

Draft Minutes

March 12, 2024, 3:00 p.m.

Redwood Community Radio Board of Directors

Zoom On-Line Meeting

I. **Call to order, establish a quorum, select facilitator.**

Opening comments from the President, the President read the meeting ground rules.

Recognizing the presence of a quorum, Chapdelaine called the meeting to order at 3:04 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

INTERIM STATION MANAGER: Shira Brown

GUESTS: Jama Chaplin, Emma Nation Myers, Michelle Vassel

III. **Approval of February Minutes**

Anderson moved to approve the February Minutes. Niggli seconded.

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

IV. **Approval of Agenda**

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

V. **Open Time**

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

Jama Chaplin stated she had difficulty understanding the Budget to Actuals Report sent in the Board Packet. She stated the document has been the Finance Committee's helpful tool for years. She hopes for increased collaboration with each other. She also cited the Accrual Log Policy related to

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sick leave, believing it involved finance functions. She said she hadn't heard anything about it as a Finance Committee member.

She also hoped that in the future, if some Board Packet documents aren't ready, a partial Board Packet can go out on time on Friday, and then other parts can be added since it is difficult to review all of these documents in a few days.

Regarding the Volunteer Agreement, she hoped it would again be tabled. She stated that during the previous month, several RCR Board members said it would be good to have our volunteers review before finalizing it. She recalled that at least one RCR Board member noted that the new station manager should be involved in the agreement's wording.

Emma Nation Myers referenced previous members of the Supreme Court who had differing approaches to the law. She stated that in the last candidate forum, she was asked what it meant for the KMUD Board to act as one. She said acting as one does not mean voting as one. She encouraged vigorous debate and dissenting opinions and drew a parallel to the Supreme Court when it included justices Scalia and Ginsberg.

She believes RCR's culture suffers from the lack of election candidates. She said she runs for the RCR Board to make elections out of non-elections, not because she believes she should be on the RCR Board. She believes that the membership would be better off with her on the RCR Board, but it is important that each membership representative, including programmer representatives, face the election process.

She stated that she felt good about selling RCR to the public for years, but that was before the RCR Board passed the PSRC, problem-solving, and All Sides Now policies. According to Emma Nation Myers, those policies create a toxic working environment, as described by the Mediation Committee. She opined that the President understands you can't sell a toxic product to the public.

After she transcribed and shared a couple of Policy Committee Meetings last year, she was banned from KMUD, placed on probation, and removed from the volunteer listserv.

She said it is not fun to have her character assassinated, her reputation

assaulted, and her presence banned and barred from the airwaves and the studio, as has been the case for the last eight years. She believes that bullying and toxicity need to stop. It should start with the BOD, which is in a position to make amends for those who were harmed. She wants the RCR Board to create a Human Resources Committee to allow more viewpoints into conflict management. A Workplace Violation Prevention Plan should address this kind of situation.

VI. Consent Calendar

There were no items under the Consent Calendar.

VII. Management Reports

Brown recently renewed the property and liability insurance. She added that we are in the middle of an audit. We are engaged with the auditor and on time with the audit schedules.

Around March 1, RCR will initiate work on the restricted fund's report and the Corporation for Public Broadcasting expenditure for the AFR, which is the most challenging report to complete.

The Block Party is scheduled for May 25. We are working on engaging the community for a parade, drum line from high school, and veterans. She will ask the 4H members to have a float in the parade. Road closure paperwork needs to be submitted. Jama Chaplin and Rodriguez are working on that.

The statement is scheduled to be completed on time. Brown thanked Ali Bullock and the entire team. RCR is transitioning from natural logs to tracking underwriting ("UDW") in QBO. The process of placing those items in QBO has started. Patricia Tinkler and Ali Bullock will work together to utilize UDW in QBO in the second quarter.

Jama Chaplin added that Directors' and Officers' Insurance is on the Compliance Calendar for renewal on March 1, but it was not part of the email from the insurance contract. Brown will look into the insurance for directors and was concerned that it was through a different insurance provider. Brown will research it.

VIII. Finance Committee Report

Niggli stated the best time to transition QB to the cheaper Tech Soup version is after the audit. We can have a singular account in KMUD, not under Ali Bullock's account.

Niggli asked the Board if they liked the new financial statement. The financial statements were challenging for the Finance Committee to read. Brown inquired whether the reports were stated on an accrual or cash basis. Niggli noted that the Budget to Actual was a tool on Google Docs that the Station Manager and the Finance Committee used to keep up to date on financials. This is one example of why the new statements are not helpful for the Finance Committee. Niggli hoped Ali would join the Finance Committee meetings and stated that the Finance Committee would decide how to create financial statements.

Referring to the Budget Report, Brown noted that the income is not fixed monthly. Farmer pointed out that Ali Bullock was not given a monthly breakdown but instead worked from a one-column budget for data entry. Farmer stated that Ali Bullock can easily update the budget in QBO with monthly figures.

IX. Old Business

A. Review Volunteer Agreement – Attachment I

The vote (8-0) was unanimous in approving the Volunteer Agreement, which gives the Station Manager purview of the Volunteer Agreement.

B. Remove Allison Kolb from the Vocality Credit Union Account

Niggli moved to remove Allison Kolb from the Vocality Credit Union Account, and Chapdelaine seconded. The vote in favor was unanimous (8-0). Farmer stated she would sign the February Minutes and forward them to Niggli.

X. New Business

A. Board Poll Approval of Block Party and Parade.

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Anderson moved to approve the Board Poll. Niggli seconded. The vote was unanimous (8-0) to approve the Board Poll for the approval of the Block Party and the Parade.

B. Schedule Board Staff Retreat

Chapdelaine suggested Healy Senior Center as a possible venue. The retreat will be a two-hour meeting either at the end of this month or after the new RCR Board. Deny suggested waiting until the new RCR Board is seated, and a new Station Manager is hired. Anderson suggested that a quarterly meeting be held instead of an annual one. Niggli wondered if a policy change was required. Rodriguez highlighted the Station Manager's role as the liaison between the staff and the RCR Board. Niggli expressed concerns about holding the meeting with the old board and without a new Station Manager.

Chapdelaine moved that the RCR Board meeting with the staff be a hybrid meeting on March 28 from 2:00 to 4:00 to clear the air and create a positive environment for the new Station Manager. Anderson seconded. The vote was unanimous (8-0) to meet with the staff before the new RCR Board is seated.

C. Change of Accrual Log Policy – Attachment II – Initial Vote

Chapdelaine moved to change language in the Accrual Log Policy. Anderson seconded. The vote was unanimous to change the language in the Accrual Log Policy.

D. Workplace Violence Prevention Plan

Niggli pointed out that there are templates to use for the Injury and Illness Prevention Program (“IIPP”) and the Workplace Violence Prevention Plan (“WVPP”). She pointed out that people need to work on the plans and submit them for RCR Board approval. The deadline for plan completion is July 1, 2024. Thomas liked the idea of working on the committee. Rodriguez offered to help. Chapdelaine also volunteered. Chapdelaine nominated Thomas as the Committee Chair.

Chapdelaine moved to form a WVPP and IIPP Committee, chaired by Thomas, with Rodriguez and Chapdelaine as members. Rodriguez seconded.

The vote was unanimous (8-0) to form a WVPP and IIPP Committee, chaired by Thomas, with Rodriguez and Chapdelaine as members.

XI. Committee Reports

A. Programmer Representatives

Deny stated that the meeting was well attended, with around 40 people in attendance, which was the highest turnout in a long time. Rodriguez was surprised and inspired by the great turnout.

She also noted that the older volunteers are the backbone of the station. RCR needs a bridge between the older volunteers and the progressive younger staff. All programmers want to be heard. The programmers want to have the programmer's potluck outside the required RCR Board meetings. Programmers want to have more of a voice. Rodriguez pointed out that getting more corporate sponsors is received negatively by older volunteers. Security is an issue, and Dennis Maher is working on that issue.

B. Member Representatives

Nothing to report.

C. Community Advisory Board

Nothing to report.

D. Correspondence Secretary – Anderson

Anderson gave one reply to the staff, thanking them for their emails. One reply each to Margie Plant and Jama Chaplin regarding Sarah Starck's disengagement letter, and one reply to Jama Chaplin regarding Measure Z grant details.

E. Development Committee – Deny

Deny pointed out that the Ray's and Lost Frenchmen donated those items for the Appreciation Party. Gifts were ordered, arrived, and were given out at the Programmer's meeting.

Studio rental is an ongoing discussion. The policy states that RCR can

rent the grounds and the studio. The budget for the Block Party will not likely exceed \$4,573.23. If money is needed over that budget for any reason, the RCR Board will be notified. RCR will apply for a grant for the Block Party. More sponsorship is needed for the Block Party. There will be no mixer after the Spring Membership Drive. No one has offered to coordinate the spring harvest boxes.

Deny stated that applying for grants may be more challenging without a financial consultant. Rodriguez and others would like to put the two YouTube channels on one. Someone needs to deal with YouTube to get this done.

F. Membership Drive Committee – WinterSun

Chapdelaine stated that the Membership Drive is from March 18 through March 29 and that volunteers are needed to answer the phone, on air pitching production, and food prep.

G. Policy Committee – Chapdelaine

Chapdelaine stated that the Policy Committee needs to update the policy manual to reflect last month's newly approved policy. The Sick Leave Policy will be discussed again at the next Board meeting. Anderson's suggestion to meet more often can be discussed at the Board Staff Retreat. Rodriguez suggested additions to the problem-solving policy with steps found in the policy. Chapdelaine stated the Policy Committee will look into it. Brown stated she would make a proposal at the next Policy Committee Meeting.

H. Mediation Committee – Rodriguez

Nothing to report.

I. Building and Grounds Committee – Rodriguez

Nothing to report.

I. Audit Committee – Farmer

Farmer stated that Ali Bullock noted that February is reconciled in QBO. All documents have been submitted to the auditor portal except 3-line asset-related items. The first is asset disposal. Ali Bullock is going to check with Simon

Frech. Donor restricted balances net assets of December 31, 2023. The second is a detailed list of all disbursements over \$2,500 posted for any repair. That source document is QBO. The third is in-kind donations. RCR needs Dennis Maher's list of CDs. KMUD has the ticket paperwork. After those items are submitted, RCR will contact the auditor. RCR must determine whether payroll and depreciation entries should be made monthly. Brown asked Farmer to cc the Station Manager on all communications with the auditor.

J. Election Committee – Anderson

Anderson pointed out that elections are time-consuming and expensive. It took 34 hours of volunteer time to stuff ballots into 1027 envelopes. There were \$700 in stamps, two reams of paper, four boxes of 500 envelopes, 110 sheets of stickers, and Dorothee Schaefer's time. The costs totaled \$1K for the election. Dorothee Schaefer donated time stuffing envelopes. Deny thanked everyone for all their help. Chapdelaine recused herself from ballot-specific tasks. Ballots will be counted on April 4, 2024. Anderson also stated that people have expressed interest in the board-appointed seat.

K. Manager Hiring Committee – Chapdelaine

Chapdelaine stated that the Manager Hiring Committee was charged with advertising. Many applicants were from all walks of life, and the Committee interviewed 6-8 people. Two people would make excellent candidates. One lives here, and the other does not. The first choice has until Friday to accept. If the first choice is not accepted, the Manager Hiring Committee will go with the second-choice person.

Deny added that the candidates are different types of folks with excellent skills who are passionate about KMUD. Deny wants another meeting before presenting the candidate to the RCR Board. If the KMUD Board does not approve, they will go to the next person in the line, and if that person is not approved, then the Manager Hiring Committee will go back to the drawing board. Deny pointed out that selecting a new Station Manager requires a majority vote.

Brown expressed concern about the starting date of the new candidate

and her lack of availability if the starting date continues to be pushed back. Alternatively, Brown can move to her job and work part-time remotely. March 4 was Brown's preferred deadline, but the contract stated the end date is when a new Station Manager is hired. If Brown works part-time, Chapdelaine pointed out that Brown will no longer be an Interim Station Manager but rather an assistant. Brown is willing to come back and train the new Station Manager.

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 and the agenda distributed before the meeting and on the KMUD website. Don't hesitate to contact the committee chair for access to other meetings. The next meeting will be on April 9, 2024.

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|--------------------|------------------------------|
| 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. |
| Candidate Forum | March 7, at 5:00 p.m. |

XIII. Closed Session – Personnel

XIV. Adjournment Meeting

Adjourned at 5:37 p.m.

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Attachment I

VOLUNTEERS' AGREEMENT- DRAFT

Thank you for volunteering at KMUD!

KMUD depends on volunteer energy. To offer the community great programming, access to the airwaves and a diversity of voices, we need to pay the bills and keep our facilities maintained. From answering the phones during the fund drives to tidying up the kitchen and staffing benefit events, volunteer energy is the glue that holds it all together. In this way, each volunteer, whether or not they are a programmer, is a citizen of the KMUD community. These are some elements of that citizenship:

- I agree to obtain permission from the Station Manager or Board of Directors before acting as a spokesperson or agent for KMUD and before using KMUD's name in association with any public event or activity.
- I will 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.
- If I post any personal opinions related to RCR, I will clearly state that I am a volunteer and I will make certain to state that the views expressed are purely my own and not necessarily those of RCR.
- If I so choose, I may exchange twelve hours of volunteer work (pre-approved by the Station Manager) for a one-year membership in KMUD.
- I will pay attention that my energy adds to rather than detracts from the work being done by other KMUD volunteers and/or KMUD staff.
- Ranting, aggressiveness, or other inappropriate language directed at a person or persons will not be tolerated and I will be removed from the volunteer roster if I engage in this behavior.
- Our organization knows that conflict may arise at times. If it does, I will follow the steps in the KMUD policy manual to resolve the conflict. The first step is to talk directly to the person involved, and I agree to do that in a non-confrontational way.
- I agree to follow Coordinator/Staff instructions regarding Project times, locations, and "how-to's".

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- RCR works as a team to produce its mission. Teamwork requires personal needs to be minimized so the group effort is not hampered by unnecessary demands on the limited energy of the volunteers, board and staff.

Name:

Preferred form of address:

Address:

Phone:

Cell _____ Landline _____

The preferred way to get in touch with you (text, voice mail, message machine, email?): _____

Email address:

I have CPR/First Aid training yes no current lapsed

Preferred type of volunteer work:

- Special Events
- Events- clean up
- Events-cooking
- Events- decor
- Events- Heavy lifting
- Front Desk
- Groundskeeping
- Music Library
- Pledge Drive-Food
- Pledge Drive-Phones
- Publications
- Clerical
- Maintenance

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- Office Cleaning
- Dump/Recycling
- Mailings
- Tabling
- Tree Pruning
- Use of truck
- Website
- Summer Arts coffee booth
- Winter Fair at Mateel
- Community Advisory Board
- Board of Directors

Volunteer

Date Signed

Volunteer Coordinator

Date Signed

Attachment II

5.5.3 Accrual Log

The Station Manager shall maintain and sign a monthly log of vacation and sick days accrued and used.