

MINUTES

Redwood Community Radio Board of Directors

March 22, 2011 at 4 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; Jama Chaplin, Secretary/Members' Rep; Larry Lashley, Programmers' Rep; James "Duff" Ficklin, Programmers' Rep; Julia Minton, Members' Rep; *ex officio* member: Sarah Reid, Station Manager.
Absent: Ben Levant, Programmers' Rep; Sánd-Da, Members' Rep.
Others Present: Barbara Shults, Jim Ferguson
- III. **Approval of Minutes:** Jama moves and Marcia seconds to approve Rob's minutes for November 2010; unanimous. Rob moves and Julia seconds to approve February minutes, substituting Rob's account of the discussion of the Roy L. Fitch bequest; unanimous.
- IV. **Approval of Agenda:** A closed session with attorney Eric Kirk is added, and scheduled for 6:30, to discuss matters related to the Mapes-Bouck and Fitch bequests of property to KMUD, and to approve language for a response to former General Manager Brenda Starr. With this addition, Katie moves and Larry seconds to approve agenda; unanimous.
- V. **Open Time: Two minute statements and their Dispositions**
Barbara Shults says KMUD should have a rumor policy. Things with no basis should be addressed. She has been damaged by two individuals, starting in 2006, and she calls it 'cyber-stalking.' Barbara asks KMUD to write to YouTube informing them that one of them was never an employee of KMUD, as Barbara says he has claimed.
Disposition: Rob asks Barbara to write a letter to the Board providing specifics.
Jim Ferguson, Barbara's husband, suggests to the Board that KMUD name a specific person to deal with things posted on the internet which contain erroneous information related to KMUD. He says it's nearly impossible to get something removed from the internet as an individual, but maybe the organization would be heard.
Disposition: Rob says thank you, and the point is well taken that the organization might carry more weight.
- VI. **Management Report.** Rob seizes the opportunity to thank Sarah for her great written report (see report in Public File), which includes reports from the Technical Director, Program Director, Music Director, and a check-in with a News Coordinator.
Sarah adds that she still needs to confirm that payroll tax deposits were made. End of Year Financials should be done by end of March. There will be a "gift registry" type list for donors to buy building materials for the Music Library Addition, and she'd like help with fundraising for that. She'll get rid of the storage unit used for storing paper records, and keep some boxes in her office. She'll create a quarterly newsletter, mainly for volunteers, and check with Americorps about funding for a News Synopsis position. KMUE is on low power right now; Simon is addressing this.
- VII. **Discussion / Questions for Management:** Jama adds praises for the written report; great to hear from the busy Music Director.

Approved by Board on April 26, 2011

Jama hopes that next month the Board will receive a detailed report on the Signal Upgrade project, including, do we now have a CPB-approved timeline? She asks, when should Silent Drive letters be delivered, and Sarah estimates Monday. And, Jama expresses sympathy that the CPB's deadline for the RLAIIF application is suddenly looming on March 31; last year it was June 18 – she wishes that the Board could have provided more notice on this. Sarah says she will work with last year's grantwriter, Cynthia Elkins, on Friday.

VIII. Consent Calendar: Katie moves to approve and Julia seconds; unanimous.

A. Sarah (Humbert) Reid, Rob Bier, Katie McGuire, and Simon Frech are designated signers for the Redwood Community Radio Account at Umpqua Bank, and all other names are to be removed. Katie moves to adopt, Julia seconds; unanimous.

IX. Finance Committee Report: Katie reports that Julia, Jama, Sarah and Dian joined her for the meeting. By scheduling meetings later in the month, the Committee should be able to review the previous month's financial reports. GRC account paid for the excess color copies that KMUD made on its leased copier. (Sarah says a code is being put on the copier to reduce this.) Soon the Committee will work on cash handling policy and internal control. Julia and Sarah will work on solutions to the recurring database issues, and two other stations offer to share their experience.

X. Unfinished Business

A. Correspondence Secretary Policy revision. Marcia moves and Duff seconds to adopt the language below. Unanimous.

2.1.4 Correspondence Secretaries

There will be two Correspondence Secretary roles, one for email correspondence and one for handwritten notes. It is possible for one person to be appointed to both roles.

The Correspondence Secretary responsible for email shall reply promptly to emails to the Board, thanking the person for writing, and if a further reply is indicated, saying that the Board will reply after its next meeting, or sooner. Board members shall be copied in on all emails sent on its behalf.

Sometimes a quicker reply is possible, for example when a person simply provides input to the Board, or asks a simple factual question. In such cases, the Correspondence Secretary responsible for email will draft a reply, and give Board members three days to email that they want it discussed at the meeting. After three days, if none object, the President shall approve the email for sending.

The Correspondence Secretary responsible for hand-written cards and notes receives assignments at Board meetings.

B. Marian's Estate: appoint Committee and clarify its role.

Rob moves and Duff seconds to appoint the Spyrock Committee, with the following members and the following responsibilities: Marcia, Katie, Duff, and Felix Omai. They will prepare the buildings for sale; hold one or more estate sales; recruiting and approving volunteers to work at the property; and such similar activities as may arise. Unanimous.

The Committee may elect their Chairperson.

C. Fundraising for NFCB Conference Scholarship Fund: Jama says that at ExCom, some Board members thought that we should not ask donors to contribute to this, because we need to save them for the Signal Upgrade fundraising. Duff says that perhaps we should save the really deep pockets. Katie says we could certainly ask some people to contribute to this fund. Julia suggests asking some of the folks who were taken to NFCB (in Portland) by KMUD.

XI. New Business

A. Proposed change to Board Communication Guidelines regarding reports from the Program Director and Technical Director: Marcia moves and Julia seconds that we continue the new procedure: Station Manager incorporates these and other staff reports into her reports.

B. Proposed funding for synopses of news stories: Much praise for this concept. This item is referred back to staff and Website Committee. Julia offers to send Bob Froehlich a note of thanks for tremendously good work testing this concept and writing up procedures. Sarah will watch for funding opportunities including AmeriCorps; perhaps we can manifest this.

C. Board Member Absences: Jama moves that the Board remove Sand-Da from his Members' Rep seat because he has missed 3 meetings and has not been in communication. Marcia seconds; unanimous. Jama moves that this position be filled during the regular Board election cycle. Julia seconds; unanimous.

D. Appoint Elections Committee: Jama and Larry volunteer to be the Committee members in charge of the Members' Rep and Programmers' Rep elections, respectively. Rob volunteers to be the Committee member to make Board Binders and monitor the process. Rob asks, any objections? None.

E. Appoint new Correspondence Secretary for email: Duff moves and Julia seconds to appoint Jama as Correspondence Secretary for email. Jama abstains; otherwise unanimous. Jama will endeavor to reply to the emails to the Board that were discussed in January, and any new emails received.

F. Appoint new Policy Committee Chair: Marcia moves and Duff seconds to remove Ben as Policy Committee Chair and appoint Jama to that Chair. Both Jama and Julia abstain; otherwise unanimous.

CLOSED SESSION: Eric Kirk advises the Board about matters related to the properties bequeathed to KMUD by Marian Mapes-Bouck and Roy L. Fitch. It was decided to list the Mapes-Bouck property for sale. And, the Board agreed on wording for a letter of response to former General Manager Brenda Starr.

XII. Reports

A. Technical Director (see Station Manager Report in Public File.)
B. Program Director (see Station Manager Report in Public File.)
C. Programmers' Reps – Duff reports that a binder is being created for programmers to pass information along to each other during an emergency or other special situation.

D. Members' Reps – Jama mentions that the non-programmer volunteers are part of her constituency, and that these volunteers and KMUD would benefit if they were nurtured, and kept informed. There's been talk of a listserv, and Jama is willing to create mailboxes.

E. Community Advisory Boards (CAB's) - no report.

F. Correspondence Secretary: Julia will write thank you letters to Bob Froehlich for the news synopsis project, and to Eric Kirk for help with the two estates.

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G. Staff meeting report, and appoint next Board member(s) to attend. Duff says it was mostly fun. One staffperson said KMUD needs more requirements for Board members, including being part of KMUD for a longer time, so as to develop a better Board. Marcia is appointed to attend next time.

XIII. Other Committee Reports

A. Development, including Pledge Drive Subcommittee: Katie says they did not meet last month. BR is recording a promo. Jack Frybolous (Doug Tickner) wrote notes from Pledge Drive Subcommittee (see report in Public File).

B. Mediation. Rob has proposed a meeting time.

C. Policy: Jama says issues include closed session policy, tabled in November; Spokesperson Policy; and resolving who is authorized to award free memberships to volunteers.

D. Building: Foundation is complete! There is no shortage of volunteers, Larry reports.

E. Emergency Preparedness: Duff announces a meeting Thursday of the News Department's new Emergency Response Team.

F. Website: see report in Public File.

XIV. Scheduling -- proposed meeting times are:

A. Board of Directors: April 26, 4 pm, Healy Senior Center

B. Executive Committee: Proposed: Tues, April 12, 3 pm, Studio B

C. Finance Committee: Proposed: Thurs., April 21, 3ish, KMUD

D. Development Committee: Tuesday, March 29, time TBA, KMUD
Pledge Drive Subcom. Tuesday, March 29, time TBA, KMUD

E. Policy Committee: Monday, April 4, 4 pm, KMUD

F. Building Committee: Mon., March 28, 10 am, KMUD (every other Mon.)

G. Which Board member(s) to next staff meeting? Marcia, April 7.

H. Which Board member(s) to Board talk show, Wed., April 13? Rob and Katie.

Minutes respectfully submitted by Board Secretary Jama Chaplin on April 28, 2011.