

## Minutes

### Redwood Community Radio Board of Directors

Date & Time: 22 May 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:** Rob Bier, President; Suzanne Beers, Vice President, board-elected; Jama Chaplin, Treasurer, Members' Rep, Parliamentarian; Noel Soucy, Secretary, Programmers' Rep; Nella White, Members' Rep; Marcy Stein, Programmers' Rep; ex officio member: Sarah Reid, Station Manager.

**Board members absent:** Siena Klein, Antonia Lamb, and Jordan Jumpshot

**Others Present:** Larry Bruckenstein, Felix Omai, Katie McGuire, Dave Smith

**III. Approval of Minutes:** (April) Suzanne moves to approve the April Minutes. Noel Seconds.

- Several changes are adopted and the April Minutes are approved as amended, with Rob and Jama abstaining.

**IV. Approval of Agenda –**

- An item is added to the Closed Session
- Board approves the agenda unanimously

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

Larry Bruckenstein- Larry suggests Peter Connelly be added as Grievance Panelist. Peter Connelly is interested, and comes with recommendations from all of the current Grievance Panelists.

**VI. Closed Session- Grievance Panel Report**

- Marcy moves to accept the report from the grievance panel. Suz seconds the motion. The Board unanimously moves to accept the report from the Grievance Panel.

**VII. Management Report**

- We still have not received a check from CPB
- Jama and Suz have been working on getting a loan so we can pay Gray Haertig
- CPB wants us to have the KMUD transmitter done by August, so we need to order the new transmitter for KMUD in the beginning of June. We will need to order the new equipment as soon as we get the check from CPB
- The Committee voted to postpone the fundraiser. We are thinking early September, but a date has not been chosen yet.
- Sarah canceled the volunteer appreciation party
- Our next big focus is the Block Party
- Sarah talked to Eric Kirk and, as executrix of the Fitch estate, has closed the last Fitch bank account. Brian Elie is willing to broker selling the Fitch Property. Anything that is

gained from selling the Fitch property will go into a probate account. KMUD is only a partial beneficiary of the selling of the property. The property is basically cleared to go on the market at this point.

- We will be talking about HAF later. HAF is going to be sending Sarah an investor list
- Sarah is going to put some of the silver on the class ads to try to sell it
- The guy on the sheetrocking job got a paid job. Sarah is working on trying to get a new drywaller.
- Sarah will take the packet of papers to the auditor tomorrow.

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

- Can we build shelves in the Library addition that can be moved so we can use the space for meetings?
- Sarah got an extension for the 990 and several other reports with our CPA
- Marcy- Question about the coffee booth for summer arts... Have we ordered the coffee yet from Signature Coffee?
- Jama- Any progress for cash handling procedures for Summer Arts and future events? No.

#### **IX. Consent Calendar**

A. Second Consideration on Voting Policy 2.2.5- For clarification, the last sentence is revised as follows: "Policy and bylaws items must be on the agenda, and approved with identical wording, two times (usually at two consecutive meetings)."

B. Second Consideration on Policy 2.2.8- Agenda Requirements for Board Meetings is clarified by the addition of this sentence at the end: "Special Board meetings with closed session(s) as the only action item(s) shall not have "Open Time" on the agenda."

- Suz moves that we approve the Consent calendar as written. Jama Seconds. Board votes unanimously to approve both Consent Calendar items

#### **X. Finance Committee Report**

- Jama- There may be errors in the how the pledges are being accounted for – duplicate entries, one when a person's pledge is made, and another when they pay it. Our books show \$96,000 of pledge drive income, and the goal was \$88,100. Sarah says that they were going for more because a percentage of the people don't pay – but we have a fairly high pay rate, relatively speaking. Something like \$54k has already been paid from the pledge drive.
- Suz- Looking at the Budget to Actuals... It looks like we are way behind on income.
- Sarah- Explains how the figures all add up. Underwriting may be a little behind, we're talking about that. We will make up some Novelty Sales during the summer. We are not over spent in any areas.
- Jama- Suggests there may be an arithmetic error in the staff salaries.
- Jama- Wants to make sure that we are keeping up with Gray Haertig's pay so he can make those mortgage payments
- Sarah- Gray is her number one priority to pay. Sarah is going to call Gray and get an update on his needs.

- Jama- Jama says someone told her they saw in the newspaper a letter saying that KMUD should stay within its budget. Did anyone see that? No.
- Sarah- We underestimated how much the Signal Upgrade was going to cost. The antennae cost went up since we originally got the grant from CPB. We had to have the mounting crews and engineer come twice. Sales tax was not added to equipment costs.
- Suz would like to see the Fitch Property on the agenda next month
- Jama- Doesn't know if we should re-schedule the Finance Committee. The reports weren't available for the Finance Committee meeting.
- Concern is raised about which month's financials the Finance Committee meeting would be covering
- Marcy- Question to Sarah about the Program Guide. Korin wanted some given recognition to Jay Schille in the Program Guide.
- Sarah- We have pushed back the date of the Program Guide publication because we haven't gotten enough paid advertisement
- Jama: the nutshell of the Finance Committee Report is that we're in a very difficult situation. Sarah now estimates our portion of Signal Upgrade costs at \$170,000 rather than \$107,000 as budgeted. Given that Marian's property contributed the first \$63,000, that's a huge leap.

## **XI. Unfinished Business**

### **A. CAB Member Appointments**

- Marcy- wasn't able to open the file that Siena had sent regarding the CAB
- Jama- thinks Cindy Reed is willing to be a CAB member, but was not able to contact her to talk about it
- Rob- We can not appoint any new members at this point, so we will move on.

## **XII. New Business**

### **A. Management Evaluation Procedure Revisions**

- Rob- Please refer to the Document in the Board Packet developed by Jama, Behr and Julia. This document does not refer to any of the alterations. So its difficult for us to approve the alterations
- Rob goes over the alterations in the document
- Marcy would like to read all the alterations.
- Rob would like to table the discussion, and have the Committee's recommendation next month. Rob would like some input from the Station Manager on the topic
- Noel moves to table the discussion. Jama seconds. Board votes unanimously to table this topic

### **B. By-Laws Revisions- First Consideration**

- Jama- This has been brought to the Board before. A previous Board Member had some issues with some of the language. This item needs a lot of discussion and Jama would like us to give it more than the customary two considerations. It may need to be considered three times.
- Nella would like to know if anyone has strong feelings about whether programmers should get to vote in both elections or not.
- Marcy thinks we should get to vote in both elections
- Rob- This item will be back on the agenda for a vote next month

C. Humboldt Area Foundation Funds

- Sarah wants to talk with HAF and ask them to set up an endowment fund with Brian Elie that would benefit the KMUD News Department
- Jama moves that Sarah be authorized to work with Brian Elie to set up an endowment fund with HAF
- Jama has concerns about the fund. We very much need donations to our Signal Upgrade and General Funds. If a person donates \$10,000 to the endowment, we would get \$400 annually. HAF would keep the principal forever.
- Jama thinks that we should think about this longer.
- Nella- Can you set it up so that if you want to contribute to the endowment fund, that you have to donate have to the sustainability fund?
- The Board needs to talk about setting up the Sustainability Fund more before we go forth with it.
- Rob- Moves to authorize Sarah to work with Brian and the HAF to establish an endowment fund that benefits KMUD's News Department. Suz seconded the motion.
- Nella doesn't want the endowment fund to be publicly advertised
- Jama- Suggests that we only advertise the endowment by word of mouth
- Jama- Suggests that we don't set up the endowment until after we pay off the Signal Upgrades
- Jama amends the motion by adding: KMUD Board and Staff will only publicize this Endowment Fund by word of mouth until KMUD is out of debt on the signal upgrade
- Rob withdraws his motion
- Rob re-instates his motion accepting Jama's amendment
- Suz seconds the amended motion
- The Board passes the motion with two abstaining

D. Alderpoint Property- Plan Sale and Appoint Board Liaison

- Suz is willing to be the Board Liaison during the probate sale of the Alderpoint Property
- Rob moves that we appoint Suzanne Beers to be the Board Liaison during the probate sale of the Alderpoint Property
- Noel seconds the motion

**XIII. Reports**

A. Programmers' Reps- No meeting to report- Noel will get a meeting location tomorrow for the beginning of June

B. Members' Reps –

- Jama- Bettye Etter thinks we need a gimmick, and maybe selling bricks would be a good idea.

C. Community Advisory Boards (CAB's)

D. Correspondence Secretaries-

- Suz did her thank yous. She reads the letter to Coco.
- Noel asks that she write a thank you to the Grievance Panelists.
- Also a Thankyou to DJ Jack Frybulous for overtime duty on producing during the pledge drive.
- Suz is going to write a letter to the Matteel in regards to Cousin Marcs Bday Party

E. Staff meeting report, and appoint next Board member(s) to attend- No report from May 24<sup>th</sup> meeting yet since it is in two days.

**XIV. Other Committee Reports**

A. Development, including Pledge Drive Subcommittee

- Marcy- Antonia, Jama, Marcy, Joe McGraw attended- we need to bring more people into the mix, especially people from up north. Marcy thinks that consensus was to simplify and pick a few things and make them really happen. A lot of other stations have daily recorded promos that help people know how to subscribe year round. Several voices rotating on mini-discs that instruct people how to subscribe.
- BLOCK PARTY July 7 - Jama- If the Solar Suites will not let us use the parking lots across the street than maybe we could see more road area closed. But everyone agreed we really don't need more space
- Jama offered to do the county paperwork for the road closure. We need to get that paperwork in by tomorrow morning. If we want to make it bigger we need that info by tomorrow
- Jama- Riverwood Event- IS there room for a KMUD table?
- Sarah- Has been playing phone tag with JoMama. But Sarah doesn't think so.

B. Mediation – Rob- we will be having a meeting as soon as Rob can coordinate a meeting with the Committee and the Grievance Panel

C. Policy – Jama- The law used to read during a talk show we must articulate all viewpoints of an issue. But the law changed... We no longer have to articulate the other views. Jama thinks all we should amend the bylaw so we only need to make room for opposing views.

D. Emergency Preparedness – George Monroe and John Hardin both agreed to be on this Committee. Jama moves to appoint George and John to the Committee. Board approves the motion unanimously. Sarah will inform them of this.

E. Website – We have Bob's report

F. Elections – Sienna has one nominee for Programmers' Rep- Marcy Stein

- Contact Belinda White, Bud Rogers

G. Outreach/Fundraising for Signal Upgrade: by email we'll think about a date for the postponed Northern Wine Tasting.

**XV. Scheduling -- proposed meeting times are:**

- A. Annual Membership Meeting: 26<sup>th</sup> June, 4 pm, Healy Senior Center
- B. Board of Directors: 4<sup>th</sup> Tuesday, 26<sup>th</sup> June, following Annual Meeting, Healy Senior Center
- C. Executive Committee: 2<sup>nd</sup> Wednesday June 13<sup>th</sup>, 3 pm, Studio B
- D. Finance Committee: 3<sup>rd</sup> Tuesday June 19<sup>th</sup>, 3 pm, KMUD
- E. Development Committee: 2<sup>nd</sup> Wednesday June 13<sup>th</sup>, 5:30 pm, KMUD
- F. Policy Committee: 2<sup>nd</sup> Wednesday June 13<sup>th</sup> 11:00 am, KMUD
- G. Mediation Committee: TBA
- H. Board member(s) to next staff meeting: Jama- Thursday 7<sup>th</sup> June
- I. Management Evaluation Committee Check-In June TBA

**XVI. Closed Session-** Personnel Discussion. Sarah Reid delivered a typed resignation letter to each board member. Discussion was held.

Minutes respectfully submitted by Noel Soucy, KMUD Board Secretary on 17<sup>th</sup> September, 2012.