MINUTES

Redwood Community Radio Board of Directors

27 August 2013, 4 pm Healy Senior Center, 456 Briceland Road, Redway

- **I.** Call to Order: Meeting Ground Rules and Opening Comments from Vice President Siena Klein, in Suzanne's absence. Siena thanks Jama for taking notes tonight.
- **II.** Roll Call: Suzanne Beers, President, Board-elected; Siena Klein, Vice President, Member's Rep; Julia Minton, Treasurer, Members' Rep; Noel Soucy, Secretary, Programmers' Rep; Nella White, Members' Rep; Jordan Jumpshot, Programmers' Rep; Antonia Lamb, board-elected; Marcy Stein, Programmers' Rep; ex officio member: Jeanette Todd, Station Manager.

Board Members Absent: Noel Soucy, Suzanne Beers, Antonia Lamb until 4:50. **Others Present:** Jack Frybulous, Mark Marchese, Christine Doyka, Kim Peterson, John Casali, Maria Savage, Rob Bier, Jama Chaplin

- **III.** Approval of Minutes: (May, June, and July). Julia moves to approve Draft 3 of May minutes, emailed Aug. 6. Unanimous. Marcy moved to approve Draft 3 of June minutes, in the packet. Jack seconded. Unanimous. Marcy moves to table July, Nella seconds. Unanimous.
- **IV.** Approval of Agenda: Julia moves to accept the agenda, but move Open Time earlier in the meeting to accommodate speakers. In addition Marcy offers this friendly amendment: to table the CAB appointment until next month. Revised agenda is approved unanimously except Jordan, who voted no. (These minutes retain the original order, for convenience.)
- V. Thank outgoing Board Members: Suzanne Beers, Jordan Jumpshot, and Nella White.
- **VI. Seat Member's Rep** (three year term)—Nella White was seated. The Board also seated Jack Frybulous as Programmer's Rep (three year term).
- VII. Elect one Director to a three year term. Elect one Director to a two year term. Hear statements from candidates. Siena expressed to all three candidates that there is plenty of space available to help KMUD, in many ways. Kim Peterson said that one of her limitations is a full-time job. She can adjust her schedule for meetings. She'll help KMUD, whether she's appointed or not. Yes, she is interested in finances, since that's what she does at her job she needs to bring in every penny that she spends so that the twelve families depending on jobs at the Veterinary Clinic can eat. She's the Practice Manager at the Clinic, managing the operation.

 Mark Marchese says that finances aren't his thing so much; he's more in the physical task realm, and he's good at problem-solving. Christine Doyka said she'd consider answering the phone at the office, but isn't very good at math. When asked for more of her background she said that she had gone as a Red Cross mental health worker to help after Katrina and Rita. Jack asked each of the candidates to talk about how they might contribute to fundraising. Christine said that as a Hospice volunteer she works at events. Kim had some grantwriting experience at RRHC, working with the ED. She initiated a "crisis fund" at the Vets' Clinic for clients who

couldn't afford to save their pet, and that is a 501(c)(3) organization. **Mark** has mainly fundraised for his kids' activities.

All candidates said that they would be willing to serve on a committee appropriate to their abilities, if not elected to the Board tonight.

Christine then announced that she withdraws from consideration, and will continue to do what she can for KMUD. A coin was flipped to decide which of the remaining candidates got to choose between the two- and three-year terms. Kim chose the two-year term. They were welcomed, given Board Orientation Binders by Siena, and Christine was thanked.

Discussion with Rick Cooper, CAB candidate. Rick Cooper arrived during the past item, and was then filled in that the agenda item had been tabled. He was asked if he would like to speak. He expressed courteously that he did check the agenda to make sure the item was on the agenda before driving from LA.... Rick also thanked Suzanne, in her absence, for the great conversations he had with her. He thanked the Board for adopting the non-discrimination policy. When the Board votes on his appointment, or any other, please do so in that spirit. The CAB is important, mandated by the FCC, and is often ignored / neglected. Rick has worked in four radio stations, and generally, the volunteers want to keep the status quo, the staff struggles to keep up with work and keep the bills paid, and the CAB is the resource for innovation. KMUD has a great mouth, but the CAB can be the ears. He emailed the Board yesterday. Whether he is appointed or not is less important than the revitalization of the CABs. Julia mentioned the Northern CAB as needing someone to organize them. Rick said he would be happy to work with both groups, and it seems to him that neither is doing much.

VIII. Preliminary Appointment of President, VP, Treasurer, and Secretary- Board will discuss final appointments at upcoming orientation, along with Committee roles. Jack said that if a laptop with WiFi and Word could be found, he would seriously consider being Secretary. Antonia makes a similar statement. After discussion, Julia moves the following: Siena as President, Marcy as VP, Julia as Treasurer, Antonia as secretary with assistance from Mark. Unanimous.

Jeanette asks the Board to consider who could serve as timekeeper for these meetings.

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

John Casali: Would like KMUD to speak the truth about bad environmental behavior. He has many photos to prove his point that there is way too much trash dumped in various places in SoHum. Paul Encimer and Verbena are helping to define KMUD as a far-left station. There have also been seven assaults, five rapes, breakins, vandalism, and suicide in recent times. There have been nine fires. Verbena hung up on all callers who didn't agree with her. She's a liar. She and Encimer personally attack me. I have spent \$50,000 of my own money so that they don't destroy where I live. **Siena** asked, John, what would you like KMUD to do? John says that if he doesn't get help from the community.... **Marcy** says that as a radio station we don't take a stand on issues; people who are on-air do so. We provide the vehicle.

Rob Bier discussed the difficulties of getting ballots to all of KMUD's members. He registered his lack of a ballot three weeks ago, but still didn't get anything in the mail until he took further steps himself. He and another member turned in their ballots on Tuesday, August 20, and were told by Jim Lamport that they were too late. This is an organizational deficiency. I

hope all of you will take this abject failure seriously, and dedicate yourselves to solving this problem. Your legitimacy as a Board is at stake.

Siena thanks Rob for his input and agrees that the problems need to be solved.

X. Management Report (See written report in Public File). Jeanette highlighted the progress in Underwriting income. We need to do more outreach in Northern Humboldt. With completion of the concrete slab, we are 1/3 to ½ way done with our ADA work. We have a contractor on board for that, but funding is a concern. Jeanette described the evolution of the News Dept. since the resignation of the second News Coordinator. Now Terri is News Director, and will soon start teaching at Humboldt State, and available to KMUD less days per week. It's good that we now have a group of capable news anchors. News cassette archive needs to be digitized for preservation. Reciprocation: we need to "give back" more nowadays to people who give to the station. Jeanette also discussed healthcare reform; she put information in the July packet. Jeanette discussed the Programmer's Agreement, and Marianne's recent decision to now circulate it every two years. After license renewal filing, FCC called her to say that separate filings needed to be done for KMUE and Shelter Cove, which she did – remember that for the next renewal in 2021.

XI. Discussion/Questions for Management: Regarding Fall Pledge Drive goal, the budget calls for either \$125,000 as the goal, or some other plan to raise that amount in memberships. Jeanette explained the new schedule slots for underwriting messages.

XII. Consent Calendar (no items).

XIII. Finance Committee Report. Barb Truitt came to the meeting, and we should be able to move forward on cash flow projections soon. With that functioning, we won't have to depend on Budget-to-Actuals for cash flow management. Today I bring to you the final, final 2013 Budget, Page 40, which you have seen before. It's still not completely balanced, but is as close as we can get. We discussed how much time has gone into budget revision discussion at Committee, and that in the future it would be better to approve the budget once, accompanied by a Budget Narrative, and then develop subsequent Budget Narrative Notes as the year evolves. Dian will attend a board meeting to introduce the board to our financial statements.

When Fitch funds arrive, we'll repay our last lender, and then have roughly \$100,000. We've already approved \$3500 for the Music Library Digitization. Archiving News is also a priority. You've seen Dave Smith's proposal for the completion of Studio D. We'll finish the Music Library Addition, including heating and A/C. Double paned windows for the News Room are needed. We may have to do work on the roof (Jeanette will have an appraisal very soon.) Non-prioritized things that we discussed included a PBX telephone system. All of these things would exceed the Fitch disbursement.

Mark mentions that the Healy Center was selling its old heating system at their garage sale. Jeanette will follow up.

Marcy asked about the over-budget spending on News staff. Julia said that later in the meeting when we approve the budget, she will also propose approval of higher spending levels for four of the line items, including News Stringers. Since we have only one News Coordinator, we're paying for the other anchors out of the News Stringers line – and this is a transition phase.

Jeanette says that she has committed to writing a Budget Narrative, could not complete it for this board meeting, but will for next time.

XIV. Unfinished Business

- A. Technology Proposal tabled, motion passed unanimously (it is already late in the evening).
- B. Compliance Calendar Revision- tabled, unanimously.
- C. Appointments to the CAB tabled at Agenda Approval.
- D. Policy Revision "Fair Access to the Airwaves"- replacing the Fairness Doctrine. Tabled unanimously.
- E. Policy Revision- Disciplinary Policy tabled unanimously.
- F. Budget Approval. Julia explains the Signal Upgrade revenue item at the bottom of her proposed budget a reimbursement for some 2012 expenses which aren't a part of our operating budget for 2013, so it's separated out to avoid confusion. She says that her proposed draft is the best snapshot possible of the year 2013. That said, it's known that News Stringers, Novelty Purchases, Construction & Labor, and Liability Insurance have already exceeded budget. Therefore Julia recommends that the board also authorize the spending in those lines.

Marcy asked why we went over-budget on Novelties – did we run out of novelties and need to order more? Julia said the budget number was \$7500, and current spending is \$13,000. Julia recommends that we don't spend more this year. Jeanette says that we had two cases of mistake shirts. We have already met our budget for Novelty Sales Revenue, but not the \$13,000.

Nella says "so moved" – to approve the budget presented by Julia in the board packet, plus her four additional spending approval items. Mark seconds. Unanimous.

XV. New Business

- A. Request Finance Committee Recommendation for Fitch Estate Disbursement tabled unanimously.
- B. Budget Approval for North Country Fair Coffee Booth Jeanette is not ready with figures, but does not expect costs to exceed the \$1500 she is authorized to approve.
- C. Schedule Orientation. Siena had suggested earlier that it be made shorter by having the orientation to financial statements be brief, and the report from the auditor at another time. Jeanette had to leave, but said she would arrange venue and food. Julia would like Dian and the auditor to come to different board meetings. Orientation is scheduled for Sept. 17, 12-4. Siena will check with Kim about this.
- D. Collect contact information from new Board Members Siena did so and will circulate a new Board Contact List, a part of the Board Orientation Binder that she distributed to new board members today.
- E. KMUD Winter Holiday Appreciation Party tabled unanimously.

XVI. Reports

- Programmers' Reps A.
- B. Members' Reps
- C. Community Advisory Boards (CAB's)
- Correspondence Secretaries Siena will thank Jim Lamport for being our election D. referee once again.
- E. Staff meeting report, and appoint next Board member(s) to attend

XVII. **Other Committee Reports**

- Hiring Committee doesn't exist at this time; an error that it's on agenda. A.
- B. Development, including Pledge Drive Subcommittee
- C. Mediation
- D. **Policy**
- E. Website (see written report in Public File)
- F. **Transition Committee**

XVIII. **Scheduling** -- meeting times are:

- Board of Directors: 4th Tuesday, 4 pm, Healy Senior Center A.
- Board's Strategic Planning Retreat: September 10th. B.
- Executive Committee: 2nd Monday, tentatively 3 pm, Studio B Finance Committee: 3rd Tuesday, 3 pm, KMUD Development Committee: 1st Monday, 3 pm, KMUD C.
- D.
- E.
- F.
- Policy Committee: 2nd Monday, 11 am, KMUD Website Committee: 2nd Tuesday, 10 am, KMUD G.

Final minutes respectfully submitted by Noel Soucy, KMUD Vice Pres. on 12 December 2013.