

Final Minutes

Redwood Community Radio Board of Directors

July 28th, 2009 @ 5:00 pm

- 1.
2. **Call to Order. Meeting Ground Rules and Opening Comments.** Katie reads Ground Rules and does check-in with Board members.
- 3.
4. **Roll call. Board Members:** Katie McGuire, President/ Parliamentarian; Bettye Etter, Vice President/Correspondence Secretary; Bud Rogers, Secretary, Programmer Rep; Aleida Rios, Treasurer; Felix Omai, Member Rep; Johanna Hamel, Programmer Rep; Bria Stone, Member Rep; Larry Lashley, Programmer Rep; **ex officio Board Member:** Brenda Starr, Gen. Manager. Bria Stone, absent.
- 5.
6. **Approval of Minutes of June Board meeting.** Katie moves to accept minutes with the following changes: Correct spelling of "amended" in IV. Substitute Aleida for Jama in IV. In X., unapproved becomes "draft" and "as part of agenda packet" is inserted after "minutes". Unanimous approval.
- 7.
8. **Agenda.** Under "unfinished business", add 4. Ratify Policy Manual. 5. By-laws, ratify. Johanna moves to accept Agenda, Bud Seconds. All vote in favor except Felix, who abstains.
- 9.
10. **Open Time.** No one steps up.
- 11.
12. **Management Report. (See Report).** Brenda makes a note that the Friday before the meeting the board packets are in Board Members boxes at the station and need to be picked up. The Board Talk Show is on the 12th of August. Should we let Community Cornerstone use that time slot on the 12th? Katie makes a motion to let CC have the slot. Straw poll taken. All are in favor.
- 13.
14. **Consent Calendar.** The Board Communication Procedures which will include the draft Minutes being provided to the public one week ahead of the Board Meeting. Aleida moves to accept the BCP Draft B of 6/16/09. Katie seconds. Bud is opposed and Bettye abstains. All else are in favor. The BCP as amended by the Policy Committee passes.
- 15.
16. **Reports.**
- 17.
18. **A. Treasurer's Report. (See Report).**
19. **B. Technical Report. (See Report).**

20. **C. Program Director's Report. (None submitted).**

21. **D. Programmer's Reps. (None).**

22.

23. **E. Member Reps Report.** Johanna reports complaints concerning pledge bills, no ballots being sent to them when they had paid up their memberships.

24.

25. **F. Cab North, Central and South. (No Report).**

26.

27. **G. Correspondence Secretary.** Bettye reports that she sent thank you letters to Herb Schwartz, Moses Danzer of 'Barbeque To You', Ramone's, SoHum Community Park Farm, Chris Hinderyckx and Karen Quinn. She will send letters to Organic Grace and the painters, Linda and Kim Davis.

28.

29. **Committee Reports.**

30.

31. **A. Mediation Committee.** The Committee is still evaluating feedback from legal sources in terms of the legal implications to KMUD of implementing the proposed arbitration panel. The Committee will have a meeting and there will be a report asap.

32.

33. **B. Development Committee.** There is no special report. The question came up of whether we will have a Halloween Boogie. Agnes is in charge of booking that show. Katie will call Agnes and Justin at Mateel and determine whether a show has been booked. There is just enough time to prepare for the show if we start now, it was generally agreed.

34.

35. **C. Building Committee.** Harold Day is building a fountain.

36.

37. **D. Policy Committee. (See memo re: Changes in Policy Manual.)**

38.

39. **E. GM Evaluation Committee.** Met twice; not everyone will get together again. We will have a closed session today as a follow-up to Brenda's evaluation.

40.

41. **F. Disaster Preparedness Committee. (No Report).**

42.

43. **G. Website Committee.** Felix reports that the Committee has been active. Bob Froehlich is the Chair. David Lippe has added an underwriter's page with help from Beth. The question came up, should we have a playlist on the website?

44.

45. **H. Election Committee.** Johanna reports that there is good feedback for the ballots. Jim Lamport, in addition to volunteering as KMUD's

Election Referee, actively participates in pitching for KMUD during the on-air fundraisers and has helped us out for many years. A month of underwriting will be offered to Jim as a thank you for his many years of support in these official capacities.

46.

47. Unfinished Business,

48.

49. **A. Create a work group of the Board to work on a strategic plan on the goals that we adopted.** Katie, Johanna, Brenda and Larry will meet before next Board meeting between three and five pm.

50.

51. **B. Adopt Compliance Calendar.** Bud makes motion to accept. No seconds. Johanna and Katie need more time to study it. Katie moves to postpone. Aleida seconds. Unanimous.

52.

53. **C. Update on Board binders, approval of new Binder content list. Decide who creates the lists of Board members and terms, Committee members and CAB members.** Katie volunteers to make the lists. Katie moves to accept revised Board Binder Contents List, Bud seconds. Felix is opposed. All others are for. Motion passes.

54.

55. Board Binder Contents List – Proposal from Aleida

Mission and Vision Statements

Articles of Incorporation

Bylaws

Policy Manual

CPB Certification Requirements for Station Grant Recipients

NFCB Legal Handbook Access Codes (FCC Regulations, etc.)

IRS Codes for Non Profits (Regarding Conflict of Interest)

Contact list of Board Members with term dates and committees

Contact list of Board Committee Members with any term dates

Contact lists of Community Advisory Board Members

Contact list of KMUD volunteers

Operator's Handbook

PSA Guidelines

Current Budget

Compliance Calendar

Current Management Job Description

56. **D. Ratify Policy Manual.** Bud moves to ratify the draft of 7/13/09(2), which will then be labeled with today's approval date, 7/28/09. Johanna seconds. Felix abstains. All others are for the motion, and the motion passes.

E. Ratify By-laws Text as Correct. Larry moves to ratify By-Laws

text labeled "Revised... 7/28/09," which reflects changes regarding programmer membership which were completed by the Board in May. Bud seconds. Bettye abstains. (Document is attached to minutes in Public File drawer).

1. New Business.

2.

3. **A. Proposal that the Spring and Fall Pledge Drives be organized by a committee of volunteers. This committee would be a sub-committee of the Development Committee. The Committee would be empowered to provide direction as to themes, will help create the pledge drive letter, and will organize the many volunteers it takes to staff the Pledge Drive. The Committee will determine the length of the drive and whether and when to end the drive.** Bud moves to accept this proposal, Katie seconds. Discussion ensues. All are against. The motion fails.

4.

5. **B. Grass Roots Radio Conference Proposal to form a work group of the Board. Also will present a draft budget for the project.** Johanna moves to endorse holding/sponsoring/hosting GRC in 2010 under the Committee as proposed. Bud seconds. All are in favor except Bud, Bettye, and Aleida, who are against.

6.

7. **C. Make a date for Board Orientation sometime in September. Need to form a group to help create the Orientation. Set place and time to meet.** The time and place will be decided at the Excom meeting, Aug. 11th. The 12th of Sept. is a tentative date.

8.

9. **D. Proposal to have a Board meeting in mid-December dedicated solely to approving the Budget.** Katie moves to accept the proposal. Bud seconds. There is unanimous approval.

10.

11. **E. Open the Floor for nominations for the Board appointed seat.** Candidates in Members' Rep election are considered candidates. Jo will do on-air announcement.

12.

13. Meeting Schedules.

14. A. Excom. 3:00 pm, Mateel Cafe, August 11th.

15. B. Finance Committee. 11:00 am, August 14th.

16. C. Development Committee. 3:30 pm, Aug. 5th, at the station.

17. D. Policy Committee. TBA.

18. E. Board of Directors. 5:00 pm, Healy Senior Center, Aug 25th. Meeting adjourned at 9:03 pm. Closed Session convened.

19.

Fourth Draft submitted by Jama Chaplin, 9/14/09, editing Bud Rogers' draft of 8/20/09.