

MINUTES

Redwood Community Radio

Board of Directors Meeting - 6 May, 2014 - 5 pm
Healy Senior Center, Redway, CA

- I. **Call to order:** Meeting ground rules; opening comments from the President
- II. **Roll call:** MEMBERS' REPS - **President** Siena Klein, **Treasurer** Nella White. PROGRAMMERS' REPS - **Vice President** Noel Soucy, Marcy Stein, **Secretary** Jack Frybulous. BOARD-APPOINTED - Mark Marchese. Station Manager Jeanette Todd (ex-officio).

Absent: BOARD-APPOINTED - Christine Doyka, Kim Peterson, and MEMBERS' REP Julia Minton.
- III. Jack moved we approve April Minutes. Three revisions were accepted, Noel seconded; passed. Approval of March minutes tabled.
- IV. **Approval of agenda** - Jack moved that Closed Session follow Open Time, Noel seconded; passed unanimously.
- V. **Open time** – no speakers.
- VI. **Closed Session – Staff salaries budget**
- VII. **Management report** – See written report in Public File.

Auditor is ready to go, but there have been delays in financial staff's delivery of information to her. Jeanette to attend PMBA Conference to learn more about CPB compliance, FCC licensing, Internet and online credit-card use, etc. License extension agreement with Plateau Peak Towers. Pledge drive dates unchanged. Dazey Days bar was about \$4K of gross income: good intake, low overhead (about \$400). Prep for KMUD Coffee booth. Cannabis Pledge Drive was very well received, with an est. \$70K taken in. Emerald Tech doing upgrades at station, and donating 50% their labor. On-air trainings are going great, and will be offered about twice a month.

Siena distributed, and asked Board members to sign, *Conflict of Interest* statements.
- VIII. **Consent calendar**
 - A. Board directs Policy Com to begin work on bylaw and policy revisions that make election (and other) timeframes more flexible. For this year, the Board makes an exception to the Bylaws to hold the Annual Membership Meeting on June 17, separately from the June board meeting.
 - B. Board finalizes the deletion of policy 6.19.1, "Underwriting -- Read On-Air," which received first consideration in March.

- C. Board directs Policy Com. to work with the Station Manager on the vacation-accrual policy, and a cost-of-living percentage increase policy
- D. Board approves fundraising for expenses for Station Manager for PMBA conference in Portland, 27-30 May – approximately \$1200.
- E. Board appoints Mark Marchese as Chair of Policy Com.
- F. The Board revises policy 2.2.7, Parliamentarian, to read: "At each new Board's first meeting, it shall appoint a Parliamentarian who is familiar with the meeting rules in this Policy Manual. The Parliamentarian is assisted by Policy Committee members, as well as all board members, in supporting the President by keeping RCR meeting rules in mind during Board meetings." This is the first of two required approvals.

Noel moved to approve consent calendar, Jack seconded; 5 yeas.

IX. Treasurer's report -- see also Finance Com. minutes in Public File.

Julia has resigned as Treasurer; her letter is in the board packet. Nella's appointment as Treasurer will be added to next month's Consent Calendar.

Nella: Treasurer's reports should not be required so long as Finance Committee meeting Minutes are made available. Troubled about the amount of pressure on Jeanette to deal with complicated financial questions. She suggests a semi-annual meeting to look at financials. There is a monthly budget-to-actual report, and if it's not way off, then questions be saved for that semi-annual review.

Discussions around finding options for line-of-credit. A financial consultant a year ago said we should use the \$50K to secure a line of credit, and wants to see a system that makes people jump through hoops before money is spent - Board approval, if a payback scheme for withdrawals is included. Jack asked that Finance Com. reports include expressions of short- and long-term concerns.

X. Unfinished business

- A. CPB requirements (see esp. pp. 16-17: CPB general provisions). Reminder: HAF offers a class on multi-cultural inclusion. Siena is still working on setting up a workshop to comply with that requirement.
- B. Auditor's contract – Jeanette has communicated to the auditor, but hasn't heard back and there is not yet a signed contract. JT said that Stacy has agreed to May 31 if we got required documents to her by the end of the week, which seems unlikely.
- C. Tech proposal – tech reserve? Emerald Tech coming in - see Mgr's Report. Jeanette reminded that it was discussed in Finance Com.
- D. Budget approval – and discussion of deficit, if there is one.

Noel moved we approve the Finance Com recommendations regarding the 3 line-items (which would result in Board approval of the 2014 Budget) and the approval of \$5K from the Fitch Fund to make our website more user-friendly to smaller devices, Mark seconded. Unanimously passed.

Jama said Minutes should be explicit about \$5K having been withdrawn from Fitch funds for website project. Nella: it must always be clear when expenditures are paid for with Fitch funds.

XI. New business

- A. SM report on FCC and CPB matters. Jeanette: KZYX and KHSU also have not yet received their FCC licenses.
- B. Consider creation of a Compliance Com. – tabled.*
- C. Create new Board job description – tabled.*
- D. Schedule date with Management Evaluation Com. to meet with Board. A discussion was had during closed session. Noel moved we forgo the MEC meeting with the Board. Nella seconded. Unanimous.
- E. Board member absences – [This discussion took place following the Closed Session.] Mark moved that we add to the agenda discussion of Kim Peterson’s absences from Board meetings. Jack seconds; passed unanimously. Nella moved we terminate Kim’s appointment to the Board. Marcy seconded. Five yeas, Noel abstained.

** - Noel moved we table New Business items B and C. Jack seconded. All 4 remaining Board members (Marcy and Mark having left) in favor.*

XII. Reports

- A. Programmers’ Reps. – there will be a meeting for Programmers and Volunteers, including a candidates’ forum, after the June 17 Membership Meeting. Candidates needed by May 30 for Marcy.
- B. Members’ Reps.
- C. Community Advisory Boards
- D. Correspondence Secretaries
- E. Development Com. – Jeanette said yesterday’s meeting went well. Bequest mailing being prepared. Lots of outreach and fundraising events this summer.
 - i. Pledge Drive subcom.
- F. Policy Com. – see written report in Public File.
- G. Mediation Com.
- H. Website Com. – see written report in Public File. Siena announces her resignation from the Website Com.
- I. Emergency Preparedness Com.
- J. Management Evaluation Com.
- K. Transition Com.
- L. Elections Com. – Jama asked if there is a ballot-counting date yet for the members’ election. (There is not.)

XIII. Monthly Meetings – dates and times

Unless otherwise noted, all meetings take place at KMUD, 1144 Redway Dr., Redway, CA.
If you plan to attend a meeting, it would be wise to confirm no changes have taken place.

- A. Development 1st Mon., 3 pm
- B. Board of Directors 1st Tues., 5 pm
- C. Executive 2nd Mon., 11:30 am
- D. Policy 2nd Mon., 3 pm
- E. Website 2nd Tues., 10 am
- F. Pledge Drive "Wrap-up" May 13, 2 pm
- G. Mediation 2nd Tues., 5:15 (867-B Redwood Dr., Garberville)
- H. Finance 3rd Tues., 3 pm
- I. Board/Staff Talk Show 2nd Wed. (Jul., Oct., Jan., April)
- J. Board/Staff meeting 3rd Tues. (Jun., Sep., Dec., Mar.)

Minutes submitted by the Secretary July 1, 2014.