

Minutes
Redwood Community Radio Board of Directors
Special Board Meeting
Date & Time: 11 September 2012, 4 PM
Place: Healy Senior Center
456 Briceland Rd Redway, CA

I. Call to Order: Meeting Ground Rules and Opening Comments from President

II. Roll Call: Suzanne Beers, President, Board-elected; Nella White, Vice President, Member's Rep; Julia Minton, Treasurer, Members' Rep; Noel Soucy, Secretary, Programmers' Rep; Siena Klein, Members' Rep; Jordan Jumpshot, Programmers' Rep; Antonia Lamb, board-elected; Marcy Stein, Programmers' Rep; Carlos Casarez, Board-elected; ex officio member: Jeanette Todd, Interim Station Manager.

Late: Antonia Lamb, Jordan Jumpshot.

Others Present: Kelley, Dan Glaser, Jama Chaplin, Bob Stern, Simon Frech, Felix Omai, Bill Telnes.

III. Approval of Agenda-

- Suz requested to move the Hiring Committee Report to Unfinished Business.
- Siena moves to adopt the Agenda as amended. Carlos seconds. Board adopts Agenda unanimously.

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

- Simon Frech- The initial application to FCC for permission was approved in June, and Simon requests that this project be on the agenda for the next meeting. Simon provides the Board with a document labeled 'Pratt Mountain Repair / Height Increase 2012' and goes over the information in the document, with Board Discussion following.
- Jama Chaplin- Wants to suggest that we not slow down the meeting by interrupting speakers, unless absolutely necessary. Jama refers to Robert's rules. We can use the Peace sign (two fingers up) to show we are out of process. Its important what we are doing. Katherine Lobato emphatically suggested that KMUD apply for HAF Fall Grants including Southern Humboldt Field of Interest and Community Grants.
- Bob Stern- Wanted to thank Carlos for the long hours that he put into the Finances and his expertise in this area. Bob thinks that the KMUD antenna upgrades are important, fixing the radons is important and that we need to find the

money to do it. If RCR manages to sell the Spyrock note (Alderpoint Property?) that could fund this project as well.

- Dan Glaser- Wants RCR to stop bleeding KMUD for KMUE. Thinks we are spending KMUD's money like it is our own. He wants us to stop the KMUE upgrade process.

V. Management Report

VI. Discussion/Questions for Management

- Nella- Do you feel you are ok with taking on the Volunteer Coordinator position?
- Jeanette- Yes

VII. Finance Committee Report

- Julia Minton shared with us the recommendation from the Finance Committee to sell the Spyrock Note or come with some money in some other way.
- Dan Glaser- Wants the Finance Committee to evaluate themselves...

VIII. Unfinished Business

A. Tabled Bylaw Changes

- Suz wants to table this item
- Noel moves to table this item. Julia seconds. Unanimous.

B. Pledge Drive Goal- Change to \$125,000?

- Kelley reminds us that we had a lot of public sentiment that we not raise the Pledge Drive Goal
- Siena moves that we raise the Pledge Drive goal to \$125,000. Nella seconds.
- Carlos shares his support for raising the Pledge Drive goal
- Noel suggests that in a cash-rich economy its wonderful we have the Wildberries opportunity. Maybe it would be good to set up similar options for Pledgers with cash in pocket in other communities like Willits and Laytonville.
- Six vote for the motion. Noel, Antonia and Julia abstain.

C. Cash Flow Report-

- Jeanette shares with the Board the Cash Flow Report as provided to the Board dated 9/11/12 at 3:03 PM.
- Suz- So we are only \$23k short?
- Carlos- What did CPB have to say about the cash flow situation?
- Jeanette- They didn't say anything about it.
- Suz- Has a funder willing to front \$10K of the CPB funding. Would that help?
- Jeanette- Yes, that would help.
- Julia- If anyone else knows of anyone who would want to lend more cash towards the Signal Upgrade process, please let them know they can help.
- Jeanette- We need to think first and than act.

D. Spyrock Note Discussion

- Carlos wants to move to sell the Spyrock Note. Julia seconds.
- Suz wants to remind us of the interest we would lose if we sell the note.
- Nella reminds us of the pitfalls we might experience if we don't sell the note.
- Antonia thinks that we should sell the Note quickly with all the knowledge that's at our disposal.
- Carlos- The sale of the Mortgage note is prudent financially, its required to replenish the money that RCR borrowed from for the Signal Upgrade Process. When you are in a cash flow crisis, you need to liquidate your assets to cover the situation. This is not a superfluous, knee jerk reaction. It is financially
- Jeanette- Wants to support that we sell the note. Reminds us that if we sell the note at this time of year, we may be sending people out to check on the property, and that we should be sensitive to the time of year.
- Nella- Does not believe an appraisal is necessary. She has a buyer that only needs to do a title search. This property was earmarked for the signal upgrade process.
- Julia- Wants to remind us that this property is not necessary for us to run a radiostation.
- The Board votes to sell the note, with the Board President abstaining, otherwise unanimous.
- Julia- Suggests a process for this endeavor, starting with notifying the person who is
- Nella- Suggests we do it swiftly, and that we don't necessarily need to keep the process open to the public.

E. Alderpoint Property Report

- Suz- is working with Eric to change the Executrix, and Sarah has paperwork to sign. The process is moving along. The property is not yet listed. Brian feels that it would be very beneficial to clean up the property. Brian thinks that it may be cost effective to hire someone to clean up the property.
- Carlos- Is concerned that there might be a conflict of interest with Brian. 'Staff members or volunteers who have a substantial income relying on a decision, shall not be involved in that decision.

F. Schedule Board Retreat, Auditors Report, Strategic Planning

- Suz suggests that Darryl has a house that he has offered several times for retreats and whatnot in Sheltercove.
- Nella wants us to hire a facilitator through HAF. Barb Truitt has also offered her services.
- Antonia thinks that we need to separate out the Board Retreat and Strategic Planning
- Julia- We need to create Chapters for strategic planning. We need to have Staff involved, as well as the community.
- Suz suggests we schedule the Board Retreat and Auditors Report for October 12th.
- Julia- How should we move forward... Should she start the process with the TAP Grant? How do we move forward with the Strategic Planning?
- Nella moves that we apply for the TAP grant, Marcy seconds. Unanimous.

- Jeanette suggests we request a proposal for the Strategic Planning. So we will do that.

G. Hiring Committee

- Jordan reads the ‘Hiring Committee Report and Recommendation’ as presented to the Board. (undated)
- Suz suggests that we have Jeanette find a Staff volunteer for the Hiring Committee to fill the vacancy.
- Jeanette is good with that.
- Nella moves that we accept the recommendations of the Hiring Committee. Siena seconds.
- Eight in favor, one abstaining (Carlos)

IX. New Business

A. Name new people for the various roles on the CPB ISIS online system

- Jeanette explains this item.
- Noel moves to nominate Suz and Julia for the CPB ISIS Online System. Siena seconds. Eight in favor, Julia abstains.

B. Approve Maureen Kane to CAB

- Board unanimously approves Maureen Kane to the CAB

C. Conference Funding

- Julia moves to reimburse Jeanette for paying for the Finance Workshop, and pay for 4 registrations for future NorCan Conference on 20 September. Totaling \$385. Noel seconds. Eight in favor, one abstaining (Jordan).

D. Reaffirm Jama as Parliamentarian

- Jama suggests that we name an interim Parliamentarian
- Nella moves that we assign Jama as Interim Parliamentarian. Marcy seconds. Eight in favor, one opposing (Jordan).

E. Staff Letter

- No action item

F. Correspondence Secretaries

- Noel moves that we nominate Suz and Siena to take up Correspondence Secretarial Duties in the Interim before our Board Retreat. Siena would write Thank-yous and Suz would reply to e-mail correspondence. Seconded and approved unanimously.

G. Strategic Planning

- We resolved this matter in scheduling

X. Reports

A. Programmers’ Reps-.

- Marcy and Noel re-affirm our commitment to type up our notes from the last Programmer’s meeting
- Felix comments that we need a sub-committee to strong arm Programmers into volunteering

B. Members’ Reps

- The Members recommended that there be a dedicated time in the newshour for KMUD needs.
 - Antonia thinks that we should just add it to the beginning of the Class Ads everyday.
 - Julia thinks that we should communicate with the Membership about the Spyrock Property.
 - Siena recommends that there be a break between the current fund-drive and the upcoming Pledge Drive
 - Jeanette thinks we need to change our message, and Antonia agrees.
- C. Community Advisory Boards (CAB's)
- Carlos- Where are they?
 - Siena- They don't send in reports, and they only meet quarterly
 - Jama- Serena... we need to announce CAB meetings so that members of the community can attend
- D. Correspondence Secretaries
- Suz asks for advice responding to Hiring Committee resignation
 - Board suggests to say "we received your message, and thank you for your service."
 - Julia requests that we send thankyou's to people donating large sums of money
 - Jeanette sais she has been tracking thus and we can send thank you's to these peoples
- E. Staff meeting report, and appoint next Board member(s) to attend
- Jama and Marcy attended the last Staff Meeting. The Financial situation was the main topic.

XI. Other Committee Reports

- A. Development, including Pledge Drive Subcommittee
- B. Mediation
- C. Policy – Jama- due to the demands of the financial situation, the Policy manual has not been updated.
- D. Website – Julia- The website is back up, and it took about 5 months longer than expected. Julia has a friend that did a security analysis, and determined we need to change our web host. The Committee is looking into changing the host and doing some cosmetic touch ups.

XII. Scheduling -- proposed meeting times are:

- A. Board of Directors: Fourth Tuesday, 4 pm, Healy Senior Center
- B. Executive Committee: Second Tuesday, 3 pm, Studio B
- C. Finance Committee: 21st September, 1 pm, KMUD
- D. Development Committee: 2nd Wednesday, 5:30 pm, KMUD
- E. Policy Committee: 2nd Tuesday, KMUD

F. Board member(s) to next staff meeting: Noel Soucy, Tuesday, 18th September at 10:30

XIII. Closed Session

- Carlos moves to have the Finance Committee take care of the details pertaining to selling the Spyrock Note. Noel seconds. Unanimous
- Board members briefly discuss the sentiment of sprucing up the KMUD studio in Redway

Minutes respectfully submitted by Noel Soucy, KMUD Board Secretary on 31 October 2012.