

## MINUTES

### Redwood Community Radio Annual Membership Meeting

followed by

### Redwood Community Radio Board of Directors Meeting

June 28, 2011, 4 pm ----- KMUD Studios, Redway

- I. **Call to Order:** Meeting Ground Rules & opening comments
- II. **Roll Call:** Rob Bier, President; Marcia Bauer, Vice President; Katie McGuire, Treasurer; Jama Chaplin, Parliamentarian/Sec./Members' Rep; Larry Lashley, Programmers' Rep; Julia Minton, Members' Rep; *ex officio* member: Sarah Reid, Station Manager.  
**Absent:** James "Duff" Ficklin, Programmers' Representative  
**Others Present:** Siena Klein, Barbara and Bob Froehlich, Noel Soucy, David Mouton, Dan Glaser, Sally Salamander, Rainbow Mountain Walker, Cindy Martin, Bettye Etter, Felix Omai, behr, Heidi, Bud Rogers, Marianne Knorzer, Cindy Reed, later on BR Graham, Katie Stern, Suzelle, Johanna Hamel, Marcy Stein, Hector Torres.
- III. **Staff Reports** to the Membership  
Sarah Reid, Station Manager: defers to staff members who may want to leave earlier.  
Marianne Knorzer, Program Director: Block Party and Reggae on the River will be broadcast live. We're developing a new crew to do live remotes so the staffpeople don't burn out. There are three new engineers. Any questions?  
Bettye Etter asks what kind of live remotes do listeners want? She'd like to see a survey. Sarah says we've made note of the feedback we've received and use it to guide our choices of live remotes, and that yes, a listener survey is planned. Marianne adds that there was a brief survey in the Silent Drive letter, and every show received some appreciation there.  
Felix asks about the switch in times of Free Speech Radio News and Local News.  
Cynthia Click, Music Director says "I've got the fun job!" She's excited about the progress of the Music Library Addition. She's surveying DJs about interviews and live music.  
Cindy Martin, Administrative Assistant/Volunteer Coordinator: says hello to everyone and welcomes them to come by the station.  
Sarah Reid, Station Manager: (See also report in Public File.) Because of the upcoming federally-funded Signal Upgrade project, which will most significantly improve our northern signal (but also provide a digital option to 91.1 and the Shelter Cove translator), she's hiring a new Underwriting Representative who will increase our presence in Northern Humboldt, and increase website fundraising. Music Library Addition: the Green Building Pre-Apprenticeship Program provided student labor, insulation from Organic Grace, and building materials from Pierson's. Sue Moloney and Mikal Jakubal provided lumber, and milling training for the student builders. Spyrock property: Estate Sale and Katie McGuire's yard sale raised about \$5500. Some silver was found there, which she's hoping to turn into a reserve or endowment. An Alderpoint Road property was also gifted to us by the late Roy L. Fitch. Bob Froehlich has created a Google Group email list for volunteers, which all are welcome to join. Sarah wants to do a quarterly newsletter and revive the Mudflap in-house newsletter.  
Questions : Bettye Etter says that in the past the Board she was part of did designate Ingrid Nicholson's bequest as an endowment. Jama says that her recollection is that

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our previous manager reported that an endowment can only be created if the donor designates their donation as an endowment, which Ingrid did not do; but welcomes Bettye to share minutes that record what she is remembering so we could follow up.

Rainbow Mountain Walker says that newsletters are important.

IV. **President's Report** to the Membership – Rob Bier. Rob first asks members present to think about nominations of Board members later in the meeting, and says that people nominated tonight don't have to be present or accept the nomination already, and will have 48 hours to decide. He then says it has been a tumultuous year, with a new manager, the Signal Upgrade project, and construction of the Music Library Addition. But KMUD is strong and resilient. We can face an uncertain local economy and uncertainty of future federal funding. We need to re-invent KMUD on a regular basis, and serve our community.

V. **Treasurer's Report** to the Membership – Katie McGuire. Katie calls herself “the most unlikely candidate for Treasurer,” but rose to the occasion in difficult circumstances. Because of the two bequests of property, we felt we could achieve the Signal Upgrade. We had to face a tough decision recently, and reluctantly accepted the need to use our building as collateral for a loan to get us going on the Signal Upgrade, before either property could sell. Once one of them does, we will work toward at least a reserve. Setting aside funds as an endowment isn't feasible for us yet. Question: Did we get a loan against the building? Sarah answers that we're still working with the banks to set up a line of credit. Katy Stern asks whether we'll be selling the properties. Sarah replies that we might actually do a raffle for the Spyrock property; that question is on today's board agenda. Let us know your opinions. Several people do, and Suzelle and Katy Stern share experience with raffles.

VI. **Open Time** – members, listeners, programmers, staff.

Bettye Etter is very concerned about her station. She received great board training from Brenda Starr, and at the NFCB Conference. We should not do any KMUD fundraising on the radio except during pledge drives. The Board needs to be open to new ideas that come back from conferences. Because our Board didn't make it mandatory for programmers to volunteer, we see the same crew all the time, plus some untrained and sometimes homeless folks who aren't KMUDders. This needs to change. Katie McGuire invites Bettye to Pledge Drive Committee meetings.

Katy Stern agrees that it would be good if more DJs volunteered. We haven't made our goal for two years (Katie McGuire says that we did, last fall.) The station paid for conference attendance, not the individuals. Thank you.

Rainbow Mountain Walker advocates for board training.

Rob: Thank you very much. We do training with each new Board. We can always improve it.

Johanna Hamel encourages the station to put out a 25<sup>th</sup> anniversary Program Guide. Pull in some new listeners. She sees a lot of success with the pledge drives.

Rob: Thank you Jo.

Felix Omai thinks the survey being talked about should appear in the newspaper, accompanied by our program grid. This would help pull in new listeners also.

Rob: Thank you Felix.

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VII. **Website Committee Report** to the Membership – Bob Froehlich, Chair: Responding to the praises of the Board President, Bob says: well, we’re a happy group of creative people. We meet on the third Tuesday at 10 am if anyone is interested. We’ll proceed with display ads on the site, now being clear on the Board’s preferences. We’ve expanded the News section, with eight sub-menus now.

VIII. **Spyrock Committee Report** to the Membership – With most of the relevant information already shared, the Committee invites everyone to come up to see the property.

IX. **Building Committee Report** to the Membership – Larry Lashley, Chair welcomes people to their meetings every other Monday at 10. The Green Building students have graduated, and we’re grateful for their help. In response to questions, he says that yes, volunteers are assured, and folks would contact the Volunteer Coordinator. Siena of the CAB asks whether the Board liked the idea of a mail slot where members could deliver payments anytime. Larry says that yes, we’ll get to that, and a new double-paned window for Studio C.

X. **Final call for Member Representative nominations for the Board.** Sarah reports that Randi Dalton nominates herself. Jama, coordinator of the election, says that before the meeting Rainbow Mountain Walker and Robin West offered their services. There are no last-minute nominations in email. Behr nominates Nella White. Katy Stern nominates Siena Klein. Jama says that there is one two-year seat and one three-year seat, that those nominated tonight will have 48 hours to decide, and that she will proceed with checking eligibility, informing candidates about all the other candidates, and confirming that they all still wish to run. Jama and Rob express that the abundance of candidates is a very good sign for KMUD. Thanks to all of them.

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**Board Meeting**

I. **Call to Order:** Meeting Ground Rules and Opening Comments from President. Rob asks everyone to raise their hand to speak, and reminds members of the audience that they might not be called on every time due to time constraints. Open Time is the certain opportunity.

II. **Roll Call:** same as above.

III. **Approval of Minutes:** May. Marcia moves to approve, Katie seconds. Unanimous.

IV. **Approval of Agenda:** Julia moves to approve, it is seconded. Jama proposes adding an item, “Alderpoint: Eric Kirk needs a motion.” Unanimously approved as amended.

V. **Open Time: Two minute statements and their Dispositions.**

Hector Torres: I’m not from here; I come for six months of the year, and am happy to volunteer for KMUD and the Mateel. The recent theft, which was solved, caused some to think about locking down the station. Please don’t do that; the openness of free radio and the open door at KMUD is such a blessing – don’t lose it.

Rob: Thank you.

Behr: Cisco’s thoughts prompt me to say, it’s never a good idea to make policy based on one or two assholes. And, our security system worked!

Rob: Thank you.

VI. **Management Report** (See also report in Public File). The auditor won't finish by the end of the month, so I've filed with CPB for another month's extension.

VII. **Discussion / Questions for Management:** Did the auditor file for extensions with the IRS/FTB? Yes. And, the CPB Community Service Grant Agreement – Sarah will confirm that that was submitted by Rob and Simon in February. Bettye Etter asks whether there's been any progress on the request of several programmers for air conditioning in Studio C? Larry answers that Solar Dan offered up a unit, which needs a part. Ernie Branscomb looked at Dan's unit to see what it would take to move it. It had been connected before, but then had to be disconnected for the Music Library Addition work. But we are working on reconnecting it.

VIII. **Consent Calendar:** Katie moves and Julia seconds to approve. Unanimous.

A. The Board appoints Cher Spencer to the Finance Committee.

B. The Board deletes from the Compliance Calendar the line

“May: Board/Policy Com: prepare any needed Bylaws changes for June meeting.”

C. The Board reaffirms the appointment of BR Graham to the Signal Upgrade Outreach and Fundraising Committee.

D. The Board once again tables a minor clarification to the Station Manager job description about creation/revision of staff positions.

IX. **Finance Committee Report.** Katie said that the Committee discussed cash handling. She hopes that events will have a cash collector person, not overwhelmed at the event, who will sign a piece of paper stating the amount collected along with a person working at the site. Jama asks, how is cash flow? Katie says it's tight. Sarah says if necessary she'll borrow from the Music Library Addition Fund for payroll. BR suggests on-air announcements asking people to pay their pledges.

X. **Unfinished Business - none**

XI. **New Business**

A. **Strategic Planning** – Katie says that now that the organization is more stable, she hopes the future Board will build on the good work that was started with staff and Byrd Lochtie before, but not finalized. Also, she will again facilitate a Board Orientation, and then pass on the binder she's assembled for this.

B. **Programmers' Rep Vacancy – how to proceed.** After discussion, Katie moves that we open up for appointment the vacant Programmers' Rep seat, the appointment to be made at the August meeting. Jama seconds. Unanimous. Jama suggests that the deadline for nomination be the same as for the two board-elected seats. Larry offers to email the Programmers' Group, and Sarah will copy that for programmers' boxes.

C. **Possibility of Raffling the Spyrock Property.** After much discussion, Julia moves that we have one more cleanup work party there, asap; then Sarah will contract with someone to finish the job to “broom clean.” By August 1 we have it on the market, for 90 days, and if not sold, consider a raffle.” Marcia seconds. Unanimous. (Now Julia can do her happy dance.)

D. **Proposal to appoint BR Graham to the Website Committee:** Katie made the motion, Julia seconded. Unanimous.

E. **Alderpoint Property.** Marcia reads a letter from Eric Kirk, enclosing a letter from a title officer. After discussion, Jama moves: “that RCR authorize Eric Kirk to proceed with

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probate work on the two estates, of Roy L. Fitch and Wallace Floyd, involved with the Alderpoint Property. Probate work has a statutory fee, which Eric has offered to reduce as a gift to KMUD. RCR authorizes payment of this fee to Eric out of the property sale proceeds at the end of escrow.” Marcia seconds. Unanimous.

## **XII. Reports**

A. Programmers’ Reps – no concerns have been brought to Larry.  
B. Members’ Reps – Jama cannot think of anything to report.  
C. Community Advisory Boards (CAB’s). During the Annual Membership Meeting, Siena defined the CAB concept to the members in attendance, and listed its three members (herself, Judith Whitlow, and Katy Stern), They did a little survey at the Summer Arts coffee booth, but only got one response. Judith has asked whether the printed schedule is up to date. And, the CAB suggests that there be a regular time when KMUD-specific updates, needs etc. are shared on-air, perhaps a short weekly spot.

During the Board meeting, Jama asked that we air the time and place of the CAB meetings so that listeners can come and give their input. Sarah will do this.

D. Correspondence Secretaries: Julia regrets that she left her list at home. But she would like to thank Simon for his eloquent letter to the editor seeking board members. (Yes!)

Jama reports that there was an email to the Board from Firecracker Films; unclear why they chose to email the Board about their visit to Redway. She forwarded it to Sarah. She did email David Bergin on the bylaws issues, and Mark Drake got engaged in bylaws issues and had some great ideas. Katie’s response to Felix’s email to the Board about plastic water bottles was perfect, in her opinion. Katie apologized that it wasn’t her job, oops.

Jama asks what the Board would like to say in reply to Barbara Shults. After discussion, Katie moves this language: “after discussion with the Board, I am writing to say that an additional option that you have is to appeal the written warning to Sarah as a next step.” Larry seconds. Unanimous. Also, Rob as Correspondence Secretary for Barbara agreed to reply to Barbara if she does email the Board directly, as opposed to copying us in on an email to Sarah as recently occurred.

E. Staff meeting report, and appoint next Board member(s) to attend: Since a staffperson expressed a hope that we could develop a set of qualifications for board members, I let staff know that we talked about this. We brainstormed at our orientation that we want to find people with financial skills, entrepreneurial skills, fundraising skills and legal knowledge. And we discussed at the last board meeting any qualifications that could be helpful. The only suggestion I’ve heard is that a person be involved at the station for awhile first. But, that would eliminate Julia Minton and Katie McGuire. I said, keep the ideas coming. Sarah mentioned that a Nominating Committee was another idea toward the same goal.

## **XIII. Other Committee Reports**

A. Development, including Pledge Drive Subcommittee. Upcoming meeting will discuss Reggae coffee booth plans. Julia will invite Bettye to Pledge Drive meeting.

B. Mediation: Rob reports that he feels more strongly than before that the Mediation Committee needs to meet and develop some candidates for Grievance Panelists.

C. Policy: Rob begins by saying that the committee was unable to meet because he was on break. Committee will soon update the Policy Manual. Jama adds that in the past, during annual updates, language clarifications and other minor changes were made, and reported to the

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Board in a memo. These items would be part of the board's approval of the Manual. Would this Board like us to do that again? (Yes.) Also, she mentions that two community stations have well-articulated policies on what kind of underwriters and/or advertisers they would NOT do business with, and suggests that Committee take up that topic. (OK.) Julia asks that the Website Committee be kept in the loop, and BR offers to help link the two. Disciplinary Policy revisions are a top priority.

- D. Building: Larry says that air conditioning is at the top of the list.
- E. Emergency Preparedness: BR attended the News Department's Emergency Response Team meetings. Terri provided sample CDF reports, discussed use of topo maps for fires, and is developing procedures. There will be a mock 'fire drill' at some point.
- F. Website: Julia would love to see different options for listeners: a very high-quality stream for those who want great music sound, and other option(s).
- G. Elections: Jordan will be seated as Programmers' Rep. We'll appoint another programmers' rep in August, as decided earlier and two board-elected reps. Jama asks for bylaw clarification (since we didn't finish the bylaw amendment on this): does the Board agree that programmers who are members may vote in the coming members' election? Yes.
- H. Spyrock Property: covered during the action item.

**XIV. 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, 3ish, KMUD
- D. Development Committee: Block Party meeting Thursday 6/30 at 5  
Pledge Drive Subcom Wednesday July 6
- E. Policy Committee: Tuesday, July 12, 5ish pm, KMUD – Manual Updating
- F. Building Committee: Mon., July 18, 10 am, KMUD (every 2 weeks; not 7/4)
- G. Board talk show, July 13: Members' Rep candidates plus Members' Election  
Coordinator Jama Chaplin.

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

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