

# MINUTES

## Redwood Community Radio Board of Directors

May 24, 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.  
**Others Present** for parts of meeting: Michael McKaskle, Noel Soucy, Barbara Shults, BR Graham, Simon Frech
- III. **Approval of Minutes of April:** Rob requests that "according to Sarah" be deleted from item X.D., and that "Public Service Announcement" be spelled out in Item XIII.F. With these changes, Marcia moves for approval and Katie seconds. Unanimous (except Julia, who had not arrived yet).
- IV. **Approval of Agenda:** Board adds Unfinished Business Item B, Appointments to Signal Upgrade Outreach and Fundraising Committee, and a closed session with Brian Elie about the sale of the Spyrock property, after Open Time. With these additions, Katie moves for approval and Marcia seconds. Unanimous, except Julia abstains (because she just arrived).
- V. **Open Time, Part One:**  
Michael McKaskle was at a programmers' meeting where it was announced that programmers may receive a free membership, and many were happy. Then during the pledge drive Michael saw the same core of folks mostly working, and suggests that programmers should have a duty to give some volunteer hours. He knows this was a big issue in the past.  
Rob thanks him, saying this matches some other opinions we have heard.  
  
**Closed Session** about the Spyrock Property with realtor Brian Elie: issues are discussed, and Brian clarifies the generous terms of his service.  
  
**Open Time, Part Two:** others have arrived.  
Noel Soucy introduces herself to the Board and says that it would be an honor and a pleasure to serve KMUD as a board member. Rob thanks her.  
Barbara Shults says she was just convicted for taking a dog to a shelter. On her next show, her guest will be Sheriff Deputy Downey. She wants the Board to be aware of this contentious political situation. She says the D.A.'s office tried to get a gag order so that she could not speak about this on KMUD, but the judge rejected that.  
Rob thanks her for informing us about this.
- VI. **Management Report** (See report in Public File). Sarah says the auditor isn't returning calls or emails from her, Gayle, or Dian. She's filed for an extension with CPB, and doesn't know if the auditor has filed one with IRS/FTB. Rob says this sounds like breach of contract. Katie wonders if we can get another auditor at this late date. We have not paid her yet. Marcia asks whether IRS can tell us if the extension is filed - Sarah will ask. Rob is willing to try calling the auditor.

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We were accepted into Reggae for iced coffee, Kate Wolf for an info table, and the County Fair for info and cold drinks.

Alderpoint Property: Sarah will be going there soon with her dad, and they'll write a report. Marcia says we've been on the title of the land for a year and a half for 50% ownership, but we've been having trouble getting title insurance due to issues we've discussed. The road association is asking us for back dues, and Sarah wants to write them saying we'll pay starting when we took title; she'll run this by Eric Kirk. Some parked vehicles are making road work difficult, and the association wants those moved.

**VII. Discussion / Questions for Management.** Julia asks for an NFCB funding report. Sarah says that Jama got donations for herself [registration], and we're still gathering them up for Simon. Katie feels strongly that we can't take on a fundraising event for GRC attendance. Jama and Rob would love to see conference spending separated out on our financials. Finance Committee is requested to address this.

Duff asks if KZYX is paying us for news. Sarah says no, but they are paying our stringers. It's been six weeks; if it continues much longer she may re-evaluate that.

Simon arrives to discuss the Signal Upgrade and its financing. CPB just approved our upgrade of the Shelter Cove translator. It's just one piece of equipment, transmitter with amplifier. We would pay about \$5,000 of the \$17,000 project.

Katie asks whether CPB needs proof of money in the bank. Sarah says we have to tell CPB we've paid vendors, then they send us a check.

Simon clarifies that although he hopes we can do all three upgrades in early fall or so of this year, the deadline for KMUE is March, and for KMUD is September 2012. He explains that KMUE won't be getting the signal from KMUD's Pratt Mountain transmitter any more, but through 101 Netlink.

Rob asks for a report about what the financial process involves, and the money numbers for each frequency: our matching funds and CPB's contributions.

**VIII. Consent Calendar.** Marcia moves to approve; Julia seconds. Unanimous.

**A.** Addition to Policy 3.2.1, Candidate Eligibility, Members' Rep: at end of first sentence, add "and shall not be a Programmer." This matches our bylaws.

**B.** Closed Session Policy 2.2.2 is finalized as revised by Board on April 26.

**C.** Because this item did not appear on the posted agenda for April, the Board re-affirms its appointment of Katy Stern to the Central Community Advisory Board.

**D.** Similarly, the Board re-affirms its decision that the Board will make all decisions regarding the sale of real properties belonging to KMUD.

**E.** The Board appoints BR Graham to the Policy Committee.

**IX. Finance Committee Report:** Katie has an old draft of the Finance Committee's 'job description' and will create a new draft. Underwriting issues were discussed at the meeting.

**X. Unfinished Business**

**A. Loan for Signal Upgrade Funds:** After much discussion of other options, including a loan secured by the Spyrock Property and financing secured by the upgrade equipment through Providence Capital, the Board accepted the necessity of encumbering RCR's studio and office building for a brief time. Marcia moves that we take out a line of credit on the KMUD property with the caveat that we price the Spyrock property to sell as soon as economically feasible so

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that we can pay off the line of credit. Treasurer Katie McGuire seconds the motion. In favor: Larry, Rob, Marcia, and Katie. Opposed: Duff and Julia. Undecided: Jama.

**B. Additional Appointment(s) to the Signal Upgrade Outreach and Fundraising Committee:** Jama moves to appoint BR Graham. Duff seconds. Unanimous. Noel Soucy, very familiar with Northern Humboldt, will also help, and we'll reach out to Northern C.A.B. members.

## XI. New Business

**A. Plan Annual Membership Meeting (June 28, Board meeting day).** The Annual Meeting will start at 4 in the KMUD front yard, followed by Board meeting. Food and drink will be served. Further plans will be made at Executive Committee meeting.

**B. Proposed Bylaw Amendments – first consideration.** Jama moves to table the first consideration until June, and post the proposals with the agenda on our website and bulletin board. Julia seconds. Unanimous. Julia suggests we look into a Technical Assistance Program grant through Humboldt Area Foundation for legal review.

**C. Qualifications for Board Members:** At our evaluation retreat, we came up with the following skills that we are hoping to find: financial, fundraising, entrepreneurial, and legal. Jama says that in terms of the possibility of adopting a further requirement for board eligibility, the only suggestion she's heard is that the person be involved at KMUD for a certain period first. But if we did that, we wouldn't have Julia Minton (or Katie McGuire, says Katie). No other ideas are presented, and no action is taken.

**D. Station Manager Job Description – clarification regarding creation of new staff positions.** Rob moves to table; Marcia seconds. Unanimous.

## XII. Reports

**A. Programmers' Reps:** Duff says that he, like Michael McKaskle, is disappointed with many programmers' level of participation in pledge drive, and is also thinking we should require volunteer hours. Katie says we need more communication about what needs doing.

**B. Members' Reps:** Jama welcomes anyone to give her questions for NFCB Conference. She says she'd be happy to be the one to email packet documents to people not on the Board who have requested them, OK? OK.

**C. Community Advisory Boards (CAB's):** no report.

**D. Correspondence Secretaries:** Jama says she is still behind on the ones not done by the current secretary after the January discussion. She asks whether David Bergin ever got a reply to his emails about the bylaws. No. She is authorized to email him that we tabled the bylaws til next month, we will post proposals with agenda, he can contact individual board members by leaving a message at the station, and she can answer his questions. Julia circulates for board signatures thank you notes to Felix Omai, Jim Truitt; she'll do Eric Kirk and news/talk engineers next month.

**E. Staff meeting report, and appoint next Board member(s) to attend.** Rob reports that fundraising was discussed, with Simon suggesting calling those who didn't give in the pledge drive, and Cynthia Click suggesting a big tabling outreach. Panorama data base problems were discussed, and the committee addressing these consists of Sarah, Simon, Julia, and Beth.

## XIII. Other Committee Reports

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A. Development, including Pledge Drive Subcommittee: Katie reports that the big topic is the Block Party July 2. Cynthia Click and Tanner are on music; Sarah on food and ABC license, Sarah on vendors, Sarah's Husband Jessie on food, Jordan on basketball, will ask Jo if she'll again coordinate beer/wine and dunk tank. Site coordinator, dessert coordinator and cash handler needed.

B. Mediation: no report

C. Policy (see report in Public File). Board said "yes" to these questions from Committee: a. Should the Board provide notice to the public when it schedules a special board meeting? That is not required in bylaws or policy currently.

b. Should we clarify the Voting policy as to whether, at the first meeting where a policy or bylaw issue is considered, the Board is to vote on the issue? It would seem that at least a straw poll should be taken to establish whether the issue should come back for a second consideration.

D. Building: Larry reports that the project is in Jim Truitt's hands, because Larry is so busy right now, but he'll be back.

E. Emergency Preparedness: Duff reports that Simon attended the Southern Humboldt Emergency Preparedness team meeting. Duff has their minutes and anyone can go. They appreciate KMUD's involvement.

F. Website Committee was rescheduled to today. Julia reports: Dave Smith will talk to them next month about a live video stream. They're putting an EBay widget on the home page, and selling KMUD merchandise there. Bob Froehlich said he hopes the new Underwriting Rep will be somewhat web-savvy, also start selling website ads, and come to Committee meetings sometimes.

G. Elections. Larry reported that Jama nominated behr for the Management Evaluation Committee's elected seat representing programmers and volunteers. Katie reported that Rainbow Mountain Walker, Robin West, Noel Soucy and programmer Jordan Jumpshot expressed interest in the Board at the Mixer May 19. Jama proposes to the Board that if we have elections, the top vote getter earns the three-year term and the 2<sup>nd</sup>, the two-year term – and those people could trade with each other if they want to. She doesn't think we need another Mixer June 9. She explains the process where the Election Coordinator calls the nominees after nominations close and confirms their willingness to run.

H. Spyrock Property: Plans for Estate Sale May 29 at Spyrock are summarized.

#### XIV. **Scheduling -- proposed meeting times are:**

A. Board of Directors: June 28, after Annual Meeting, KMUD  
Annual Membership Meeting, June 28, 4 pm, KMUD front yard

B. Executive Committee: Second Tuesday, 3 pm, Studio B

C. Finance Committee: Third Tuesday, 3 pm, KMUD

D. Development Committee: June 9

E. Policy Committee: June 13, 4 pm, KMUD

F. Building Committee: Monday, June 6, 10 am, KMUD (every 2 weeks)

#### XV. **Closed Session**

Personnel issue, and then financial matter. No decisions were made.

Respectfully submitted, Board Secretary Jama Chaplin, June 29, 2011

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