm, Healy Senior Center
- B. Executive Committee: 2nd Tuesday, 3 pm, Studio B
- C. Finance Committee: 3rd Tuesday, 18th December, 1 pm, KMUD
- D. Development Committee: 3rd Thursday, 3 pm, KMUD
- E. Policy Committee: 2nd Tuesday, 11 am, KMUD
- F. Website Committee: 18th December, 10 am, KMUD
- G. Board member(s) to next staff meeting: Carlos Casarez, 11th December, Thur. 1030 am.
- H. Which Board member(s) to Board talk show, 2nd Wed., usually quarterly

Minutes respectfully submitted by Noel Soucy, KMUD Board Secretary, on 6 April 2013.