

Minutes

September 12, 2023, 3:00 p.m.

Redwood Community Radio Board of Directors

Zoom On-Line Meeting

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

Opening comments from the President; meeting ground rules.

Recognizing the presence of a quorum, Chapdelaine called the meeting to order at 3:05 p.m.

II. **Roll Call**

Chapdelaine called roll call.

BOARD-APPOINTED MEMBERS: President Nadine Chapdelaine,
Treasurer Flurina Niggli, Secretary Tonya Farmer

MEMBER REPS: Correspondence Secretary Chestine Anderson,
Stephanie Thomas, George WinterSun

PROGRAMMER REPS: Vice-President Lisa "Luv" Deny, Javier Rodriguez

STATION MANAGER: Station Manager Allison Kolb

GUESTS: Jama Chaplin

III. **Approval of August Minutes**

Chapdelaine moved to approve the August Minutes, and Niggli seconded.

Chapdelaine, Deny, Niggli, Rodriguez, Anderson, Thomas, WinterSun, and Farmer voted unanimously (8-0) to approve the August Minutes.

IV. **Approval of Agenda**

Chapdelaine moved to approve the September Agenda. Anderson seconded. The vote in favor was unanimous (8-0) to approve the September Agenda.

V. **Open Time**

Chapdelaine asked if anyone would like open time. Jama Chaplin requested open time. Chapdelaine announced the beginning of Open Time.

Jama Chaplin stated there is an estate sale from The Estate of Richard Evans (the "estate"). There will be an on-air promotion. The estate includes Himalayan rugs. The percentage KMUD will receive from the estate sale is

unknown. The scheduled date of the estate sale is September 30, 2023, in Old Town Eureka.

VI. Consent Calendar

There were no items under the Consent Calendar.

VII. Management Reports

Allison Kolb – Station Manager

Kolb stated that Stella Gerkins is now the interim Public Affairs Coordinator. There will be an open hire for the position. Kolb is currently working on the job description. Once the Programmer's Agreement is approved, a packet will be distributed to the programmers. Information received back from the programmers will be put into a volunteer database.

A lot is going on with Building and Grounds. New windows are in, and volunteers will do additional painting. There is debate about replacing all of the windows because some currently installed windows are double-paned and not leaking.

Staff are preparing for the Membership Drive. The goal for the Membership Drive is \$70K. In the next Finance Committee meeting, they are looking at the budget for the following year. Staff are working on the Bias and Harassment Training, which the Corporation for Public Broadcasting requires.

Events and Development: The Membership Drive yard party will be on September 22, and 50 Years of Hip Hop on September 23. The Garberville Block Party and Hop Fest (the "GBP") will give some profit to KMUD. They are still looking for sponsors for the GBP. Halloween Boogie is still being considered. Staff seek to avoid a loss. Past Halloween events have been successful, but not last year's. Details are still being considered, either a murder mystery, band, or both. The other venues are holding events on the same day. Chapdelaine suggested KMUD gears the Halloween Boogie towards families.

VIII. Finance Committee Report

Niggli stated that we are not in a good state with the finances. Money was used from an account that was designated for capital improvements. There is only \$20K left as a cushion. After depleting that, KMUD must dip into the

Certificate of Deposit (“CD”) reserves. It would be great to avoid doing that because the CD is making money. The current need to make it through the year is \$100K. Niggli stated that Sarah Starck recommended putting underwriters in QuickBooks, leading to efficiency and error reduction.

Volunteer hours from professionals can be added to the budget, so the volunteer paperwork needs to be up to date. It occurs when a professional donates his or her time to KMUD. In-kind donations of goods differ from the treatment of in-kind donations for services.

There are still grants outstanding, and the Kelly grant was not awarded. Niggli reiterated the idea of placing the Policy Manual into Google Docs. The benefits will be assessed after training.

IX. Old Business

A. Vote to Approve New Programmer’s Agreement – Attachment I

After Deny noted some changes, Chapdelaine moved to table approval of the new Programmer’s Agreement. Farmer seconded. The vote was unanimous (7-0) to table approval of the new Programmer’s Agreement.

B. Soundboard

Simon purchased an old soundboard for spare parts for \$800. Simon is working on the current board to keep it operable. He also proposed different ways of getting grants for a new soundboard.

Kolb gave breaking news during the KMUD Board Meeting that the Humboldt Area Foundation and Wild Rivers Community Foundation awarded KMUD a \$25,344 grant to its Disaster Response and Resilience Fund to purchase a replacement soundboard board and related equipment.

X. New Business

A. Vote to Remove Language from Board Poll Requirements, First Reading – Attachment II

Chapdelaine moved to remove language from the Board Poll Requirements. Farmer seconded. The vote was unanimous (8-0) to remove language from the Board Poll.

B. Vote to Remove Language from the Audit Committee, First Reading – Attachment III

Farmer moved to remove language from the Audit Committee policy. WinterSun seconded. The vote was unanimous (8-0) to remove language from the Audit Committee policy.

C. Vote to Leave Full-time Employees in the Policy Manual, First Reading – Attachment IV

Farmer moved the table Full-time Employees policy vote. Anderson seconded. The vote was unanimous (8-0) to table the Full-time Employees policy vote.

D. Vote to Approve Halloween Boogie Budget

Chapdelaine moved to table approval of the Halloween Boogie Budget. Thomas seconded. The vote was unanimous (8-0) to table approval of the Halloween Boogie Budget.

E. Board and Staff and Board Retreats

The next KMUD Board retreat is recommended to take place in October. There will be a training session at the board retreat on Google Docs and Google Sheets. Sarah Starck will donate training. Niggli and Anderson worry that 30 minutes is not enough to get a good understanding of the programs. The meeting will be a hybrid meeting. The meeting will be conducted via Zoom and not last all day. Kolb will do the Major Donor presentations during the retreat. The KMUD Board will put together an agenda for the meeting. A suggested retreat is October 20, 2023, from 2:00-5:00.

XI. Committee Reports

A. Programmer Representatives

There was nothing to report.

B. Member Representatives

There was nothing to report.

C. Community Advisory Board

There was nothing to report.

D. Correspondence Secretary – Anderson

Two correspondences were sent to Tanya Horlick, one on August 10 and the other on September 7.

E. Development Committee – Deny

There was an increase in the revenue calculation for Northern Nights, and it was restated at \$3,174.91. Deny sat for an interview with The Times-Standard, and the writer did a great job promoting KMUD.

Stella Gerkins is working at the bar during the Membership Drive Yard Party. Mama Grows Funk, out of Mendocino, will headline the event, and there will be several opening acts. Party hours are from 2:00 p.m. - 8:00 p.m. DJ Respect postered for the event from Arcata down to Leggett. A ropes course was discussed, but no decision has been made yet. Kolb does not believe additional insurance coverage is required for the ropes course.

Duff Ficklin-Wood and Emily Ficklin-Wood are double-booked and cannot volunteer as event bartenders at the 50 Years of Hip Hop Party Anniversary Fundraiser. Emily Ficklin-Wood said she would reach out to find a replacement bartender. Rob Bier was suggested as a replacement bartender. The bar back position is filled. Jason Goldstein, the Mateel Community Center Audio Engineer, will cover the audio for the event.

Lauren Schmitt is working on the Gyppo Ale Mill Lost Coast Fresh Hop Festival on October 14. A portion of the net proceeds from the event will be donated to KMUD. For the 50 Years of Hip Hop Anniversary Fundraiser, Rodriguez and Bill Remme will be Event Security, and Eddie Barker will be the Studio Host. Chapdelaine suggested that lasagna be served at the party, but budget concerns exist. Kolb did not think it would go over budget. Chapdelaine offered to donate the ingredients. Lisa stated that we already have a food truck, "G Verde," and will receive a portion of the proceeds from their sales. Kate Carlson will bring some lounge furniture for the lounge area at the Hip Hop event.

F. Membership Drive Committee – WinterSun

WinterSun stated that Dorothee Schaefer said the Silent Drive is up to around \$12K. Kolb stated staff is handling the yard party.

G. Policy Committee – Chapdelaine

Chapdelaine stated she reviewed old policy edits from the 2020 to 2022 minutes. Some were forgotten, one policy required a second vote, and some were edited but not recorded. The Policy Committee is busy resolving these issues.

Anderson expressed concern regarding errors in the Policy Manual. She wants the Policy Manual to be usable and up to date.

H. Mediation Committee – Rodriguez

There was nothing to report.

I. Building and Ground Committee – Rodriguez

Rodriguez stated that volunteers are working on painting. Dorothee Schaefer requested the front side be completed before the yard party. Help is needed to finish the trim. Rodriguez and Mike Baker are the points of contact. The lack of insulation over Studio C is still a pressing issue because it wastes energy. Rodriguez asked if anyone had the receipt for the purchased window so KMUD could exchange or get a refund. Ali Bullock is the point of contact. Kolb will assist with finding out more information.

Kolb spoke to volunteers who told her they would keep track of their volunteer hours. The rule to qualify is that professionals must be paid for that kind of task elsewhere. The rules do not apply to all volunteer hours.

XII. Committee Meeting Schedule

All meetings take place online until further notice. Those interested in attending one should check to ensure no changes have been made to this schedule. Zoom meeting IDs, passcodes, phone numbers, and links for the KMUD Board meeting can be found in the email distributed before the meeting

and on the KMUD website. For access to other meetings, please contact the committee chair. The next meeting will be on October 10, 2023.

Board of Directors	Second Tuesday, 3:00 p.m.
Membership Drive	Fourth Tuesday, 4:00 p.m.
Development	Second Thursday, 4:00 p.m.
Policy	Fourth Wednesday, 11:00 a.m.
Executive	Fourth Wednesday, 12:00 p.m.
Finance	Third Tuesday, 3:00 p.m.
CAB	Quarterly, 5:00 p.m.
Board Talk Show	October 11, 5:00 p.m.

XIII. Closed Session – Personnel

Kolb requested a closed session.

XIV. Adjournment Meeting

Adjourned at 6:55 p.m.

Attachment I

DRAFT Programmer’s Agreement

By signing this, I acknowledge that I have read and agree to be bound by all the information contained in the Operator’s Handbook and other documents given to me at training, which include relevant rules and regulations of the Federal Communications Commission (FCC), as well as relevant policy and procedures of Redwood Community Radio (RCR). I also realize that the full Policy Manual of RCR hangs on the bulletin Board at the station for my reference. These rules, regulations, policies, and procedures include the following:

1. I understand that RCR runs substantially on volunteer energy. I agree to volunteer at least **12 hours annually** in addition to my show (such as helping at events).
2. It is my responsibility to coordinate my own volunteer hours. I will keep track of my hours and submit in writing or by email the number of hours volunteered and the specifics to the Program Director(s).

Below, please check off all areas that you are interested in.

I will engineer.

I will serve on the Development Committee, the Membership Drive Committee, or other committees (such as Podcasting, Emergency Preparedness, PSRC or other).

I will help with membership drives by answering phones, bringing food, producing, organizing, coordinating. If you have a specific preference for spring or fall, please indicate: _____.

I will volunteer at events, doing such tasks as coordination, sponsorship solicitation, food/bar, set up/clean up, general. If you have a specific preference, please indicate: _____.

I will help with tabling, either coordination or tabling. If you have a specific preference, please indicate: _____.

I will volunteer in the library.

I will volunteer in the news room.

I will help with yard work. Please list specific skills:

_____.

I will help with building maintenance projects. Please list specific skills:

_____.

I will perform office work, including filing, phone answering, etc.

I will help with mass mailings by stuffing envelopes.

Other. Please explain: _____.

(Exceptions will be discussed, pending circumstances.)

1. I understand that I am responsible for the quarterly submission of accurate Spintron playlists for Music programs. When hosting Talk Shows, I am responsible for announcing to our audience and Engineer any featured speakers and topics.

2. I understand that I am responsible for thoroughly reading every issue of the programmer newsletter. It will be sent out by email and will be available in print at the station. I understand that I am responsible for getting a hold of the programmer newsletter and that I am responsible for reaching out to staff for clarity about any information in the newsletter I do not understand.

3. I understand that my status as a programmer and my association with RCR is subject to periodic review by the Program Selection and Review Council and can be terminated by the Public Affairs or Music Programming Director and/or Station Manager at any time with sufficient reason. My show may or may not be scheduled for continued broadcast beyond this agreement. Any such terminations can be appealed using the Problem-Solving Procedure (Policy 5.1.7).

4. I understand and agree to only pre-record my show content with the permission of the Music Director or Public Affairs Coordinator.
5. I understand and agree that my show may be preempted by the Public Affairs or Music Programming Director, News Director, or Producers of on-air fund-raisers in order to broadcast special programming. I understand that I may be required to engineer the broadcast studio during my usual time slot. As always, obtaining a qualified KMUD Programmer as a substitute is acceptable. The Programming Team will do their best to give advance notice to programmers and engineers whose show(s) will be preempted if it is previously planned.
6. In the event of an emergency, if I am unable to make my scheduled broadcast time, I will (a) try to find an available and suitable substitute (b) notify the Music Director or Public Affairs Coordinator as soon as possible to ascertain the right course of action. Authorized Staff will choose last-minute programs to fill voids in our schedule, or they will find a Substitute.
7. I will not endorse or recommend while on-air, any person, product, event, or commercial establishment, or any other entity, in exchange for my own personal gain, which can include (but is not limited to) receiving money, tickets, guest-list spots, merchandise, etc. ("payola"). All tickets given away on-air must be processed in advance by office staff. I will not endorse or recommend my own band, business, employer, etc. ("plugola"), unless done with candor, i.e., I will announce to listeners that I am in the band or am the producer of the event.
8. I understand that any News announcements must have verification from the News Department, or I must make a disclaimer that the announcement has not been confirmed.
9. To honor laws governing public Elections: I understand any RCR programmer who is running for office (outside of RCR) shall give up their show until the election is over. Programmers running for the KMUD Board of Directors as a Programmer Representative do not need to give up their show. I understand that I should not use my show to publicly endorse or campaign for any candidate running for public election including the KMUD Board of Directors. It is strongly recommended that programmers use All Sides Now if they want to express their opinions. As per FCC law, I understand that if a candidate for a current public election is allowed to speak on my show during said election, I will offer equal airtime to all other candidates for said election and will notify management. I understand that during the KMUD Board of Directors election, programmers can not have candidates for Membership Representative as guests on their program unless it is to host the Candidate Forum.
10. The following activities are prohibited on KMUD property, and may result in immediate suspension:

- A. Knowingly or willfully airing material of any nature, which could be considered obscene by FCC guidelines, at any time of the day or night. While not encouraged, material considered indecent by FCC and KMUD guidelines is allowed between 11 pm and 5 am only. (See list of terms posted in studios A and C.)
 - B. Being impaired due to use of alcohol or any controlled substance while on-air.
 - C. Theft of station property or resources (including, but not limited to, recordings of any kind) or “borrowing” of any property or resources without specific prior approval by a KMUD staff member. (Such activity could result in criminal prosecution.)
 - D. Failing to appear for my show without prior approval by the Public Affairs or Music Programming Director (who must approve substitutes), except in unavoidable emergencies. I will communicate with them about any absences.
 - E. On-air comments of a malicious or defamatory nature about any person, which could potentially subject KMUD to legal liability, or compromise KMUD’s integrity. Any on-air discussion of matters concerning disputes or disagreement within the station must have the prior approval of the Station Manager.
 - F. As a programmer for a 501[c][3] organization, I cannot, while on-air, endorse (or encourage people to vote for or against) a political candidate or initiative. If I myself file for election to public office, I must refrain from programming until I am no longer a candidate.
11. All food and drink is to be kept away from KMUD broadcast, production, and office equipment. I will be personally and financially responsible for any damage to KMUD equipment resulting from the negligent spilling of food or drink, or any other damage caused by me or by anyone present in the KMUD facility with my permission, or someone on the premises through my negligence. (It is KMUD policy that the front door is to be kept always locked so that no unauthorized persons enter and do damage for which I may be responsible.)
12. I agree to attend at least one Programmers’ Meeting per year. If I miss a meeting, I am responsible for finding out what happened at the meeting. Meeting notes will be posted on the internet and on the bulletin board near the Policy Manual.
13. I understand that no unauthorized guests are allowed on the station’s premises after normal office hours (11 am to 4 pm, Monday through Thursday). Furthermore, I have the responsibility to ask such persons to leave. **If there is someone outside but on the KMUD property after hours and I do not feel safe approaching them to ask them to leave then I will notify a staff member.** Staff, programmers, and volunteers

conducting station business who are authorized by staff or, ultimately, the Station Manager may do so after hours. If an authorized person invites guests, those guests will always remain under their supervision.

14. All communications with the public on behalf of KMUD will be carried out in a courteous manner. As a KMUD programmer, I understand that I may not represent myself as a spokesperson or representative of the station, except with the prior authorization of the Station Manager.

15. I agree to not upload my recorded shows that contain any copyrighted content to the internet, including platforms such as Facebook, Spotify or personal blog pages. RCR pays royalties on content aired on RCR's airwaves and on RCR's webpage and archive. RCR does not pay performance royalties when the content is on any other site.

16. RCR studios and equipment cannot be used to produce syndicated programming that financially benefits the individual programmer or program.

17. KMUD programmers are automatically members of KMUD. This makes them eligible to vote in the KMUD Board of Directors elections. I understand that when my address changes it is my responsibility to contact the Membership Coordinator so that I can receive my ballot.

18. Redwood Community Radio acknowledges that volunteers have the right to private lives and independent modes of expression outside the RCR organization. As a representative of RCR, the role and responsibility of programmers regarding social media must be clearly defined and followed. Your words and actions reflect on you and RCR. We ask that you be thoughtful with the content you publish. Participation in social media is at an individual's discretion. Please keep in mind the following policies:

- A. RCR encourages you to promote RCR programs, news, events, and other activities on your social media sites.
- B. If posting any personal opinions related to RCR, clearly state that you are a programmer, volunteer, or staff member, and make certain to state that the views expressed are purely your own and not necessarily those of RCR.
- C. Do not register any social media usernames, Facebook pages, or other social media sites/services using "KMUD" or "Redwood Community Radio" without prior approval by the Station Manager.
- D. Any conduct which is impermissible under the law if expressed in any other forum is impermissible if expressed through a blog, website or social networking on or through websites or services such as Twitter, Facebook, or similar sites/services. For example, posted material that is discriminatory, obscene, defamatory, libelous, or threatening is forbidden.

Attachment II

Policy Manual, 2.3.5. Board Polls

04/24/12

The Board may act without a meeting when this gives significant benefit to RCR. The Board must be unanimous to act in this way (except, of course, that any Board member with a conflict of interest does not vote). Board polls shall be initiated by an email to the entire Board. Any responses made by telephone shall be reported by email. **A copy or copies of the motion signed by all Board members must be obtained by the close of the next Board meeting.** The decision is recorded in that meeting's minutes.

Any Board member, as well as Management, may initiate a poll by first obtaining the affirmation of a second person who is a member of the Executive Committee that it would provide significant benefit to RCR. The initiator will track responses and file the signed copy or copies of the motion with Board minutes in the Public File.

Discussion is encouraged and Board members may change their votes until voting is finished.

Attachment III

Policy Manual, 2.4.7. Audit Committee

05/11/20; 01/12/22

The Audit Committee is appointed by the RCR Board of Directors each year by November 30, with a Board member as chair. Two to four people will be appointed, including at least one Board member in addition to the committee chair. Community members are eligible for nomination and appointment for the remaining two seats. Employees and financial contractors of RCR may not serve on this 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.

While the full Board retains oversight authority, the Audit Committee's smaller size allows it to carry out its responsibilities in a more manageable environment. The committee is not involved in the nonprofit's daily accounting functions but instead oversees and helps to carry out the independent audit process, including working with the Station Manager to evaluate independent auditors and thus recommend an auditor to the Board of Directors for approval (to enter

engagement with the new auditor by year end for the next audit), as well as gathering and submitting documents as needed to fulfill the audit deadlines.

The Audit Committee is directed to oversee progress toward completion of the audit in a timely way, allowing for posting of the annual financial report to the Corporation for Public Broadcasting before the deadline. This is a very complex and labor-intensive process, and audit committee members may offer their services to management as volunteers, helping to achieve document production and other nonaccounting tasks for the audit.

Attachment IV

Policy Manual, 5.4.3 Full Time Employees

11/11/20

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