

Minutes
Redwood Community Radio Board of Directors
Special Board Meeting
Wednesday, 13 June 2012, 2PM
Garberville Civic Club- 477 Maple Lane

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; Siena Klein, Members' Rep; Jordan Jumpshot, Programmers' Rep; Marcy Stein, Programmers' Rep; ex officio member: Sarah Reid, Station Manager.

Board member absent: Antonia Lamb

Others Present: Felix Omai, Julia Minton, Agnes Patak, Behr Behr, Barb Truitt, Belle, Marianne Knorzer, Cynthia Click, Michael Makaskill, Katz

III. Approval of Agenda-

- Jama suggests some amendments- Adding I. Authorize Sarah to borrow \$11,000, Reordering agenda items as follows A,B,C,E,G,H,I,D,F
- Nella seconds agenda as amended. Board Approves Agenda as amended.

IV. Open Time: Five minute statements and their dispositions

- Barb Truitt- Came to offer her assistance on the Interim Management Plan, but has limited time to offer to the job. She would like to know what the time commitment to be involved in the Hiring Committee.
- Felix Omai- She had reservations about hiring an Interim Administrator, but isn't as concerned about it now.

V. Management Report

- KMUD received our check from CPB.
- Sarah met with the Auditor, so we will be getting another check from CPB in July.
- Sarah is working on a document of all the work she plans to finish before she leaves.
- Sarah is also working on a document for a possible Development Director position and if hired for it is willing to also work one day a week as Interim Administrator until new management staff is hired.
- Marianne- The Program Guide is coming along. John Angus is working on it. There is still some ad space left. The Guide will be going to the printer on 29th June.

VI. New Business

- A. Choose Management Structure for a permanent position(s)
- Cynthia- A large portion of Staff Meeting yesterday went over Jama's Interim Administrator Job Description. A lot of the Staff are interested in the Development Director position.
 - Marianne- Thinks that Staff needs more time to give input on any new staff structure

- Suzanne has concerns about creating a Development Director position and makes a motion. Suzanne moves to hire someone with the current [Station Manager] job description, and put back in the budget the Administrative Assistant position KMUD used to have.
- Jama seconds the motion. Jama doesn't think that the Board is ready to make any Final Structure decisions today. Maybe we will be ready to make a decision by our meeting on 26th June. Jama thinks that our Station Manager needs to have business admin skills, however the we are majorly limiting ourselves if we also require someone with radio skills.
- Nella thinks it is much more important to find a local person with admin skills. They need to know our tribe.
- Marianne- Thinks that our Station Manager needs to have radio skills. But if we pull it apart, and hire two people, than the Admin position would not necessarily need radio experience. If we are only going to be hiring one person, than that person needs radio skills.
- Sarah- Both an Admin Assitant, and Development Director in addition to a Station Manager would be ideal, however one or the other may suffice.
- Rob- There is not enough support for the motion on the floor. We need a smaller group of people to work on the issue, and come up with a proposal for us decide on at our next Board Meeting on 26th June.
- Nella- Supports Rob's idea to form a smaller group. It wouldn't necessarily have to be the same group as the Hiring Committee.
- Marianne- Big meetings are hard, but she likes the ideas. She feels that any committee that is formed should be partially made up of Staff, and she is willing to serve on said committee.
- Katz- On the Board of the Mateel. She thinks that the (station manager) position is too large for any one person.
- Cynthia- Is in favor of the Development Director position. She feels that we are not properly utilizing our new northern Signal Upgrade. We need a Development Director to help us make more money.
- Julia- Wants to comment on – It would be really valuable to check in with the previous Management Structure committee, so we don't re-invent the wheel. There are a whole lot of ideas to be explored. Maybe we need an outside facilitator to help the process along.
- Felix- As a previous Management Structure Committee member, the Station Manager position is thoroughly overwhelming. The job description that Sarah wrote for Development Director would lessen the responsibilities
- Marcy- Who was that previous Management Structure Committee made up of?
- Julia and others recall Jimmy Durchslag, Katie McGuire, Jama and Terri on the previous Management Structure Committee
- Suz- Withdraws her motion.
- Rob- Proposes to create a committee that would work on the Job Description and have a report in two weeks for the regular Board Meeting.
- Siena- Makes a motion that the Board creates a committee to discuss and come up with a recommendation regarding Management Structure for our next Board Meeting in June
- Barb- Suggests that first we create the committee, than we decide how many members the committee would have.

- Suz seconds the Siena's motion.
- The motion is approved unanimously
- Nella makes a motion that the committee be consistent of two Board and two Staff members. Jama seconds.
- Julia- Thinks that the committee should have a community member as well, and would like to volunteer.
- Noel offers a friendly amendment to add one community member to the committee. Nella accepts the friendly amendment. Jama seconds.
- Rob and Sarah feel that the community member isn't necessary.
- Six in favor, two opposed. Motion passes to create a five person committee, with open meetings.
- Siena, Jama, and Noel volunteer for the committee.
- Rob thinks that the Board members on the committee should be staying on the Board beyond this year.
- Rob moves to appoint Noel and Siena to the committee as Board Members. Suz seconds. Motion passes.
- Cynthia Click, Marianne Knorzer and Julia Minton both volunteered to be on the committee.
- Rob moves to appoint Cynthia Click and Marianne Knorzer to the committee as Staff Members. Siena seconds. Approved unanimously
- Nella moves to appoint Julia Minton as the community member on the committee. Marcy seconds.
- Suz is concerned about a conflict of interest with Sarah attending these committee meetings.
- Board approves the addition of Julia Minton to the committee.
- The committee is the Management Structure Committee.

B. Interim Management plan

- Jama moves that we make plans to hire an Interim Administrator as soon as possible.
- Nella seconds
- Nella- we have several people that are interested in this position. If we have a candidate that is appropriately skilled, since it's an interim job, we should avoid going through some huge process to choose this person
- Jama- Is concerned that our two Interim Administrator candidates do not have enough time for the job. We should announce right away that we need an Interim Administrator on the air and contact the person that Katy Stern referred.
- Barb and Rob second this notion.
- Board votes unanimously to hire an Interim Administrator.
- Marianne and Sarah are in favor of putting the ad on air
- Siena would like to see it in the local newspaper(s)
- Marcy and Rob feel that we need to hire the Interim Admin by our next regular Board Meeting
- Julia thinks in addition to on the air, we should put up an ad on Craig's List and the local newspapers to be transparent.
- Jama thinks we could have it on the news.
- Rob- We never tell the News Dept what to air.

- Sarah volunteers to put the ad together and get it out tonight, with an application deadline of June 22, to a KMUD Hiring Committee email address.
 - Meeting attendees go over line for line amendments to the Interim Administrator Job Description as created by Jama. Please see Draft 2 from Jama Chaplin June 11, 2012, modifying 2010 version. Jama will submit a revised draft to the Board.
- C. Appoint Hiring Committee- Policy says that Composition of the Hiring Committee would be two Board Members, two Community Members, and one Staff Member.
- Rob moved to charge the Hiring Committee to recommend Interim Administrator and Station Manager Candidates to the Board.
 - Siena seconds. Board approved the motion with one abstention.
 - After hearing from four board member candidates about their hiring experience, Board elects Nella and Marcy by secret ballot as the Board Members on the Hiring Committee
 - Marianne volunteers.
 - Rob moves to appoint Marianne Knorzner to the Hiring Committee. Siena seconds. Board approves.
 - Suz moves that we appoint Barb Truitt and Dian Griffith to the Hiring Committee. Siena seconds. Board approves with one abstention.

D. Appoint a new Executor / Executrix of the Fitch Estate

- Jama moves to appoint Suzanne Beers as Executrix of the Fitch Estate. Noel Seconds
- Board approves with one abstention.

E. Approve Letter of Engagement with the Auditor

- Jama moves to approve the Letter of Engagement. Noel Seconds. Board approves unanimously.

F. Add another name onto the Safe Deposit Box and Checking Accounts

- Siena moves to authorize Simon Frech as a second name on the Safe Deposit Box, in place of Sarah Reid, so the two people would be Simon Frech and Jama Chaplin. Noel Seconds. Board approves unanimously.
- Nella moves to add Treasurer Jama Chaplin as a signer on all of our checking accounts. Suz seconded.
- It is mentioned that Jama's term is expiring, so it may be good to add someone whose term is not about to expire.
- Board approves unanimously.

G. Authorize Sarah to borrow \$11,000

- Noel moves that the Board authorize Sarah to take out the \$11,000 loan if needed. Suz seconds. Board approves unanimous.*

H. Signal Upgrade Project- Discuss KMUD and Shelter Cove Transmitter upgrades

- Noel moves that we continue with the Signal Upgrade Projects for KMUD and Sheltercove. Jordan seconds. Board approves unanimously.

- I. Offer to buy Mortgage Note on the Spyrock Estate
 - This item is tabled to the Regular June Meeting. The Board needs to get a cash flow analysis in order to better decide upon this matter.

VII. Scheduling -- proposed meeting times are:

- A. Board of Directors: 26 June 2012 Fourth Tuesday, 4 pm, Healy Senior Center

*Jama had intended to abstain from this vote, and notified the Board by email later the same day.

Minutes respectfully submitted by Noel Soucy, KMUD Board Secretary on 27 July 2012.