**Minutes**

Redwood Community Radio Board of Directors

May 12, 2021, 2:00 pm

Zoom on-line meeting

1. **Establishment of a quorum, call to order & selection of facilitator**

Noting the presence of a quorum, Chanin called the meeting to order at 2:08 pm. Chapdelaine agreed to be co-facilitator.

1. **Roll call**

BOARD-APPOINTED MEMBERS: Interim Secretary Rob Bier, Kim Phelps, Interim Vice President Nadine Chapdelaine

MEMBER REPS: Interim Treasurer Shira Brown, Stephanie Thomas

PROGRAMMER REPS: Interim President Chanin, Lisa “Luv” Deny

STATION MANAGER: Alyssa de Leon

ABSENT: Holly Kreb, Wendy Emerson

GUESTS: Emma Nation-Myers, behr, Jama Chaplin, Sarah Scudder

1. **Approval of April minutes**

Chanin moved approval, as amended. Phelps seconded. Bier, Phelps, Chapdelaine, Brown, Thomas, Chanin, Deny voted aye. There were no nay votes. Minutes approved 7-0.

1. **Approval of agenda**

Chanin moved approval. Brown seconded. Passed unanimously

1. **Open time**

Scudder said that the American Rescue Act grant received by RCR cannot be put into the reserve account; it is intended to be spent. She added that it would be discussed at the next Finance Committee meeting. She also said that two persons had mentioned to her creating an endowment for RCR.

1. **Consent calendar**
   1. Elections policy (Please see Attachment I.)
   2. Definition of full-time employee (Please see Attachment II.)
   3. Audit Committee policy (Please see Attachment III.)
   4. Board binders policy (Please see Attachment IV.)
   5. News department autonomy policy (Please see Attachment V.)
   6. Board-appointed member policy (Please see Attachment VI.)

Bier moved tabling item E. Thomas seconded. Passed unanimously. Bier moved adoption of the calendar. Brown seconded. Passed unanimously.

1. **Management report**

De Leon welcomed two new employees, Stella Girkins, editorial assistant, and Jasmine Kottke, underwriting representative. She said that Quick Books will be purchased outright. She said that RCR has been referred to an accounting firm that handles “small” clients. There was discussion of the new entry keypad for the studio. Some suggested the Rescue funds could be put into the reserve account. Scudder pointed out that there are requirements for that account, such as a payback plan, that make the idea impractical. De Leon said she would create a sub-account, “CPB rescue.”

1. **Finance Committee report**

Chanin noted the suggestions for spending the Rescue money, including purchase of a new control board for Studio C and paying for the keypad installation.

1. **Old business**
   1. Election of officers, committee chairs, parliamentarian

The proposed officers slate was: Chanin, president; Chapdelaine, vice president; Brown, treasurer; Bier, secretary; Chapdelaine, parliamentarian; Deny, correspondence secretary. Proposed committee chairs: Development, Deny; Finance, Brown; Audit, Brown and Scudder; Policy, Bier; Membership Drive, Chanin; Mediation, Phelps; Building and Grounds, Phelps.

Chanin moved approval of the list. Brown seconded. Passed unanimously.

1. **New business**
   1. Board and staff meeting

The meeting was set for Tuesday, June 15, 11:30 pm.

* 1. Authorize check signers

Bier moved adding Chanin and Brown as check signers, and removing Durchslag and Scudder. Chapdelaine seconded. Passed unanimously.

* 1. Programmer agreement

De Leon is working with Dennis Maher on revisions. Those include setting an hours-per-month standard for station access and increasing the requested volunteer hours exclusive of programming.

1. **Committee reports**
2. Programmer representatives
3. Member representatives
4. Community Advisory Board (CAB) – Siena Klein
5. Correspondence Secretary – Deny
6. Development – Deny
7. Membership Drive – Chanin

The Garden-themed drive is on, with 12 promos on hand.

1. Audit – Brown & Scudder
2. Policy – Bier
3. Mediation – Phelps
4. Building and Grounds – Phelps
5. **Committee meeting schedule**

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

Board of Directors Wednesday, June 9, 2:00 pm

Membership Drive Tuesday, May 18, 3:00 pm

Finance Tuesday, May 25, 12:00 pm

Audit Tuesday, May 25, following Finance

Development Tuesday, May 25, 3:00 pm

Policy Wednesday, May 26, 11:00 am

Executive Wednesday, May 26, 12:00 pm

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

Chanin adjourned the meeting at 4:45 pm.

**Attachment I**

**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*

**3.6.4. 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 II**

**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 III**

**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 IV**

**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 V**

**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 VI**

**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.