

MINUTES
REDWOOD COMMUNITY RADIO
ANNUAL MEMBERSHIP MEETING AND
BOARD OF DIRECTORS MEETING
June 27th 2006, 5:00 pm
Healy Senior Center, Redway, CA

ANNUAL MEMBERSHIP ELECTION AND APPOINTMENT OF VICE PRESIDENT

Membership Election

Traci submits a candidate's statement. There is no opposition running for Traci's membership seat. Traci is reelected automatically. Behr nominates Marcia Bauer for the vacant 2-year membership seat. Marcia accepts the nomination for Board membership. Marcia will be seated in August.

I. CALL TO ORDER AND OPENING COMMENTS

Marc calls the Board meeting to order at 6:10 pm and reads the meeting rules.

II. ROLL CALL

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

Ex Officio Member Present: Dave Myers.

Ex Officio Member Absent: Michael Jacinto.

Appointment of Vice President

Marc suggests that we appoint Sydney as Vice-President. Traci moves to appoint Sydney as VP. Harold seconds that motion. The motion is passed unanimously.

III. APPROVAL OF MINUTES for May 23rd 2006.

Minor corrections are suggested by Dave Myers. Page 1 under C Judy got bills out not Dian. Harold ask for a name change. John Slivca instead of Bud Rogers. Sydney moves to adopt the minutes for May. Harold seconds that motion. The motion is approved unanimously with the suggested changes.

V. ADOPTION OF AGENDA

Harold moves to adopt the agenda. Sydney seconds that motion. The agenda is adopted unanimously.

VI. MANAGEMENT REPORTS

A. Operations / Development Manager

Dave submits a written report and gives an oral report. Dave talks about the Block party and the summer arts fair and some grants that are coming up. He mentions sending reminders to folks who have not paid their pledges. Dave asks Board members to read his letter of resignation and thanks the Board for supporting him. Dave invites questions.

B. Program Manager

Michael submits a written report. Andrew mentions his concern regarding obscenity and the group discusses Michaels “almost zero tolerance” policy towards programmers who break these rules. Andrew wants “Zero Tolerance” in this area. Group has discussion regarding the current process and possible improvements to obscenity regulation. Harold asks about INN and who will replace them in the program. Harold and many others would like to continue serving the Native American community.

C. Interim Management Plan

Dave talks about the station finances and reads statements from Gayle Arnoul. Gail’s letter outlines her experience in the community and her role in the KMUD Finances over many years and explains that “this is the most together I have ever seen the KMUD finances.” Gail talks about Dian’s competent and organized bookkeeping skills and recommends that KMUD keep her on after the interim period ends this month.

VII. OPEN TIME @ 6:30 PM

Mark Schafter from Humboldt Mediation thanks KMUD for its community service. Mark talks his experience as a mediator and advises the Boards not to micromanage but develop policy and create tasks forces and working groups to move things forward. He suggests that we develop consensus techniques like standing aside. He says we should avoid overlapping responsibilities for committees and suggests taking advantage of community resources.

Jama says that it never occurred to the Job Description Task Force to recommend that we should continue to employ Dian and Gayle to keep the books and financial reconciliation tasks. She says it was a blind spot until Dave Lippe recommended keeping Dian and Gayle on the finances. Jama thanks past KMUD members Bonnie Burgess, Ellie Huber, Peter Childs, Su Moon, Joan Brennan, and David Bergin and the current policy committee but especially Juna and Ron for making the Policy Manual possible. [Applause]

Katz says the policy draft is beautiful and reflects our history. She says that changes should be done with great care to protect that. Katz thanks Dave Myers for being a bridge builder and for all his contributions to the community in a time of turmoil. She says he brought us one step closer to where we need to be. Katz also expresses that she hopes that recent turmoil will help us to move closer to being our best. Katz says that if KMUD taught others how to do what we do we could change the world. [Applause]

BR expresses her gratitude to the KMUD Board and to Dave for all that we do. BR talks about her role in coordinating the KMUD Coffee Booth. She suggests the Board members volunteer for the booth to get an opportunity to meet our listeners. BR asks that we move the Board meetings back to evenings at the Healy Center.

Estelle says that she cannot make the regular Board meetings but feels very passionate about the issues and was compelled to attend tonight. She says that she supports the three-manager structure. She talks about her contributions to KMUD over the years and her role in and how KMUD reached the decision to create a three-manager team structure in 1990. Estelle asks the Board to give serious consideration to why the three-management team structure is failing us. She says that the structure will work if we have good people in the positions of responsibility at KMUD. Estelle says that the Interim Management Structure

was not good enough. She says a single manager will not work. It may be possible to get one manager in your back pocket, but not three. Power over others is a flawed form of leadership. Estelle says that the staff feels ignored and rejected and she talks about how she feels the Personnel Committee was shoved aside, ignored and undervalued. Berk says that the personnel committee work was not ignored and all their recommendations are being addressed. Berk says that he believes in the team management structure but that it has not been possible for us to maintain. Estelle says that we just needed to work a little harder to find the right people. Several people discuss the difference between authority and responsibility and some people ask that this management structure discussion continue under the agenda item where it belongs.

Break from 7:28pm – 7:35pm.

VIII. COMMITTEE REPORTS

A. Finance

Traci gives report on the Finance Committee meeting. There was discussion of the check register and a list of issues submitted by Berk in his absence. The committee talked about the Interim Plan and its financial implications. The Finance Committee talked about the Job Description Task Force Survey Questions relating to management structure. The committee did a financial breakdown of the expenses related to the interim plan. Traci offers this information to the Board and mentions that we are spending less money on this plan (about \$4,000 in 5 months) than we would have with a Business Manager doing this work.

B. Development

Dave reports on fundraising events that are coming up. These events include Ann Feeney and Dave Lippman and the Reggae on the River Food Booth adding hot breakfast food. Marc talks about the need for big prizes for the Silent Drive Auction. The group discusses the need to raise more money in the fall pledge drive. The group discusses whether to do the live broadcast from Earthdance.

C. Policy

Andrew talks about the efforts of the Policy Committee to put together a draft Policy Manual. Andrew presents the draft manual to the Board. Andrew says that much of the language is “murky”. Andrew asks that the Board to approve an effort by the Policy Committee to “Clean up” the language and clarify the intent of policies in the Policy Manual. Felix expresses her desire to have a succinct policy document that can be updated and recertified every year. Traci says that “clarification” is a very sensitive process. The committee would have to be very diligent in keeping the exact context of the intent. There is a big difference between will and shall. She says that each individual change will need to be reviewed by the Board. Estelle expresses her concerns and asks that all personnel related “clarification” be presented to the staff for review. Jama says that this language clarification will not be done without board review. She says that the Board should expect a lot of memos from the Policy Committee in regards to each set of language clarification being offered. Jama also asks that the motion be made under the action item Policy Manual and the agenda. The Board moves on to address this later in the agenda.

D. Building & Memorial

Harold reports on the work parties that are planned for July 15th and 16th. The Building Committee working with Stable Slopes Forever! will recycle a shed on the state park land and use the building materials for office expansion and repair at the station. Harold talks about the entrance counter installation. Harold also mentions looking at fountains for the Memorial Garden. Jama asks about design plans and how input will be sought on that. Harold talks about various ideas that have been discussed. Harold also mentions repair of the firewall and adding more space to the music library.

E. Elections

Marc announces that the ballots for the Programmers and Volunteers Election will be tallied on July 5th by Jim Lamport with the help of the Elections Committee. Harold expands on the efforts to send out ballots.

IX. OTHER REPORTS

A. Community Advisory Committee (CAC) North

Andrew reports that once Brian Moe left the council that meetings are not being organized.

B. CAC Central

Siena reports that the Central CAC has met a couple times. Siena says she applauds the Board for our hard work this past year and that KMUD is one of the most important reasons she lives in this area. She says that the committee regrets the loss of both Dave and Emma from station and the community. She says that the CAC needs more members and appreciates the on air announcements. They are talking about ways to increase public participation and bring in new members. Siena says that the CAC is recommending that Board meetings be held in the evening. Siena talks about the Board using better conflict resolution techniques. Siena talks about getting more Native Americans involved with KMUD through our local Wailaki group.

C. Programmers' Representatives

Harold talks about the Programmers meeting that was held and expands on some of the agenda items being discussed. Programmers and volunteers had a chance to meet the candidates and discuss the Instant Runoff Voting method being used for the election this year. There was a good turnout at the meeting. BR suggests that most folks at that meeting were volunteers and not programmers and that in the future we should consider giving volunteers some representation in elections.

D. Correspondence Secretary

Sydney reports that she sent a letter of thanks to Brian Moe for his participation in the Northern CAC. Sydney asks the Board to authorize her to write a letter of support to Ty Anderson. Dave mentions there is a fundraiser being thrown by Michael Curran on August 19th at the Mateel Community Center to help pay for Ty's medical expenses.

E. Historian

No report.

F. Technical
No report.

X. UNFINISHED BUSINESS

A. Termination/Disciplinary Policies

There is discussion regarding changes that the Board is considering to the current policy. Traci suggests that we bring language to the board for consideration in August. Dave suggests and Traci encourages that submissions for language adoption arrive by the Board Packet day July 18th so they can be posted on the bulletin board.

B. Conflict of Interest Policy & Contract

This item is tabled until next month.

C. Board Binders

Sydney talks about components she thinks should be included in the binders including a current list of programmers. Jama hands out a proposal to add components to the contents of the Board Binder created for orientation of new Board members. Andrew commends Jama for her hard work with the policy committee and the binder contents. Andrew moves to adopt a list of additions to the Board Binder. Harold seconds that motion. The motion is adopted unanimously. (see text included at end of document) Felix and Traci will work on putting together 4 or 5 binders.

D. Personnel Committee Restructure

Traci moves the following;

“the Board rewrite the Personnel Committee guidance documents. This rewrite would include changing the committee name and its structure.

The Board will appoint the Grievance and Mediation Committee (GMC) which will be made up of 2 Board Members, 2 members elected by the Volunteers and Programmers, and one member from the community, appointed by the Board.

The Board will appoint a Management Evaluation Committee each January that will conduct management evaluations thru April. This committee will be made up of 3 Board members (the Senior board members are recommended), one member elected by the Programmers and Volunteers, and one member from the community, appointed by the Board.

Corresponding edits will be made to policies and procedures, which mention the Personnel Committee. “

Andrew seconds the motion. Berk suggests that we add a timeline for doing this. Dave suggests moving the time for evaluations following the time of elections so all of the elections dates can remain the same. Harold says that we will have these elections before the August board meeting. The motion is adopted unanimously.

XI. NEW BUSINESS

A. O Tolerance Policy

Felix introduces the issue. Traci suggests an addition to the meeting rules and passes out text that has been drafted by the Policy Committee. This text reads “ A five minute break shall be granted to attendees when required to encourage peaceful communications.” This item is tabled until next month.

B. Policy Manual

Andrew reiterates the issues and makes an amended motion “The Board of Directors approve and authorize the policy committees to begin the work to make recommendations for language clarification in the draft Policy Manual. Traci seconds the motion. The Board approves the motion unanimously.

C. Job Description Task Force Recs Re: Management Structure

Felix and Traci talk about JDTF efforts to survey and interview KMUD staff, programmers, contractors and volunteers regarding the issue of management structure and what they believed was best for KMUD. We also asked about qualities that everyone would like to see in KMUD management. Felix moves to adopt the recommendations of the JDTF. Traci seconds the motion. The motion passes by majority. Berk votes no.

D. Appointment of Hiring Committee

Traci moves to appoint an ad hoc emergency Hiring Committee. Felix seconds that motion. The motion is approved unanimously. Marc appoints Traci as Chair. There is discussion of other appointments. The Board agrees to call a special meeting right away to make appointments to the Hiring Committee.

E. Envisioning

This item is tabled until next months meeting.

F. Fall Pledge Drive

The Board discusses and agrees to raise the goal of the Fall Pledge Drive to \$85,000 and to raise the basic membership cost to \$50. Felix makes a motion to raise the membership fee amounts. Sydney seconds that motion. The Board approves the motion unanimously.

G. Web Site Redesign

Traci talks about the workshop she attended at the NFCB conference regarding making money with your website. Traci asks that a website redesign effort be launched to improve our web functions and bring in additional funds. After discussion by the Board and meeting attendees, the Board agrees to create the Website Redesign Committee and Marc appoints Traci as chair. Berk asks that Simon be included in all discussions in this regard and Traci agrees to this.

XII. CLOSED SESSION

A. Personnel Issues

The Board discusses and votes on wage and compensation issues. The Board discusses grievance proceedings.

XIII. MEETING SCHEDULE and ASSIGNMENTS, GOOD AND WELFARE

- A. Executive Committee Meeting: Wednesday July 12th, 1:00pm Mateel Café
- B. Finance Committee Meeting: Thursday July 13th, 1:00 pm KMUD
- C. Development Committee Meeting: Marc will notify folks.
- D. Policy Committee Meeting: will meet by e-mail.
- E. Building & Memorial Committee Meeting: Monday July 10th at 10am KMUD
- F. Hiring Committee Meeting:
- G. Board Meeting: Tuesday July 25th, 1:00 pm Humboldt House Inn

XIV. ADJOURNMENT

Marc brings the meeting to a close at 9:34pm.

Board Approved 6/27/06

**KMUD Board Orientation Binder
Table of Contents**

- ___ Contact list of Board Members with term dates and committees
- ___ Contact lists of Board Committee Members
- ___ Personnel Committee Members List, Term Dates, elected or appointed
[or new Com(s) created...]
- ___ Contact lists of Community Advisory Council Members
- ___ Contact list of KMUD volunteers
- ___ Bylaws and Articles of Incorporation
- ___ Board Committee Missions / Statements of Purpose
- ___ Policy Manual (Current Draft, if not yet finalized)
- ___ CPB Rules
- ___ Board Member Handbook and Contract
- ___ Minutes of the Previous Year
- ___ Current Budget
- ___ Current Management Job Descriptions