

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

Board Meeting Date: 13 December 2022

Location: Virtual Meeting

Commencement Time: 6:00 pm

Meeting Open- 6pm/Meeting Closed 7:48 pm

Present:

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

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|--------------------------|---------------------------------------|----------------------------------|
| Rob Davidson (Pres.) | Francene Kennedy (Fran) | Laura Lukes |
| Karl Ory (VP) | Mary Tribbey | Steve Scarborough (arrived late) |
| Jeannie Trizzino (Sec.) | Elizabeth Daniels (Liz) | |
| Michael McGinnis (Trea.) | Eliane Da Silva (Lili) (arrived late) | |

Absent: Leah McKean

Staff:

Grant Parks, General Manager

Ray Laager, Underwriting Director

Guests:

1. Meeting Opening

1.1 Call to Order/ Begin Recording/Welcome/Attendance

1.2 Amend/Approve Agenda

Discussion:

No discussion.

Action: Motion to approve agenda. –Laura Lukes

Seconded- Elizabeth Daniels (Liz)

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Eliane Da Silva (Lili)

1.3 Amend/Approve Previous Minutes

Discussion:

No discussion.

Action: Motion to approve November minutes. –Karl Ory

Seconded- Francene Kennedy (Fran)

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Eliane Da Silva (Lili)

1.4 Amend/Approve Previous Month Financials

Discussion:

--The Board discusses various opinions regarding the addition of this new agenda item including the possibility of eliminating item 3.1 from the agenda and including a treasurer's update along with item 1.4. They discuss what documents the Board is to receive as part of the monthly financials, and who they are to receive these from. If anyone is missing anything, feel free to contact Rob. They discuss monthly reports vs. summarized reports from the beginning of the fiscal year as well as including line items in the reports.

Action: Motion to approve November financials. –Karl Ory

Seconded- Elizabeth Daniels (Liz)

Roll Call Vote:

Ayes: All

Noes: None

Abstain: Steve Scarborough

Absent: None

1.5 Public Input/Correspondence

Discussion:

--Received two comments on google comment page regarding language used on air and Spanish language programming.

1.6 Announcements

Discussion:

--Rob acknowledges the passing of Bill Mash and sends out condolences.

--Karl reports that he has had some correspondence with News and Review, KCHO, and RCAC regarding strategic planning. Karl will report this to the committees as well.

2. Action Items

2.1 Approve Co-Sponsorship Policy

--No discussion.

2.2 Approve Investment Policy

--The Board discusses amending the policy to include the language: "funds exceeding this amount shall be invested by the GM in consultation with the Executive Committee in accordance with the guidelines set forth in this investment policy".

--Rob calls the vote to approve both the co-sponsorship and investment policies (as amended) together. Fran moves. Lili seconds. Results: 10 in favor, 0 opposed, 0 absent. Both the co-sponsorship and investment policies are approved.

3. Staff and Committee Updates

3.1 Staff Reports

3.1.1. GM Report-Grant Parks

--Submitted prior to meeting.

--The Board asks questions about CPB grant monies, the current standing with our bank reconciliation and the Bean Counting firm, unpaid pledges, IRS tax filing extensions and timelines, notice of public/open meetings on our voicemail system, and donor information and Little Green Light.

3.1.2. Underwriting Report- Ray Laager

--Submitted prior to meeting.

--The Board asks questions on various topics including how underwriting is itemized in our budget, the format for determining the monetary value of in-kind underwriting donations, short

term and annual contracts and how these are reflected on the budget, outreach to other parts of our listening community, and being able to track actual underwriting dollars flowing into the station in real time.

3.1.3 Volunteer Coordinator Report- Leah McKean

--Submitted prior to meeting. Leah not present to present report.

--No discussions or questions were raised.

3.3 Committee Reports

3.3.1. Executive Committee- Rob Davidson

-The committee met on 8 December. They discussed the fiscal year schedule and some rescheduling and the ad-hoc CAB proposal that Fran and Laura sent to the committee and forwarding it to the Document Review Committee for review.

3.3.2. Program Committee (PC)- Grant Parks

--Submitted prior to meeting.

--The Board asks about how long it will take the committee to get through the programmer evaluations and how often we anticipate going through this process and the new programmer orientations and one-on-one trainings and how they are going in general. The Board discusses opinions about ways to honor and recognize programmers for years of service on-air.

--Jeannie asks Rob to draft a letter of appreciation on behalf of the Board to Dr. Gail for her years of service on air as well as a public letter of condolence for Bill Mash on behalf of the Board. Rob agrees to this task.

3.3.3. Community Advisory Board (CAB)- Rob Davidson

--The committee met on 6 December.

--The CAB expressed interest in being actively involved in our strategic planning process. They are also interested in formalizing the CAB more.

--The Board discusses and offers various opinions about more clearly expressing that the CAB is advisory and not directory in nature as we're putting together policies and guidelines.

--Next meeting will be held on 7 March 2023.

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

--Fundraising report was sent out prior to meeting.

--The Board asks about March 2023 and how full our event schedule is with full event fundraisers, giving Leah access to cash count spreadsheets, and the Secret Trail take overs.

--Rob shares that the TS and KD Glide Foundation have granted the station \$2,000 to help towards improving our infrastructure.

3.3.5. Document Review Committee- Rob Davidson

--Committee did not meet. Next meeting will be held 27 December.

3.3.6. Strategic Plan Committee

--Committee met on 12 December.

--Next meeting will be held in person on 9 January.

3.3.7. News Committee

--Committee did not meet. Next meeting will be held 19 December.

4. Matters for Discussion

4.1 Review Gift Acceptance Policy

--The Board shares their various opinions and insights into the gift acceptance policy. Namely, the inclusion or exclusion of the statement that “prior to acceptance of any gift of real estate other than a personal residence, GVCB shall require an initial environmental review by a qualified environmental firm”. They discuss who would incur the costs of a gift acceptance.

--The policy will be passed to Document Review Committee for further discussion on the topics listed above. The gift acceptance policy will be continued as a discussion item at the January meeting.

4.2 Review KZFR Board Member Committee Work Requirements

--Steve moves to approve the draft KZFR board member committee work requirements. Mary seconds. Results: 10 in favor, 0 opposed, 0 absent. The KZFR board member committee work requirements will be an action item at the January meeting.

4.3 Meeting Format- in person vs. virtual (Zoom)

--The Board discusses their opinions of meeting in person vs. continuing to meet virtually on Zoom.

--The Board concludes that meetings will remain on Zoom for the time being with the possibility of a social gathering and/or quarterly in-person board meetings. Possibility of an in-person meeting in March is proposed. This topic will be continued as a discussion item at the January meeting.

5. Meeting Finalization

5.1 Review Items for next BOD Agenda: Committee work requirements will be an action item at January meeting. Revised gift acceptance policy and meeting format will be discussion items at January meeting.

5.2 Meeting Close/Thank You

Next meeting will be 10 January 2023 on Zoom.

Meeting minutes respectfully submitted by S. McCoy