

## Minutes

### Redwood Community Radio Board of Directors

25 September, 2012 at 4 PM

Healy Senior Center, 456 Briceland Rd Redway, CA

**I. Call to Order:** Meeting Ground Rules and Opening Comments from President

**II. Roll Call:** Suzanne Beers, President, Board-elected; 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.

**Others Present:** Felix Omai, Jama Chaplin

**III. Approval of Minutes:** August, September Special- Minutes Tabled

**IV. Approval of Agenda :** Siena moves to accept the agenda with two additions. Julia seconds. Unanimous.

**V. Open Time:** Speakers will be assigned an amount of time not to exceed 5 minutes

- Jama Chaplin- Our meeting rules do not say that people not on the Board may not speak other than at Open Time. It is simply up to the facilitation to decide whether calling on one of us is likely to be helpful to the organization. Jama also wanted to make a modification to the two Bylaw Revisions. Basically the Board votes for an item at both meetings. Jama wanted to suggest that we do not need to take out any more loans at this time.
- Marcy- Has a letter at home from Sister Octavia mentioning that KMUD needs to have more frugal spending habits. Marcy accidently left the letter at home, but will send it to our Correspondence Secretary, Siena.

**VI. Management Report**

**VII. Discussion/Questions for Management**

- Two people wanted to know where the events were going to be held.
- Noel wanted to share her idea that the Music Library be put on a server and than CDs not be made available. Programmers would need to be trained to use the server. The new room built for the Music Library could than be used as a meeting space.
- Marcy would like to see the Board Packets come out earlier. Julia suggested that they come out by Friday before the Board meeting.

**VIII. Finance Committee Report**

**IX. Unfinished Business**

Final Minutes for 25 September RCR Board Meeting from Noel Soucy, KMUD Board Secretary

- A. Proposed Bylaws Revisions of May 18, 2012
- Julia moves to table this decision. Siena seconds. Board passes the motion with seven Board Members approval, and with Jordan Jumpshot against the motion.
- B. Strategic Planning
- Julia- We are waiting for proposals from the professionals whom we would consult with for the strategic planning effort before we can get the grant to hire them. Julia needs to know more about what our goals are. Do we want to write the strategic plan or are we looking for a facilitator?
  - Carlos- Where does Susan Dockal fit into this strategy?
  - Julia- Susan would help us write the financial chapter of the strategic plan
  - Jeanette- What would the other chapters be? Development....,
  - Carlos- Would this be discussed at the retreat?
  - Jeanette- Yes, we could discuss this at the retreat, but we may want to do the strategic planning separate from the Board Retreat.
  - Suzanne- Do we need to send this to committee?
  - Julia- We need to pick a professional. Julia would like us to discuss the process towards creating the Strategic Plan at the Board Retreat. This process is too long to finish at the Board Retreat, however. We should know that this isn't going to happen in one day.
  - Jama- Susan Dockal plans to come to the October Board meeting. If she isn't ready in time than she would also come to the November Board meeting.
  - Suz- We will take up this discussion of the Board Retreat and Strategic Planning at Executive Committee on the 9<sup>th</sup> of October.
- C. Cash flow needs
- Julia- Doesn't think that there is a lot of need to talk about cash flow needs at this time, as the Pledge Drive is just around the corner. Julia expressed that input is very valuable though.
  - Carlos- Where are we with listeners about our cash flow crisis?
  - Jeanette- We need to get Nella's input on this and change the message.
  - Carlos- We are still hearing the old cash flow crisis recordings
  - Jeanette- They were taken off the air on Monday.
  - Jeanette- The cash flow crisis has been helping us to get a lot of beer at least.
  - Julia- Nella needs a small group of people to help with our messaging, so that we don't have to put her out there by herself.
- D. Alderpoint Property- Cleanup
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- E. KMUD Vertical Move and Power Upgrade (Pratt tower)
- Simon- Simon and Grae where up at Pratt Mtn today, and they worked on setting up the network, and powered up the new transmitter. The landlord wants to increase the rent \$225 because we will be using more space. The landlord will not offer us any wiggle room on the rent increase. We need to find the original lease.

The vertical move is not going to happen because the landlord is going to have the top of the tower removed. We will just be applying to the FCC to get the power increased. It will cost \$2000 to get the application finished. Simon is trying to coordinate the repairs for our elements with the KHUM climbers. Simon would to proceed with repairs as soon as we can. Simon thinks we should postpone the power increase, but still send in the application to the FCC. We should complete the transmitter upgrade, and the repairs.

- Carlos moves to authorize Jeanette to sign the amended lease agreement. Secondly Carlos moves to authorize Simon to proceed with the repairs with the expected cost of \$3660 or less. Antonia seconds.
- Julia- Wants us to think about how we are going to fundraise for it. We should do this for any decisions we make.
- Carlos- When would we be doing the repairs?
- Simon- Would like to coordinate with the KHUM climbers to do the repairs before the rains come. That should be in October.
- Suz- Is the repair optional?
- Simon- The repair is not optional.
- Carlos' motion is approved unanimously by the Board.
- Simon- Suggests that we wait for the power increase.

F. Check Signers

- Noel moves to remove Jama Chaplin and Rob Bier as check signers, and add Jeanette Todd and our Board Treasurer Julia Minton as check signers. Therefore our check signers would be Jeanette, Julia and Simon at our banks Community Credit Union of Southern Humboldt and Umpqua Bank. Siena seconds. Unanimous.
- Siena moves that we update the safety deposit box people to Julia and Simon. Noel seconds.
- Julia and Antonia offer a friendly amendment that if a third person is allowed, that we should assign a third person at a later time, and Julia recommends that it be Jeanette. Siena accepts. Six in favor of the motion as amended with Jordan abstaining.

X. **New Business**

A. Management Evaluation Procedure Revisions

- Julia moves to adopt the updated Management Evaluation Procedure as presented in our Board Packets. Siena seconds.
- Antonia shares Rob's comment that the process should not take any longer than two months. Suz said shared that feedback could be taken in email form, and/or mailed to P.O. box.
- Two friendly amendments were accepted. Both are in Step Five. The last sentence of the first paragraph will now begin with 'Before this Board Meeting, if the Manager chooses,' and at Antonia's suggestion, the last sentence of Step Five will now end with 'each year's evaluation.'
- As amended the Board unanimously approves the Management Evaluation Procedure Revisions. This will receive final consideration next month.

- B. Bass Harvest Budget Approval
  - Julia moves to authorize Jeanette to spend up to \$1000 dollars to procure beer and water for Bass Harvest, as well as a \$1000 check as a deposit. Antonia seconds. Unanimous.

**XI. Reports**

- A. Programmers' Reps- Marcy shares combined notes from herself and Noel taken at the most recent Programmer's Meeting in August.
- B. Members' Reps – No report
- C. Community Advisory Boards (CAB's) – The letter dated 9/11/12 from Serena Wells is read to the Board and discussed. Julia will write the Northern CAB and answer financial questions. Siena and Julia will take a look at the guidelines for CABs and use the language to help write a response to this letter.
- D. Correspondence Secretaries- Suz- We had a couple of letters, Suz referred one to the news dept.
- E. Staff meeting report, and appoint next Board member(s) to attend.-Noel gave a Staff meeting Report from 18 September 2012.

**XII. Other Committee Reports**

- A. Hiring Committee- No report
- B. Development- Noel gives a brief report from 12 September.
  - Pledge Drive Subcommittee – We need to appoint a Chairperson to the Pledge Drive Subcommittee.
- C. Policy – Jama reports that on her list to kind of write up about several issues that have come up unresolved. Last year the Board made some modifications to the Programmers Agreement. Marianne plans to pass them out in January. So our next two meetings would be the time to suggest new changes to the Programmer's Agreement. Specifically the section about Programmer's getting a free membership without the check box at the bottom. Jama is concerned that institutional memory will fade and that future Program Directors may not remember to discuss this with Programmers. Antonia would like to see contact information on the Agreement. Marcy- Along time ago there was a Program Director report. It would be nice to have that report.
- D. Website – Written report is in the packet. Siena- Why does the news have to be on there? Julia- The news is an important feature to the website. Antonia- Her friends were blown away about the news on KMUD website. Julia- We are looking at increasing the website budget this year to find a more secure host for the website.

**XIII. Scheduling -- proposed meeting times are:**

- A. Board of Directors: Fourth Tuesday, 23 October, 4 pm, Healy Senior Center
- B. Executive Committee: Second Tuesday, 9 October, 3 pm, Studio B
- C. Finance Committee: Thursday before the Board Meeting, 18 October, 1 pm, KMUD
- D. Development Committee: 3rd Thursday, 18 October, 3 pm, KMUD.
- E. Policy Committee: 9 October, 11 am, KMUD.
- F. Board member(s) to next staff meeting: Julia Minton, Tuesday, 2 October.
- G. Which Board member(s) to Board talk show: Julia Minton, 10 October.

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XIV. **Closed Session:** Personnel matters

- Julia moves to adopt 'Contract for Employment for Jeanette Todd' as is. Siena seconds. Unanimous.
- Policy Committee needs to review policies pertaining to Comp time.

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