

## MINUTES

### Redwood Community Radio Board of Directors

August 24, 2010

Healy Senior Center, Redway

**I. Call to Order:** Katie McGuire reads meeting Ground Rules.

**II. Roll Call:** Katie McGuire, President; Jama Chaplin, Vice President; Johanna Hamel, Secretary/Programmers' Rep; Larry Lashley, Programmers' Rep; James "Duff" Ficklin, Programmers' Rep; Rob Bier, appointed member; Felix Omai, Members' Rep; Marcia Bauer, appointed member; Aaron Shapiro, Interim Administrator.

**Others Present:** Dian Griffith, Bookkeeper; Dave Smith, Production Assistant; Marianne Knorzer, Program Director (briefly); and Members' Rep candidates Julia Minton, Sánd-Da, Josh Marin, and Derek Johnnie.

**III. Approval of Minutes:** Katie moves to accept them with proposed revisions; passed.

**IV. Approval of Agenda:** Katie says we need a closed session, personnel. Katie points out a forgotten item: final nominations for two Members' Rep seats, and deciding how to proceed (election?). This will follow the seating of the two other board members. Marcia added Appointment of Mediation Committee Members.

**V. Seat New Programmers' Rep:** Ben Levant takes his seat at the table. Felix Omai, Johanna Hamel and Katie McGuire are thanked for their service to the Board: 6 years, 3 years, and 3 years respectively. Gifts are given; refreshments are served in their honor a bit later.

**Elect New Board-Elected Member:** Rob Bier moved that Katie McGuire, who was nominated timely at last month's meeting, be elected to this seat. Jama seconds; unanimous.

**Final Nominations and Election Plans for Two Members' Rep Seats:** Jama, coordinator for this election, reports that of the 7 candidates as of our Mixer last Friday, 3 have withdrawn, and of the rest, only Julia Minton is a current member, so she is the only eligible candidate. Julia is interested in the one-year seat. Jama proposes therefore that Julia be seated in that seat, and that we extend the nomination period for the 3 year seat for one more month, during which the other candidates could become members for the required 30 day period.

Discussion: Derek Johnnie reports that he is interested in being trained to be a programmer. Duff lets him know that people serving as Members' Rep cannot be programmers. Josh Marin announces that he has decided to withdraw in favor of Sánd-Da, who then is the only willing candidate. Jama and Katie mention Sánd-Da's many hours of volunteer service to the MUD. Marcia suggests gifting him a membership in appreciation of that. Katie and Marcia say there are times when it's good to be flexible with the rules. Ben asks if there is an urgency that would make it important to flex the rules. Rob asks Jama, the Parliamentarian, whether she sees a problem with seating Sánd-Da. Response: sure, we'd be violating our own rules, and Ben has a good point: what's the rush. Duff reminds everyone that we have now had two one-month periods of recruitment, and Sánd-Da could change his mind while we are serving this technicality. Katie expresses the importance of assembling the Board in time for the Orientation on Sept. 12.

Marcia moves that we seat Sánd-Da as an interim board member, to be seated formally at our next meeting. Rob offers friendly amendment of the word "provisional," which Marcia accepts. Katie seconds. All are in favor except Jama, who abstains. Sánd-Da takes his seat for a three-year term.

Jama moves that we seat Julia Minton to the one-year Members' Rep seat, as the only eligible candidate. Marcia seconds. Unanimous. Julia takes her seat.

**VI. Elect Officers for Executive Committee.** Katie calls for nominations for President: Marcia nominates Rob Bier. All are in favor except Rob and Julia, who abstain. Rob takes over facilitation. Katie nominates Marcia for Vice President. All are in favor except Julia, who abstains. Duff nominates Jama for Secretary. All are in favor except Jama, who abstains. Jama nominates Katie for Treasurer. All are in favor except Katie, abstaining, and Ben, opposed.

**VII. Open Time:**

**Josh Marin** reiterates his withdrawal in favor of Sánd-Da. He notes that the Block Party made \$7K for KMUD, as did recent one-day drive. Many a Mateel show made less – asks Development Co./ to keep this in mind. He praises Agnes and Cynthia Click, and shares a Hard Rock idea. Disposition: Rob asks Josh to take his ideas to Development Com., and thanks him.

**Dian Griffith**, one of our bookkeepers, is allowed to use this time to give an update on the audit. It's going pretty well. Auditor still needs copies of some leases, and bank confirmations. Katie will talk to banks. Aaron and Julia will pursue the leases, including asking Simon for clues, and Brenda if needed. Dian also says that a bit more needs to be articulated to auditor about separation of duties in financial work. Auditor said she thought she could finish by the deadline Friday. This is crucial. Aaron reports that the next CPB extension would involve a review by the head of CPB – 'an audit type procedure.'

**VIII. Management Report and**

**IX. Discussion / Questions for Management:** Aaron Shapiro, Interim Administrator, distributes a 5-page report (see report in Public File), and summarizes it for the Board. Aaron asks Board for spending approval for Donor Perfect software, and is asked to go to Finance Committee for a recommendation. Katie reports on challenges with obtaining a line of credit. Rob asks Aaron to report to Board in the future on the benefits of NFCB membership. After extremely helpful input from Dian, Jama moves that Board authorize Aaron to contract with Gayle as Accounting Consultant, to answer Dian's questions, attend Finance Committee when needed, and oversee end-of-year financials. Marcia seconds; passes unanimously. Aaron asks the question, 'how many committees can I take time to participate in?' Katie mentioned Development, Finance, and Executive. Aaron says Building and Pledge Drive would also be necessary, and that this would be very important to clarify in the job description of the permanent manager. He also advocates for raffles and sign-up sheets at every event. Aaron also proposes that the Board step up its efforts to recruit volunteers. He asked whether he should attend Earthdance, or the North Country Fair. Dian and Katie: the latter.

**X. Consent Calendar**

A. Second consideration for revision to Policy 2.4.6, Hiring Committee for General Manager. Composition is being changed to: 2 Board members, 1 staffperson, and 2 community members, who could be programmers. During the discussion the Board decided to also delete the requirement that the Committee be chaired by a community member. This latter change will be re-agendized for next month's meeting. Katie makes the motion to approve all of the above, Marcia seconds, unanimous.

**XI. Finance Committee Report:** None available. Katie says there was a Finance meeting, and we've touched on most of the issues (see Aaron's report and Dian's comments under Open

Time). Jama reads a letter to the Board from Gayle Arnoul, dated August 5, that she found in Board Box #3 recently, including an update on end-of-year financials, praise for current and former finance staff, criticism of the Panorama membership database, and that her work for KMUD this year has been a donation.

Jama asked whether we will have a cash flow crunch in the coming month, and do we need to follow our Financial Emergencies policy and create a list of private lenders who are willing to help? The answer is yes, Board members should look for lenders, starting with a total of \$20,000 for 3 months or less (until CPB check comes) at 6% interest. This is a good investment return these days. Give names to our Treasurer. Aaron will look further into obtaining a line of credit, and what would interest be.

## **XII. Unfinished Business**

- A. **Management Structuring Committee:** Some staff have recommended Jimmy Durchslag for this, so Marcia moves that we ask Meghan Joyce if she's willing to step down as the official Committee member, and if so, consider Jimmy to be that member. All are in favor except Julia, who abstains. Meghan, and anyone else, can attend these open meetings.
- B. **Cash Handling Policy:** We are still working on locating the original draft in electronic form, as well as notes from the Finance Committee's discussion of that draft, from a long time ago. Dian will type up the Internal Control practices to be integrated into this.
- C. **Estate Update:** Marcia is our representative to the Estate of Marian Mapes-Bouck, who left us land on Spyrock Road. Marcia reports that the title of the car was transferred to Phil, who does janitorial work for KMUD and has gone up to the land with Marcia, presumably because it was left to him in the will. She says Phil thinks resolution of probate will happen soon.

## **XIII. New Business**

- A. **Approve Policy Manual:** Although Jama, who updated the Manual with board actions of the past year, would like people to review it more thoroughly, Katie moves that the submitted draft be approved today so as to get it into the hands of Board members. Rob seconded, and all were in favor except Ben, who abstains. Rob moves that the Volunteer Committee, which had been passed by the Board once, but not made policy, not be included in the Manual; and that we clarify Policy 6.12 that on-air fundraising appeals for other organizations or for individuals must be brief. Julia seconds the motion, and it passes unanimously.
- B. **Compliance Calendar Updates** – Jama moves to table until we can improve the draft with further review, including from Dian and Gayle Arnoul. Marcia seconds, motion is passed.
- C. **Community Advisory Board Appointments:** Kathy Hapgood is willing to serve, but Katie says Kathy should be invited to the Board meeting when her appointment is considered. Tabled.
- D. **Board meeting times/locale:** As a cost-cutting measure, Marcia offers China Prairie Company as a meeting place, which is much appreciated. She asks for \$10/month for heating bill. After discussion, Duff moves that starting in October, we will meet at 4 pm at China Prairie Company. No vote was taken, but no objection is expressed.
- E. **Mediation Committee Appointments:** Katie moves to appoint Marcia Bauer, Rob Bier and Barb Truitt to continue as Mediation Committee members. Duff seconds; unanimous.

## **XIV. Reports**

- A. Technical Director – no report

- B. Program Director – no report
- C. Programmers’ Reps: Ben brings up a conflict between a programmer and the Program Director. This is referred to the Mediation Committee.
- D. Members’ Reps – Jama inquires about who approves volunteers’ service as an exchange for membership? And, we need to inform volunteers, including programmers, that they can do this exchange. Rob says Policy Com. should make recommendation; once resolved a sign could be put up at the station.
- E. Community Advisory Boards (CAB’s) –no report.
- F. Correspondence Secretary – Marcia says she had no assignments this month.

Katie asks if she has already written thank you letters to the outgoing board members – yes. Aaron says that once he has a list of all donors from the drive on Aug. 13, who can he turn to to write thank-you letters? Dian adds that auditor Diane Watts said today that all donations of \$250 or more must be sent a receipt letter with specific information. Aaron says he has written such a letter. Katie says Board members can help, but this big project needs to be coordinated by staff.

#### **XV. Other Committee Reports**

- A. Development, including Pledge Drive Subcom.: Meeting for both is Sept. 1, 6:30 pm. Duff says and Katie confirms, Cynthia Click is producing Halloween Boogie.
- B. Mediation – no report.
- C. Building – Larry says the lines are established and site prep has begun! Jama says, and Katie confirms, that \$10K of the Building Fund has been ‘loaned’ to general operations until the CPB check comes, which probably won’t slow the building project.
- D. Policy - Jama encourages any interested Board members to join the Policy Committee. Important to finalize closed session policy, including how to communicate to board members the agenda of closed sessions.
- E. Emergency Preparedness - good meeting with Patti Rae and Community Journalists about creating an emergency news team. Wish list on website should include both ham and CB radios – Duff will mention that to Simon.
- F. Website (see report in Public File) – Rob says that next month we’ll discuss shopping links on our website, including Amazon. Katie gives brief history for new members. Aaron will order a small amount of merchandise with www.kmud.org on it for the fall drive, after discussing with Cindy and staff.

#### **XVI. Scheduling**

- A. ExCom - Tuesday Sept. 14, 3 pm, Mateel Cafe
- B. Board of Directors – Tues, Sept. 28, 5 pm, Healy Center
- C. Finance Committee – Tues., Sept. 14, 4:30, KMUD
- D. Development Committee – Sept. 1, 6:30, KMUD
- E. Policy Committee – Aug. 30, 4:00, KMUD
- E. Board member(s) to Staff meeting on Aug. 26: Marcia, Larry
- F. Board member(s) to Board talk show, Sept. 8: Duff, Jama, and the 3 new ones.

#### **XVII. Closed Session, Personnel**

The Board discussed a pay issue and made a decision. Rob will communicate the decision to the staffperson and to the Interim Administrator, who was no longer at the meeting.

Final minutes respectfully submitted by Board Secretary Jama Chaplin on October 7, 2010.

Final minutes from Jama Chaplin, Secretary, October 7, 2010.