

Minutes

Redwood Community Radio Board of Directors

Date & Time: 24 August 2012, 1 pm

Place: Humboldt House Inn

- I. **Call to Order:** Meeting Ground Rules and Opening Comments from President
- II. **Roll Call:** Suzanne Beers, President, Board-elected; Nella White, Vice President, Member's Rep; Julia Minton, Treasurer, Members' Rep; Noel Soucy, Secretary, Programmers' Rep; Siena Klein, Members' Rep; Jordan Jumpshot, Programmers' Rep; Antonia Lamb, board-elected; Marcy Stein, Programmers' Rep; Carlos Casarez, Board-elected; ex officio member: Jeanette Todd, Interim Station Manager.
- III. **Approval of Minutes:** (May and July)
 - Antonia moves to approve May minutes, Nella seconds. Minutes are approved unanimously.
 - Jama moves to approve July minutes Draft 2, with the addition of language that Jama sent to the Board yesterday. Nella seconds the motion with the addition of language. Board approves the July minutes unanimously
- IV. **Approval of Agenda**
 - Nella wants to add a discussion about Board talk shows and Talking Points for to New Business
 - Jama wants to table Unfinished Business A Pledge Drive Goal, and New Business Item E Underwriting Revenue, and add under Unfinished Business- Spyrock Property
 - Nella moves to approve the agenda with four amendments. Motion passes unanimously
- V. Thank outgoing Board Members: Rob Bier and Jama Chaplin
- VI. Seat Julia Minton as Member's Rep (three year term). Seat Marcy as Programmer's Rep (three year term).
- VII. Elect one Director to a three year term. Hear statements from candidates.
 - Bud Rogers and Carlos Casarez address the Board and Audience
 - Board elects Carlos Casarez for Board Elect seat
- VIII. Preliminary Appointment of President, VP, Treasurer, and Secretary- Board will discuss final appointments at upcoming orientation, along with Committee roles
 - Nella nominates Suz for President. Suz accepts. Siena seconds. Board Approves Unanimously
 - Suz nominates Nella for VP. Marcy seconds. Unanimous
 - Nella nominates Julia for Treasurer. Siena seconds. Unanimous
 - Antonia nominates Noel for Secretary. Unanimous.

IX. Open Time: Five minute statements and their dispositions

- Jackie Pantaleo addresses the Board. Please see letter dated August 24, 2012.
- Marc Patterson- with the station since 1988. He thinks the Board can do better at fundraising. He is ditto with Jackie on everything
- Dan Glaser- Wanted to refer everyone from to his show last night. He left a lot of good songs out and aired dirty laundry anyways. He hasn't carried the station for the first 25 years. He is not running for anything. Not going to waste his precious time. He thinks we made a \$400,000 fiscal mistake. We built a tower of Babylon. He isn't going to sit through this because there aren't any smoke breaks. No more grants. People who built the towers of Babylon should admit their mistake for buying the Hummer and running it into a ditch. The reason we aren't meeting our fundraising goal....
- Bob Stern- Wants to thank outgoing and current Board members, and the new Board members. He thinks we aren't in a crunch, that we are ok. The Board needs some training. You need to shop around selling the new property. We should advertise the property for sale. We should the keep the details of selling the property in Closed Session. We really need to take a hard look at the budget and our staffing. We need to look at our on-air fundraising goals, and we need to tune up our underwriting. We need to find out from our members what they want as far as catering to our expanded listening areas. He wants to echo Jackie's call to have Programmer's spend more time fundraising. Most community radio stations there is insane amount of competition to be on the air. Something about programming bringing in taxable revenue.
- Michael M.- An engineer. Wants to echo that Programmers should volunteer more. Michael wants us to keep the focus on being a SoHum wacky station. We need to sell that property or the note. We need to keep our Pledge Drive goal real or we will receive a lot of phoney pledges
- Cynthia- Cynthia explains her position at the station and her personal situation. She does not feel that she is not able to fulfill the position of Volunteer Coordinator, and she would like to split the hours with Jeanette. She is appaled that she put out the call for tablers and got two. She thinks the front office looks like a home out of 'Hoarders'. She hopes that the station can figure out how to move on without her, as she doesn't have the time to commute so far everyday.
- Kelly- A big proponent of more volunteers at KMUD. She has a friend that would love to be our Volunteer Coordinator. She lives in Laytonville. She can deal with chaos and it wont throw her off.
- Barb Truitt- A letter is read on Barb's behalf.
- Felix- Two hours a month... not a year
- Noel- Reads a letter from Staff. See Letter in Public File.
- George Rolf- Real estate Broker- Wanted to give us advice on the note. Its alot more valuable to receive payments, than to sell the note as a loss.

X. Management Report

XI. Discussion/Questions for Management

- Antonia- Is there anything else that's not in your report that you would like us to help you with.

- Jeanette sais that everything is going well.

XII. Consent Calendar

- A. Table proposals to revise Bylaws so that we can publish them first on the newly repaired website-
- B. Grievance Panel Policy Guidelines Revisions, second consideration
- C. Authorize Jeanette Todd to order merchandise as funds allow
- Noel moves to accept Consent Calendar Items. Siena seconds. Unanimous.

XIII. Finance Committee Report –

- Jama is asked to read the Finance Committee Report.
- Finance Committee does recommend that we work with the HAF-funded financial consultant
- In terms of billing for the Programmer’s Guide adds, we can add that to Amie McClellan’s tasks. We should hand deliver Program Guides to all the advertisers.
- Julia really wants to urge us when we do fundraisers that we earmark the donations.
- Nella-When we are raising money, we need to pay back payroll accounts because we shuffled money out of payroll to pay for the signal upgrade
- Jeanette sais we shouldn’t look backwards, we just need to start earmarking funds from here into the future.
- Julia- Any tabling that happens up north definitely needs to be earmarked for the upgrade
- Jama- If we decide to sell the Spyrock Note, than we should immediately tell the community that our emergency fundraiser is over, but that we are still fundraising for the Northern Signal Upgrade Project.
- Julia has some homework to do regarding all the figures on the upgrades, and she will get back to us when she puts it all together

XIV. Unfinished Business

- A. Reconsideration of Pledge Drive Goal- tabled
- B. Alderpoint Property-
 - Nella moves accept Brian Elie’s proposal to put the property on the market at \$299,000. Noel seconds. Unanimous.
 - Carlos would like us to discuss earmarking the funds from the sale of the Spyrock Property
 - Julia would like to continue the discussion as well, and include the possibilities of creating a trust fund or endowment.
 - Bill Telnes wants to volunteer to help clean up the property
- C. Spyrock Note
 - Board discusses selling the note to the Spyrock Property to the highest qualified bidder
 - Nella moves to adopt “Draft Motion 2”. Siena seconds. Board does a Straw poll- Four in favor, three opposed, and two abstaining. Board is not unanimous.
 - Antonia really feels that we need more information and we need to talk to our Financial Consultant

- Nella feels that we need to come up with \$60 to \$80 k if we decide not to sell the note today.
- Marcy- we need to get the financial consultant immediately
- Jeanette doesn't want to sell off KMUD's assets
- Carlos thinks that the Board already decided to sell the property, and that this is taking up too much time, and weighing the Board down. Thus its an albatross
- Nella amend as the motion to sell the note in two weeks pending if KMUD doesn't find a more viable option for funding the Station. Siena seconds.
- Nella is willing to withdraw the motion if we are willing to meet in the next two weeks.
- A meeting is planned for September 11.

XV. New Business

- A. Appoint new check signer(s) if necessary
- Noel moves to empower Jeanette as a check signer. Carlos seconds. Unanimous
- B. Humboldt Area Foundation Technical Assistance Grant Application
- Julia motions that we expedite approval of the , Marcy seconds. Unanimous
- C. Proposal for Amie McClellan to write grants
- Noel moves that we approve Amie McClellan to write grants and compensate up to 15% of the grant amount received, with all grant applications reviewed by Station Manager or Interim Administrator. Siena seconds. Unanimous.
- D. Appoint new Spokesperson to serve until a Station Manager is hired.
- Suz moves to have Nella continue as Spokesperson until KMUD has a Station Manager. Carlos seconds. Nella wants sound bites available for her. Unanimous.
- E. Plans to increase underwriting revenue- tabled
- F. Schedule Orientation- The Board schedules its Orientation Retreat for October 12
- G. Fundraising Plans and Progress Report-
- Noel moves to empower Jeanette to move forward on the planning and promotion of the fundraising events as listed in her report. Carlos seconds. Unanimous.
- F. Board Talk Show and Talking Points-
- Carlos suggests that Nella coordinates with the Interim Admin and the Program Director to create the conversation, as this shouldn't be a Board task
- Suz would like to table this until 11 September.
- Carlos suggests we can all email the Spokesperson any Talking Points we have
- Suz moves to table this item. Unanimous

XVI. Reports -Tabled

XVII. Other Committee Reports -Tabled

XVIII. Scheduling -- proposed meeting times are:

- A. Board of Directors: 11 September, 4 pm, Healy Senior Center
- B. Board Orientation: TBA
- C. Executive Committee: Second Tuesday, 3 pm, Studio B
- D. Finance Committee: Thursday before board meeting, 1 pm, KMUD
- E. Development Committee: 2nd Wednesday, 5:30 pm, KMUD
- F. Policy Committee: 2nd Tuesday, KMUD
- G. Board member(s) to next staff meeting: _____ Thur. _____

XIX. Closed Session- Personnel issues

- Noel moves to promote Jeanette Todd to Interim Station Manager. Jeanette Todd would thus be empowered to fulfill all Station Manager functions with a few exceptions: Hiring and firing of KMUD staff, entering into contracts, and making non-budgeted expenditures would need to be approved by the Board. Carlos seconds. Unanimous.

Minutes respectfully submitted by Noel Soucy, KMUD Board Secretary on 31 October 2012.