

REDWOOD COMMUNITY RADIO
BOARD OF DIRECTORS MEETING MINUTES
January 27th, 5:30pm
Healy Senior Center, Briceland Road, Redway

I. CALL TO ORDER & OPENING COMMENTS

Board Vice President Marc Patterson called the meeting to order at 5:42pm.

II. ROLL CALL

Board Members Present: Marc Patterson, Vice President; Berk Snow, Treasurer; David Bergin, Secretary; Bruce Brady; Andrew Christian; Harold Day; John Hulburd; Traci Thiele.

Board Members Absent: Karyn Lee-Thomas, President.

Ex Officio Members Present: Michael Jacinto; Dave Myers; Jay Schille.

Public: Jama Chaplin; Mark Drake; Bill Shoemaker. Audio recording by Margaret Lewis.

III. APPROVAL OF MINUTES OF PREVIOUS MEETING

Item VII C: correct spelling of "Rainier Quartet". Item X A: delete "Karyn and". Berk moved to approve as corrected, passed unanimously.

IV. ADOPTION OF AGENDA

Marc asked for a motion to discuss item X. E. in open session. David B so moved, Traci seconded; there were two abstentions, three opposed, none in favor. Motion failed. Berk moved, John seconded, to adopt agenda as submitted. Approved unanimously.

V. MANAGEMENT REPORTS

Dave M. reported on three events coming up in February, and asked the board for a letter of commendation for Estelle Fennell to be included with her Chamber of Commerce award of "Citizen of the Year" on February 14. Traci agreed to draft the letter. Dave submitted copies of an article from the management team titled "On Free Speech and Election Commentary", a discussion of legal guidelines for political commentary by programmers. Michael discussed the issue and his efforts to explain it to the programmers.

VI. OPEN TIME

Mark Drake spoke on the stereo broadcast issue and asked the Board for a definitive policy. Marc P. noted that the item would be discussed under Unfinished Business.

Bill Shoemaker presented a friendship quilt he made for Roy Fitch, which he invited all directors and programmers to inscribe and sign.

Jama Chaplin asked the Board for clarity on three sets of questions, regarding Pacifica dues, dating of KMUD annual memberships, and who should be responsible for issuing board binders and what information should be included. Jay and Michael answered that Pacifica dues had been paid in full and early; Marc said that Dave M had been working on a committee to assemble board binders and directed any questions to him; Jay said that memberships, as dated on the new membership cards, date from the time of the pledge, with a renewal date one year later. The bearer is a member in good

standing until at least that date, and may renew their membership payment any time during that period.

VII. COMMITTEE REPORTS

A. Election Committee

No report.

B. Finance Committee

Berk submitted a report and 2003 profit and loss spreadsheet, which he summarized by noting a positive year-end cash flow of \$17,393, and a loss of \$16,092.

Jay submitted a report on the terms of the new mortgage agreement, recommended for approval. (See X. A., below).

C. Development Committee

Marc resigned as committee chair, but will continue to produce the Lu'au and classical music events. He has booked the *Rainier Quartet* for Saturday, June 5.

D. Personnel Committee

Eric Kirk submitted a draft revised Disciplinary Policy for consideration, and reported that the committee wished to nominate Brian Elie to fill a vacancy on the committee. Marc appointed Brian for the duration of the vacancy [not specified], which was affirmed unanimously.

VIII. OTHER REPORTS

A. CAC North

Andrew reported on two events planned for this month in Arcata: the *Bside Players* at Mazzoti's Restaurant on Friday the 13th and *Thank Jah It's Friday (Night)!* At the Arcata Community Center, on the 27th.

B. CAC Central

Did not meet.

C. CAC South

Did not meet.

D. Programmers' Representatives

No report.

E. Correspondence Secretary

No report.

– Meeting Break 7:10—7:20–

IX. UNFINISHED BUSINESS

A. Board Communications

There was a wide-ranging discussion about procedures for posting agendas, minutes, committee and management reports. Secretary will submit summary report.

B. Stereo Radio

Tabled until studio-transmitter link is established, when testing could begin. Board members reiterated their commitment that no fringe-area listeners should be lost by any change to the broadcast signal.

X. NEW BUSINESS

A. New Mortgage

Jay presented an offer from Humboldt Bank to refinance our \$77,465 mortgage with them for five years at 6.5% fixed rate, with monthly payments of \$1516. **John moved, Traci seconded, to approve the terms. Approved unanimously.**

B. Corporate Resolution

Request from Humboldt bank for a “Corporate Resolution” authorizing three officers, the Treasurer, President and Secretary, as agents for the corporation, any two of whom may borrow money and grant collateral. **David B. moved, Harold seconded, to approve the Corporate Resolution, making the four officers of the corporation authorized signatories. Approved unanimously.**

C. Consent Calendar

Bruce moved, John seconded, to adopt a “Consent Calendar”, as a part of the agenda where routine items could be approved as a group, without discussion. One abstention, approved without objection.

D. Voting by Presiding Officer

After discussion, the Board agreed informally to defer to *Roberts Rules of Order*, which makes clear that the presiding officer always has the right to vote, and the privilege to withhold their vote when it is not decisive.

E. Management Structure

The Board met in closed session to discuss management-level personnel issues.

XI. MEETING SCHEDULE / BOARD ASSIGNMENTS

<i>Meeting</i>	<i>Day</i>	<i>Month</i>	<i>Date</i>	<i>Time</i>	<i>Location</i>
Finance Committee	Wednesday	February	11	9:00 am	KMUD
Personnel Committee	Wednesday	March	3	6:00 pm	KMUD
Executive Committee	Wednesday	February	11	2:45 pm	Mateel Café
Board Meeting	Tuesday	February	24	5:30 pm	Healy Center
Report to Listeners	Wednesday	February	18	7:00 pm	Staff
Report to Listeners	Wednesday	March	10	7:00 pm	Harold, Andrew
<i>Mudflap</i> Article Due	Sunday	February	29		Bruce

XIII. ADJOURNMENT

Adjourned at 9:10

Respectfully submitted,

David Bergin
Board Secretary