

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

Board Meeting Date: 11 July 2023

Location: Virtual Meeting

Commencement Time: 6:00 pm

Meeting Open-6:00 pm/Meeting Closed 8:00 pm

Present:

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

Karl Ory (Pres.)

Sarah Downs

Laura Lukes (VP)

Jeannie Trizzino (Sec.)

Michael McGinnis (Trea.)

Absent: Mary Tribbey, Eric Johnson

Staff:

Grant Parks, General Manager

Ray Laager, Underwriting Director

Leah McKean, Volunteer Coordinator

Shirley McCoy, Office Assistant

Guests:

Mark Gray (Board Applicant)

Kim Weir (Board Applicant)

Paul Blackwood (Board Applicant)

Michael Gregg (Board Applicant)- arrived late

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. –Michael McGinnis

Seconded- Laura Lukes

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Mary Tribbey, Eric Johnson

1.3 Amend/Approve Previous Minutes

Discussion:

No discussion.

Action: Motion to approve June minutes. –Michael McGinnis

Seconded- Jeannie Trizzino

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Mary Tribbey, Eric Johnson

1.4 Treasurer's Update

1.4.1. Review and Approve June 2023 Financials

Discussion:

-- The Board raises questions about the amount of money in our checking account and whether there is a target amount we want to keep in it and about our accounts receivable and whether or not there is any "bad debt". Michael: No bad debt; a significant amount of money was moved to a CD approx. five to six months ago, the \$158K is probably accurate, if we keep doing well we should probably move some more money onto another CD. Grant and Michael will be working on cleaning up all the different asset accounts. There are also some questions about gift cards.

Michael: he and Grant are looking into why this is a negative balance. Grant adds that he had a meeting with the Bean Counting firm where they discussed moving these gift cards that had been purchased for the Music Around the Campfire fund into a liability account. The Board also asks about the amount we pay in rent monthly for the transmitter site. Grant: this amount is more than \$883/month.

Action: Motion to approve June financials. –Jeannie Trizzino

Seconded- Michael McGinnis

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Mary Tribbey, Eric Johnson

1.5 Public Input/Correspondence

Discussion:

--No public input/correspondence received.

1.6 Announcements and Recommendations

Fundraising Committee: TBD

Grant Writing Committee: 7/18 at 3:00 pm at station

~~*Strategic Planning Committee:* 7/17 at 6:00 pm at Mary's~~

Document Review Committee: 7/25 at 5:30 pm via Zoom

News Committee: on hold

Welcome to new board members!

Sarah Downs and Eric Johnson

Reminder for all Board members:

Board members need to complete a new Conflict of Interest (COI) form for each fiscal year. The policy and paperwork are in the Board Policy Manual, available [here](#).

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

--Jeannie reports that the harassment training email will come from Everfi. She also reminds people to contact Grant if they've already undergone similar training elsewhere and they can possibly be opted out.

--Laura asks about an email received about the Form 990 tax document. Michael doesn't think it has any legal bearing; the email did not come from the IRS.

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 about if Grant has any idea about how much funding we can anticipate receiving for our services providing outreach with the CERF initiative, how this funding will be categorized, and if we'll need additional staff to carry out the tasks listed. Grant: \$50,000 has been allocated and it will potentially be listed under grants but he will advise with Michael. The tasks will be distributed amongst the staff we already have.

--Karl points out that there will be a New Programmer Orientation held on 11 September 2023 and that we've received the first draft of the Employee Handbook for the Document Review Committee to start reviewing. He also encourages Board members to help out with the cash counts after events.

3.1.2. Underwriting Report- Ray Laager

--Submitted prior to meeting.

--Ray explains that a majority of underwriters that were on a six-month contract have been switching to annual contracts. He points out that newer businesses do not see radio as a viable outreach source.

3.1.3 Volunteer Coordinator Report- Leah McKean

--Submitted prior to meeting.

--Leah reports that a date has been confirmed for the Programmer Appreciation Lunch on 13 August in the afternoon (will confirm exact time). There will not be a Farmer's Market held on 15 July due to the hot weather forecast.

--There's a question raised if Leah and Grant think it may be worth it for KZFR to plan to budget to join the NFCB. Leah: not sure if it would be NFCB but partnering with a similar organization could be beneficial. Jeannie informs the Board about a similar organization, the Grassroots Radio Conference, and their upcoming annual conference in Virginia this coming October.

3.2 Committee Reports

3.2.1. Executive Committee- Karl Ory

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

-Karl announces that the Executive Committee will now be meeting on the first Tuesdays of the month ahead of the Board meeting.

-Karl reports that he has tasked Mary and Laura to form a committee with Grant and Michael to return to the Board with a recommendation for budgeting for employee pay and benefits.

3.2.2. Program Committee (PC)- Grant Parks

--Submitted prior to meeting. The report covers the May and June meetings.

--The Board asks about the number of members currently on the Committee, and whether or not there are officers besides the Secretary. Grant explains the structure of the Committee- there's a Chair and a Secretary. He also confirms that there is no need for a Program Committee Liaison.

--The Board asks if Rivendale will finally be implemented for automation. Grant explains that we have had the hardware for a long time and he and Mark Baker have tasked themselves with learning the software and implementing it as a summer project. They have reached out to Buzz from KVMR to have him come in and show us how to use it. Jim Hibbard will also be coming to the station to assess how we should set up the 2 new operating boards. There's a brief discussion about whether any additional authorization is needed to purchase these operating boards; since it's already been approved in the budget, no further authorization is needed.

3.2.3. Community Advisory Board (CAB)- Karl Ory

--The Community Advisory Board (CAB) has not met recently and does not have any upcoming meetings scheduled as of yet.

--Karl points out that we will need a Board Liaison for this Committee.

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

--The Committee did not meet in June. Grant believes that this Committee could easily be dissolved into the Grant Writing Committee that already exists.

--Next Grant Writing Committee will be held 18 July. Karl suggests that consolidating of the Grant Writing Committee with the Fundraising Committee be discussed at this meeting. Grant lists who is currently on the Grant Writing Committee: Grant, Laura, Mary and Leah.

3.2.5. Document Review Committee

--Committee has received first draft of revised Employee Handbook to review. Rob and Grant will also be reviewing it before it is brought to the Document Review Committee.

--The Committee will be working on the Bylaws after they finish with the Employee Handbook.

--Next meeting will be held 25 July.

3.2.6. Strategic Plan Committee

--Committee met night before.

--The Committee canceled the 17 July meeting with the Board and Programmers. It will now be held in August.

--The Committee reviewed about 7-8 questions and responses from the Programmer's survey and prepared a document for the Programmers about Strategic goals to discuss going forward. About 50% of Programmers responded to the survey.

--The Board asks Ray if he could send out the Underwriting survey again since they had not received any feedback as of yet.

--Shirley reports that a Listener survey sent out in the mail was sent back with a note saying they do not know how to use the QR technology. Karl asks this to be sent to him and he'll reply to them. Shirley will forward Karl their information.

3.2.7. News Committee

--The Committee is currently on hold.

--Karl points out that Grant has reached out to both the Roadrunner and the Orion faculty at Butte College and Chico State. He has done some interviews with a few people who could be potential part-time journalists for the station. It is still in the exploratory stage.

4. Matters for Discussion

4.1 In-person BOD meetings for Q3

-The 12 September Board meeting is being planned for in-person at the station.

-Karl points out that there have been some suggestions of a hybrid Zoom/in-person meeting. He feels this may make things a bit too complicated for the September meeting, but it can be considered for future meetings.

4.2 BOD Recruitment

-We are on track to have a healthy 9-10 member Board with the current applicants. According to our Bylaws, we need 2 programmer-elected members. With Michael and Mark, we have met this requirement after a programmer election. Karl hopes for a more robust nominating and recruitment effort from the Board going forward.

4.3 Committee Coordination/Reorganization

-This can be further discussed further after the Board selection process is finalized. Karl reports that the Executive Committee will also handle financial and HR matters. The Fundraising Committee will be another key committee- less reviewing the budget and more about our fundraising efforts; the Grant writing Committee will be absorbed into this Committee. After the Strategic Planning Committee is dissolved, we can focus more on a Board Recruitment Committee.

-Jeannie explains a little more about the Community Advisory Board (CAB) and their purpose and requirements. She explains that we will need a Board member to serve as a Liaison to the CAB and that the Board has asked the CAB to produce an annual report of their observations. She also explains more about what the Document Review Committee does; they handle policy revision and it's a very interesting Committee to serve on.

4.4 Board Applications- programmer board members

Provisional BOD discussion and vote; programmer community to conduct final approval vote.

-Mark Gray

-Michael Gregg

-The Programmer Board applicants give brief introductions of themselves to the Board.

4.5 Board Application

-Kim Weir (note, Kim is not yet a certified programmer, so her application is technically for a regular Board member seat)

-The Board applicants give brief introductions of themselves to the Board.

5. Meeting Finalization

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

5.2 Meeting Close/Thank You

Next meeting will be 8 August 2023 at 6:00 PM on Zoom.

6. Closed Session

6.1 Interviews with Board Applicants

-In closed session the BOD voted 5-0 to approve both Kim Weir and Paul Blackwood's applications to serve on the BOD.

-In closed session the BOD voted 5-0 to approve both Michael Gregg and Mark Gray's applications to serve on the BOD, subject to subsequent vote by programmers.

Meeting minutes respectfully submitted by S. McCoy