

## MINUTES

### Redwood Community Radio Board of Directors

Tuesday, Feb. 22, 2011, 4:10 pm

Healy Senior Center, Redway

- I. **Call to Order:** Meeting Ground Rules and Opening Comments from President
- II. **Roll Call:** Rob Bier, President; Marcia Bauer, Vice President; Katie McGuire, Treasurer; Larry Lashley, Programmers' Rep; James "Duff" Ficklin, Programmers' Rep; Ben Levant, Programmers' Rep; Julia Minton, Members' Rep; *ex officio* member: Sarah Reid, Station Manager (aka Sarah Humbert).

**Absent:** Jama Chaplin, Secretary/Members' Rep; Sánd-Da, Members' Rep. The Board discusses Sánd-Da's absences and will check the policy/bylaws on this.

**Also Present for portions of the meeting:** Brenda Starr, Bobbie Todd, Beth Bennett Allen, an unidentified man, Felix Omai, behr, BR Graham.
- III. **Approval of Minutes** for November 23, January 25, and January 28: Katie moves and Marcia seconds to approve both sets of minutes from January. Passes unanimously, with Duff abstaining since he was absent. November minutes are tabled.
- IV. **Approval of Agenda:** Katie moves to approve, Duff seconds, unanimous. Near the end of the meeting Katie realizes that the Board needs an update on the estate of Roy L. Fitch, and this is added.
- V. **Open Time: Two minute statements and their Dispositions.**

Former General Manager Brenda Starr reads a 4-page letter to the Board and asks that it be made part of the public record [see letter in Public File.] In it she airs many problems with the Board that she experienced during her tenure, and lists her key accomplishments of 2009. The letter closes with "I have an expectation that my name shall not be used negatively in the newspapers by this Board any longer. I would appreciate professionalism. I won't visit next time, my lawyer will." Rob thanks Brenda for speaking to the Board.
- VI. **Management Report:** [See written report in Public File.] Sarah adds that she did speak with auditor Diane Watts last Friday afternoon. Ms. Watts will contact Dian G. and Gayle and move forward, and plans to come here in mid-March.

Because of insurance issues, Sarah recommends that RCR gets a caretaker for Marian's property.

Larry gave Sarah a list of materials needed for the Music Library Addition, and she will seek donors for these items, and do other fundraising for it.
- VII. **Discussion / Questions for Management:** Duff loves the Al Jazeera broadcast, and the concept of a community survey. Larry says the feedback we receive during pledge drive is generally not critical feedback. Julia says that she attended the last staff meeting, and there were a lot of great ideas for the survey. Sarah says it will be discussed more at this Thursday's staff meeting, and it will definitely appear on our website, at least. Felix points out that people who do not listen would have a chance to tell us why if the survey appeared in local papers. Sarah will ask Dave Lippe to speak with GaiaFest about an underwriting trade for a coffee booth there.

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VIII. **Consent Calendar:** Katie moves and Marcia seconds that the following items be approved. Passes unanimously.

- A. Approve Compliance Calendar draft of Feb. 15, 2011
- B. The Board authorizes Sarah Humbert (Sarah Reid's legal name) as a signer on our checking account at Umpqua Bank.
- C. The "Qualifications" section of the Station Manager Job Description is hereby deleted.
- D. The Board Communications Procedure, Policy 2.3.5, will now contain a provision that any printed Board Packets that are still at KMUD an hour before any Board meeting will be taken to the meeting site by the Vice President.

IX. **Finance Committee Report:** Katie reports that Finance Committee decided to open special Community Credit Union of Southern Humboldt accounts for our two big projects, as the easiest way to track these funds. The money from the settlement with KHSU (when RCR let go of the Shelter Cove signal upgrade application) was put into the Signal Upgrade account when its CD came to maturity. Katie is a signer, and Sarah and Simon Frech will be made signers on that. An account for the Music Library Addition will be opened soon, also with Sarah and Simon as signers in addition to Katie.

It was the biggest and greatest Finance Committee meeting for a long time.

The GRC Account is contributing \$3,344 to the Music Library Addition. It isn't clear yet whether there will be a GRC this year to send the rest of the money to. The Finance Committee is considering creating a CD for these funds in the meantime. Perhaps the GRC Committee will decide to release some of the funds for other purposes.

The Finance Committee also needs to draft a 'job description' for itself. Katie is using an old draft of former Treasurer Berk Snow's to draft one for the Committee's consideration.

Gayle Arnoul is still volunteering for us! Katie has a contract ready for future use with Gayle.

The Committee will soon get back to reviewing the month's financials at its meetings.

Sarah adds that there will be a new line item about Marian's property.

Katie notes that she does plan to leave the Board in August, and will help organize mixers to recruit new board members.

X. **Unfinished Business**

A. **Marian's Estate:** discussion and possible action re: rental and/or disposition. Marcia reports that she met with Brenda Starr, co-executor, just after the land became ours. Most or all monies in Marian's accounts have been used for bills. It's urgent that we get someone into residency there. There are a lot of items there that need to be dealt with. Katie suggests a committee to deal with Marian's estate. Marcia and Felix are willing. Behr and Katie will help.

Rob focuses the question: rent, sell or what? Duff thinks RCR should list it with a realtor as soon as possible, which means after cleanup. He's willing to be on a committee. Katie says Finance Committee came to the conclusion that a caretaker is more appropriate than a renter.

There is no appraisal as yet. Larry points out that if RCR takes a loan out against the property, we will need a formal appraisal. Rob says the Board has drifted into Committee work. He asks for a motion to form the Committee. Julia moves that we form a Committee to attend to

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the business of Marian's estate and to make recommendations to the Board. Marcia seconds. Duff says it's a Board decision whether to sell it, he'd like to see the Board decide that today, and a main task of the Committee would be to prepare the property for being sold. Julia said the Committee would handle insurance. Katie asks Sarah talk to Brian Elie about making an informal appraisal; and that we should get some of the furniture appraised. Motion passes unanimously.

Katie says that Rob as president can appoint members of committees. He will do so.

Marcia proposes Monday, Feb. 28 for a field trip to the property; meet at 9 at KMUD.

**B. Correspondence Secretary Policy** – consider proposed revisions. Rob reads a memo from Jama suggesting language for the policy, and requesting a Policy Committee meeting. Katie moves to table until Policy Committee can meet and provide us with language. Duff seconds. Unanimous. In the meantime, Ben will make an initial reply to any emails to the Board, so that the person knows they are being heard, and bring them up to the Board. Motion passes unanimously.

Marcia requests that Julia pen a note to Brenda thanking her for being the co-executor of Marian's estate. Julia is pleased to receive her first assignment.

## XI. New Business

**A. Plan Board Evaluation and Retreat.** Katie did not contact Gayle Arnoul for dates. She says the retreat will include a financial workshop with Gayle, and invites the group to her home. Saturday March 19 is proposed, and the 26<sup>th</sup> is another possibility. 10 a.m., with the financial training first, and then Board self-evaluations (Katie will distribute a form) and plans for Board recruitment.

Julia mentions the NorCAN Board training on March 24<sup>th</sup> at the Civic Club. She will attend and thinks KMUD should pay for Board members' attendance. Duff will go also.

**B. Proposal to appoint Jama Chaplin to Finance Committee.** Marcia Bauer moves to appoint. Katie seconds. Unanimous.

**C. Oversight of special project fundraising – delegation to committee(s)?** Katie thinks this question should go to the Development Committee, and that it's crucial that RCR do good fundraising for the Signal Upgrade and Music Library Addition. Rob reads Jama's memo on this subject, referencing the Signal Upgrade's Grant Agreement requiring us to get publicity language approved in advance by CPB. Rob says that getting this approval is the Station Manager's job. Julia asks whether the Development Committee can create a subcommittee for this fundraising, if it decides to. Katie proposes that Development Committee prioritize this discussion at its next meeting and bring a proposal to the Board.

**D. NFCB Conference Scholarship Fundraising:** GRC Committee will be asked whether they want to donate to this fund. Behr offered that KMUD could do the bar at the Fishtank Ensemble event she is producing at Beginnings May 6. Katie moves, and Duff seconds, that KMUD will sponsor the bar at the Fishtank Ensemble gig in May, and the proceeds will go to a scholarship fund for the NFCB Conference. Passes unanimously. Katie offers to spearhead, and Duff offers to work the bar.

**E. Authorize another credit card and designate signers:** Katie says that Finance Committee decided that Sarah should have one; Simon has the only credit card currently. Katie moves that the Board authorize a credit card for Sarah, and get a secured one at the Credit Union. Marcia seconds. Julia says that since it's a secured card, we should discuss the amount we have to

deposit to secure it. Katie thinks it was about \$2000 before. Marcia recommends \$1500 since that is the limit that can be spent by the Manager without Board authorization. Katie amends the limit of \$1500 into the motion. Unanimous.

**F. Report on the Estate of Roy L. Fitch:** (This item about Roy L.'s incredible gift was added to the agenda near the end of the meeting, but as an item of New Business is recorded here). Rob last week signed a routine affidavit asserting RCR's claim to the property. Because of legal questions, Eric Kirk is advising the Board. Rob says there is no one living at the property; the station needs to address that, and perhaps get insurance and attend to taxes. These questions will be brought up to Eric. Katie asks who is handling this? Marcia and Rob.

## **XII. Reports**

- A. Technical Director – No report
- B. Program Director – see note in Station Manager's report
- C. Programmers' Reps – no issues to report.
- D. Members' Reps – no issues to report.
- E. Community Advisory Boards (CAB's) – no report.
- F. Correspondence Secretary – (See also the action item above.) Ben says he sent the letter advocating for continued funding of CPB, which the Board worked on, to our Congressional representatives awhile back. Yesterday he sent it to all the Republicans in the Senate. He hasn't finished replying to the emails to the Board that were discussed in January.
- G. Staff meeting report, and appoint next Board member(s) to attend. Duff will attend on Thursday, March 10.

## **XIII. Other Committee Reports**

A. Development, including Pledge Drive Subcommittee. Katie says there was no Development Committee meeting. Behr reports that, as Sarah said, Sarah and Liz Davidson are working on the Silent Drive Letter. The Pledge Drive Form is being revised. Subcom meets at 4 tomorrow. Sarah reports on the notion of not stating an ending date to the public – there will be an internal goal of reaching \$85K by Wed., May 11. Volunteer shifts will be filled through Friday, May 13. The Subcom will meet during the last week of the drive to decide when drive will end.

Katie proposes that the Dev. Com. meet on Tues., March 1 at 3:30.

- B. Mediation – no report; will set a date to deal with Grievance panel members.
- C. Policy – no report
- D. Building – Larry says things are moving really fast, and the notes spell it out. Rob asks Sarah to give the Board copies of our contract with Jim Truitt. Sarah says not all limbs of the redwood tree will need to be cut – about 40%, to lessen risk of blowing over after 40% of roots were cut for foundation. Larry says some limbs were trimmed before the project began.
- E. Emergency Preparedness -- Duff suggests that programmers should have a binder or notebook to use in storms and emergencies, in which to write down information as it arrives over the phone. The info doesn't always get to the News Dept. or the next programmer, etc. – like some lost-dog notes. Sarah says she will utilize these suggestions.
- F. Website: Julia reports that Bob Froehlich, Chair, has been working hard on the news synopsis project. This is very valuable, she said, and puts us on par with other news and information services. They're also working on the news "menu."

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Larry heard a caller on the Board talk show ask for a permanent archive – to do that we'd need like a server on-site – a very involved process. Sarah says that Access Humboldt works with archive.org, and if there are shows that people feel belong in the creative commons, KMUD could do that. There are ways of putting limits on content there. Duff loves the thought of long-term archives on the web somewhere.

Julia also reports that the Committee is looking favorably on EBay's "Giving Works" program for non-profits; if Board members don't approve of this, please say so soon. This would be a way to get the station's feet wet in the online sales area, before doing an online store for KMUD merchandise. And, Felix is awesome on Flickr with her photos of KMUDders.

#### **XIV. Scheduling**

- A. Board of Directors: Tuesday, March 22, 4 pm, Healy Senior Center
- B. Executive Committee: Tues., March 8, 3 pm, Studio B
- C. Finance Committee: Tues., March 15, 3ish, at KMUD –  
the Committee is moving to a regular 3<sup>rd</sup> Tuesday schedule.
- D. Development Committee: Tues., March 1, 3:30 at the station.
- E. Policy Committee: TBA
- F. Building Committee: Feb. 28, 10 am, and every other Monday.
- G. Which Board member(s) to next staff meeting?  
Duff will attend on Thurs, March 10, 10:00.
- H. Which Board member(s) to Board talk show – wait til April 13.

Minutes respectfully submitted by Jama Chaplin, Board Secretary, on March 25, 2011.