

Minutes
Redwood Community Radio Annual Membership Meeting
followed by
Redwood Community Radio Board of Directors Meeting
26 June 2012, 4 PM
Healy Senior Center
456 Briceland Road Redway, CA

- I. **Call to Order:** Meeting Ground Rules & opening comments
- 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.

Late: Antonia Lamb, board-elected

Others Present: Behr, Katie McGuire, Felix Omai, Julia Minton, Bob Froehlich, Barbara Froehlich, Bud Rogers, Johanna Hamel, BR Graham, Kerry Reynolds & Abigail
- III. **Staff Reports** to the Membership – starting with Sarah Reid, Station Manager -- no notes on any reports?
- IV. **President's Report** to the Membership – Rob Bier
- V. **Treasurer's Report** to the Membership – Jama Chaplin
- VI. **Website Committee Report** to the Membership – Bob Froehlich, Chair [see written report in Public File]
- VII. **Open Time –Five minute statements and their dispositions** - Members, listeners, programmers, staff
 - Katie McGuire- Wants to thank the board sounds like it has been a tough year. Sad that we are losing another Station Manager. Understands that everyone has their own thing. Questions the job- is it too big a job? She thinks it is. We looked at it after Brenda. Katie was glad to see Sarah's Development Director description. KMUD really needs a DD. Katie would really like to see Sarah fill the DD position. Katie doesn't like the idea of an Interim. Katie has been an employee for a long time. And really knows how important it is to be appreciated. Please keep it mind to properly appreciate Staff.

- Felix Omai- Personal feeling about the DD position and the desire to hire a new SM. It was difficult for the Committee to make the recommendation. Neither job description was well defined. Felix feels very strongly about the continuity, and if there is any way to get Sarah to continue as Development Director.
- Johanna Hamel- Thanks for your service Board Members. Johanna is concerned about what is going in and what's coming out up North isn't very equal. We need an underwriter rep up there. Willing to do the County Fair up there. The whole county is up there for the fair even the Tea Party. Whatever happened to the survey? Wondering what happened to that. She goes in waves on listening a lot and really likes all the new shows
- Bud Rogers- Thanks everyone for sitting at the Board Meetings... know what they say about board meetings. During these times the economy isn't doing very well. Sad that Sarah is leaving. Makes Bud wonder if there isn't a pattern that we are missing. It s the Board's responsibility to come up with a solution that defines the problem accurately. We can't move forward as an organization if our leader is made to feel less than worthy. It behooves the board to find the solution for benefit of KMUD.

VIII. Final call for Member Representative nominations for the Board

- Nella White nominates Julia Minton
- Suz asks about the earlier nomination of Belinda White.
 - Nella said that she wasn't able to contact Belinda to ask for proof of membership. The Board did get a Letter of Interest from Belinda, but she isn't currently a Member as far as we are aware.
 - Suz moves that we keep Belinda as a nominee for a week and try to resolve the situation of whether she is a member. Jama seconds
 - The motion is amended to 48 hrs
 - Eight in favor, one abstaining

End of membership meeting.

Board Meeting Minutes

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; Antonia Lamb, board-elected; Marcy Stein, Programmers' Rep; ex officio member: Sarah Reid, Station Manager.

III. Approval of Minutes: May Regular Meeting, June Special Meeting

- Jama moves we table the approval of the May Minutes until next month. Suz seconds.
- Motion carries with eight votes in favor, and one opposed
- Jama moves to table the approval of June Special Meeting minutes. Nella seconds.
- 4 in favor, three abstain, and one opposed- Motion carries

IV. Approval of Agenda

- Rob- Suggestion from Nella by email to look at the Agenda, and in the interest of time that we table those that absolutely don't need to be handled tonight.
- Rob- Moves that we table all the New Business Items until next month. Marcy Seconds
- Siena- Can we add a few if we have time?
- Rob- Mediation Committee wants to add under New Business the appointment of Noel Soucy to the Mediation Committee. Siena seconds.
- Motion passes unanimously with one abstaining
- Jama- We need to approve the Job Description for the Interim Administrator
- Rob- Does this represent the work of the Hiring Committee?
- Jama- No it represents the recommendations of the staff. Jama made a small insertion in the introduction.
- Rob suggests that the Hiring Committee should be in on the loop for the creation of the document.
- Jama moves that we add the approval of the Interim Admin Job Description under Old Business Item E. Suz seconds.
- Motion passes unanimously.
- Jama moves that we add an item under new business that would designate a spokesperson for KMUD during the Management transition. Nella seconds.
- Motion passes unanimously
- Jama moves that we appoint someone to replace Dian Griffith on the Hiring Committee. Antonia seconds. Motion passes unanimously
- Later on we added an item Simon requested about antennas on Pratt Mountain.

Break for food.

V. **Open Time:** Five minute statements and their dispositions

- Kerry Reynolds wants to thank all the Board Members for keeping things going for KMUD.

VI. **Management Report**

- Auditor is at a standstill because she needs to get information from the last Auditor. Sarah is going to apply for an extension since we can't get everything done by the 30th.
- Program guide might be ready for Block Party. \$5,000 for John Angus design work and printing, and \$7,000 ad income.
- Suz has not yet been established as the Executor for the Fitch Property. Brian is already working on the project of selling the land. Rob asks Sarah to let us know what % of the sale price will be ours, and what will go to the other heir.
- Sarah hasn't been able to sit down with Brian Ellie about HAF endowment fund
- We won't get our check from CPB until we get the Audit done
- Sarah thinks we should just live really skinny and not sell the note on the Spyrock Property.
- Sarah def thinks we are ok until July if the Board wants to re-visit selling the note at our July meeting
- The Transmitter for KMUD is being shipped. The major equipment vendor, RF Specialties, has been willing to work with us to establish a payment schedule.

VII. **Discussion/Questions for Management**

- Jama- Even without the transmitters, we are awfully close from inflow to outflow
- Sarah- We have the Block Party and Kate Wolfe and we are going to have a little bit coming in from those.
- Sarah- You should buy your 25th Anniversary T-shirt now, because they are a limited edition.
- (Bud and Felix leave)
- Sarah- Things are going to be really skinny and we may need to get another loan, but we can make it through the summer.
- Sarah- KMUE is totally paid for, and we don't owe any vendors for it.
- Jama- Six thousand dollars is set aside for the Handicapped Parking somewhere?
- Sarah- We could use to fundraise more so that we can do the handicapped parking.
- Siena- Would like to see the couches on the front porch replaced with nice benches.
- Antonia- We can create an endowment to replace the bench.

VIII. **Finance Committee Report**

- Jama- Cash handling policies are still not ready to present to the Board. The basic concepts so far: two people need to count cash together, and a paper trail will be created. Cash Handling Procedure is still needed from Management.
- Jama- We are going to make an attempt to get some of the information from Frank Gloeggler, our previous auditor, for the current Auditor.
- Rob- Who is going to chase down Frank?

- Sarah- Jama is.

IX. Unfinished Business

A. Management Structure, Including Committee Report

- Nella and Rob- Would like more detail on why MSC choose to make the recommendations, rather than simply present us with a draft job description.
- Discussion
- Jama moves that we modify the Station Manager Job Description in two ways tonight, than move forward right away to advertise the SM Position
- Jama moves to add to the Station Manager Job Description “for total staff costs and total contractor costs” to the end of Bullet Number 3. Suz seconds. Motion passes unanimously
- Jama moves to add to the Station Manager Job Description under Finance- The Board will decide issues of extraordinary circumstance; for example, land sales. Jordan seconds. Eight in favor, one opposed.
- Rob suggests that we point out to the Hiring Committee that the Station Manager applicants should ideally have some Journalism experience. Nella cautions against restricting the pool of candidates any further.
- Suzanne moves to use the Station Manager Job Description as amended to advertise the position immediately. Seconded by _____. Passed with Noel not voting. (She stepped out briefly).
- Jama moves to table the discussion on MSC Recommendations 2 & 4. Nella Seconds. Seven in favor with Marcy and Antonia abstaining.
- Noel moves to accept Recommendation 3. Siena seconds.
- Sarah thinks we should drop it. Noel withdraws the motion.
- Nella makes a motion that we extend the application period specifically for Sarah in case she decides to apply for the Interim Admin. Position. Noel Seconds. Motion passes with eight votes in favor, and Rob opposing.

- Rob moves to table more items on the Agenda- Items C and D under Old Business, as well as XIII. Reports and XIV. Other Committee Reports and to add discussion of KMUD antennae items to new business. Noel Seconds.

B. Hiring Committee Report

- Nella- We had a number of applicants that emailed or sent resumes. Two interviews will be happening on Monday. Than the Hiring Committee will be calling Board Members to share Hiring Committee Recommendations. At that point the Hiring Committee is hoping to choose the Interim Admin by Board Poll.
- Antonia shares the astrological significance of the Hiring Committee’s efforts.

C. Interim Administrator Job Description-

- Jama moves to approve the Interim Administrator Draft dated June 26 deleting the question marks. Seconded by Siena. Motion is passed unanimously

X. New Business

- A. By-Law Revision- Special Meeting Notice- First Consideration- Tabled
- B. Grievance Panel Guidelines- Tabled
- C. Cash Handling Policies- Tabled
- D. Appoint Noel to Mediation Committee
 - Rob- The Mediation Committee has requested that the Board appoint Noel Soucy to the Mediation Committee. Rob therefore moves to appoint Noel to the Mediation Committee. Antonia seconds. Eight votes in favor and one abstaining.
- E. Appoint Interim Spokesperson-
 - Suz moves that we appoint Rob as the spokesperson, even if he leaves the office before we hire the new Station Manager. Nella seconds.
 - Friendly Amendment- to reconsider the appointment at the August meeting. Accepted.
 - Eight in favor, with one abstaining
 - Jama made a motion to have our spokesperson talk about what is going on with the management transition with the news department, but withdraws her motion.
- F. Appoint Hiring Committee Member
 - Marcy moves to add Marcia Mendels to the Hiring Committee as a Community Member replacing Dian Griffith who has withdrawn. Nella seconds. Motion passes unanimously.
- G. Antenna Elements discussion
 - Noel moves that we authorize Simon to pursue FCC authorization to increase the power of the KMUD signal from 5.5kW to 9kW, as well as raise the antenna elements higher to the old KHUM position, if we can make use of the KHUM crew to move our antenna elements. Antonia seconds.
 - Antonia- Would like it if Simon could give us a ball park figure on how much this is going to cost. It was pointed out that this motion is just the first step, to get FCC authorization.
 - Motion passes unanimously

XI. Reports - Tabled

- A. Programmers' Reps
- B. Members' Reps
- C. Community Advisory Boards (CAB's)
- D. Correspondence Secretaries
- E. Staff meeting report, and appoint next Board member(s) to attend

XII. Other Committee Reports - Tabled

- A. Development
- B. Mediation
- C. Policy
- D. Emergency Preparedness
- E. Elections
- F. Outreach/Fundraising for Signal Upgrade

XIII. Scheduling -- proposed meeting times are:

- A. Board of Directors: Fourth Tuesday, 4 pm, Healy Senior Center
- B. Executive Committee: Second Tuesday, 3 pm, Studio B
- C. Finance Committee: Third Tuesday, 3 pm, KMUD
- D. Development Committee: 2nd Wednesday, 5:30 pm, KMUD
- E. Policy Committee: 2nd Tuesday, KMUD
- F. Board member(s) to next staff meeting: Rob Bier, Thur. 19th July
- G. Which Board member(s) to Board talk show, 2nd Wed., usually quarterly- Rob & Antonia- 11th July

XIV. Closed Session- Personnel issue.

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