

MINUTES
REDWOOD COMMUNITY RADIO
BOARD OF DIRECTORS MEETING
May 23rd 2006, 1:00 pm
Humboldt House Inn, Garberville, CA

I. CALL TO ORDER AND OPENING COMMENTS

Marc calls the meeting to order at 1:12 pm and reads the meeting rules.

II. ROLL CALL

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

Ex Officio Members: Dave Myers.

Ex Officio Members Absent: Michael Jacinto.

III. APPROVAL OF MINUTES for April 25th 2006.

Berk moves Felix 2nds. The minutes are adopted with Bruce and Berk abstaining.

IV. ADOPTION OF AGENDA

Addition of Instant Runoff voting Item D under new business. Berk moves Harold seconds. Adopted unanimously

V. MANAGEMENT REPORTS

A. Operations / Development Manager

Dave talks about the pledge drive and how things proceeded. He says there was really strong volunteer participation. Dave says that Michael was the linchpin and stayed with it. Dave says that the Seven Rivers Radio Network agreed to adopt the opt-out clauses for programs and sponsors. Dave talks about the CSI grant and the need to make operations changes to be eligible for the RLAIF grant. Dave says we will apply but need new efficiencies. Dave talks about the Block party music line up and says we still need volunteers to help out.

B. Program Manager

Michael submitted a written report. Harold reads Michael's report to the Board. Michael thanks Tom Hansen for his show. Michael says that Bill Shoemaker will fill in. Michael mentions the live remote from Les Scher b-day and the Vets Hall District Attorney debate. Michael talks about special training for various volunteer positions that is ongoing.

C. Interim Management Plan

Dian Griffith sent out an internal memo. In her memo she talks about internet-based credit card entry. She says that she and Judy got bills out for the pledge drive faster than ever. She thanks to Jay Schille for coordinating data entry during pledge drive.

VI. OPEN TIME @ 1:30 PM

Marc says that folks will get 3 minutes due to the fact we have 12 folks signed up to speak.

Lauren J Oliver passes a letter to the board. She says that the PC was under great pressure and that they are being scapegoated. She says that the Board has discussion and makes decisions behind closed doors. Lauren registers her complaint regarding the current Termination Policy. She hands in her resignation from the PC.

Jay Schille says he is here to comment on two issues: Termination Policy and what is going on with PC. Jay says he is upset about the language of the Term. Policy. He says if someone comes into the station with a gun they could be suspended. Jay asks board to reconsider the Term. Policy. Jay says he respects the members of the PC and that they are earnest and hardworking. He assumes that they feel ineffective.

Dave Bergin says his Policy File is huge. Dave talks about creating a policy manual. He talks about the “brouhaha” about new Term. Policy. Dave says that the new policy is not new. Dave wants to see a policy manual put together. Dave hands the board a copy of the EPIC policy manual. Dave says that the Board should be the ones to do management evaluations.

Pamela wants to speak regarding the PC. Why are all these good people on this committee all leaving at once?

Lauren Oliver reads a letter from JoMama. JoMama says that she does not want to see the PC disbanded. JoMama is concerned about the Termination Policy. JoMama also wants to thank Kate for her work with the music department. She asks the Board to please be mature and responsible.

Sally Teagarden reads letter from Kathleen Creager. Kathleen’s letter says that the PC has collectively resigned. She says she was an elected member of PC for 4 years. She says the past three years things have become increasing hard. Kathleen thinks that it was a “grand waste of time” because they were ignored. Kathleen says that Marc, the Board President is there to protect his friends. Why is he not recusing himself from evaluations? Kathleen wants a zero tolerance policy regarding abusive behavior with the Board. Jama asks for substantiation of claims Kathleen made about what happened in the Board’s closed session. She says that when there is a blow-up, there are two sides to the story, and one of the sides is honoring confidentiality. Sally continues to say that Kathleen’s letter asks board to look at this issue of abuse. Kathleen asks Board and MT to look at the 12 recommendations made in PC’s management evaluation.

Rohn Jennings says he works on the Policy Committee. He says there are at least 5 people working on the policies to reconcile the different policies that exist. He feels insulted by the PC saying that the Board ignores the processes. Rohn says that Dave and Michael have allowed their Evaluation Report to be public. Rohn says that the evaluation report was inflammatory. He says there was no research into truth of the comments. He says that the evaluation report was innuendo and gossip carried to the extreme. He says that the Board is correct to dissolve PC. He says the PC is stirring up trouble by placing letters into random boxes and that the PC is doing what it accuses the Board of doing.

Mitch Pierson says he is really concerned about Termination Policy. He says, "This Termination policy is bullshit". He says he was recently up at Cahto. He talks about progressive change. Regarding the PC, no matter how much we disagreed we never dissolved them. Marc gives disposition: the Board did not dissolve the PC. They resigned. Marc says the Board will take action on the Termination Policy next month, after considering today's input.

Eric Kirk does not want to beat dead horses. He points out that the evaluation was never intended to be public. He says the job of the PC was to take input and this year there was unprecedented negative comments. He says that in the past he has been accused of making it worse than it was. Eric admits that some of the comments were unhelpful. He says the MT needs to know what is out there. He says that protecting the MT is not good. He asks that when the Board makes changes to the PC structure, do not change the democratic aspect (election of some members). Eric says that instead of focus on structure of PC, we should change structure of management evaluations. Erik recommends that managers should reach out to encourage staff and programmers to work out problems instead of having them come the way they did.

Jama Chaplin says we are all doing well at communicating respectfully even with all the misinformation in the air. Jama gives self-criticism, saying that she should have asked the Board to slow down regarding the Term Policy. She says the lawyer's recommendations came two days before the meeting, and the Board didn't receive the recommended language until the night before. She asks the Board to revisit this policy again in the future. She says that the exact language of a policy needs to be considered for two meetings. Jama says that non-profits have more lawsuits regarding wrongful termination than any other cause. She says the Board needs to take further action on this policy. Jama suggest that the board do a report regarding the difficulties that have occurred with the PC. She says the PC agreed to review all the personnel policies and update them this did not happen. Jama says that letters with factual inaccuracies have been put into people's boxes: for one thing, the PC did not create the previous draft Termination Policy. Jama asks why the PC let the old language remain in place, which did not allow Managers to terminate paid staff.

A letter from Jared Rossman is read to the Board. In his letter, Jared talks strongly against dissolving the PC. He says he has been called to mediate several issues in the past and an independent entity is needed to assist. He says that the PC allows for objectivity. Jared says that the Term. Policy is Draconian. There should be a step that calls for outside mediation.

Kate Klein says she did not come prepared to comment. She says the thought of attending the Board meeting made her feel sick. Kate says that she tries to do good. Are we helping each other? Kate says that one year ago she found out that Electro-Magnetic Fields in her office might have affected her. She says that Jama told her to get a lawyer. Kate says she is in grievance with management. She says it is violent and she feels marginalized. Kate feels that the Term. Policy is about her. She says wants some time off to take a vacation without the fear of being terminated. She asks, "What if a person's record has many disciplinary actions that are out of order?" She says that she takes all criticism to heart and tries to be better. Kate asks that people come and talk if you have a problem with her. Kate says that

the library is kicking ass with new volunteers. Jama says that she does not remember suggesting Kate get a lawyer.

Peter Childs says that when he was on the board as secretary he created a policy file. He said that every decision is flagged in the minutes. The folks could look into the file to see how a policy was created.

VII. COMMITTEE REPORTS

A. Finance

Traci gives a report on the Finance Committee. Fin Comm went over checks, spread sheets, revenue timing and cash flow. Traci says that Fin Comm talked about events, money handling and merchandise sales. She says the committee talked about the pledge drive and that discussion morphed into a discussion regarding the bookkeeping program. Traci reports that the Fin Comm set a date of September 30th for switching to Quikbooks. Traci talked about the progress with the annual audit and that an extension has been filed. Traci says that Dian will create a cost analysis of the Business team. She says it is a pleasure working with Dian and Gayle.

B. Development

Dave reports on the progress of organizing food booths. He says that the Block party, Summer Arts Fair, hot food addition at Reggae, Earthdance and the Luau are events planned for the summer season.

C. Policy

Andrew reports that the Pol Comm. met all month by e-mail. Traci Bear says that the policy manual is in the works. Andrew says that the Pol Comm hopes to come to the board with a policy manual to adopt before the end of his board term (August).

D. Building & Memorial

Harold points out that a new wall has been constructed to give Dave an office. Harold talks about the redwood slab being donated by John Slivca, and the building that will be torn down on the Redway "Stable Slopes" state park land to create additional office space. Andrew asks that we add memorial pages on the web site before the memorial garden. Simon asks that Andrew send him some text and he will post it.

E. Job Description Task Force

Did not meet. Jama suggests that the JDTF appoint a chair to get meetings going. Marc appoints Felix to be the committee chair.

F. Election

Harold reports that Dana Cory has sent in her statement of intent to run for a Programmers' Rep seat. Harold talks about the schedule of activities for this year's elections. Geraldine announces that she is resigning at the end of the meeting and that her Members' Rep seat will be open to election.

VIII. OTHER REPORTS

A. Community Advisory Committee (CAC) North

No report.

B. CAC Central

No report.

C. Programmers' Representatives

Harold says there will be a meeting of the Programmers and Volunteers including a candidates' forum on June 8th at the station.

D. Correspondence Secretary

No report.

E. Historian

No report.

F. Technical

Simon reports on his progress to complete the upgrades and add additional power source for the Kneeland transmitter. The Board agreed to move the "KMUE Upgrade" action item to this part of the meeting for Simon's convenience. Berk moved to approve the \$3500 (estimated), which is needed for Gray Haertig to do the engineering work for the application to upgrade our Kneeland Transmitter. Harold seconded the motion. Motion is approved unanimously. Installation costs will also need to be covered later. Simon said that we might be able to get a PTFP grant for this. The KEET building is a possible new location for the transmitter.

IX. UNFINISHED BUSINESS

A. Termination/Disciplinary Policies

Item is tabled until the next meeting

B. PSA Policy

Traci Bear moves to adopt the PSA Policy revisions with minor changes to Dave Myers' draft of 7/24/05: delete "Under FCC law" in PSA Guidelines bullet point number two; and in bullet point number nine, delete "An engineer is available Tuesday, Wednesday, and Thursday." Harold seconds the motion. The Board adopts the motion unanimously.

C. Proxy Voting Policy

After much discussion, no consensus was reached and no action was taken.

D. Conflict of Interest Policy & Contract

Traci had submitted a draft for consideration before the meeting. Berk moved to drop the issue and Geraldine seconded the motion. Traci said that she received great injury and damage to her reputation because we didn't have clarity on these issues. The integrity of KMUD's decisionmaking process is at stake. Geraldine says signing the piece of paper doesn't remove the community perception. Dave M says he thinks we need this and

suggests giving it another month. Berk asks that “close associates” be struck. Dave M said that the perceived conflict of interest eroded the validity of the Management Evaluation process. Felix said that it’s necessary, and suggested rewording “close associates” to “business associates”. Berk said that he had seen people with COI’s contribute GREATLY to KMUD committees, etc. Others disagreed that it had gone well in the past. Andrew suggests striking “perception”. Traci said that the 2nd half of the policy, not yet drafted, would be guidance language that goes with the contract. Motion to drop the issue fails with Berk, Bruce and Geraldine voting yes, and Marc, Felix, Andrew, Harold, Traci and Sydney voting no.

E. Board Binders

Jama makes a proposal to add additional items to the list of Board Binder materials. The Board discusses Jama’s proposal and asks Jama to bring something in writing to the next Board meeting so that we can consider adoption of the board binder additions.

F. Personnel Committee Restructure

Bruce announces his resignation from the Board. The Board discusses a proposed restructure plan, including the possible make-up of two committees. The Board tables approval of this plan until next month.

G. Board Talk Show

The Board discusses who will do the next Report to the Listeners Talk Show. Traci and Felix agree to do the show.

X. NEW BUSINESS

A. KMUE Upgrade

The board took action on this earlier, under Technical Report.

B. Appointment of Juna Berry Madrone to the Policy Committee.

Board approves and Marc appoints Juna to the Policy Committee.

C. Appointment of BR Graham to the Job Description Task Force.

Board approves and Marc appoints BR to the JDTF.

D. Instant Run-off Voting

Harold explains to the Board how Instant Run-off Voting is done. Harold makes a motion to adopt IRV for our Board and Committee elections. Felix seconds the motion. The Board adopts the motion with Berk voting no.

XI. CLOSED SESSION

A. Personnel Issue – Grievance Process

This closed session does not occur for lack of time in the meeting room.

XII. MEETING SCHEDULE and ASSIGNMENTS, GOOD AND WELFARE

- A. Executive Committee Meeting: Wednesday June 14th, 1:00pm Mateel Café
- B. Finance Committee Meeting: Thursday June 15th, 1:00 pm KMUD
- C. Development Committee Meeting: Not Scheduled.
- D. Policy Committee Meeting: will meet Sunday June 11th at Juna's house.
- E. Management Evaluation Committee: Not scheduled.
- F. Job Description Task Force: Felix will send out e-mail.
- G. Building & Memorial Committee Meeting: will meet Monday June
- H. Board Meeting: Tuesday June 27th, 5:00 pm Healy Senior Center, Redway

XIII. ADJOURNMENT

Marc calls the meeting to a close at 4:45 pm.