

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

Board Meeting Date: 8 August 2023

Location: Virtual Meeting

Commencement Time: 6:05 pm

Meeting Open-6:05 pm/Meeting Closed 7:22 pm

Present:

Five needed for quorum, defined as ‘majority of board of directors’ under Bylaws, Sec. 5.

Karl Ory (Pres.)

Sarah Downs

Mary Tribbey

Laura Lukes (VP)

Mark Gray*

Kim Weir

Jeannie Trizzino (Sec.)

Michael Gregg*

Paul Blackwood

Eric Johnson

Absent: Michael McGinnis (Trea.)

*programmer-elected

Staff:

Grant Parks, General Manager

Ray Laager, Underwriting Director

Leah McKean, Volunteer Coordinator

Guests:

1. Meeting Opening

1.1 Call to Order/ Begin Recording/Welcome/Attendance

1.2 Amend/Approve Agenda

Discussion:

Karl proposes to amend the agenda to include a discussion about how large of a Board we would like to have, an expanded discussion on the Strategic Planning Committee, and a training

opportunity. Mary proposes to amend the agenda to also include a discussion about the Grassroots radio conference in item 4.3.

Action: Motion to approve the agenda as amended. –Laura Lukes

Seconded- Jeannie Trizzino

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Michael McGinnis (Trea.)

1.3 Amend/Approve Previous Minutes

Discussion:

Jeannie points out that the minutes are missing the start and end times for the meeting. Mary also requests that there be a correction to the notes under the Strategic Plan Committee that they discussed 7-8 questions on the Programmer's survey, but received more than 7-8 Programmer surveys; about 50% of programmer responded to the survey.

Action: Motion to approve July minutes as amended. – Laura Lukes

Seconded- Mary Tribbey

Roll Call Vote:

Ayes: All

Noes: None

Abstain: Eric Johnson

Absent: Michael McGinnis (Trea.)

1.4 Treasurer's Update

1.4.1. Review and Approve July 2023 Financials

Discussion:

--Karl suggests that we table approval of the financials until the next meeting since Michael is not present. Eric asks who he would talk to to gain a deeper understanding of our financials. Grant offers to help with this. Grant explains the reasons why the financials came in delayed this month- the bank processing took a while to authorize things, Monday to cross-reference it all,

and only the current day to finalize it all. Karl suggests that when the Executive Committee can't review financials at least a week prior to Board meetings that we consider deferring approval.

Action: Motion to table approval of July 2023 Financials until the next Board meeting. –Kim Weir

Seconded- Laura Lukes

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Michael McGinnis (Trea.)

1.5 Public Input/Correspondence

Discussion:

--No public input/correspondence received.

1.6 Announcements and Recommendations

Fundraising Committee: TBD

Grant Writing Committee: 8/15 at 1:00 pm at station (3rd Tuesday)

Document Review Committee: 8/29 at 5:30 pm on Zoom

Strategic Planning Committee: 8/14 at 6:00 pm at Mary's

News Committee: on hold

See: [KZFR Board and Committee Meeting Google Calendar](#)

Programmer Get-together- Sunday 8/13!

Welcome to new board members!

Mark Gray and Michael Gregg- Programmer-Elected

Paul Blackwood and Kim Weir

Reminder for all Directors:

Annual Conflict of Interest Statement (COI)- Please review, sign, and send to Board Vice President. The policy and form are in the Board Policy Manual, available as a shortcut in the [KZFR Board of Director's Materials folder on the Google drive.](#)

The CPB mandatory harassment and bias prevention online training deadline is September 30, 2023. Contact Grant if you have questions.

--Karl confirms that Board members can send Laura a PDF of the Conflict of Interest Statement (COI), a physical copy is NOT needed.

2. Action Items- NONE

3. Staff and Committee Updates

3.1 Staff Reports

3.1.1. GM Report-Grant Parks

--Submitted prior to meeting.

--The Board asks Grant to share a little bit more about the Impact for All Initiative and how it will go along with Strategic Planning. Grant explains that the Initiative will be a deep dive into the station's finances and structural organization; they will use the data we provide to them to compare us to similar stations both within and out of our region to see the ones which are performing well, while also finding out which areas of growth within the radio industry that we could be applying. Grant expects that he'll be sending FSR reports, Nielson ratings, our 2021 listener survey, strategic plan responses, etc. by next week. At the end, they'll send a report with their findings and their suggestions for us to move forward with within a 5-year plan. We should see this report by the end of December. The Board points out that there is a clause in this agreement that the station agrees to pay for travel. The Board asks if they'll analyze Board performance as well. Grant will get clarification on this next week.

--New Board member asks about a summary of what's happening with wages. Grant explains that at the June Board meeting, a finalized budget was brought as an action item. The Board decided that the Executive Committee should further discuss wages and benefits for employees. The budget was approved pending these changes. At the July Executive meeting, a group was established to discuss this. A summary of this discussion was brought to the Executive committee last week. These changes were added into the budget item. Grant also brought some other amendments to the budget. Grant then summarizes the proposed budget he would like to see approved tonight. He points out that the biggest change is that our expected grants has increased by approx. \$77,000. The Board asks about the Grants line item- is the \$27,000 USDA amount a bankable amount to put in as a line item in our budget. Grant explains that this program with the USDA has been going on for several years, and this amount is a carry-over from a previous year. Within this month, they've confirmed receipt of our ACH banking form. We have signed an agreement with the USDA that we will be receiving our 45%, or \$27,000 upon completion of the grant installation of the transmitter gear.

--Karl points out that there is a 3-4-day intensive training opportunity for non-profit executive directors being sponsored by the North State Community Foundation. He proposes we add another \$2500 to training in our budget for these kinds of opportunities.

3.1.2. Underwriting Report- Ray Laager

--Submitted prior to meeting.

--The Board asks about Ray's comment about how some new underwriters do not see radio advertising as much value. Ray: it is difficult; most new businesses are spending more on advertising on Google, etc. It is a continued challenge throughout the industry. Board asks if we can offer anything like social media promotion- Ray says he doesn't think we have the infrastructure at this time, but it could come up in the future.

--The Board asks about underwriting trends and how the current trends compare with pre-COVID. Ray: we have had some price increases over the last couple of years that have helped. We have never raised prices on existing clients. We are in a good spot and continue to receive new underwriters, and we are continuing to grow in the events area. The Board asks if we ever hold any kind of events for our underwriters. Ray: we have not in the past. People may be too busy.

--The Board asks Ray to give a brief overview of BNI. Ray: Business Networking International; He joined approx. 10 years ago. 3rd term as President. It is a business networking group that meets every Thursday of the week that shares business referrals. Other chapter members help promote us and bring us business. This has been a real game changer for us.

--The Board asks Ray how he goes about getting new underwriters, does he do any cold calling, etc.? Ray: he does constantly actively solicit. He does email blasts, cold-calling, etc. Ray encourages everyone to pass on any potential underwriting leads to him.

3.1.3 Volunteer Coordinator Report- Leah McKean

--Submitted prior to meeting.

--The Board shares appreciation for Leah's creation of an "In Memoriam" page on the KZFR website.

--The Board asks if Leah has any specific plans for aiding in communications between the Board and Programmers. Leah: no specific plans, she just wants to be kept in the loop.

3.2 Committee Reports

3.2.1. Executive Committee- Karl Ory

-The Committee met last week in preparation for the Board meeting.

3.2.2. Program Committee (PC)- Grant Parks

--Submitted prior to meeting.

--The Board asks about Program Committee appointments and number of members. Grant: member-wise we are in a good place and we have a good ratio of programmers to community members. Membership is based on a 2-year basis.

3.2.3. Community Advisory Board (CAB)- Karl Ory

--The Community Advisory Board (CAB) will be holding a meeting this month.

--Karl points out that the CAB still needs a Board liaison. Laura suggests that it would be beneficial to have a Board member who is also a programmer act as the CAB liaison. Michael volunteers for this position.

--Mary suggests that the annual report by the CAB be done at the end of a calendar year so that it could be used to inform budget and/or actions for the upcoming year. Karl agrees with this suggestion.

--Laura points out that the CAB guidelines are available to the Board liaison in the Board shared Google drive.

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

--Karl informs the Board about these committees; The Fundraising Committee acted as a finance committee reviewing our financials on a monthly basis, this task has since been passed to the Executive Committee. The Fundraising Committee will now be focused more on different revenue streams.

--Karl notes people who have expressed interest in joining the Fundraising Committee: Laura, Kim, Eric, Paul, and Mark. Laura plans to step down from the Fundraising/Grant writing committee to focus more on the Executive and Document Review Committees.

--Next meeting will be held 15 August at 1pm at the station. Grant will open this meeting to all the new Board members who showed interest and will be sending out a group email.

3.2.5. Document Review Committee

--Committee has been working on reviewing the draft Employee Handbook. They will likely be working on the Bylaws next.

--Karl takes note of current members and interested new members: Rob Davidson, Laura, Jeannie, Grant, Steve Scarborough, and Sarah.

--Next meeting will be held 29 August.

3.2.6. Strategic Plan Committee

--Mary reports that the Committee is in the middle of the data collection effort. She shows the different surveys that have gone out and how many responses each survey has received. She

shows the data flow and explains a bit more of where the Committee is currently at in the process; they are in the middle of prepping charts ahead of a Programmer in-person meeting. They will then have results from the Programmer in-person meeting, date TBD. All results from all the different surveys would be shared at an in-person meeting of the Board and Staff set for 26 September.

--Mary notes current members: herself, Rob, Grant, Michael McGinnis, Karl, and Jeannie.

--Committee was hoping to have completed the third step of writing out the steps for the strategic plan by December; With wanting to review also the data from the Impact for All report this might not begin until after December, with a possible goal for completion of March 2024. This will be good for informing the budget.

3.2.7. News Committee- On hold

--Karl takes note of the members who have expressed interest in this committee: himself, Kim, and Jeannie.

4. Matters for Discussion

4.1 Committee Reorganization

-Discussed above.

4.2 Committee Assignments

-Discussed above.

4.3 Committee Coordination/Reorganization

-Discussed above.

5. Closed Session

5.1 Personnel Matter Discussion

-In closed session, the BOD voted 7-3-1 to approve Budget item #105 recommendation for increase. Laura moves to temporarily strike the insurance and benefits portion of the Employee handbook to be rewritten for the new draft of the Employee handbook. Kim seconds. Karl calls the vote. Results: 7 in favor, 0 opposed, 0 abstentions, 1 absence.

6. Meeting Finalization

5.1 Review Items for next BOD Agenda: No action items at September meeting. No discussion items at September meeting.

5.2 Meeting Close/Thank You

Next meeting will be 12 September 2023 at 6:00 PM *in person at KZFR- 341 Broadway, Studio 416, Chico CA 95928.*

6. Closed Session

Meeting minutes respectfully submitted by S. McCoy