

MINUTES
REDWOOD COMMUNITY RADIO
BOARD OF DIRECTORS MEETING
April 25th 2006, 1:00 pm
Humboldt House Inn, Garberville, CA

I. CALL TO ORDER AND OPENING COMMENTS

Marc calls the meeting to order at 1:15pm. Marc reads the meeting rules.

II. ROLL CALL

Board Members: Marc Patterson, President; Geraldine Goldberg, Vice President; Berk Snow, Treasurer; Traci 'Bear' Thiele, Secretary; Harold Day; L. Sydney King.

Board Members Absent: Felix Omai; Andrew Christian; Bruce Brady.

Ex Officio Members: Dave Myers.

Ex Officio Members Absent: Michael Jacinto.

III. APPROVAL OF MINUTES for February 28th 2006 and March 28th, 2006.

Berk moves to adopt the February minutes. Traci Bear seconds that motion. The board adopts the minutes unanimously. Traci Bear moves to adopt the March minutes. Sydney seconds the motion. The Board approves with Berk and Geraldine abstaining.

IV. ADOPTION OF AGENDA

Dave requests that PSA Policy be removed from the agenda for this month. Sydney moves to adopt the agenda. Traci seconds that motion. The agenda is adopted unanimously.

V. MANAGEMENT REPORTS

A. Operations / Development Manager

Dave passes out a written report. Dave gives an oral report to clarify some of the items included in his written report. Dave answers questions regarding Seven Rivers Radio Network and the new CPB grant program called Community Services Incentives. Dave reports on the progress of this years regular CPB grant efforts. Dave requests that board members stick around after the meeting to sign up for pitching during the Pledge Drive.

B. Program Manager

Dave says that Michael has registered a protest regarding the Management Evaluation Procedure and it's product. Dave also talks about the live streaming program from Oakland. We broke our streaming online record and received positive feedback from people around the country.

C. Interim Management Plan

Dave talks about the savings that KMUD has realized during the Interim period. Dave also talks about the high quality of work being done by the Interim Business team. Dave also says that they would like to hire a temporary data entry person to help with future pledge drives.

VI. OPEN TIME @ 1:30 PM

Behr talks about the Prometheus Radio Project and their Barn Raising efforts for new low power radio stations. Behr invites the Board to attend the Barn Raising effort to be held in Woodburn Oregon August 18-20th this year. Behr also invites the Board to attend a presentation by Prometheus Project members being given at the Garberville Civic Club. They will be showing films of Barn Raising in Tanzania and other areas. Behr also announces an appearance by Aaron Glantz from Free Speech Radio News May 5th. He will be talking about the war in Iraq. He will also be pitching for KMUD during the Pledge Drive.

Lauren Oliver reads a letter written by the Personnel Committee. Lauren reads aloud excerpts of the letter. The letter says that several members of the Personnel Committee have been subjected to disrespectful treatment in regards to the Management Evaluation Process. Lauren says that respectful communication is the theme of the letter. Lauren says that the Personnel Committee is requesting that the board make an apology to their committee chair for the disrespectful Communications, address the situation and put a stop to any future hostile behaviors. Lauren reads an excerpt that asks the board to revisit the meeting rules and commit to a zero tolerance for Board members that act in a hostile manner. Lauren continues by reading an excerpt from the letter that encourages the Board to address its lack of support for management evaluations. Sydney requests the names of the Committee members who signed the letter. Sydney says that as the temporary PC chair for the Management Evaluations only, she was excluded from the loop regarding the writing of the letter and finalizing the Management Evaluation Report.

Juna Berry Madrone thanks the board for paying for her registration for the NFCB Conference. Juna comments on the Seven Rivers Radio Network proposal. Juna says that cooperation is good, but as a community radio station we should have a strong commitment to locally created radio programming. Juna says that we need to take a long hard look before running any programming that is not generated locally. Juna says that she has a hard time considering any proposal that would diminish one iota of local control over our programming. Juna reiterates that she has a strong concern for this issue that is on the Board's agenda today.

Long John congratulates the Board and management for the simulcast from Oakland. He commends Emma Nation for her very professional and cohesive hosting style. He also suggests that in the future there be a longer call in period following an event of this nature. He says that folks were calling in From Los Angeles and Pittsburg (Penn?). This made a really good tie in on the air and showed how far our reach really is. He suggests that in the future for these kinds of events that we do more publicity (Google, Yahoo and other news groups). Long John talks about emergency broadcasting and the need for a portable studio for this purpose. He says that we need a trailer that looks good, is lockable and weather proof to put this together. Long John says that with \$2500 and a donated trailer this could be a reality. He says that this would fulfill our already stellar reputation for providing this service and strengthen our abilities to address any emergency situation locally. Long John adds a comment regarding personnel evaluations. He says that this is an important function and he believes in the need for ongoing trainings in all fields and professions. He commends those who do that for themselves but stresses those who don't must be forced to do so. He wonders over the management structure. He says that programmers don't know who reports to whom. He thinks this should not be so muddy and that station structure should be clear. He says we need to be proactive and not passive. Berk asks

and Long John confirms that he is willing to facilitate the construction of an emergency broadcast trailer for the station. Marc requests that he put this in *writing*. ☺. Long John says he will write something up and will pass it to Dave Myers. (Applause)

Jama says that the Policy Committee has this understanding that Andrew would let the committee know when he would not be attending a meeting. This time he did not. Jama offers to act as Parliamentarian if we all agree to this and we can all share the work of helping the facilitator by calling points of process and stuff. Jama says she does better at this when she knows at least the night before a meeting. Jama says that her meeting rules fell into the bathtub while she was reading them (big laughter over this). Jama reminds the board that when adopting policies that it requires a two-thirds vote of all board members present.

BR thanks the Board for supporting her and other volunteers in addition to paid staff, in attending this years NFCB Conference. She says that she focused her educational efforts on how to make good radio. She says that she would be happy to share what she learned anytime, on or off the air. BR says that having served on the Personnel Committee and been the brunt of the thankless job it can be, she thinks it would be good to just go gently through whatever it is that needs to happen now. BR says to call on her if she can be any help to any future committees or subcommittees regarding staffing issues. She says she has extensive skills she has used very successfully in this area in the past. Marc says he may hold her to this. ☺.

Marc calls a five minute break.

VII. COMMITTEE REPORTS

A. Finance

Berk reports on the FinComm meeting. Berk talks about specific expenses and revenue and the fact that some numbers will change when our audit is completed. Berk says that we are spending more than ever, but that he attributes that mostly to inflation and that he is keeping an eye on that. Dave adds that we had a few large singular expenses in March that included increased silent drive mailing costs, our annual merchandise purchase (sweats, t-shirts and tote bags etc) and increased annual insurance coverage costs. Dave also reports that the silent drive returns have been good so far. Berk mentions that FinComm had discussion regarding the need for switching our bookkeeping to an IBM based software program. Dave says that he likes the idea of getting a Mac that runs the Intel based software programs. Jama asks about getting a budget to actuals report. Dave says that Dian will be able to do that once she has become more familiar with the current bookkeeping software, but that it would be much easier for her with Quikbooks. Dave reminds the Board that his efforts to expand on development projects have been met with resistance.

B. Development

Dave reports on upcoming fundraising efforts including the pledge drive, the Block Party and the summer festivals. He says that we will be mainly sticking to the core fundraisers. Our core efforts include the Summer Arts Faire and Reggae where we are now going to be serving hot food. This should boost our income from the event. Dave will be doing short order breakfast cooking at Reggae. He hopes to find others willing to share this work.

Board members suggest a local cook that could be paid to do this work. Traci expresses her hope that there will be board participation in a Development Committee meeting soon.

1) Fundraising for Cahto Upgrade

Harold reports on plans being developed by Long John and himself to put on a fundraising Sunday Afternoon Picnic in the Laytonville area. Marc suggests that Harold and Long John check in with Dorje and get her help with this event.

C. Personnel

Geraldine passes out the Personnel Committee Management Evaluation Recommendations, a letter from Bruce Brady and a document written by Erik Kirk for Geraldine called "Shooting the Messenger". Jama asks about the progress of the Comp Time Policy. Dave clarifies that the PC had asked for more information from the staff and management in regards to this policy before proceeding.

D. Policy

Traci reports that Policy Committee efforts were carried on by e-mail. Traci reports that there were 5 policies that are being worked over. There is one policy, the Termination Policy, that the committee feels is ready for Boards consideration. Jama asks that we put the appointment of Juna to the Policy Committee on the agenda for next month.

E. Building & Memorial

Harold reports on the efforts of the Building Committee (Felix, Dennis, Dave, Simon, and Harold) to complete a wall to divide an office for Dave.

F. Job Description Task Force

The committee did not meet. BR asks to be appointed to this committee. Traci agreed to put that on the agenda for next month.

G. Election

Marc reports on the efforts of the Elections Committee. Announcements of the Programmers nomination period have gone into all programmer boxes at the station. Harold talks about the election timeline that he sent out to the Board. A few dates still need to be set and Harold will work with Michael on that and send that information out to everyone when he gets it. Sydney confirms that Jim Lamport is willing to be the neutral observer for the election.

VIII. OTHER REPORTS

A. Community Advisory Committee (CAC) North

Did not meet this month.

B. CAC Central

Did not meet this month.

C. Programmers' Representatives

Harold reports on efforts to set a meeting with the candidates for Programmers Rep.

D. Correspondence Secretary

Sydney has no report. Berk asks that the board approve a letter of thanks to Bruce for his years of service on the KMUD Board. Marc asks that Sydney send a letter to the Personnel Committee to thank them for their work.

E. Historian

Geraldine says the process has begun. She is designing a survey now.

F. Technical

Dave reports that Simon is hard at work on the Cahto Upgrade. Gray Frierson Haertig is in town and they have been back and forth to the site. Simon has done more work with Peter Brant on the Kneeland back-up power source. Simon will be very busy through Sunday and things are going as planned. There were some issues with equipment that was not functioning properly but with Grey here it will be trouble shot. Dave says that Simon will be trying to take advantage of a small permitting window that would allow an increase to 5000 watts in Kneeland. Dave says that he agrees with Long John regarding the need for an emergency broadcast system (Martee Transmitter?) that does not depend on Verizon to get our signal out. Phones often fail during emergencies and these systems could allow us to get our signal to Pratt Mountain or even to broadcast from the studio to the surrounding area. Dave is just beginning his research on these systems and will work closely with Simon on this. Long John clarifies that this is called STL systems and there are many companies making them.

X. UNFINISHED BUSINESS

A. Termination/Disciplinary Policies

Traci moves **to adopt this policy striking the language highlighted in red and deleting item number 5 pertaining to a Board Appeal process.** Geraldine seconds the motion. There is discussion by the Board. **Traci amends the motion to change in first paragraph 8th line (at will and “such” employees), and to change the word “staff” to “an employee”.** Jama adds that there are Disciplinary Policy revisions that have been proposed that will need go along with adoption of this policy and that she can bring this to the Board for next months meeting. The motion passes by majority Ayes: Marc, Sydney, Traci, Harold. Noes: Berk, Geraldine. (See attachment for final language.)

B. PSA Policy

This item is tabled until the next meeting.

C. Proxy Voting Policy

The Board has discussion and decides to continue these discussions. The Board expresses its desire to allow a rare call in case of emergencies.

D. Seven Rivers Radio Network

Dave responds to concerns expressed by Juna in Open Time. Dave runs down a list of our regular syndicated programs. There is discussion regarding locally controlled and locally created programming. Dave says that SSRN would be programming that KMUD helped to create. Dave expresses his interest in Plan B the program-by-program model. Dave says he is not worried about local control because KMUD has been so involved with the creation of this project. Estelle and Michael have been the driving force behind this effort to create collaborative programs. Dave expresses that his concern for plan "A" (the Big Business Plan) is that no money actually flows back to the radio station. Harold says that folks at NFCB use SRRN as a model for great collaborations was and there was a whole seminar was focused around it.

Berk makes a motion **The KMUD Board of Directors supports the concept of the Draft Business Plan for the SRRN excepting that KMUD will keep control of the content that goes out over the KMUD airwaves and this includes the right to opt out of programming.** Sydney seconds the motion. The Board has discussion. Dave suggests that language could be inserted that allows for opting out after one year (or on a quarterly basis) if they do not like the programming. BR reminds that KMUD would be involved with the creation of these programs. Berk and Juna stress their feelings about having full local control. Dave explains that KMUD is one quarter of the steering committee (Michael) and the steering committee decides on the program content. Geraldine, Berk and Marc express their desire to have control over the underwriters. Dave says he will happily go and explain the Boards concern and desire to have an opt-out clause available. He says he would be even happier to suggest that stations have a right to reject certain underwriters as suggested by board members. The Board votes unanimously to adopt the motion.

Geraldine makes a motion **The KMUD Board of Directors supports the concept of the Draft Business Plan for the SRRN excepting that KMUD will keep control of the underwriters that go out over the KMUD airwaves and this includes the right to opt out of accepting funding.** Traci seconds the motion. The motion passes by majority with Berk voting no.

E. Board Binders

Marc suggests we get a volunteer to create one Board Binder and then we can just duplicate it when we need to. Traci Bear suggests that the Board look over and discuss the Board Binder table of contents before binders are created. The Board agrees that Binders are a desirable thing. Jama reads the existing board binder language. She suggests a revision to the current policy. The revision would be the addition of Management Job Descriptions and a list of Committee Chairs and a list of the Personnel Committee members and their terms who was elected and who was appointed.

Marc calls a 5 minute break

XI. NEW BUSINESS

A. Appointment of L. Sydney King to Policy Committee

Berk moves to appoint Sydney to the Policy Committee. Geraldine seconds the motion. The Board approves this motion unanimously.

B. Appointment of Aleida G. Rios to Central CAC

Traci moves to appoint Aleida Rios to the Central CAC. Harold seconds the motion. Sydney abstains. The motion passes. Marc appoints Aleida Rios to the CAC.

C. Personnel Committee Restructure

Marc makes a proposal to turn the Personnel Committee (PC) into two committees that will be called on as needed. One would be an Management Evaluation Committee made up of three Board Members, one programmer and one community member. They would meet as needed. The other committee would be the Mediation and Grievance Committee and they would also meet as needed. Marc says there would have to be a rewrite of the guidelines to clarify roles and responsibilities of both committees. Marc says that he does not mean any disrespect to anyone on the current committee but that he believes that this will work better. Jama says that Marc's proposal would qualify as a policy change and that requires being on the agenda in a two meeting sequence. Marc says that this item is time sensitive and we need to do it today. Traci moves that the Board vote on whether the Board feels this issue is of a time sensitive nature. Marc requests that the PC turn over all materials used in the creation of the Management Evaluation Recommendations. Dave says that he wants to be evaluated every year. He believes that after the evaluations are done the people being evaluated should feel better, and they should feel they have gotten together with their supervisors and gotten more in tune to making KMUD a better place. He says the PC has several other important duties as well but for three years in a row he and Michael have come away from the evaluations feeling dispirited and unappreciated. Dave says that this is no ones fault and he believes that everyone has acted with the best interest of KMUD at heart. Traci withdraws her motion for lack of a second. Traci agrees with Dave that over her three years on the Board the PC has changed members but that many problems persist and grow. She says we have ended up with a product that was not as helpful as it should be with that much energy going into it. Traci says that we should come back next month with a clearer concept of what we want the two committees be. Sydney expresses concern that we do not have enough people to make up two whole committees. BR suggests that the Board create an ad hoc committee today to deal with the current evaluation document and that more thought needs to go into what comes next.

Traci moves that **the KMUD president appoint an ad hoc Management Evaluation Committee to complete the Management Evaluation Procedure**. Harold seconds the motion. Geraldine wants to know why Michael would not show up for the meeting with the PC. Dave says that some language that was used was abusive, with the preamble saying that unproductive language had been deleted. One in particular that sticks in his mind had no relation to the job that Michael does. Berk says that he knows Michael, and he understands why he is upset. Berk also says that he does not fault the committee but faults the commentors. The Board approves the motion with Geraldine voting no. Marc appoints Sydney, Traci and himself as chair to the ad hoc Evaluations Committee.

D. Rethink Board Talk Show

Sydney asks that we table this item until next month.

E. Leave-a-Legacy Fund

This item is tabled for a future meeting.

- F. Guidelines for Board Closed Sessions
Marc says that the guidelines are in the bylaws and you can read them there.

XII. MEETING SCHEDULE and ASSIGNMENTS, GOOD AND WELFARE

- A. Finance Committee Meeting: Thursday May 11th, 1:00am KMUD
- B. Personnel Committee Meeting: No meeting is scheduled.
- C. Executive Committee Meeting: Wednesday May 10th, 1:00pm Mateel Cafe
- G. Development Committee Meeting: will announce by e-mail.
- H. Policy Committee Meeting: will work over the e-mail
- I. Job Description Task Force: will decide when to meet by e-mail.
- J. Building & Memorial Committee Meeting: Will meet Tuesday May 9th at 9am.
- K. Board Meeting: Tuesday May 23rd, 1:00 pm Humboldt House Inn
- L. NFCB Conference Report-Back: Will decide by e-mail.

XIV. ADJOURNMENT

Marc closes the meeting at 4:20.

Approved by the Board 4/25/06

Termination of Employment

Notwithstanding any other policy, promise, or statement of KMUD or Redwood Community Radio (herein referred to as "RCR"), except for an express written contract of employment for a specified term signed by a duly authorized representative of RCR and the employee in question, no policy, promise, or statement of RCR shall create any contractual relationship between RCR and any of its employees other than that of "at will" employment. These employment policies do not constitute a contract between the employee and RCR and they confer no contractual rights to employment, either direct or implied, upon the employee. Accordingly, all employees without any such express written contract of employment are employees "at will," and such employees can be terminated at any time for any reason, or for no reason. Similarly, nothing contained herein requires that an employee without such an express written contract continue his or her employment with RCR, and such employees may resign from employment at any time for any reason or for no reason. (See also "Notice.") Successful completion of any probationary period shall not alter the "at will" nature of employment.

If a reduction in the work force is instituted for budgetary reasons, employees so affected may be given two weeks severance pay at the sole discretion of RCR.

The Board of Directors is responsible for the termination of employment of any member of the Management Team. The Management Team is responsible for the termination of employment of any other member of the paid staff.

Commission of a crime, risks to the safety of any person, or other severe misconduct constitutes

sufficient cause for immediate termination of employment. Other issues may be resolved by a process of correction in accordance with the following guidelines.

The process of terminating the employment of a paid staff member who is not a member of the Management Team may include the following steps, whenever possible, and at the sole discretion of RCR:

1. A verbal or written “warning notice” shall be given to the employee in question. A summary of such a verbal warning notice, including the time and date of the warning of the warning, shall be placed in the employee’s personnel file.
2. If the issue remains unresolved, a written notice shall be issued by the Management Team. This notice shall clearly define the problem and state a timeframe for its resolution. The notice must also state that the problem must be successfully resolved in order to avoid the possibility of termination of employment. This notice will be discussed and signed by all parties concerned, with a copy distributed to the Chair of the Personnel Committee. Either the Management Team or the paid staff member may schedule a meeting to discuss the issues contained in the notice. Ideally such meeting should take place no more than seven working days from the date of the notice. Both the Management Team and the staff member may bring up to two additional people each to the meeting. Members of the Management Team shall be available at the request of the Personnel Committee or Board of Directors to answer any questions related to the matter.
3. The Management Team will notify the Board of Directors at the next regular Board meeting (or, preferably, in a report preceding the meeting), and the board will be given a closed session opportunity to question Management on the process and/or the issues involved.
4. If the issue is not successfully resolved within the timeline provided in the warning notice, a written termination notice shall be given to the employee in question, signed by all members of the Management Team. The Team shall inform the President of the Board of this action via email, telephone, or in person, within 4 business days. A final paycheck, including any remuneration due for unused vacation days, shall be presented to the employee (see also Separation Checks Policy).

The process of terminating the employment of an employee who is a member of the Management Team may follow the procedures set forth in Steps 1 and 2 above, with the Board of Directors (or a committee or officers with delegated authority from the Board) performing functions otherwise taken by the Management Team, when appropriate.

In any given instance, the appropriate supervising body (RCR Board of Directors or Management Team), at either body’s sole discretion, may elect to not follow the above guidelines for the termination of employment.

This policy supersedes all of RCR’s existing policies on the termination of employees.