**DRAFT Minutes**

Redwood Community Radio Board of Directors

April 14, 2021, 2:00 pm

Zoom on-line meeting

1. **Call to order, establishment of a quorum & selection of facilitator**

Noting the presence of a quorum (7), Durchslag called the meeting to order at 2:11 pm. Chanin agreed to be facilitator. When she assumed the chair, Deny was chosen to co-facilitate.

1. **Roll call**

BOARD-APPOINTED REPS: Vice President behr, Secretary Rob Bier, Kim Phelps

MEMBER REPS: Treasurer Sarah Scudder, Shira Brown (late), Holly Kreb

PROGRAMMER REPS: President Jimmy Durchslag, Chanin

ABSENT: Wendy Emerson

STATION MANAGER: Alyssa de Leon

GUESTS: Jama Chaplin, Emma Nation-Myers, Nadine Chapdelaine, Lisa “Luv” Deny, Stephanie Thomas

1. **Approval of January, February, March minutes**

Behr said that in the January minutes, action taken to add an item was missing. Bier asked that she email him the particulars for inclusion in those minutes. She also asked that in item IX.B of the March minutes the words “do the job and” be deleted. Bier moved approval of all three sets of minutes as amended. Behr, bier, Phelps, Scudder, Kreb, Durchslag, Chanin voted aye. There were no nay votes. Motion passed 7-0.

1. **Seating of new elected members, thanks to departing members**

Stephanie Thomas was seated as a member representative. Lisa “Luv” Deny was seated as a programmer representative. Chanin and others expressed their thanks to behr, Scudder and Durchslag, who all gave assurances that they would continue their involvement with RCR.

1. **Appointment of Board member, interim officers**

Phelps moved appointing Nadine Chapdelaine to the Board. Kreb seconded. Bier, Phelps, Brown, Kreb, Thomas, Chanin, Deny voted aye. There were no nay votes. Chapdelaine was appointed 7-0.

Brown nominated Bier as interim secretary. Deny seconded. Bier, Phelps, Chapdelaine, Brown, Kreb, Thomas, Chanin, Deny voted aye. There were no nay votes. Bier appointed 8-0.

Bier nominated Chanin as interim president. Deny seconded. Chanin appointed unanimously.

Kreb nominated Chapdelaine as vice president. Bier seconded. Chapdelaine appointed unanimously.

Chanin nominated Brown as interim treasurer. Bier seconded. Brown appointed unanimously.

1. **Approval of agenda**

Bier moved adding a discussion item on moving to in-person Board meetings. Brown seconded. Passed unanimously. Chanin moved approval, as amended. Brown seconded. Approved unanimously.

1. **Open time**

Behr raised three points in relation to elections policy:

Give consideration to holding the programmer and member representative elections a month apart, as was done in the past. Change the bylaws to match the policy on elections. Eliminate the requirement that written notice be given of programmer and Mediation Committee representatives nomination periods, perhaps specifying use of email.

1. **Consent calendar**
2. All Sides Now policy (Please see Attachment I.)

Chanin moved approval. Bier seconded. Bier, Phelps, Brown, Kreb, Thomas, Chanin, Deny voted aye. There were no nay votes. Chapdelaine abstained. Motion passed 7-0.

1. **Management report**

De Leon said she had recently held a staff brunch, out of concern over burnout, and planned to hold more. She added that business was not discussed. Chanin asked about departmental reports. De Leon replied that she had given staff a break, but that they would resume. Chanin requested de Leon provide the timeline for license renewal in the next month’s report. Behr suggested it would be wise to look in advance at what information is required for the CPB EEO report due Aug. 1. She added that she is willing to do the planned compliance calendar review session with de Leon. Chanin asked who would be doing IRS Form 990 this year. De Leon said it would be the financial consultant or CPA.

1. **Finance Committee report**

Scudder with the exception of concern over underwriting revenue, the station is doing well and, thanks to the Corporation for Public Broadcasting grant, is in a decent cash position. She reported that all audit documents had been delivered on time to auditor Lisa Doran.

1. **Old business**
2. Elections policy (Please see Attachment II.)

Chanin moved adoption, with elimination of the “in writing” language. Chapdelaine seconded. Passed unanimously.

1. Definition of full-time employee (Please see Attachment III.)

Chanin moved adoption. Deny seconded. Bier, Phelps, Brown, Kreb, Chanin, Deny, Chapdelaine voted aye. There were no nay votes. Thomas abstained. Motion passed 7-0.

1. Audit Committee policy (Please see Attachment IV.)

Bier moved adoption. Chanin seonded. Bier, Phelps, Brown, Kreb, Chanin, Deny voted aye. There were no nay votes. Thomas, Chapdelaine abstained. Motion passed 6-0.

1. Credit card (Please see Attachment V.)

Bier moved adoption of the resolution. Kreb seconded. Passed unanimously.

Chanin moved that Redwood Community Radio (RCR) add Simon Frech as a signer to its current secured credit card account at Vocality Community Credit Union, also issuing Frech a card in their name. Kreb seconded. Phelps, Chapdelaine, Brown, Kreb, Thomas, Chanin, Deny voted aye. Bier voted nay. Motion

passed 7-1.

1. **New business**
2. Board orientation

There was agreement to deal with picking a date under Item XVII.

1. Committee chairs

There was agreement to address this at the orientation.

1. Board binders policy (Please see Attachment VI.)

Chanin moved adoption. Bier seconded. Passed unanimously.

1. News department autonomy policy (Please see Attachment VII.)

Bier moved adoption. Chapdelaine seconded. Passed unanimously.

1. Board-appointed member policy (Please see Attachment VIII.)

Chanin moved adoption. Bier seconded. Passed unanimously.

1. Move to in-person Board meetings

Several spoke in favor of hybrid meetings, with some members attending in person, others by Zoom. Mention was made that for some members living at a distance, on-line participation was preferable.

1. **Committee reports**
2. Programmer representatives

Durchslag mentioned the importance of having programmers sign new contracts.

1. Member representatives
2. Community Advisory Board (CAB) – Siena Klein
3. Correspondence Secretary – Chanin

A letter has been sent to the executor of the Daniel Taranto estate.

1. Development – Durchslag

Durchslag recommended Deny as the new committee chair.

1. Membership Drive – behr
2. Audit -- Scudder
3. Policy – Bier
4. Mediation – Phelps

Phelps reported that the recent mediation had concluded. She said it went well and that she was impressed by committee members Siena Klein and Margaret Lewis. The parties reached agreement.

1. **Committee meeting schedule**

All meetings take place on-line until further notice. To attend, please contact Station Manager Alyssa de Leon.

Board of Directors Wednesday, May 12, 2:00 pm

Development Tuesday, April 27, 3:00 pm

Policy Wednesday, April 28, 11:00 am

Executive Wednesday, April 28,12:00 pm

Finance Friday, April 30, 11:00 am

Board orientation was set for Wednesday, May 5 from 1:00 to 3:00 pm.

1. **Closed session – Personnel**
2. **Adjournment**

Chanin adjourned the meeting at 5:44 pm.

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**Attachment I**

**All Sides Now policy**

*[The following is all new language.]*

**6.7. All Sides Now**

All Sides Now offers RCR listeners an equivalent to the “Letters to the Editor” feature in newspapers. They call a dedicated telephone line and record their contributions for possible airing. Commentaries must be no longer than two minutes. A recorded announcement asks that contributions be done in a way that respects the listening audience. All Sides Now is aired before and/or after the newscasts at 6:00 pm and 8:00 am. Commentaries are screened for use of prohibited language and judged as to appropriateness. There is no guarantee that a particular contribution will be aired or be aired at a particular time.

**Attachment II**

**Elections policy**

*[Deleted language is lined-out. New language is underlined.]*

**3.2. MEMBERS’ REPRESENTATIVES TO THE BOARD**

**3.2.4. Nomination Period**

*5/26/10; 11/7/17*

The nomination period is from the first day of the month ~~in which~~ prior to the annual meeting until the end of the third week of the ~~following~~ month following the annual meeting. *(Bylaws Article V, Section 3).* This shall be announced on the air starting in the month before the annual meeting and aired frequently in the week preceding the annual meeting. The ~~election coordinator~~ Election Committee chair shall post a sign at the station.

**3.3 PROGRAMMERS’ REPRESENTATIVES TO THE BOARD**

**3.3.4 Nomination Period**

The nomination period is from the first day of the month ~~before~~ prior to the annual meeting until the end of the third week of the month following the annual meeting *(Bylaws Article V, Section 2).* This shall be announced in writing to all programmers’ boxes by the first day of the month before the annual meeting. The ~~election coordinator~~ Election Committee chair shall post a sign at the station.

**3.6 REPRESENTATIVES TO THE MEDIATION COMMITTEE**

*3/28/06; 06/27/06*

**3.6.1 Nomination Period**

The nomination period is from the first day of the month prior to the annual meeting until the end of the third week ~~close of the last business day (Monday through Friday) in~~ of the month following the annual meeting. The ~~election coordinator~~ Election Committee chair shall notify all programmers and volunteers in writing and shall post a sign near the studios.

**Attachment III**

**Definition of full-time employee**

*[Deleted language is lined-out. New language is underlined.]*

**5.5.1. Fair Treatment**

Redwood Community Radio is bound by our own mission statement and ethical values to support fair treatment of employees, including a living wage and other benefits. The Board considers the lack of any health or dental coverage for employees as a critical factor. Since health or dental coverage does not appear financially feasible in the near future, time off becomes the essential benefit: a key component to healing, stress management and holistic health. ~~All calculations are based on a “full time” 40-hour 30-hour per week schedule. Other employee schedules are to be prorated.~~ This policy replaces and supersedes all earlier policies. The changes are not retroactive, that is, time accrued before the date of the passage of this policy shall not be affected.

**~~5.5.2. Full Time Employees~~**

*~~11/11/20~~*

~~Staff members who have a 30-hour per week schedule are considered to be full time employees.~~

**Attachment IV**

**Audit Committee policy**

*[Deleted language is lined-out. New language is underlined.]*

**2.4.6. Audit Committee**

*05/11/20; 03/10/21*

The Audit Committee is appointed by the RCR Board of Directors each ~~January~~ September, with a Board member as chair~~, to provide accountability for that year's independent audit of the prior year~~. Two to four people will be appointed, including at least one Board member in addition to the committee…

The Audit Committee will work to improve RCR’s Accounting Manual by conducting an annual review of that manual and the organization’s functioning according to it.  This review is suggested for October and November.

**Attachment V**

**Credit card resolution**

Resolution:

The Redwood Community Radio Board resolves that Simon Frech be added as a signer to the RCR credit card account at Vocality CCU and be issued a card in Mr. Frech’s name. Please send the card to the following address: PO Box 135, Redway CA 95560.

**Attachment VI**

**Board Binders policy**

*[Deleted language is lined-out. New language is underlined.]*

**2.3.2. Board Binders**

*06/00; 06/27/06*

Board binders are compiled for new Board members each ~~August~~ April by a member of the Election Committee*. (See Election Policies and Procedures.)*

**Attachment VII**

**News Department Autonomy policy**

*[New language is underlined.]*

**7.2.2. Administration**

The News Director works in collaboration with programming staff under the supervision of the Station Manager to ensure quality content, to schedule programming and to ensure that the station runs smoothly.

**7.2.3. Autonomy**

*01/15/15*

RCR is an independent media radio station. The newsroom needs to have autonomy to ensure journalism ethics can be practiced at the highest possible level. This means monetary gain shall never be a consideration when reporting. No RCR Member or other community member shall ever have any input into the daily news with intent to sway the content to gain any edge, preferential treatment or immunity from factual reporting. The RCR membership does not own the news, in terms of owning any ability to shade or change the facts. RCR shall make no policy infringing the freedom of the press to operate. The News Director has autonomous control over the content of the nightly news cast as scheduled.

**Attachment VIII**

**Board-appointed member policy**

*[Deleted language is lined-out. New language is underlined.]*

**3.4 SEATING OF NEW BOARD AND BOARD APPOINTMENT**

*3/21/00; by policy “Voting” passed 4/01 and Bylaws 2003*

The Board shall ~~hear~~ consider nominations for the annual Board appointment at the meeting where elected members are seated. If other candidates are nominated later, all Board members shall be notified as soon as possible, but no later than six days before the next meeting for a candidate to be eligible.

Just after the opening of the meeting following the close of elections, the two newly elected Board members shall be seated. Next the Board ~~shall~~ may choose the appointee, to be seated immediately.