

# Minutes

## Redwood Community Radio Board of Directors

November 29, 2011, 4:00 pm.

Healy Center, 456 Briceland Rd., Redway CA

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

**II. Roll Call:** Rob Bier, President, Board-appointed; 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; Antonia Lamb, Board-elected.

**Board members absent:** Suzanne Beers, Board-elected; Sarah Reid, Station Manager

Also present: Barbara Shults, Jim Ferguson, B.R. Graham, Kate McGuire, Amy Gustin, and John Harden

**III. Approval of Minutes:** October

- Jama moves to approve, Siena seconds. Motion approved unanimously

**IV. Approval of Agenda**

- Jama suggests we add something to the agenda regarding the Auditor
- Jama suggests under Grievance panel guidelines- can we broaden the topic when we talk about this subject, and during closed session let’s discuss Barbara Shults’s grievance process.
- Board approves Agenda with these additions.

**V. Open Time: Two minute statements and their dispositions**

- Barbara Shults gives her statement to the board regarding the suspension of Animal Advocate. She is still not on the agenda 6-7 months since she brought up issues. Her show was extremely valuable and was on for 9 years. There doesn’t seem to be any recognition of the show itself. None of KMUD's policies have been followed -- no opportunity for mediation. Grievance doesn't fit and doesn't address the issues. She mentions Rob's accidental email... 'gibberish' -- really unfortunate. Not seeing respect. Barbara will be asking Humboldt Mediation to help, as they are grievance professionals. Marianne Knorzer's October 1 letter is unprofessional and abusive. She wants it revoked and an apology. Also she wants changes in how volunteers are seen. She expects this Board to do what it needs to do. She hopes the board recognizes how serious she is.
- Rob thanks Barbara for her statement and apologized for his email error; his language should have been more temperate even if emailing only to the Board. He says the Board will confer tonight and get back to Barbara within a couple of days.
- Jim Ferguson wants to remind the board that Barbara’s shows have benefited the community. He said that everyone misses Barbara’s shows. He said that no one told anyone why the show was canceled. He doesn’t believe we have followed ethical standards when we took away her show – and she didn’t have the opportunity to say goodbye to her listeners.

- Rob thanks Jim for his comments.
- Amy Gustin- Wants KMUD to be responsive to community input. She has put in a proposal to get a show and she wants her show to be aired. She wants to file a grievance and wants the Board to spell out a process for how a community member can get a proposed show aired. (Jordan- What is the topic of this show?) Amy said it is a spiritual perspectives show with a new perspective on salvation.
- Rob tells Amy that someone will get in touch with her to explain the process within two days. He thanks her for bringing this concern to us.
- John Harden- Doesn't believe that this form of 'Salvation' has been aired before. He said there is a consistently distorted signal on KMUD (91.1 FM) from Ettersburg using his best radio. He said he hears the distortion on other radios in other locations as well.
- Rob thanks John and says this is certainly a matter of concern, which John should share with our Technical Director. John shares his email address for followup.
- Katie McGuire- Procedure for Station Manager Evaluation- As a member of the previous Committee, she has a specific comment on their list of questions about management. There was a lot of confusion about how the number scheme worked. How were the numbers graded? She would suggest that we do not do it this way, but instead just say 'If you have input about Management...put it in the box at the office'... We need to find another way of doing this that isn't so difficult to tabulate. And no, we don't need an on air announcement soliciting comments.
- B.R.- Wants to suggest that every hour the board put in ahead of time to evaluate management will way pay off. There should be different questions for different people depending on their position or if they are a member of the public. It was helpful for her to get input from the public, as opposed to management. Also, she wants to seek a policy for money spending on food during the pledge drive. She would like us to first try to donations from individuals, donations from local businesses, trades. Anything but buying food from Costco. She actually came to talk about volunteer culture. The biggest drain on managers' time is dealing with volunteers. We need to manage that better. She handed board members a volunteer flyer from KBOO.
- Rob thanks BR for her comments.

## **VI. Management Report**

- The station manager is not here to discuss the report.

## **VII. Discussion/Questions for Management**

- Jama- Checked in with Simon on the way over to this meeting. She asked Simon if the signal upgrade project is still hung up because of Providence Capital? Will the Board need to find some new plan? Simon- wants to continue waiting for Providence.
- Antonia- So you heard from Simon that Providence is not following through in a timely fashion?
- Duff- Providence is hesitant in paying the equipment company because that company just changed their name so they think they don't have a track record.
- Rob- Is this endangering the schedule for the signal upgrade?
- Duff- Yes

- Jama- Especially because our engineer has his own schedule
- Rob- Some representatives from the Board need to sit down with Management and bottom line this so the project is successful.
- Antonia- Mercury is in retrograde. She suggests that even if we want to move this forward that we not panic. Things should come together in mid December.
- Nella- Suggests the board gives Simon the authority to get aggressive with Providence.
- Jama- Hopes that our Program Director will be very clear with programmers that all shows have a time limit at which time the Program Director will sit down with the Programmer and have a discussion about whether to continue the show.
- Siena- What are the criteria for which a show is evaluated to be continued after the first six months.
- Antonia- Hard work is one thing, talent is another, and timing is key.

### **VIII. Consent Calendar**

- A. Add to Compliance Calendar: “June: Executive Committee should determine whether 50 percent of the Board has changed, or may change soon, since our last FCC Form 316 was filed (see Public File for this form). If so, NFCB-provided counsel should be alerted that a new Form 316 (an application to FCC for permission for the 'change in ownership') will or might be needed soon after the August seating of new board members. (This issue could come up at other times as well.)”
- Antonia makes the motion to accept the Consent Calendar. Siena seconds. Motion approved unanimously

### **IX. Finance Committee Report**

- Rob- Why did KMUD get a bill for \$872 for legal services on filing form FCC 316 when we thought NFCB was going to cover the charges?
- Has Pacifica been paid? Another question for Sarah

### **X. Unfinished Business**

- A. Appointment of grievance panelist
- Rob moves that board appoint Larry Bruckenstein as a grievance panelist. Noel seconds.
  - Antonia- Why does the term have to be for three years?
  - Rob- That’s policy but the Board can remove any panelists for good cause.
  - Seven in favor, Jordan opposed to the motion to appoint Larry. Motion passes.
- B. Disciplinary policy revisions (final reading)
- Noel moves to adopt the disciplinary policy revisions. Siena seconds.
  - Board approves unanimously
- C. Finance Committee mandate (final reading)
- Jama apologizes that this document was not in the packet. The Finance Committee Description was in the packet last month, so it was only emailed this month. There is

a change that Antonia brought up at last meeting. And it is in the email. Everyone was fine with it last month.

- Jama moves for approval. Duff seconds. Board approves unanimously
- D. Disposition of Mapes-Bouck silver
- Rob suggests we turn the matter over to the station manager.
  - Antonia- We still need a second appraisal
  - Duff- We shouldn't be in a rush to sell the silver. The longer we hold onto it the more valuable it will become.
  - Rob suggests that Sarah communicates with the Board before she sells it for the station.
  - Jama- The finance committee recommendation is "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 choose the moment to sell." Jama can perhaps bring it to the bay area during the holidays to get it re-appraised. Jama also suggests selling the Astrological Coin set at the upcoming silent auction.
  - Nella- Finds Duff's points persuasive, but the rest of discussion regarding to sentimentality she doesn't get.
  - Rob- Lets get a second appraisal and than see what the Finance Committee thinks before we make our next move.
- E. Discussion of 2012 Budget
- Rob- Where is the 2012 Budget?
  - Jama- Cindy Martin must have missed that email for the Board Packet.
  - Discussion about the Volunteer Coordinator Position as it pertains to the budget.
  - Rob wants to table the discussion until January. Board passed a motion to do so.
- F. Auditor Choice
- Jama's Motion- If Sarah needs to move forward with the Auditor's contract before the January Board meeting, she can do that with a majority vote of the Executive Committee. Motion is unanimously approved

## **XI. New Business**

- A. Mediation Committee policy changes to allow sixth member (first reading)
- An addition to the policy changes under "Membership of Committee" is that "The Committee may request that a *specific* sixth member be appointed by the Board."
  - Unanimously approved.
- B. Grievance panel status change (first reading)
- Rob- Recommendation from Mediation Committee to take the word 'standing' out of the Grievance Panel Guidelines under Description of Panel.
  - We may need to create a policy for alternate grievance panelists.
  - Motion from Nella to strike the word "standing"- Motion approved unanimously
  - Jama- Thinks that the word "Panel" implies that more than one person would sit over a grievance hearing. She thinks more than one person would be preferable, so we should consider this for the future and see what the Panelists think. Also thinks the

sentence saying that preferably Panelists are not KMUD volunteers should be reconsidered – some people would want someone they know and trust.

- Rob feels that the best process is to wait until the door closes on the Shults matter, than the Mediation Committee can propose any thoughts it has on the policy wording, then the Board can revisit it later after time to think about it some more.

C. Management Evaluation Committee appointments

- Jama- Four Committee members should be appointed tonight. One community member, one programmer or volunteer (behr) is already established , and three board members.
- Jama spoke to Susan Rose about serving as the community member. Her husband Tom McBride, a KMUD founder and former board member, could be in the loop. Susan hasn't responded about this appointment yet.
- Nella- How can these people evaluate management?
- Jama- The board has established a procedure, which is next on the agenda, wherein there is a box that people can put comments in
- Jama suggests the board gets ten days to finalize the Community Member appointment by email --And decide by December 9<sup>th</sup>.
- Jama will let the board know if Susan Rose is interested in the position
- Rob, Antonia and Jordan are willing to sit on the Management Evaluation Committee
- Motion for Rob, Antonia and Jordan to be appointed is approved unanimously
- Behr is already appointed.

D. Management Evaluation Committee procedure change

- Jama- Moves, Duff seconds, that we adopt the words in brackets on the second page of the Procedure – “once the Board has completed its work” (the confidential comments submitted are to be destroyed). Also we should add in step two- “On-air announcements are not appropriate.”
- Motion approved, with Nella abstaining.
- This decision is final as it is a procedure not a policy. It will be added to Policy Manual with a note that one board action is enough to revise it.

## **XII. Reports**

A. Programmers' Reps

- Suggested that programmers should be told that the duration of their show, and their commitment towards volunteering as much as they can during the pledge drives in their programmers agreement
- Jama shares a bit of history about “mandatory volunteerism.” She thinks we don't get the kind of energy we're looking for by REQUIRING people to help. A really energetic volunteer coordinator who is good at getting people to volunteer without coercion would be better for KMUD.

B. Members' Reps

- Jama- It would be great for KMUD to have permanent archives for some of our radio shows, and not only the temporary one -- as requested by Randi Dalton. Sarah

suggested a website that could make this possible at Archive.org. Jama will remind Sarah about this possibility.

- C. Community Advisory Boards (CAB's) – no report
- D. Correspondence Secretaries
  - Jama reports that Suzanne told her she felt ready to take on the entire job. Rob is fine with this. Also,- Shyla was well thanked. Now the Board needs to thank Bob Froehlich. Jama volunteers to communicate with Suzanne about many things to thank Bob.
- E. Staff meeting report, and appoint next Board member(s) to attend
  - Duff forgot to go. The next one is December 8<sup>th</sup>. Jordan promises to remind Duff.

### **XIII. Other Committee Reports**

- A. Development, including Pledge Drive Subcommittee
  - Jama- KMUD needs to have the holiday party. Last time it was in mid-January and everyone liked it because there is nothing going on than.
  - Antonia suggests Friday the 13<sup>th</sup> 'Lucky Friday' of January
  - Staff puts on this party to thank the volunteers. The Board should choose this day tentatively and run it by Staff. Noel volunteers to tell staff of the situation
  - Noel and Jama are going to an HAF workshop all day Nov. 29 on Capital Campaigns. Jama and Noel will be attending another workshop on Nov. 30 to get an orientation to HAFs funding resource library.
  - Jama- Development Committee in January comes up with a proposed list of all the events going on the next year
  - Jama- Is wondering if KMUD wants to combine the Block Party with the 25<sup>th</sup> Anniversary Party
  - Rob- suggests that the Development Committee take a good look at all the events and try not to burn everyone out
- B. Mediation
  - Siena- Wanted to put together a report but was only given this responsibility last week.
- C. Policy
- D. Building
  - Diane needs receipts as they are charged...
- E. Emergency Preparedness
- F. Website
- G. Outreach/Fundraising for Signal Upgrade
  - No venue yet for the Signal Upgrade Fundraiser in February possibly on the 11th

**XIV. Scheduling** (Proposed meeting times are shown.):

- A. Board of Directors: Tuesday, Jan. 24, 4 pm., Healy Senior Center
- B. Executive Committee: Tuesday, Jan. 10, 3 pm., Studio B
- C. Finance Committee: Tuesday, Jan. 17, 3 pm., KMUD
- D. Development Committee: Antonia and Katie need to decide a date.
- E. Signal Upgrade Fundraising Committee: No meeting scheduled yet. Jama will ask Sarah when she gets back.
- F. 25th Anniversary Sub-committee: January sometime
- G. Policy Committee: \_\_\_\_\_, KMUD
- H. Building Committee: Monday, Dec 5th, 10 am., KMUD (every two weeks)
- I. Board member(s) to next staff meeting: Duff - Thur. Dec 8th
- J. Board member(s) to Board Talk Show, Jan. 11- Signal Upgrade and Lucky Friday: Antonia will be the ringleader and all are welcome. Rob will tell Marianne about the other three months we'd like to reserve: May, July and October.

**XV. Closed Session** (personnel matter) The Board passed a resolution which advises the Station Manager on an important personnel matter.

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