

Redwood Community Radio Board of Directors

September 28, 2010, 5 pm
Healy Senior Center, Redway

- 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, Secretary/Members' Rep; Larry Lashley, Programmers' Rep; James "Duff" Ficklin, Programmers' Rep; Ben Levant, Programmers' Rep; Julia Minton, Members' Rep; Sánd-Da, Members' Rep. ; *ex officio* member: Interim Administrator Aaron Shapiro
Others Present: Dave Smith, Production Assistant, for part of meeting
- III. **Approval of Minutes:** August. Rob asks that the Roll Call section show that Aaron Shapiro, Interim Administrator, was in attendance, instead of any mention of "ex officio." Marcia requests 2-sided copies whenever possible. Minutes approved unanimously.
- IV. **Approval of Agenda:** Duff moves to approve; unanimous.
- V. **Open Time: Two minute statements and their Dispositions**
- VI. **Management Report** -- from Interim Administrator Aaron Shapiro. See report in Public File. Aaron encourages emailed questions. He addresses the challenge of documenting 2 weeks of music programming, listing every song – or we must do it for an entire year, and CPB won't pay our \$500 fee. Cynthia Click is working hard. Aaron gave Jama a 9 page memo on this; it's available to others.
Aaron says that we need to nourish our base, and he would like to form a volunteer and member outreach subcommittee – see report. Thank you letters to donors, etc. Katie would like to table this for now.
- VII. **Discussion / Questions for Management.** Jama asks about the FCC deadline for Form 395-B on our Compliance Calendar; Aaron says it has been met. Rob says he will call CPB in the morning to designate a Grants Administrator and Licensee representative, for the future. Julia requests an email update on CPB reporting.
- VIII. **Consent Calendar:** Marcia moves to adopt. Julia seconds. Unanimous.
 - A. Second consideration for revision of Policy 6.12 - adding second sentence: "No on-air fundraising for any individual or organization other than RCR shall be permitted in which the programming is substantially altered or suspended. Such fundraising appeals must be brief. No Programmer shall fund raise for himself or herself on-air."
 - B. Second consideration for revision of Policy 2.4.6, Hiring Committee for General Manager: Deleting the sentence "The committee shall be chaired by a community member."
 - C. Since a clerical error prevented the appearance of this item on the August agenda, the Board re-affirms that:
 - a. there were only 2 candidates for the 2 Members' Rep seats, so no election was necessary, or possible.
 - b. Julia Minton was seated to the 1-year term.
 - c. Sánd-Da was provisionally seated to the 3-year term, pending his becoming a Member of KMUD.

IX. Seat Sánd-Da as Members' Representative, to a three-year term. Jama reports that Beth received Sánd-Da's membership payment. Marcia moves to seat him, Duff seconds. Except for Sánd-Da's abstention, it's unanimous, and Sánd-Da is welcomed to the Board.

X. Finance Committee Report: Katie says that in this cash flow crunch, the money market account has been moved into checking, as well as \$10,000 from the Building Fund and \$9,000 from the GRC account, which will be repaid when the CPB check(s) come. Also we borrowed \$10,000 from an anonymous lender at 6%.

Someone suggested raising the goal of the coming pledge drive, but most disagree.

Finance Committee will look into the large amount of spending in the Travel, Food and Lodging line item.

XI. Unfinished Business

A. Appoint Hiring Committee for Management Position: 2 Board, 1 staff, 2 others.

Dave Smith asks who has experience with such a hire. Rob replies that he does, and Jimmy Durchslag, and Bob Froehlich. Katie moves to appoint Ben and Julia from the Board, Terri Klemetson from the staff, and Bob Froehlich. Marcia seconds. Motion passes. Rob states that he will also serve, as the President is an ex officio member of all committees, and his intention will be to move the process quickly along. Rob will inform all appointees not present tonight.

Ben asks that he and Julia be in the loop of the Management Structuring Committee. Dave Smith points out that the language of the ads will be crucial.

XII. New Business

A. Proposal for Station Manager Job Description: After discussion in which it is pointed out that the job description could be more clear about what the Station Manager will actually DO as opposed to oversee others doing, Katie moves that the Management Structuring Committee meet again to create a new draft job description for the Board to consider in October. Julia seconds. Unanimous.

B. Appoint Committee Chairs and Members: See list at end of minutes.

C. Appoint Correspondence Secretary (see Policy 2.1.4) Our policy calls for a specific procedure, which hasn't been used in recent years. Appointment is tabled.

D. Proposal to ask Policy Committee to review Policy 2.1.4. Marcia moves to ask the Policy Committee review the policy. Katie seconds. Motion passes.

E. Proposed Grievance Process Policy (Mediation Committee). Board discusses the draft received, and will vote next month. Julia asks about removal of panelists for cause. Rob will write a thank-you letter to attorney Roxanne Sher for the donation of her counsel.

F. Plan periodic meetings with staff. Ben suggests meeting every 4 months: April 4, August 4, and December 4. Larry and Aaron agree to bring up the subject to staff. There are questions raised about facilitation, agenda, and to keg or not to keg. Ben modifies his proposal to the first Monday of the above months, during work hours. To be continued.

G. Development Committee mandate and structure. Marcia suggests working on this at Development Committee meeting.

H. Pledge Drive thank-you's and other follow-up: Rob suggests we table. Development Committee will work on this.

XIII. Reports

- A. Technical Director – no report.
- B. Program Director - no report.
- C. Programmers' Reps – nothing to report.
- D. Members' Reps – nothing to report.
- E. Community Advisory Boards (CAB's). Siena will be encouraged to do promo announcements that invite listeners to the CAB meetings.
- F. Correspondence Secretary – no report or requests.

XIV. Other Committee Reports

- A. Development, including Pledge Drive Subcommittee: Aaron says the program schedule grid will be given to Pigmint Press to be included in Silent Drive letter mailing. Julia will help Aaron distribute grids to locations in town(s).
Those working on Halloween Boogie include Cynthia Click, Katie, and Duff.
- B. Mediation – Grievance Panel has been their focus.
- C. Policy – Jama reports that Policy Committee will be choosing an attorney for review of the bylaws and the recent bylaw amendment proposals. Input welcome.
- D. Building – we had thought the permit application was submitted – but soil survey had not been, so we've now submitted it. Have paid first fee of the two part fee process. Aaron and Jim Truitt filled out the required ADA papers and submitted.
- E. Emergency Preparedness – no report.
- F. Website – see report in public file. They'll make a presentation at next board meeting.
- G. Management Structuring – will continue its work, as directed above.

XV. Scheduling

- A. Board of Directors: Oct. 26, 4 pm, China Prairie
- B. Executive Committee: Oct. 12, 3 pm, Mateel Cafe
- C. Finance Committee: Oct. 12, 5 pm
- D. Development Committee
- E. Policy Committee
- F. Building Committee: every other Monday, including Oct. 11, 10 am
- G. Which Board member(s) to Staff meeting on 10/21: Larry
- H. Which Board member(s) to Board talk show, 2nd Wednesday of October: Katie, Ben and Sánd-Da.

XVI. Closed Session, Personnel Matters

Katie moves that Aaron write a contract for Eileen Russell to fill in as New Producer, following the memo from News Coordinators. Marcia seconds, unanimous.

SEE ALSO Committee appointments list, next page.

Respectfully submitted, Jama Chaplin, Board Secretary

<p>Redwood Community Radio Board of Directors COMMITTEES</p>

EXECUTIVE (plans Board's agenda):

Rob Bier, President; Marcia Bauer, Vice President;
Jama Chaplin, Secretary; Katie McGuire, Treasurer

FINANCE:

Chairperson, Katie McGuire
Julia Minton, Dian Griffith, Amie McClellan

DEVELOPMENT:

Chairperson, Marcia Bauer
Sánd-da

Pledge Drive Subcommittee:

The above two plus: Behr, Jimmy Durchslag, Liz Davidson,
Cindy Reed, BR Graham, Marianne Knorzer, Cindy Martin

POLICY:

Chairperson, Ben Levant
Jama Chaplin, Rob Bier

MEDIATION:

Chairperson, Rob Bier
Bob Froehlich, Behr,
Marcia Bauer, Barb Truitt

HIRING:

Chairperson, Jimmy Durchslag
Bob Froehlich, Rob Bier, Ben Levant,
Julia Minton, Terri Klemetson

WEBSITE:

Chairperson, Bob Froehlich
Felix Omai, Simon Frech,
Beth Comes, Julia Minton

BUILDING:

Chairperson, Larry Lashley
Johanna Hamel, Jim Truitt

EMERGENCY PREPAREDNESS:

Chairperson, James "Duff" Ficklin
Larry Lashley, Simon Frech