

Golden Valley Community Broadcasters, Inc.
KZFR Community Radio Board of Directors
BOARD MEETING MINUTES

Board Meeting Date: 11 June 2024

Location: In-Person

Commencement Time: 6:00 pm

Meeting Open 6:02 pm/Meeting Closed 8:30 pm

Present:

A quorum is defined as 'majority of board of directors' under Bylaws, Sec. 5. Currently, KZFR has 10 Board Members.

Karl Ory (Pres.)

Paul Blackwood

Laura Lukes (VP)

Kim Weir

Jeannie Trizzino (Sec.)

Mary Tribbey

Julie Kennedy

Mark Gray*

Absent: Michael McGinnis (Trea.)

Eric Johnson

*programmer-elected

Staff:

Grant Parks, General Manager

Leah McKean, Volunteer Coordinator

Ray Laager, Underwriting Director

Guests:

Emmanuelle Sainte, Board Applicant

David Fuhs, Programmer and Board Applicant

1. Meeting Opening

1.1 Call to Order/ Begin Recording/Welcome/Attendance

1.2 Amend/Approve Agenda

Discussion: Karl suggested amending the agenda to Item 2.6 *Approve Budget* to after Item 3.

Staff and Committee Updates. Laura added Items 2.1 through 2.5 to that amendment.

Action: Motion to approve the Agenda as amended: Julie Kennedy

Seconded: Jeannie Trizzino

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Michael McGinnis, Eric Johson

1.3 Amend/Approve Previous Minutes

Discussion: Jeannie noted that the minutes included in the June 11 Agenda Packet had not been revised per the May meeting (these revisions were minor corrections).

Action: Motion to approve May minutes with revisions to follow: Laura Lukes

Seconded- Jeannie Trizzino

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Michael McGinnis, Eric Johnson

The final of the May minutes will be included in the July agenda packet.

1.4 Treasurer's Update

1.4.1. Review and Approve March 2024 Financials

Discussion: No discussion.

Action: Motion to approve March 2024 Financials: Paul Blackwood

Seconded: Julie Kennedy

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Michael McGinnis, Eric Johnson

1.5 Public Input/Correspondence

Discussion: Board Members and most staff members were cc'd on an email sent by Alicia Trider regarding programmers' use of accents on two programs. Ms. Trider had sent previous emails on the same topic, which the Board had referred to the Program Committee. The Board agreed to include this matter as an agenda item of discussion at the July meeting.

Action: Motion to add Ms. Trider’s complaint to the July agenda for discussion: Laura Lukes
Seconded: Mary Tribbey

Roll Call Vote:

Ayes: Paul Blackwood, Mark Gray, Julie Kennedy, Laura Lukes, Mary Tribbey, Jeannie Trizzino, Kim Weir

Noes: Karl Ory

Abstain: None

Absent: Michael McGinnis, Eric Johnson

1.6 Meeting Notices and Announcements (see agenda for details)

BOD Event Cash Counts:

Count Date	Event	Signed Up	Need
Mon July 1, 2024	Alice diMicele	Laura Lukes / Julie Kennedy	Filled
Wed, July 31, 2024	Paul Thorn		2 people
Mon, Sept 16, 2024	Touch of Chico		2 people

Grant notes that the dates listed on this table are the date of the count, not the event.

2. Action Items (moved to after 3. Staff and Committee Updates)

3. Staff and Committee Updates

3.1 Staff Reports

3.1.1. GM Report-Grant Parks

--Submitted prior to meeting.

–Mary asks about programmers’ ability to record their shows now that the Marantz Flash player has died. After discussion, Grant noted that approximately 3-4 programmers a week are recording their shows via Shirley, and each show takes her just a few minutes to transfer to DropBox.

–Mary asks about the HVAC replacement. Is this the same HVAC we replaced in 2022? Grant notes that the 2022 HVAC heats and cools Studios A and B and the Server Closet. The broken HVAC serves the offices in Suites 410 and 411. The bid from Jessee Heating and Air is about \$17,000. Grant got a second estimate from Grimes, which was recommended by the building owner. Grimes’ estimate was about \$11,000, not including the permit (~~\$700).

–Karl noted that we have invested a large amount of money in a building we do not own, and rent our suites on a month to month basis.

–Grant noted that for most renters in this building, the landlord supplies the HVAC, but that many years ago, KZFR installed our own system, so that repairs and replacements are our responsibility.

–Karl brought up the possibility of seeking a long term lease. Grant will approach the building owner about this.

–David suggests we look into buying the building for long-term stability.

–Mark notes that at the very least we find out what terms the building is held under: trust? And what would be the outcome should something happen to the current owner.

–Grant says he will consult with the landlord about the possibility.

3.1.2. Underwriting Report- Ray Laager

--Submitted prior to meeting.

--Ray noted we took a hit last month, losing two long time underwriters: AES and Chico Community Acupuncture, resulting in about 20% lower income for that month, and Ray said that June and July are typically low income months.

–Karl mentioned that his niece, who works at a commercial radio station in Oregon, noted that all employees are also involved in advertising and finding funding. Ray agreed that all of us should be on the lookout for ways to bring in additional funding for KZFR.

–Finally, Ray said that the best way to support our underwriters is to use their businesses and to thank them.

3.1.3 Volunteer Coordinator Report- Leah McKean

--Submitted prior to meeting.

–Leah added that she landed our very first sponsor for 2024 Touch of Chico, Embarc, and Laura noted that it was at the highest level of sponsorship.

–Julie wondered about any changes to this year’s event, and Leah replied that the time had been scaled down by a couple of hours, but that it was still on a Sunday in mid-September at the Chico Creek Nature Center.

–Jeannie complimented Leah’s monitoring of other radio stations’ use of social media, in particular that KVMR and NPR had dropped Twitter / X. KBOO still uses this medium.

3.2 Committee Reports

3.2.1. Executive Committee- Karl Ory

-The Committee met on June 4. Meeting notes are available in the shared drive. Karl reported that the Executive Committee recommends:

- *Re-appointment of Board members:* Laura and Mary (both have completed their first two-year term).
- *Election of FY 2024-2025 Officers:* Laura as President; Karl as Vice-President; Mary as Secretary; and Paul as Treasurer.
- *Confirmation of Ex-Officio Board Members:* Rob Davidson and Jeannie Trizzino.
- *Recommendation to approve Proposed FY 2024-2025 Budget as presented.*
- *Discussion of “carry-over” funds from FY 2023-2024.*
- *Discussion of whether to close or continue outreach for new Board members to apply.*

3.2.2. Program Committee (PC)- Grant Parks

-Grant’s report and meeting agenda and minutes are available on the shared drive.

-Karl asks about new programs. Grant notes that application and approval for such involve looking at our Mission Statement and seeing where such programs might fit into the existing schedule.

-Grant notes that currently 3 programmers have applied to serve on the Board of Directors.

-David notes that the Bylaws are in conflict about how many programmers can serve on the Program Committee.

-Karl would like to make sure that the election schedule coincides with that of the Board.

-Jeannie agrees with the strategy to have a new programmer propose a show, then train, so that they have a goal in mind when they go through the training process.

-Emmanuelle asks about the next new programmer training session: June 17 at 5 pm.

-Jeannie would like the Board to have access to the review summary of the recently completed Chico Velo podcast series. She is curious to see how the Program Committee felt about it.

3.2.3. Community Advisory Board (CAB)- Karl Ory

--The Community Advisory Board (CAB) did not meet.

--Karl reported that CAB members are invited to the upcoming DEI meeting, and that we are past due in scheduling their meeting. He noted that the incoming Board will be responsible for reactivating the CAB. Ideally, we would have 6-7 members on this committee, and it’s an opportunity for folks who want to volunteer with KZFR but can’t commit to the Board.

–Jeannie notes that the Board created a guidance document for the CAB and it seemed that is when CAB members’ interest in serving waned.

–Mark offered to serve as Board liaison to the CAB when it does start back up.

–Karl notes that the administrative tasks are the responsibility of the Board *president??. not the liaison.

3.2.4. Fundraising Committee/Grant Writing Sub-Committee- Grant Parks

--Meeting notes are available on the shared drive.

--Grant announced that the committee had submitted a grant to the California Arts Council (operational costs of \$30,000) which requires a 1-1 match, which will be met by our Unrestricted Grant Funding from CPB. Results will be announced in August. Discussion about our odds, and that grants usually go to large urban areas, and very few radio stations. No one else from Butte County applied, to the committee’s knowledge.

–Grant noted that for FY 2024-2025 we exceeded the CPB’s Non-Federal Funding Source requirement, which is currently \$300,000, by just over \$50,000. This match amount is set by the CPB.

–Leah noted that we have been selected by the Power of 100 Women to present at their next meeting. We presented, but were not selected, about 3 years ago.

3.2.5. Document Review Committee- Laura Lukes

–The Committee is continuing to work on the Bylaws, line by line. Currently, Article 5, which describes the duties of the Executive Officers, is under review.

–Karl noted that he had suggested structural revisions, specifically regarding deleting language about term limits (currently 6 years) , and the terms of service (currently 2 years). This might help with the amount of turnover.

–Laura invites everyone to read the bylaws in general and the current article under review and submit any revisions or suggestions. She also invited Board Members to join the Committee.

--Next meeting is scheduled for July 23.

3.2.6. Strategic Plan Committee- Rob Davidson/Mary Tribbey

--Mary noted that the Committee met yesterday evening. They incorporated feedback from the News Committee regarding their tasks as presented in the draft SPC and are currently soliciting feedback from the Program Committee regarding theirs. The SPC also reviewed and revised their tasks.

–The SPC hopes to complete a draft summary of the Public Facing plan document by August, and would like to present it to the programmers, ideally at the Fall All-Station Meeting.

3.2.7. News Committee- Kim Weir

–Proposal included in the Agenda Packet.

–Kim emphasized the importance of timing in this effort, and that she feels strongly that now is the right time, and that it is not a huge risk financially. State legislation is in the works (SB 8886) to reimburse news providers when social media giants use their copy. In addition, Kim noted that Press Forward, a coalition of local news providers (Chico News and Review, ChicoSol News, Up the Road, Metric Cosmetics, and possibly KZFR) is applying for a large grant, but we must have a news program in place to qualify for a piece of this funding.

–In terms of timing, the News Committee hopes to have a current news program airing by early November.

–In terms of funding, for ~ 3/4 of the FY would amount to \$37,500.

–Discussion ensued:

- David: CN&R is down to once a month, and there is currently no source of “down and dirty” news in our area. We can fill a need and conform with our chartered Mission. If we get the right people involved, we can get a weekly show on the air.
- Julie: Is there any room at all in the budget for this effort? Where else can we find funds? Is there room in the future to continue funding a news department?
- Karl: Is the news program sustainable?
- Grant: The proposed FY 2024-2025 budget is already quite slim. The capital improvements wish list is not included in any of the proposed coming FY budget.
- Kim: Recent decisions regarding increase in staff and staff hours have impacted the budget. She mentioned the CDs we currently hold. Notes that the budget request is not huge.
- Julie and Kim: alternative ways to fund it, especially since U/W is low right now. Specific grants, etc.
- Mark: Are there specific U/Ws we can target to fund a news program (as NPR does). Notes that there is no real profit in news programming (i.e., financial condition of CNR and Chico Sol), and that the reason that KZFR’s programming is heavy on music is that it’s cheap as it’s all volunteers providing the

programming. Feels that we need a good discussion about where to go and how to sustain it.

- David: Need for a 1-time Angel Donor. One reason he is applying for the Board is to help guide our fundraising efforts in a new direction and towards bigger amounts.
- Mary: Do we have to go for this now, on the timeline proposed by the committee? Or do we first look for funding? Is concerned about the partnership with Press Forward and what the terms of our commitment would be.
- Mark: Suggests seeing how other Community Radio stations fund and work with news programs. Notes KZFR has a history of trying to develop news programming. Notes that we currently have a number of excellent information programs.
- Paul: Notes that grants often have restrictions about how funds can be used, and require compliance and reporting.

At this point, we took a short break. When we returned:

- Julie proposed we return to this discussion at our next meeting, bringing more ideas to the table about funding and sustainability.
- Jeannie suggests a Pilot News show be drafted, so we can review a sample production. This would also be useful when recruiting a News Director, as they could see what we are looking for, and if the proposed labor time is sufficient. Discussion ensued about some details of this pilot episode.
- Jeannie notes that typically, partnerships such as the one proposed in Press Forward, require an MOU and wonders what the details of our commitment would be. Knowing that would help the board decide.
- Kim notes that we need to decide, then develop the language needed for the partnership.
- Laura notes that the basic question is does this Board want to fund a News Department? And that when we come back next month for further discussion, this may provide a basic framework for analysis.

4. Matters for Discussion

4.1 Board Applications

Moved to after our closed session interview with Board Applicant Emmanuelle Saint.

2. Action Items

2.1 Re-appointment of Board Members

Discussion: None

Action: Motion to approve the re-appointment of Mary and Laura for a two year term: Jeannie Trizzino

Seconded: Kim

Roll Call Vote:

Ayes: Unanimous

Noes: None

Abstain: None

Absent: Michael McGinnis, Eric Johnson

2.2 Election of Officers FY 2024-2025

Discussion: None

Action: Karl called for the approval the following slate of officers for FY 2024-2025:

- President: Laura Lukes
- Vice-President: Karl Ory
- Treasurer: Paul Blackwood
- Secretary: Mary Tribbey

Roll Call Vote:

Ayes: Unanimous

Noes: None

Abstain: None

Absent: Michael McGinnis, Eric Johnson

2.3 Confirmation of Ex-Officio Board Members

Discussion: None

Action: Motion to confirm Jeannie Trizzino and Rob Davidson as Ex-Officio Members: Mary Tribbey

Seconded: Laura Lukes

Roll Call Vote:

Ayes: Unanimous

Noes: None

Abstain: None

Absent: Michael McGinnis, Eric Johnson

2.4 Renew Temporary Committees

Discussion: None

Action: Motion to approve all current temporary / ad hoc committees for FY 2024-2025: Laura Lukes

Seconded: Paul Blackwood

Roll Call Vote:

Ayes: Unanimous

Noes: None

Abstain: None

Absent: Michael McGinnis, Eric Johnson

2.5 Approve Employee Handbook Revision relating to Health Insurance Benefits moved to closed session.

2.6 Approve Budget FY 2024-2025

Discussion:

–Mary asked about two line items, specifically Utilities for the studio and office, and FY 2023-2024 Forecasted Actuals for Payroll Taxes. The latter was an error in projected expenses, and does not figure into the proposed new FY budget. After discussion, the former was reduced from \$13,247 to \$8,160.

Action: Motion to approve FY 2024-2025 Budget as amended: Mark

Seconded: Julie

Roll Call Vote:

Ayes: Unanimous

Noes: None

Abstain: None

Absent: Michael McGinnis, Eric Johnson

5. Closed Session

5.1 Consideration of Board Applications

5.1.1 Emmanuelle Sainte

Action: Motion to approve Emmanuelle Sainte's application for the Board: Karl

Seconded: Mary

Roll Call Vote:

Ayes: Unanimous

Noes: None

Abstain: None

Absent: Michael McGinnis, Eric Johnson

5.2 Employee Handbook Revision

Discussion:

–Laura noted that the budget just passed included a line item for Payroll Expenses - Insurance Health / Dental of \$17,500.

–Laura noted that Paul Blackwood had helped the Executive Committee understand that the option of joining a federal HRA would most likely not be a good fit for KZFR. Accordingly, the proposed revision to the Employee Handbook is:

“The Station does not provide health insurance through a group health plan. Rather, the Station offers a stipend intended to help cover health insurance and other medical costs. The amount of the stipend will be determined annually as a part of the FY budget proposal and approval process.”

Action: Motion to approve the Handbook Revision language as above: Laura

Seconded: Mark

Roll Call Vote:

Ayes: Unanimous

Noes: None

Abstain: None

Absent: Michael McGinnis, Eric Johnson

4.1 Board Applications

Discussion: Do we keep recruiting applicants to the Board?

Action: Motion to stop recruiting: Mary Tribbey

Seconded: Laura Lukes

Roll Call Vote:

Ayes: Unanimous

Noes: None

Abstain: None

Absent: Michael McGinnis, Eric Johnson

6. Meeting Finalization

6.1 Review Items for next BOD Agenda: Discussion items for June meeting:

- Public Correspondence from Alicia Trider
- News Committee Proposal

6.2 Meeting Close/Thank You

Next meeting will be 9 July 2024 at 6:00 PM via Zoom.

Meeting minutes respectfully submitted by L. Lukes

DRAFT