

MINUTES

Redwood Community Radio Board of Directors Meeting

July 26, 2011, 3:30 pm

Healy Senior Center, Briceland Road, 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; Julia Minton, Members' Rep; *ex officio* member: Sarah Reid, Station Manager.

Absent: James "Duff" Ficklin, Programmers' Rep

CLOSED SESSION, personnel matter: Discussion was held, and a letter was drafted.

- III. **Approval of Minutes:** June. Jama apologizes that she has not completed them; Spyrock estate cleanup work is one of the time consumers lately. And could someone else please do minutes for July? Later in the meeting, Marcia volunteers to do July.

- IV. **Approval of Agenda:** Halloween Boogie entertainment added to Unfinished Business
Eric Kirk's underwriting balance added to New Business

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

- VI. **Management Report**

- VII. **Discussion / Questions for Management.** Behr requests financial reports on the Fishtank event and Kate Wolf tabling. Jama requests that Shelter Cove Signal Upgrade documents be posted on KMUD's website with the other Signal Upgrade documents.

- VIII. **Consent Calendar:** Jama moved and Katie seconded to approve, with minor amendments, as follows:

A. Jordan Jumpshot shall be seated to the two-year term as Programmers' Representative on Aug. 23.

B. The Board deletes from the Compliance Calendar the items about the CPB Community Service Grant and RLAIF grant, because these deadlines vary and management will be notified of them through CPB's online ISIS system.

C. Station Manager Sarah Reid will serve as ~~executor~~ executrix of the estate s of Roy L. Fitch and Wallace Floyd, whose property near Alderpoint Road was left to KMUD.

D. The Board reaffirms the appointment of BR Graham to the Website Committee, and accepts her resignation from the Policy Committee due to time limitations.

E. The Board thanks the Spyrock Committee for its diligent and effective work, and dissolves the Committee. Management now directs Spyrock affairs (and still welcomes volunteers).

- IX. **Finance Committee Report**

- X. **Unfinished Business**

A. **Clarification of Station Manager Job Description to affirm her authority to**

Approved by Board October 25, 2011 – Jama Chaplin, Treasurer.

create or revise job descriptions of other staff, within Board's budgetary constraints.

Marcia moves and Katie seconds to adopt Jama's draft amendment, with a minor edit. Under the "Management" section, we add to the third bullet item: "Create, modify or eliminate positions, job descriptions or contracts, within the expenditure limits established by the Board." Motion passes.

B. Securing a loan for Signal Upgrade project: Board members are encouraged to seek a private lender for this, since local banks and the Credit Union will not loan us \$100,000 against our Redway property. Also the Providence Capital option (borrowing against the new transmission equipment itself) is a favorable option to keep in mind. Katie moves to authorize Sarah to negotiate with private or commercial lenders to achieve funding of the Signal Upgrade. Jama seconds. Unanimous.

C. Halloween Boogie entertainment: Katie moves to reply to Cynthia Click about the band "Jerry Joseph and the Jackmormons" that if she can get them for \$6000 or less, then yes; otherwise please find another band. Marcia seconds. In favor: Rob, Marcia, Larry, Katie. Opposed: Jama. Abstaining: Julia. Motion passes.

XI. New Business

A. Schedule a party to acknowledge outgoing Board members and to fulfill Katie's dream of a clean and organized storage container: August 13, 14, 20 or 21. The Board informally decides to schedule this for Aug. 13 at 3 pm. Potluck. Not announced on-air; board members will spread the word, including to potential future board members.

B. Call for nominations for two Board-elected Directors, for one two-year and one three-year term. Nominations can also be emailed to 'board@kmud.org' by August 16. Jama nominates Kerry Reynolds. Sarah will get an announcement onto our air about the openings.

C. Call for nominations for one Programmers' Representative for a three-year term. Nominations can also be emailed to 'board@kmud.org' by August 16. Katie nominates Larry Lashley.

D. Revisions to Disciplinary Policy: Mediation Committee's current Guidelines say they do not "hear appeals" or render judgments; thus a minor revision to Disciplinary Policy has been proposed. Jama moves and Katie seconds that the Disciplinary Policy be revised to reflect the Mediation Committee Guidelines, in which the Mediation Committee does not hear appeals or render decisions, but facilitates conflict resolution. Motion passes. This will be referred to the Mediation Committee first, and then to the Policy Committee.

E. Budget Review and Possible Revisions: Katie moves to table. Jama seconds. Sarah suggests a special meeting of the Finance Committee. Unanimous.

F. Listener Survey: Sarah wrote one and sent it to staff for feedback. This will probably go onto our website within two weeks, after going to Board for review. After a trial period, it will be published in a local newspaper.

G. Grievance Panelists – appoint, or discuss. Rob will call a meeting of the Mediation Committee and generate a list of candidates for the Board to consider for appointment. Katie says she is willing to serve in this way. The Board thanks her.

H. Compliance Calendar: add language about a form that is to be filed when a certain percentage of Directors changes (we expect to have to file it after August 23, for example). Katie moves to authorize Sarah to add this language to the Compliance Calendar once she does the research. Jama seconds. Rob offers the friendly amendment that Sarah show

the Board a draft before she adds it. Amendment accepted. Motion passes with Marcia abstaining.

I. Eric Kirk's underwriting balance: Katie moves that we give Eric Kirk the gift of waiving his outstanding underwriting bill, through July, in acknowledgment of all the work he's been doing for KMUD. Jama seconds. Unanimous. Jama offers to call him, and Sarah will send him a letter with details.

(Reports not summarized due to time constraints of all board members. Recording is available.)

XII. Reports

- 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

XIII. Other Committee Reports

- A. Development, including Pledge Drive Subcommittee
- B. Mediation
- C. Policy
- D. Building
- E. Emergency Preparedness
- F. Website
- G. Elections
- H. Spyrock Property
- I. Signal Upgrade Fundraising Committee

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, 3:30 pm, KMUD
- D. Development Committee: _____
- E. Policy Committee: Monday, August 15, 4 pm, KMUD
- F. Building Committee: Monday, Aug. 1, 10 am, KMUD (every 2 weeks)
- G. Website Committee: _____

XV. Closed Session – Personnel Matter. Discussion only.

Minutes respectfully submitted by past Board Secretary (and current board member) Jama Chaplin on November 3, 2011.