

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

Board Meeting Date: 12 July 2022

Location: Virtual Meeting

Commencement Time: 6:01 pm

Meeting Open- 6pm/Meeting Closed 7:50pm

**Present:**

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

Rob Davidson (Pres.)

Eliane Silva (Lili)

Mary Tribbey

Karl Ory (VP) (arrived late)

Francene Kennedy (Fran)

Jeannie Trizzino (Sec.)

Steve Scarborough

Elizabeth Currey (Liz)

Laura Lukes

**Absent:** None

**Staff:**

Grant Parks, General Manager

Ray Laager, Underwriting Director

Leah McKean, Volunteer Coordinator

**Guests:** Michael McGinnis (board applicant)

**1. Meeting Opening**

1.1 Call to Order/ Begin Recording/Welcome/Attendance

1.2 Amend/Approve Agenda

**Discussion:**

Rob proposes amending the agenda to add discussion items 4.3; updating bank signatures, 4.4 google file for staff reports; 4.5 conflict of interest document.

**Action:** Motion to approve agenda as amended- Jeannie Trizzino

Seconded- Liz Currey

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: None

### **1.3 Amend/Approve Previous Minutes**

1.3.1 June 14 minutes were distributed via email.

#### **Discussion:**

No discussion.

#### **Action:**

Motion to approve June 14 minutes. - Laura Lukes

Seconded- Fran Kennedy

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: None

### **1.4 Public Input/Correspondence**

#### **Discussion:**

--We received a message on our google form from a listener wanting to hear more living African-American artists. Rob replied to this email emphasizing that diversity of all kinds is very important at KZFR and that we are continually trying to improve diversity of our musical offerings as well as giving this listener a listing of programs where he might hear more living black artists. Rob also encouraged this listener to apply for the community advisory board or program committee.

### **1.5 Announcements**

#### **Discussion:**

--Rob welcomes new board members Fran Kennedy, Laura Lukes, Steve Scarborough, and Mary Tribbey.

--Rob thanks John Burge for his two years of service on the board as Treasurer. Rob welcomes Michael McGinnis to the meeting, who is a board applicant for the position of Treasurer.

## **2. Action Items**

### **2.1 Vote for Board Officers FY 2022-2023**

--Fran expresses appreciation for Jeannie and Karl for stepping into these positions and is looking forward to working with everyone.

--Rob calls the vote to approve Karl Ory as VP and Jeannie Trizzino as Secretary for FY 2022-2023. Liz motions to approve. Laura seconds. Results: 9 in favor, 0 opposed, 0 abstention. Karl and Jeannie are elected to board officers.

## **3. Staff and Committee Updates**

### **3.1 Staff Reports**

#### **3.1.1. GM Report-Grant Parks**

--Submitted prior to meeting.

--Fran asks for clarification on the first paragraph under grant-writing, “all of the equipment outlined in the...”. Grant sent a PDF to the USDA called the equipment list. It lists all of the equipment. This was just a typo/word missing on Grant’s end.

--Laura asks about leveraging in-kind donations. How can we best leverage this asset? Grant: The last couple of years we’ve been trying to utilize in-kind donation of goods and services. Working with our CPB reports, we’ve been able to determine which types of in-kind donation of services (on-air DJ services, time on board, etc.) count towards our CPB grant. We’ve also been capturing discounts we receive (ex. Rent). Grant is open to having a further discussion with Laura about this.

--Jeannie asks about the effects of not meeting our goal during the silent pledge drive. Grant: There’s still some money incoming. The \$15,000 goal was based on getting us that much closer to the \$300,000 CPB funding goal and also not being much of an ask for listeners after finishing a pledge drive about 2 months prior.

#### **3.1.2. Underwriting Report- Ray Laager**

--Submitted prior to meeting via email.

--We had a nice bump due to some bigger-ticket annual underwriting subscriptions. Noble Orchards reopened in Paradise and signed up for a year. Jacobi Real Estate signed up for a year. Ray has been encouraging more businesses to sign up for the year contracts- we’re at about 40%.

--Mary asks about how the annual contracts work. Ray: annual contracts go from July 1- June 30<sup>th</sup> (projected forward).

--Ray: BNI (Business Networking International). KZFR joined about 9 years ago. It brings us a lot of exposure. We're constantly getting new businesses from this. Fran: how wide spread is this network? Ray: Chico has 2 groups. Being in the organization gives you access to all the other groups. Fran asks about any national/international sponsorships. Ray: we work more in the regional aspect. We have had underwriting/sponsorship from national programs. Fran asks if this is something that is an interest of the board. Ray: they usually come to us. Usually it's grant-driven. We've done some sponsorship with Butte County.

### **3.1.3 Volunteer Coordinator Report- Leah McKean**

--Submitted prior to meeting via email.

--Laura thanks Leah for all the work on social media and for her service as volunteer coordinator.

--Liz appreciates all the data, feedback, etc. provided in each report.

--Fran asks if she can help with putting up posters around Yuba City. Leah and Fran will coordinate on this.

--Jeannie appreciates the growth mindset in the reports. She asks about hiring outside staff for Lambstock bar. Is this something we plan on continuing to do in the future? Leah: the ABC is changing requirements. Anyone who serves at a bar and works for a non-profit has to be RBS certified. Hiring cuts into the profit, but the hope is they'll be more efficient at busy events than our usual volunteers. This was a good experiment.

--Steve asks about what the expectation will be for programmers and volunteering going forward. Is the 10-hour commitment sufficient? Leah thinks it's overall looking promising to be able to get programmers to volunteer their time with our current event calendar.

--Karl: Is there a way to get people RBS trained? Grant has been researching this. Training is available to our volunteers/programmers.

--Fran asks if volunteers working the bar are able to be tipped. Previously, volunteers would divide up the tips but this got messy. Fran suggests that this could be used as incentive for people to receive RBS training- only those RBS trained and certified can volunteer for the bar and receive tips. Leah says she would predict we'd have easily have at least a dozen people who would be willing to get trained and certified just to support the station.

### **3.2 Treasurer's Report- Grant Parks**

--Report submitted prior to meeting via email.

--Mary asks about a budget vs. actual for comparison sake. Grant: the report includes current year vs. previous year comparison. Of important note, this report is unreconciled. For example, end of the fiscal year donation income for June 30<sup>th</sup> 2021 was approx. \$151,000 and currently is at approx. \$73,000. This is because the \$151,000 includes all of the in-kind donation of services and goods for the entire fiscal year. As people turn in their paperwork regarding their

volunteerism for the calendar year, this number will increase. Grant also included profit and loss budget vs. actual as well as the previous year comparison in numbers form. Mary asks if this is typically included in every month's report. Grant confirms that this is typical.

--Grant points out that the report shows that we made a quarter of a million dollars less this year than last year. Of this quarter of a million, we received a grant from the CPB for \$185,000 and we also had PPP income the same year. These two one-time larger amount items made the financial figures dimmer than they actually were. Grant is happy to report that we are approx. \$100,000 in the profit for the fiscal year just ended.

--Mary asks if there are other ways to organize these reports. Grant: we can modify the fields to show certain things. Once the new treasurer is in place, this can be discussed further. Mary suggests a short meeting to discuss the organization of this report if anyone else is interested. Fran agrees with Mary. She suggests the same report but with "cheat" highlights of items of important note.

--Rob points out that the fundraising committee has also become a de facto finance review committee. He encourages any new board member interested to get involved with this committee.

### **3.3 Committee Reports**

#### **3.3.1. Executive Committee- Rob Davidson**

-Committee met on 7 July. Committee prepared for board meeting.

#### **3.3.2. Program Committee (PC)- Grant Parks**

--PC report was sent out prior to meeting via email.

--Mary asks what the programming matrix is. Grant: it is a recently approved document that outlines the different types of programming into respective time blocks to show the organization's commitment to news and public affairs and youth programming. Rob: it is included in the programmer's handbook and also in the board policy manual.

--Liz appreciates the focus on recertification and keeping quality programming. Grant says that this is the purpose of recertification and self-evaluations. It's about the opportunity for training.

--Fran appreciates the live in-studio programming such as Studio 416 Blu Egyptian show. Great selection and variety!

--Rob asks about the copyright and fair use issue. He asks how programmers are being informed of this situation and what the protocol is going forward to avoid another situation like this. Grant: the programmers were made aware in an all-programmer email. Shirley and Grant are still keeping an eye out for copyrighted items posted on the website. Part of this is educating our programmers on what copyrighted information is. Rob hopes that this conversation also includes programmers who distribute files of their on-air recordings. Grant says this is copyright infringement and can get us into trouble.

--Jeannie asks if a copyright webinar could be helpful. Grant said he could consider this, but the best idea is for people to email him if they see something so that he is aware. Steve suggests that this training can be a part of the recertification process. Rob likes this idea.

### **3.3.3. Community Advisory Board (CAB)- Rob Davidson**

--A meeting was scheduled but the committee is down to 2 members. The CPB does not have a required number but they recommend 5-10 members. Because of this, the next meeting is on hold while the board is in the recruitment process for new members. Hoping to recruit at least 3 new members.

--Rob encourages board members to encourage people to apply for the board.

--Grant says PSAs are being worked on currently. Leah says that this will be the focus of the Saturday farmer's market- CAB outreach.

--Jeannie suggests recruiting small business owners from Ray's BNI group for the board.

--Fran asks if there are some flyers she can distribute for the board in Yuba/Sutter area. Leah makes notes to set aside copies for Fran.

--Karl thinks it would be great to have a Yuba City/Sutter as well as Hmong representation on the CAB. Leah says this is why she has KZFR join as many active Facebook groups with these niches as possible. If anyone has any suggestions for groups KZFR should join, let her know so that we can broaden our reach.

### **3.3.4. Fundraising Committee- Grant Parks**

--Fundraising report was sent out prior to meeting via email.

--Mary asks who is on the grant-writing and research subcommittee. This committee includes Grant, Leah, and Rob. The fundraising committee includes Liz, Karl, Rob, and Grant. The fundraising committee meets monthly. Grant committee has been meeting monthly/a few times a month. Any new board member is welcome to join the next meetings.

### **3.3.5. Document Review Committee- Rob Davidson**

--Committee met on 28 June. Minutes were not distributed.

--The main focus was finishing up the draft of the board policy manual. Next big project will be the employee handbook.

--Laura asks when the regular meetings for the fundraising, grant-writing, and document review committees are scheduled for. The fundraising committee meets on the third Tuesday of the month (5:30-6:30pm). Document review is usually the last Tuesday of the month (5:30-6:30pm).

--Jeannie: there's a station google calendar with all of these meeting dates included.

--Karl suggests that the executive committee can look at the committees yearly for a fresh look on how things are organized. Rob makes note on this.

--Next meeting is scheduled for 26 July at 5:30pm on Zoom.

#### **4. Matters for Discussion**

##### **4.1 Tax Form 990- draft for review**

--Michael asks about the other annual reports that are due and why they aren't included in this draft. Grant: Michael Wright accountancy agency prepares all of our tax documents; while working on form 990 they're simultaneously working on the state forms. We want to get all our tax documents in on time; 990 is just the most prevalent one.

##### **4.2 Budget Adjustments to FY 2022-2023 Budget**

###### **4.2.1. Salary Adjustments**

--Grant's contract has a provision for an annual cost of living adjustment. This is to be researched in June and applied for the start of the new fiscal year.

--Grant made some adjustments for the staff. Grant: wants to allocate extra funds in the budget to provide staff raises.

###### **4.2.2. Employee Retention Credit (ERC) Program**

--Part of the CARES Act. This is a refundable tax credit for maintaining employees throughout the COVID pandemic. It also includes funds allocated to if we experience any supply chain issues (ordering supplies, hiring personnel, etc.). Grant filed the preliminary paperwork and once we were preliminarily approved, Grant sent the paperwork to Joy McNulty who does our auditing and CPB reporting to verify legitimacy of the amount we could receive, legitimacy of the organization, and any tax implications.

--The line adjustment for this will show up in two places: the estimated amount we've been quoted to receive (included in net-other income) and in expense category outside services for the 15% fee charged by Employment Retention Credit Specialists. Changes made to budget are highlighted in green. Estimated \$71,000 in ERC.

--Steve asks exactly what the \$20,000 labeled as "other services" is. Grant explains that part of this is due to audit expenses but he doesn't have access to QuickBooks during the meeting; can get back to Steve about exactly what is included in this later.

--Fran suggests that we allow some extra time for answering specific questions on this specific action item at the next meeting. Rob agrees this would be a good idea and reiterates that this would be a good discussion for the finance/fundraising committee as well. In response to Steve's question, Rob explains that we get audited every 2 years, so previous year's budgets would not reflect this expense.

--Mary asks if we have access to a budget narrative that can break down what is included in each line item. Grant: he can share the chart of accounts with the new board members.

--Karl encourages patience: nothing has to be done in one meeting; we can develop a more transparent way of looking at our finances over the next couple of meetings.

### **4.3 Updating Bank Signatures**

--This has to be done each time we switch officers for access to our bank accounts at Member's First and Tri Counties Bank. We also need to get the Bean Counting firm access to the books at Member's First. All new officers will have to meet in person to do all the signatures at one time for Tri Counties.

### **4.4 Google File for Staff Reports**

--Idea came up during new member orientation. Shared repository for current and past staff reports. All the reports can be in one place and eliminate need for looking up emails, etc.

--Have Shirley set it up and give relevant board members access. Have staff deposit reports into the folder. Eliminates need for individual emails. Grant will talk to Shirley.

### **4.5 Conflict of Interest Document**

--New policy. Each board member needs to fill this out. Rob would like to receive these back by August 1<sup>st</sup>.

--Jeannie adds that new board members need to be made aware of the CPB required workplace harassment training. Grant will be reaching out to new board members regarding this.

## **5. Meeting Finalization**

**5.1 Review Items for next BOD Agenda:** Tax form 990- draft for review, Budget adjustments to FY 2022-2023, and COVID concert policy will be matters of discussion at August meeting.

### **5.2 Meeting Close/Thank You**

Next meeting will be 9 August 2022 on Zoom.

## **6. Closed Session**

6.1 Interview with Board Applicant Michael McGinnis

--Board interviewed candidate Michael McGinnis for position of Board Treasurer. Final vote 8 in favor, 1 abstention.

Meeting minutes respectfully submitted by S. McCoy