

MINUTES

Redwood Community Radio Board of Directors Meeting

August 23, 2011, 4 pm

Healy Senior Center, Briceland Road, Redway

Before meeting is called to order, Brian Elie reports to the Board that RCR's Spyrock property is listed on his Madrone Realty website, and that a few interested people have contacted him, but so far none have offered a significant down payment. Rob thanks Brian for his efforts on RCR's behalf.

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; James "Duff" Ficklin, Programmers' Rep; Julia Minton, Members' Rep; *ex officio* member: Sarah Reid, Station Manager.

III. **Approval of Minutes:**

June: unanimously approved as submitted.

July: Marcia apologizes that, although she had hoped to give Jama a needed break, she was unable to do them.

IV. **Approval of Agenda:** Duff moves and Katie seconds to approve. Jama says that she realized after the agenda was finalized that the Programmers' Reps are always part of the group that elects the board-elected Directors, so Item VIII is revised slightly: seat the appointed Programmers' Rep before electing the others. Also a dinner break is added, and thanks given to BR who delivered dinner. With revisions, agenda is unanimously approved.

V. **Thank outgoing Board members:**

Katie McGuire, Marcia Bauer, Larry Lashley and Julia Minton.

All are emphatically thanked for their huge service to the MUD.

VI. **Seat Nella White (two-year term) and Siena Klein (three-year) as Members' Reps.**

Done. All seated tonight are applauded and receive Board Binders from Rob.

Jama thanks Rob for the significant work of creating the binders.

VII. **Seat Jordan Jumpshot as Programmers' Representative for a two-year term. Done!**

VIII. **Appoint a Programmers' Rep to a three-year term and seat them, then elect two Board-elected Directors to a two-year and a three-year term.**

Jordan moves to elect Noel Soucy as Programmers' Rep. Duff seconds. Unanimous, and Noel is seated.

Jama moves and Siena seconds to elect Suzanne Beers to the two-year term (her preference). Unanimous. Rob moves to elect Antonia Lamb to the three-year term, acknowledging that she has only committed to one year at this time. Duff seconds. Unanimous, except that Jordan abstains.

IX. **Schedule orientation with Katie McGuire - September 18 is her proposal.**

This proposal is accepted. 11 am for brunch. Katie is thanked. She says that on the 18th she will pass on the binder of orientation materials she has collected.

X. Preliminary appointment of President, VP, Treasurer, and Secretary – Board will discuss final appointments at upcoming orientation, along with Committee roles.

Jama nominates Rob for President. Duff seconds. Unanimous, except Rob abstains.

Board discusses Secretary and Treasurer roles for a few minutes.

Duff nominates Jama for Treasurer. Noel seconds. Motion passes.

Jama nominates Duff for Vice President. Siena seconds. Unan., except Duff abstains.

Duff nominates Noel for Secretary. Nella seconds. Unanimous, except Noel abstains.

XI. Open Time: Two minute statements and their Dispositions

BR Graham: At Orientation, she hopes the Board will think outside the box about committees. She hopes that Development Committee work will be broader than just fundraising in the future -- perhaps form a Fundraising Committee so that fundraising work is not even on the agenda. Development is also about listenership, members, and volunteers. And for the committees that don't need to be chaired by a board member, please have a board member serve as liaison. If no one wants to be Secretary, perhaps a volunteer would draft minutes.

Rob: Thank you.

Michael McKaskle: speaks about the effect the homeless situation is having on KMUD. There have been some time limits established that have been violated – it's important to keep agreements. He thanks board members for their service.

Rob: Thank you; this discussion will continue in other venues.

Julia Minton: Though my year on the Board is over, I am willing to continue on Finance and Website Committees, and to consult with Board members. She shares contact info

Rob: Thank you, and since you weren't present early when we thanked you for your service as a Board member, I reiterate our deep appreciation now.

XII. Management Report (see report in Public File).

Sarah says that Underwriting Representative Dave Lippe has given notice. She will advertise for another UW Rep who will work mainly in the Northern Humboldt, with BR holding the central and southern regions mainly.

XIII. Discussion / Questions for Management. Jama congratulates Sarah on working out all the issues with our audit and achieving CPB approval of our financial statements, so that federal checks will be in the mail soon. Jama asks Sarah if she knows about the 'Annual FCC Regulatory Fee,' on our Compliance Calendar with a question mark, and Sarah will check into it.

XIV. Consent Calendar – no items this month

XV. Finance Committee Report (see report from Sarah in Public File).

Sarah adds that she'll propose a new line item for next year's budget for 'volunteer stewardship.' Finance and Policy Committees both recommend that Policy 4.5, which says that any two officers can approve taking out a loan or mortgaging our property, be changed to require board approval for these actions. And, will the auditor provide a written report?

XVI. Unfinished Business

A. Securing a loan for Signal Upgrade project. Until revenue comes in from sale of properties given to us, we need this loan. Sarah has been specifically authorized by the Board to secure this loan, including encumbering our studio/office building if necessary. Jama suggests we take a few more days to look for a private lender for \$80,000 at 5%. If none materializes, Sarah expects to proceed with Providence Capital, which accepts transmitter equipment itself as collateral. Their interest rate is around 7%.

B. Appointment of Grievance Panelists and alternates. The Mediation Committee is still working to recruit panelists. Jama moves to appoint Jim Truitt and Katie McGuire as Grievance Panelists provisionally, since our new board members are hearing about this for the first time right now, and revisit the question next month. Duff seconds. Siena says she is willing to consider it; she is thanked, but we are hoping she will serve on the Mediation Committee and the two might be mutually exclusive – Rob will check the language. Motion passes unanimously. Rob will inform Jim and Katie.

C. Revisions to Disciplinary Policy. Technical difficulties prevented this language from being printed out for the meeting, and electronic version arrived late. Jama moves to table this item, and the next. Duff seconds. Unanimous.

D. Budget review and possible revisions. This was tabled because Finance Com is monitoring spending with Sarah, and drafting of the 2012 budget will begin next month – so it doesn't seem worth the time to do a budgetary course correction at this time.

E. Form to fill out when a certain percentage of Directors changes – and add this item to Compliance Calendar for August as a reminder. Sarah says that FCC Form 316 is the one needed, plus Form 323-E. Sarah doesn't have them with her, and will follow up, calling Board members for any information she doesn't have about each of us.

XVII. New Business

A. Finance committee mandate. Jama says that committee mandates are considered policy, and live in the Policy Manual, so tonight's approval would be a preliminary one, and it would be back on the agenda next month. She adds that she is pleased that the late, great Berk Snow was the principal author of the draft that was used to create this language, and here we sit with his partner Suzanne just seated on the Board.

B. Appointment of Northern Community Advisory Board members. Sarah reports that several people are interested in reviving the Northern CAB! Board members ask that she get statements from each. Jama moves and Duff seconds to table until next month.

C. Schedule Board meetings. First, Jama moves that we stick with the 4th Tuesday of each month. Siena seconds. Unanimous. Duff moves that for September and October, we meet at 5 pm (after a painting class, which ends in October) at the Healy Senior Center. Siena seconds. Unanimous.

D. Schedule a meeting with Board and Staff. Sarah had been asked to get staff's input on this, and reports that they prefer to meet during work hours, and Wednesdays are good. Rob says it would be 1-2 hours, with an agenda. He asks that people submit items to him or to Sarah. The group decides on Wednesday, Sept. 14th, 3 pm at KMUD.

E. Collect Board contact information to be shared with other board members, for entry into the board's email forwarding address, and for federal form. Jama offers to draft a new Board Contact List, circulate to the Board for additions and corrections, and send Board members' email addresses to Simon to enter into the group email address 'board@kmud.org.' Rob will make mailboxes for new Board members.

XVIII. Reports

- A. Programmers' Reps: Secretary recalls no report being made.
- B. Members' Reps: Secretary recalls no report being made.
- C. Community Advisory Boards (CAB's): Siena reminds Board that the Central CAB did email a report – it wasn't caught for the packet. They suggest that there be a "KMUD Minute" on-air, at a regular time, for interesting info about KMUD. Sarah says that staff liked this idea, and it is in process of being created, thank you.
- D. Correspondence Secretaries. Julia has left. Jama says she will ask Julia for info on any thank you notes that she wasn't able to write, so we can do them. Jama proposes that the Board thank Shyla for years of awesome programming, and send a get well card to Ken Jorgenson. Board nods to these, and Jama offers to write them. Rob agrees to send the email reply that Katie drafted to Barbara Shults.
- E. Staff meeting report, and appoint next Board member(s) to attend. Rob says that they discussed several upcoming festivals, Battle of the Bands, Pledge Drive, and fundraising for Marianne to go to the Grassroots Radio Conference in Kansas City. He'd love to hear a report from those who went to GRC, and suggests putting that on the September board agenda. .

XIX. Other Committee Reports

- A. Development, including Pledge Drive Subcommittee. Some have suggested we put on a benefit for Ken Jorgenson's medical expenses; if that happens, it can't be til winter due to many other projects. Sarah reports on Silent Drive Letter progress.
- B. Mediation
- C. Policy: Jama reports that in addition to the item mentioned under Finance Report, board members can expect to see policy proposals about what kind of businesses RCR would NOT want to support with underwriting or with display ads on our website, and about giving notice to the public of special board meetings that are held, and a clarification about whether the Board votes when a policy or bylaw issue comes to the Board for the first time. Also there are a few other financial issues to resolve.
- D. Building: Larry said tonight that he's willing to continue as chair if appointed. Jama suggests that we build the volunteer list, and Duff and Jordan volunteer, and ask that work parties be announced on-air.
- E. Emergency Preparedness
- F. Website (see report in Public File)
- G. Elections: Jama reviews documents still needed for Binders.
- H. Signal Upgrade Fundraising Committee: needs to meet.

XX. Scheduling -- proposed meeting times are:

- A. Board of Directors: Fourth Tuesday of Sept., 5 pm, Healy Senior Center
- B. Executive Committee: Second Tuesday, 3 pm, Studio B
- C. Finance Committee: Third Tuesday, 3:00 pm, KMUD
- D. Development Committee: _____
- E. Policy Committee: Tuesday, Sept. 13, after ExCom, KMUD
- F. Building Committee: Monday, Aug. 29, 10 am, KMUD (every 2 weeks)
- G. Website Committee: Thursday, Sept. 22, 10 am, KMUD

Minutes respectfully submitted by Board Secretary Jama Chaplin on Sept. 29, 2011.