

MINUTES

Redwood Community Radio Board of Directors

April 26, 2011, 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, Parliamentarian/Secretary/Members' Rep; Larry Lashley, Programmers' Rep; James "Duff" Ficklin, Programmers' Rep; Julia Minton, Members' Rep; *ex officio* member: Sarah Reid, Station Manager.
Board members absent: Ben Levant, Programmers' Rep.
Others present: BR Graham
- III. **Approval of Minutes:** Rob suggests that the March draft minutes be approved with this amendment: to spell Jack Frybolous' name correctly and include his official name, Doug Tickner. Duff moves to approve minutes with this change. Katie seconds. Unanimous.
- IV. **Approval of Agenda:** Rob suggests that there be a closed session at the end of the meeting to discuss the Roy L. bequest. Added to New Business are: Item F, CAB Appointment, and Item G, Who Decides about Land Sales. Rob moves to approve with these changes, and Duff seconds. Unanimous.
- V. **Open Time: Two minute statements and their Dispositions**
BR Graham says that she is not available for a Board seat in the next round, but since she's noticed that it's good for people on boards to have someone "at their back" that they can "download to," she's willing to do that for Board members, especially new ones. She'd like to start receiving Board packets by email, and to join the Policy Committee.
Disposition: Rob thanks her enthusiastically.
- VI. **Management Report** (see report in Public File): Sarah adds to her written report that 'her brain is in Pledge Drive,' and she's been talking to Simon a lot about the Signal Upgrade. In preparation for call-ins before the May 4 mixer, she'll talk to Paul Encimer, programmer, and Terri Klemetson, producer.
- VII. **Discussion / Questions for Management.** Sarah is thanked for another excellent and comprehensive report. Health insurance is discussed a bit more.
- VIII. **Consent Calendar.** Marcia moves to approve, with the date in Item A changed from May 5 to May 4. Duff seconds. Unanimous.
 - A. The Board will host two mixers for recruitment of Board and CAB candidates, with refreshments: Wednesday, May 4, 5:30 pm at a northern Humboldt location, and Thursday, May 19, 5 pm, at KMUD.
 - B. Conference fundraising at Fishtank, May 6: because progress has been made on NFCB Conference fundraising, the Board affirms that alcohol sales on May 6 may also be applied to GRC Conference attendance, at the Station Manager's discretion.
 - C. Correspondence Secretaries Policy (see text in Policy Committee report) is approved for the second time, with a grammatical error corrected.
 - D. The Management Evaluation Procedure dated November 24, 2009 is added to the Board Orientation Binder contents list.

Approved by Board on May 24, 2011

IX. Finance Committee Report. Katie thanks Sarah for her write-up of the Finance Committee meeting, and for creating the Trade Receipt so that items received on underwriting trade can be tracked better. The Committee feels a need for underwriters who trade with us to receive invoices every month so they can know their balances. And, the Committee will propose a policy to the board that any underwriter who has two unpaid contracts, or \$500 unpaid, will not get more underwriting announcements. There's a need to reduce the amount of advertising we're trading for; it's still over-budget.

X. Unfinished Business

A. Loan Secured by the Mapes-Bouck Estate for Signal Upgrade Funds. Sarah reports that there are several possible lenders, including interest rates of 5.125% and 7-something. Julia expresses urgency to get the property listed for sale. Sarah reports that Brian Elie has said he won't list it until it's cleaned up. Jama shares some amortization figures so we can visualize: \$100,000 loan with 30-year term at 5.125% = \$545/month payments. If RCR also borrowed 5 years of payments on that loan, monthly payments would be \$727.

Our goal is to have all matching funds (approx. \$100,000) in the bank by June 1 to meet CPB requirements. After much discussion, Katie moves that the Station Manager research loan options for the matching funds for the CPB upgrade, and convene the Board to make a decision. Marcia seconds. All are in favor, except Julia abstains. It is clarified that an equity line of credit would be an option.

B. Update on NFCB Conference Fundraising. Jama reports that she has received donations for her registration, and one toward Simon's so far. Beer and wine sales at Fishtank on May 6 should help. Sarah says the total budget is approx. \$2500, for herself, Simon and Jama.

C. Board Member Absences. Jama moves that the Board accept Ben's resignation with regrets, and also remove him from committees. Katie seconds. Unanimous. Ben has moved out of state.

D. Fundraising for Signal Upgrade. (During this discussion, Rob asks Marcia to facilitate for a short time.) Jama moves that the Board form a committee for Signal Upgrade Outreach and Fundraising. Julia seconds. Jama, Sarah, and Simon are willing to be appointed. Unanimous.

E. Update on Estate of Roy L. Fitch – moved to closed session.

XI. New Business

A. Discuss idea of additional Underwriting Rep position. Sarah reports that since the Underwriting Rep(s) work on commission, this position does not incur a cost to KMUD other than a short training period. The Board is not certain that it needs to give Sarah approval to do this, but just to make sure, Katie moves to approve Sarah hiring an additional Underwriting Rep. Duff seconds. All are in favor except Larry, who abstains. Two board members indicate that it would be good if Policy Committee would propose a clarification of Sarah's authority in creating or revising staff positions.

B. Appoint referee for KMUD elections. Rob moves to appoint Jim Lamport as the election referee for 2011 KMUD elections. Katie seconds. Unanimous.

C. Plan 90-day check-in with our Station Manager. Rob moves to appoint three board members to do this check-in with Sarah, at an early date. Julia seconds. Unanimous. Jama says it will be important to include the input of staff, and Julia is willing to take that input.

Rob and Marcia are also willing to serve. Jama moves to appoint these three; Duff seconds; unanimous.

D. Closed Session Policy – Proposed Additions. The Board revises the April 20 draft (see draft in Public File). Katie moves that, in the first paragraph, “in private” be changed to “in closed session,” and that the first sentence of item 2d should read “Any collective record made during this session shall be given to the Board President for safekeeping.”

E. Plans for Birthday Party May 28 and Block Party July 2. Katie proposes that Spyrock Committee meet and make a firm plan for their estate sale, to make planning for these other events more clear. Sarah says she will reschedule the Birthday Party / Music Library Fundraiser from May 28. Rob asks, “Are we doing too much?” Sarah, Rob and Jama mention mobilization of volunteer energy as key.

F. CAB Appointment. Rob moves to appoint Katy Stern to the Community Advisory Board. Unanimous. Rob will inform her.

G. Who Decides on Land Sales. Jama moves that the Station Manager will deliver all offers to purchase real properties owned by RCR to the Board, which will make the decisions on these sales. Katie seconds. Unanimous.

XII. Reports

A. Programmers’ Reps: Duff reports on successful (though lightly attended) programmers meetings: good organization around emergency planning; Cynthia Click shared info on Spinitron; lively discussion with staff.

B. Members’ Reps: Jama reports that she will start up an email list for reports to interested members. Also she has received input that some people who have died continue to receive mail from KMUD. For this reason and the coming election, she hopes to review the members’ mailing list - family memberships especially, because of past problems with these.

C. Community Advisory Boards (CAB’s) - no report

D. Correspondence Secretaries. The Board asks Julia to write thank you notes to the Healy Senior Center (who recently eliminated rent for our meetings), and the news / talk show engineers. During the Emergency Preparedness Committee report later on, the Board asked Julia to write a thank you letter to Felix for her fabulous photos. Jama reported on the quick email reply to Susan Ornelas about the possibility of the Jacoby Creek barn for a KMUD event. She appreciates that Rob, who regularly checks in with Barbara Shults, has taken on emails to her on behalf of the Board. She says she’ll catch up on the emails the Board decided on in January, and says she will email David Bergin about bylaws, since it was confirmed that he did not get a reply to his previous email.

E. Staff meeting report, and appoint next Board member(s) to attend. Marcia hands out a written report from the staff meeting of April 21. There was a request that the Board discuss qualities we are looking for in new board members. Staff requests that the Board agenda be emailed to them as it is posted, so that will be done. Rob will attend on May 19; Julia is a backup in case he cannot.

XIII. Other Committee Reports

A. Development, including Pledge Drive Subcommittee: Jama asks Sarah to clarify decisionmaking about the ending of the Pledge Drive if we haven’t met our goal. Sarah explains that the Subcommittee will make this decision as a group. Also, Jama passes on Marianne’s

request that we keep the Committee Meetings list on the bulletin board current, and Committee chairs, please add your phone numbers to that list to facilitate communication.

B. Mediation: nothing to report.

C. Policy: (see report in Public File.) Jama wrote their report today, and since the hour is late, she will just email it tomorrow. She also reports that a recommended attorney is willing to review our bylaws for almost nothing. Rob says that Policy Committee can decide on this; the Board does not need to hear more.

D. Building: see report in Management report. Working on getting lumber donated, and extremely excited about the CR Green Building students who'll be funded to help us.

E. Emergency Preparedness: Duff said there were two excellent meetings after the slide that closed 101 at Sylvandale and the tsunamis. Terri has organized an Emergency Response Team in the News Department, and Marianne has helped develop procedures for it. Emergency Alert System didn't work properly, and this is being looked into.

F. Website: See report in Public File. Jama expresses the hope that the Public Service Announcement (PSA) information that will go onto the site will match up with the PSA policy and the PSA Guidelines for Submitters. Staff could of course propose changes.

G. Elections: Since programmers haven't been informed that they may have a free membership in appreciation of their services, and the notification of their nomination period (May) is late, Board agreed that it will relax the requirement for candidates for the Programmers' Rep seat be members by May 1. The Management Evaluation Committee will be the only Committee election, since two reps to Mediation were elected just last year to 3-year terms.

H. Spyrock Property: Will set a meeting soon and schedule their sale.

XIV. Scheduling -- proposed meeting times are:

- A. Board of Directors: Fourth Tuesday, 4 pm, Healy Senior Center
- B. Executive Committee: Second Tuesday, 3 pm, Mateel Café this time
- C. Finance Committee: Tuesday, May 17, 3:00 at KMUD
- D. Development Committee: Wed., May 18, 5 pm, KMUD
- E. Policy Committee: First Monday, 4 pm, KMUD
- F. Building Committee: Monday, May 9, 10 am, KMUD (every 2 weeks)
- G. Website Committee: Tuesday, May 17, 10 am, KMUD

XV. Closed session: Discussed issues with Roy L. Fitch's bequest of real property.

Minutes respectfully submitted by Board Secretary Jama Chaplin on May 26, 2011.

Approved by Board on May 24, 2011