

## Minutes

### Redwood Community Radio Board of Directors

Date & Time: 24 July 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; Siena Klein, Members' Rep; Jordan Jumpshot, Programmers' Rep; Jeanette Todd, Interim Administrator.

**Late:** Antonia Lamb, board-elected; Marcy Stein, Programmers' Rep.

**Also Present:** Serena, Cindy Martin, Jim Ferguson, Cynthia Click, Felix Omai, Simon Frech

**III. Approval of Minutes:** (May, June Special, June Annual)

- Jama suggests that we table May Minutes, since they are not prepared for approval.
- Noel mentions that the web site is going up very soon and it would be nice to get all the minutes approved.
- Rob would like to see that the minutes only contain motions and action items, and not any commentary
- Siena moves that we approve the June Special Minutes with Jama's amendments. Nella seconds. Six in favor, two abstain.
- Jama moves to approve the June Annual Minutes Draft 3, with one deletion under Closed Session. Suz seconds. Five in favor, one opposed, two abstain

**IV. Approval of Agenda**

- Nella moves to have the Closed Session following New Business. Antonia Seconds. Six in favor, one opposed, one abstention
- Jama moves to add the Finance Committee Recommendations to New Business. Suz seconds. Unanimous
- Nella would like to introduce some discussion on the length of the meetings to New Business. Jama seconds. Unanimous
- Jama moves to approve the Agenda, Siena seconds. Unanimous.

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

- Jim Ferguson- Jim wants to know if a letter from Rob was mailed to all the Board. Jim was surprised that the letter was the end result of the issue. Jim says the letter said that Jim and Barbara are basically liars. Jim is very disappointed in the determination of the Executive Committee. Jim is concerned that the matter was not properly discussed by the Board, and that personnel were not held accountable.
- Rob – checks email and confirms that both board and staff received the letter by email on July 16. We will discuss this in closed session today.

- Serena Wells- Emailed Siena that she is interested in the Central CAB. Serena reads her e-mail to the Board. She wants to let us know that she has some examples of her work to share if we are interested. Serena is really excited and wants to learn all she can about radio.
- Jama moves that we add appointments to the Central CAB to the agenda during New Business. Siena seconds. Unanimous
- Cindy Martin- Cindy is confused about her position. Sarah told her on their mutual last day that she could have her hours reduced to twelve hours a week or get laid off completely. Cindy Martin had to make a quick decision and choose to get laid off. Cindy shares a letter that she emailed to the Board. She would actually prefer to have the twelve hours a week, instead of getting laid off entirely.
- Rob: Thank you. We will discuss this in closed session today.
- Cynthia Click- Cynthia has two letters from staff members and reads them for the Board. Cynthia would really like us to keep in consideration that we are talking about someone's livelihood. Cindy is invaluable in helping to take care of all the little things that come up in the day to day operation of the radio station.
- Rob: Thanks Cynthia for bringing these thoughts to us.
- Simon- Simon is proud of the co-workers that have the time to write down their statements for the Board. Simon would like to see Cindy remain and that her job description get more nailed down. Simon would also like to see gender balance and region balance when we appoint the new board members.
- Rob: Thanks Simon, and says that he appreciates the gender balance comment. He also asks Suzanne to take over facilitation for awhile.
- Bill Telnes- Hears we are looking for Board Members, and wanted to volunteer himself. He is a member of the Briceland Volunteer Fire Dept. and its board. He said that he has a lot of energy, gets things done, listens all the time to KMUD, and loves music.
- Suzanne: Thanks Bill, and invites him to write a statement of interest to the Board.

## **VI. Management Report**

- Jeanette said she'd like to do written reports for future board meetings.
- The Auditor has completed the audit! Now we just need some signatures.
- Looks we are getting somewhere with the Program Guide. Jeanette hopes to wrap that up.
- Jeanette is organizing tabling for KMUE at North Country Fair and Gay Pride, as well as general NoHum tabling during the end of August.
- Jeanette plans to meet with Brian Elie, Erik Kirk and Suz Beers to discuss the Alderpoint Property and legalities involved
- Had a meeting about what we can do better for Reggae next year when it moves back to French's Camp.

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

- Jama would like to attend the meeting on Friday with Brian and Erik and was hoping that the time could be moved up
- Rob would like to hear figures on the Block Party
- Jeanette- The figures are not complete for the Block Party. But the figures are complete for Reggae.
- Antonia- Is there anything you need from the Board?
- Jeanette would like to have some casual introduction with all of us.

**VIII. Consent Calendar**

- A. Add Grievance Panelist List with Term Dates to Board Binder
  
- B. At the recommendation of the Finance and Policy Committees, Board deletes the following policy: 4.8 Underwriting “We shall continue to get 10 percent of underwriting trades in cash in order to pay commissions.”
- Noel moves that we approve both Consent Calendar items. Siena seconds. Unanimous.

**IX. Finance Committee Report** – Please see written report as submitted by Jama

**X. Unfinished Business**

- A. Budget Review
  - No motions were made
  
- B. By-Law Revision- Second Consideration
  - Jama moves that we table this discussion until we can post something on the website, thus notifying the membership. Nella seconds.
  - Rob suggests that we vote on the By-Law Revision, and he opposes Jama’s motion.
  - Jordan suggests that we rally behind the President for his last meeting.
  - The vote is called for the first motion and the vote is to table the By-Law Revision until next month with five in favor of the motion, and Rob, Antonia and Jordan opposed.
  - A discussion ensues about the only revision that proposed to clarify that Programmers who are members can vote in both Programmers’ Rep and Members’ Rep elections (as they have for years).

**XI. New Business**

- A. By-Law Revision- Special Meeting Notice- First Consideration
  - Jama moves to table, Noel Seconds. Unanimous
- B. Grievance Panel Guidelines Revisions
  - Rob moves, Noel Seconds to approve draft of 7/22 from Policy Committee.
  - Jama- Friendly amendment to fix one verb (“deems” to “deem”)
  - Unanimous
- C. Cash Handling Policies
  - Antonia Moves to table, Siena Seconds. Unanimous
- D. Board Packet volunteer
  - Noel volunteers to print the Board Packets
- E. Initial call- Nominations for Board-Appointed seat  
No nominations were made. Discussion occurred about recruitment.
  
- F. Interim Administrator Job Description Additions
  - Suggestions: Program Guide, Ordering merchandise, Management Report
  - Noel: MSC could work with Jeanette to make recommendations to the Board on this topic in the future.

- Noel moves to add Program Guide, ordering merchandise, and the Management Report to the Job Description of the Interim Administrator. Suz seconds. Unanimous. In the item below one more thing was added.
- G. Finance Committee Report Recommendations (see written report of 7/24/12 in Public File)
  - Rob moves that we adopt Items 1, 4, & 5. Marcy seconds. Unanimous
  - Rob moves to adopt Item 3. Antonia seconds. Eight in favor, one abstains.
  - Rob moves to adopt the amount of \$91,100 for our Pledge Drive Goal. Noel seconds.
  - Marcy wants to add that we let our listeners know that we need their support everyday.
  - Six in favor, Jama opposed, and Siena and Suz abstaining for the Pledge Drive Goal of \$91,100.
  - Rob moves that we add year round program for on-air announcements raising funds to the Interim Admin. Antonia seconds. Unanimous.
- H. Central CAB Appointment
  - Rob moves that we add Serena Wells to the Central CAB. Jama seconds. Unanimous
- I. Meeting Length Discussion

After discussion, the group will have one meeting per month for now, rather than two; with dinner provided during a break. It is also important to have meetings with board and staff, perhaps every 4 months.

**XII. Reports – Tabled for lack of time.**

**XIII. Closed Session- Personnel Matters.**

The Board took three actions on personnel matters.

**XIV. Other Committee Reports – most were tabled for lack of time.**

- A. Management Structure Committee- Consensus is the Board wants to have the MSC to continue meeting.

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

- A. Board of Directors: TBA, 24 August, 4 pm, Healy Senior Center?
- B. Executive Committee: Second Tuesday, 3 pm, Studio B
- C. Finance Committee: TBA, KMUD
- D. Development Committee: 2<sup>nd</sup> Wednesday, 5:30 pm, KMUD
- E. Policy Committee: 2<sup>nd</sup> Tuesday, KMUD
- F. Board member(s) to next staff meeting: Rob Bier- Thur. Tuesday Aug 7<sup>th</sup>.
- G. Which Board member(s) to Board talk show, 2nd Wed., usually quarterly

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