

## **MINUTES**

### **Redwood Community Radio Board of Directors Meeting**

27 September 2011 5 pm

Healy Senior Center, 456 Briceland Road, Redway

Before the meeting started, Brian Elie our realtor said that selling the Spyrock property is a bit of a poker game. Our potential buyer is looking at properties in Potter Valley as well. It's not an easy property to sell because of the water. Buyer's counteroffer proposes a 15 yr note. We need to answer him by tomorrow at the latest.

- Duff thinks RCR should take the offer. It would be foolish to ask for more. RCR needs the money for the signal upgrade now.
- Suzanne asks if we care if it's a ten or 15 year note.
- Brian- It depends on what the goal is. Brian suggests that an endowment be created with the money. Than we would only be able to spend the interest.
- Jama- Over the past several years we have often struggled to make payroll. She thinks we would all love to reach a place where we could create an endowment. Jama wants us to accept the counter offer because it's good and it's too bulky to keep going back and forth with a nine member board. How much of a deposit did he put down?
- Brian- \$1000 deposit- In the city it could be up to %3 of the property value
- Rob- To be respectful to the gift that Marian gave we should earmark it for a specific purpose instead of getting it lost in the general fund.
- Brian- He could find other people interested in donating towards an endowment.
- Antonia- The station has needs so we should decide how much goes to the endowment and how much goes to fulfill the station's needs.

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

**II. Roll Call:** Rob Bier, President; James "Duff" Ficklin, Vice President, Programmers' Rep; Jama Chaplin, Treasurer, Members' Rep, Parliamentarian; Noel Soucy, Secretary, Programmers' Rep; Siena Klein, Members' Rep; Jordan Jumpshot, Programmers' Rep; Suzanne Beers, board-elected; Antonia Lamb, board-elected; ex officio member: Sarah Reid, Station Manager.

**Absent:** Nella White, Members' Rep

**Others Present:** Brian Elie; later Cindy Reed, BR Graham

**III. Approval of Minutes:**

- July: July minutes do not yet exist. Jama will prepare for next time.
- August: Siena moves to adopt the August minutes. Duff seconds. Unanimously approved as submitted.

**IV. Approval of Agenda** We have several additions to the agenda:

- Jama moves to add three items: Spyrock Sale, silver, and Gayle Arnoul's letter to the agenda. After discussion, amended motion is to address Gayle's letter and the Spyrock counteroffer right after Open Time, and add the silver to New Business. Duff seconds. Agenda is approved unanimously.

**V. Open Time:** No one is here to speak at Open Time.

**VI. Gayle Arnoul's letter-**

- Board discussion with Sarah to resolve the accuracy of Gayle's predictions in the letter, and to insure it will not fulfill itself. (Gayle says in her letter that RCR will not have enough money to pay off the loan for the signal upgrade. She wrote the letter thinking that RCR is mortgaging the building, which isn't true.) The letter assumes that since RCR has been spending more than it makes annually, RCR will not be able to make payments on the loan.
- Jama- Appreciates Gayle's thoughtful input. CPB is paying back a large chunk of the loan we are taking out. RCR needs to do it to stabilize our northern signal for Humboldt's main population area. Our cash in the bank at year-end 2010 was at a respectable level compared to other years. RCR will work hard to fundraise for the Signal Upgrade, and RCR needs to do this upgrade for the future of Redwood Community Radio.
- Rob- With the offer on the property everything is falling into order.
- Sarah- Listener feedback from Eureka shows that our signal is very poor up north.
- Rob- Gayle is doing her duty as our financial consultant but she doesn't know what we know.

**VII. Spyrock Property Offer-**

- Rob- Can we accept the most recent counteroffer?
- Duff- Would like to see the monthly payment match our payment on the loan for the signal upgrade. Is there some wiggle room to get a little more per month?
- Sarah- That would have to be a counter offer. We have right now \$12k in the signal upgrade account. This down payment would add a net of about \$65K for a total of \$77k. RCR would need to come up with \$30k more. A 10 yr note interest would be around \$56k. For a 15 yr note we would get \$102k in interest.
- Sarah- RCR could offer \$1700 /mo and figure out how many years it would take to pay off.
- Antonia- Astrological report- What is really important? That is what is vital. This is going to give us what we need. She thinks we should act on this soon.
- Duff thinks that we should decide in the next 5 minutes. He wanted to discuss it. But the Board should probably take the current offer.

- Jama- Motion should reference a document that Sarah will e-mail us entitled “The Offer dated 22 Sept 2011”.
- Rob- Since the document was not printed for the meeting, the Board could accept the offer in principle, but wait until the written offer is reviewed to approve officially.
- Motion offered by Noel to accept “The Offer dated 22 Sept 2011”. Motion unanimously approved by board.

**VIII. Management Report** (see written report in Public File).

- Providence has approved RCR’s loan for \$90-100,000, to cover matching funds for the Signal Upgrade, estimated at \$97,000.
- Silent drive has already brought in \$675
- Again waiting on paperwork for Alderpoint property
- Upcoming events- Nirvana Movie, Halloween Boogie, Battle of the bands.
- Library- Trying to get the windows in
- Online Survey- Got 45 responses so far
- Simon wants us to order about \$80k in equipment for the signal upgrade. We need \$25k for a down payment.

**IX. Discussion/Questions for Management**

- Siena- Hopes that “the KMUD Minute” will soon start airing, right before the class-ads. One item to air is the need for volunteers to help with the Library
- Jordan- has heard that we can’t have volunteers on the roof with our insurance.
- BR- We can have a waiver.
- Jama- When project started, someone asked our insurance agent for advice on how to cover our building volunteers – Workers’ Comp? He said they are covered under our liability policy. We shouldn’t ask for waivers. And, Sarah, when deciding where to renew our Directors and Officers policy, please consider this issue, and please also get a quote from Harber’s in Fortuna.
- Suzanne- Doesn’t matter what he said. It only matters what was written in our policy.
- Sarah- Said she would look at the policy. Agent has sent us some waivers.
- Noel- If the policy doesn’t cover the volunteers, then ask for the waivers.
- Jama- Applause for silent drive letters on time! This has been an elusive goal for KMUD. She hopes Sarah doesn’t have to work so hard on them in the future. How are the FCC forms going?
- Sarah- One is done, and one needs a signer.
- Jama – has read Form 316 and wants to sign it. In response to a question, it’s the board’s overall responsibility to make sure we are compliant with lots of things.
- Antonia- Is really impressed with Sarah!!!! Owwwwwoooo!!!

**X. Consent Calendar**

A. Policy 4.5 is revised to read as follows: “LOANS. A majority of the entire Board must approve the incurring of debt or the granting of collateral for loans.” (The current policy says that any two officers can make this huge decision for RCR.)

- Jama explains that any board member can ask that any consent item be turned into an agenda item, if they’d like more info or to discuss; then moves to approve consent calendar. Rob seconds. Unanimous, with Jordan abstaining.

## **XI. Finance Committee Report**

- Monthly Financial Reports will be emailed only to those board members requesting them today; otherwise will be in printed board packet for all board members, and mailed to Antonia.
- Jama- There was no Finance Committee meeting this month because of the urgency of responding to the Spyrock offer. She says we'll have to be careful when creating Budget 2012. Gayle's letter advises against any discretionary debt, but the only way to avoid that is to call off the Signal Upgrade, which she sees as important to our future, and the subject of a future fundraising campaign. When we decided to do the Signal Upgrade Project, Simon said it would cost RCR about the same amount to stabilize KMUE's signal without the CPB grant, and we gain the digital option for all our frequencies with the grant.
- Jama and Suzanne would like to understand the line item "Bank Charges."
- Rob- Conferences- Some attention needs to be paid to this. We need to tighten up on conference spending. We need to address it in a more comprehensive method to solve this problem so we don't have to re-address this in the future.
- Sarah – all GRC conference expenses were covered by donations.
- Siena- We could maybe get such donations reflected on our financial statements.

## **XII. Unfinished Business --**

- A. Disciplinary Policy – tabled from last month (first consideration)
  - Rob requests that the Board tables this further until Rob has the paperwork available to look at. Noel motions to table this until next month. Siena seconds. Unanimous.
- B. Confirm appointment of Grievance Panelists
  - Katie McGuire, Jim Truitt were appointed in a preliminary way last month. Rob had said he would obtain bios so that new Board members would have information. Don't have that today, but this may be needed. Rob explains what Grievance Panelists do.
  - Suzanne moves to approve Katie and Jim as grievance panelists. Duff seconds. Unanimous.
- C. Finance Committee Mandate (second consideration)
  - Jama moves to table because some of the Finance Committee members have not seen it. Suzanne seconds. Unanimous.
- D. Appointment of Northern Community Advisory Board members
  - Jama would like to see all four candidates on the CAB.
  - (As necessary in the bylaws) Rob moves that Eric Johnston, Sunshine Mansfield, Charles Douglas and David Giarrizzo be appointed as Northern CAB members. Duff seconded. Board unanimously approves this motion.

## **XIII. New Business**

- A. Appointment of Correspondence Secretaries
  - Suzanne offers to be Correspondence Secretary
  - Duff moves to appoint Suzanne as Correspondence Secretary, both written and email. Antonia seconds. Unanimous.

B. Appointment of Committee chairs and members

- Board looks at draft document prepared by Jama at the board orientation to determine if it is what we had in mind and to discuss committee appointments
- Jama moves, Duff seconds to appoint Siena to the Mediation Committee. Unanimously approved by board with Siena abstaining. Rob will let us know before next meeting whether Barb or Marcia is willing to continue as “community member” on this Committee.
- Jama moves to unappoint Sand-da from the Development Committee, since he hasn’t been in touch. Suzanne seconds. Unanimous.
- Julia expresses concern that we seek input from folks we need to seek input from for database committee but it doesn’t need to be anything more than a working group.
- No one is on Fundraising Committee- Development Committee will need to resolve this.
- Signal Upgrade committee needs to resolve if Eric and Sunshine want to be on that committee.
- Duff moves that we accept the edited roster as read aloud by Rob. Motion unanimously approved. Rob will type up roster to attach to these minutes.

C. Spyrock Silver

- We have one appraisal for around \$7000 for the silver, when spot price was \$37.
- We have an offer for Katie and Jim to seek a second appraisal in San Francisco
- Jama says we have the option of requesting that Katie and Jim sell the silver in San Francisco if silver price and appraisal look good that day.
- Jama reads Noel’s proposal to the board which includes selling the silver at an auction event, possibly for the signal upgrade project.
- Antonia- Thinks we should sell the silver out of the area so we don’t exhaust our community’s money. Also, events take lots of energy, and selling the silver doesn’t have to.
- Duff agrees with Noel that silver has value at least as good as greenbacks, and has invested his own money into it. Suzanne, Noel, and Duff all agree that we shouldn’t rush into selling the silver and we need to get a second appraisal.
- Rob would just like to sell the stuff and get on with running the radio station.
- Suzanne would like to motion we get a second appraisal, and send the silver south with Katie and Jim. Jordan seconds. Board unanimously approves.

**XIV. Reports**

- We should reflect upon this section and see how we can improve here.

A. Programmers’ Reps- No report

B. Members’ Reps- No report

C. Community Advisory Boards (CAB’s)- No report except new appointments need to be posted.

D. Correspondence Secretaries-

- Jama handed Ken Jorgenson a get well card, but still owes Shyla a thank-you.
- Gayle Arnoul, RCR’s financial consultant, deserves a thank you card.

- Rob agrees that a card is not enough for Shyla, and that we should send all our ideas for a thank you to Jama
  - Duff- Larry has done an amazing job on the building project, and needs something more than a card in thanks.
  - Sarah didn't bring the names and addresses of quite a few people who, it was decided last summer, deserved a thank you card, and she planned to write. Suzanne gallantly took on writing these letters, and will ask for info as needed.
- E. Staff meeting- report and appoint next board members to attend:
- Jordan- Last staff meeting was uneventful. Nothing significant to report.
  - Jordan wants to go again to the next staff meeting
  - Jama- Does another member want to go again so we rotate? Rob thinks we should share the duty. Eventually settled on Jordan doing it again.

## **XV. Other Committee Reports**

- A. Development, including Pledge Drive Subcommittee –Nothing to report- Except regarding pledge drive- Oct 20<sup>th</sup> there will be a training in the evening.
- B. Mediation – No report
- C. Policy –
- Jama asks Rob to clarify what draft of Policy Manual is current. He confirms that the last one he emailed her is the current draft. They'll work by email to finalize.
  - Jama compiled a list of Officer Duties, which she thinks should be in policy manual or board binder; does anyone have an opinion?
  - Jama asks Board for approval for Committee to draft a Board Polls policy. Yes.
- D. Building
- Duff said the building project needs more help.
  - The insurance coverage issue needs to be researched.
  - A big crew is hopeful for workdays on Wednesday and Thursday so it would be good to work out the whole insurance / waiver thing asap that would be good
  - Sarah said she tries to feed Larry, but he won't answer the question of what would he eat.
  - Siena: she volunteered today. We could use unskilled labour as well. Even just to make sure Larry is safe and getting all the equipment he needs without having to walk up and down the ladder.
- E. Emergency Preparedness –
- We can switch our solar intertie with PG&E if the grid goes down so we can keep all the power we generate for our own use.
  - Where does all the power go? Our monthly bill is so high.
  - Sarah- We pay a big bill to PG&E because of our transmitters
- F. Website (see report in Public File)
- Great written report- Thanks to Bob Froehlich, Chair.
- G. Outreach/Fundraising for Signal Upgrade
- Jama- For the North Country Fair, we created a flyer which shares information for the northern folks, including that their frequency will change from 88.3 to 88.1. She thinks this flyer, hopefully an improved version, should appear on northern tables during Pledge Drive. All OK? Yes.

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

- A. Board of Directors: Fourth Tuesday, 4 pm, Healy Senior Center
- B. Executive Committee: Second Tuesday, 3 pm, Studio B
- C. Finance Committee: Oct 4<sup>th</sup> and Oct 18<sup>th</sup>, 3 pm, KMUD
- D. Development Committee: Second Tuesday at 5 for now- Antonia will call Katy
- E. Policy Committee: October 25<sup>th</sup>, 2 pm, KMUD picnic table
- F. Building Committee: Monday, Sept. 26, 10 am, KMUD (every 2 weeks)
- G. Board member(s) to next staff meeting: Jordan - Thur. 13<sup>th</sup> October
- H. Which Board member(s) to Board talk show, October 12 - Antonia Lamb and Duff, maybe Noel
- I. Signal Upgrade Fundraising Committee- 7 Oct 2011, 10am KMUD

Minutes respectfully submitted by Noel Soucy on 25 October, 2011.