

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

Board Meeting Date: 13 June 2023

Location: Virtual Meeting

Commencement Time: 6:01 pm

Meeting Open-6:01 pm/Meeting Closed 7:30 pm

Present:

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

Rob Davidson (Pres.)* Mary Tribbey

Karl Ory (VP) Elizabeth Daniels (Liz)- arrived late

Jeannie Trizzino (Sec)- arrived late Laura Lukes

Michael McGinnis (Trea.)- arrived late Sarah Downs

Absent:

*programmer-elected

Staff:

Grant Parks, General Manager

Ray Laager, Underwriting Director

Leah McKean, Volunteer Coordinator

Guests:

Eric Johnson, Board Applicant

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. –Karl Ory

Seconded- Laura Lukes

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Jeannie Trizzino (Sec.)

1.3 Amend/Approve Previous Minutes

Discussion:

No discussion.

Action: Motion to approve May minutes. –Karl Ory

Seconded- Mary Tribbey

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Jeannie Trizzino (Sec.)

1.4 Treasurer's Update

1.4.1. Review and Approve April and May 2023 Financials

Discussion:

--No discussion.

Action: Motion to approve both April and May 2023 Financials. –Michael McGinnis

Seconded- Laura Lukes

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Jeannie Trizzino (Sec.)

1.5 Public Input/Correspondence

Discussion:

--No public input/correspondence received.

1.6 Announcements and Recommendations

Fundraising Committee: TBD

Grant Writing Committee: 14 June 2023- 3:00 pm

Strategic Planning Committee: 10 July 2023

Document Review Committee: 25 July 2023- 5:30 pm

News Committee: TBD

Note: Board member Fran Kennedy resigned on 16 May 2023. Rob thanks Fran for her service to KZFR.

Recommended:

WRHU College Radio (Hofstra University) will simulcast across a network of community stations, starting with Bush Radio out of Cape Town, South Africa.

LINK: <https://www.radioworld.com/news-and-business/wrhu-college-radio-brings-local-programming-worldwide>

Reminder for all Board members:

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

--The Board and Staff does a quick round of introductions for new Board members and Board applicants.

--Rob announces that this is Liz's final Board meeting and thanks her for her time and service on the Board.

2. Action Items

2.1 Vote on Board Officers

--Rob announces that Karl Ory has been nominated as President and Laura Lukes has been nominated as Vice President. Jeannie Trizzino has agreed to continue as Secretary and Michael McGinnis has agreed to continue as Treasurer. Rob calls the vote to officially approve these officer positions for the upcoming fiscal year. Results: 7 in favor, 0 opposed, 0 absent. Karl Ory

will serve as President and Laura Lukes as Vice President. Jeannie Trizzino and Michael McGinnis will continue to serve as Secretary and Treasurer. Rob congratulates the new and continuing Board officers.

2.2 Approve Community Advisory Board (CAB) Guidelines

--Rob calls the vote to approve the Community Advisory Board (CAB) Guidelines as written. Results: 7 in favor, 0 opposed, 0 absent. Community Advisory Board (CAB) Guidelines are approved.

3. Staff and Committee Updates

3.1 Staff Reports

3.1.1. GM Report-Grant Parks

--Submitted prior to meeting.

--Mary asks who Grant's back up person for the On Que app is when he is out of town. Grant says he gets notifications, so there's no one. He briefly explains what the On Que app is to the Board (app for mobile phone for our two generators).

--Grant gives an update on the painting of our offices. The front office, the break room, and the large meeting room in Suite 416 are done. In regards to Karl's question, it is possible to have an in-person meeting at the studio soon. Carpet has not been replaced as of yet.

--Rob encourages Board members to sign up to help out with Cash Counts for our upcoming events included in Grant's report.

3.1.2. Underwriting Report- Ray Laager

--Revised report submitted prior to meeting.

--Ray reports that he sent out a revised report since he missed some renewals- 20% increase from May of last year.

--Ray has been working with a company in Los Angeles that does grant writing who is trying to do some sponsorship for our Hmong programming- this will be quite substantial once it comes through.

3.1.3 Volunteer Coordinator Report- Leah McKean

--Submitted prior to meeting.

--Rob requests that the social gathering proposed for programmers be pushed into early August since there's a very important Strategic Planning Committee meeting with the programmers on 23 July. He would like as many Programmers to attend the Strategic Planning Committee as possible. Leah says that this is not a problem.

--The Board asks if there's any feedback on the coffee sleeves. Leah says she will hopefully be able to include this in her next report.

3.2 Committee Reports

3.2.1. Executive Committee- Rob Davidson

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

3.2.2. Program Committee (PC)- Grant Parks

--Submitted prior to meeting. Grant notes that the report is for the meeting held in April.

--Grant thanks Bobbi Tryon for her time and work on North State Local Voices and reports that her spot has been filled with some programs from Audio port.

--The Board asks if there was anything further Grant would want to share about the conversation between Jarou and the Committee. Grant explains that as the Committee was expressing concerns, he had been meeting with the hosts as a group on multiple occasions and that he and Jarou, the main host, thought it best for Jarou to come to the meeting to discuss these concerns. The conversation went well.

--The Board asks if and how we receive feedback about any new programs that we put on. Grant explains that we have a spreadsheet with potential filler programs for News and Public Affairs shows. The Program Committee always listens to programs before adding them to the schedule. Grant says we get feedback from Pledge drives and our ratings.

--The Board also asks about whether there are ratings on shows themselves that we look at when choosing what to air. They ask about the role of the Program Committee in putting out the call for new shows and different types of programming and how exactly this is done. Grant explains that it is part of the role of the Program Committee and also part of our Strategic Plan as a whole.

3.2.3. Community Advisory Board (CAB)- Rob Davidson

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

--The Community Advisory Board (CAB) Guidelines that were approved asks that there be a Board Liaison and a Programmer Liaison to the CAB. Rob explains that we will need to have a Board member step up to do this and also seek out a Programmer liaison.

--The Board asks Rob when the Committee should be expected to meet again. Rob suggests that he'd reach out to them about the possibility of meeting in the Fall. He gives a brief overview of what he's done as a liaison including highlighting the importance of communication; he reached out quarterly. With the new requirements in place, they may need some guidance.

--Leah offers to reach out to the programmers about volunteering as the CAB liaison.

--A suggestion is made to remind the CAB about the end of the year report in an email.

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

--Grant reports that he's very confident that we will be able to reach the goal of our \$300,000 in non-federal funding. Grant explains that this does include things such as in-kind donations of goods and certain underwriting trades. He estimates that we'll hit approx. \$315-\$320,000.

3.2.5. Document Review Committee- Rob Davidson

--Committee has started working on the Employee Handbook.

--Rob reports that we have contracted with HR firm Misty Elmore at People Rock HR in Fresno, CA to help us draft the next Employee Handbook. They are giving us a discount since we have a relationship with KVMR.

--The committee will also be working on the Bylaws.

--Next meeting will be held 25 July at 5:30 pm.

3.2.6. Strategic Plan Committee

--Committee met night before.

--Rob reports that a survey was sent out to KZFR programmers and they received responses from 38 programmers- exactly 50%. They were hoping for a little more. Feedback was mostly very positive.

--Mary reports that a donor survey has been out for approx. 2 weeks and a Listener survey has also been active. There was also an Underwriters survey that went out in the newsletter. Leah asks how much longer the Listener survey will be active for- Mary says another week- Leah will do another social media push about it. Mary says this would help.

--Next meeting will be held 10 July.

3.2.7. News Committee

--The Committee is currently on hold. Will reassess once Committee structures are reviewed and new Board members are on boarded, etc.

4. Matters for Discussion

4.1 Preliminary Budget- FY 2023-24

-The Board discusses having the Executive Committee consider allocating funds for things such as health insurance for full-time employees, more professional development, and the website. Rob explains that there is a provision in the contract for full-time employees that covers health insurance to a certain extent. There's also a suggestion for the Executive Committee to look into allocating some funds towards employee bonuses. There is a discussion about what a normal/

realistic percentage of wages usually is for health insurance etc. Michael explains that this is complex and depends on several different factors. He agrees that it would be good to charge the Executive Committee to have a discussion about these matters and come back with a recommendation and then amend the budget as needed to include these line items.

--Rob points out that the Fiscal Year Calendar calls for the Executive Committee to identify budget objectives for the upcoming Fiscal Year starting in January which gives us about six months or more to be sure these kinds of items are included in the budget from the beginning since it might be harder to add them later. He further explains that the conversation does originate in the Executive Committee but that the objectives identified are usually always brought to the Board for further discussion.

--Rob motions to suspend Robert's Rules for Order in order to make approving the Preliminary Budget- FY 2023-24 an action item for this June meeting. Michael seconds this motion. Results: 7 in favor, 0 opposed, 0 absent. Draft Budget is now an action item. Rob calls the vote on the action item. Michael seconds. Results: 7 in favor, 0 opposed, 0 absent. The Preliminary Budget- FY 2023-24 is approved for the next fiscal year and the Executive Committee will be following up as noted.

4.2 In-person BOD Meetings for June-August quarter

-Karl suggests an in-person Board meeting be held in September; September Board meeting is 12 September. Karl also requests feedback for a good date for a new Board member orientation in-person meeting, potentially before the first Board meeting with new members. He has proposed 9 July.

4.3 BOD Recruitment

-The Bylaws require 2 programmers to be elected to serve on the Board. Rob reports that the invite has been sent out, but they have not had any applications so far and it is likely that we'll start the fiscal year without programmers. The question is raised if a person could be reinstated as a programmer and have this count towards the requirement. Rob: there is a process for programmer election, but this should count. There is a question about what kind of outreach was done- Rob explains that a general invite was sent out and several follow-ups on emails and social media. Rob asks Grant to forward him contact info for Michael Gregg.

4.4 Committee Coordination

-Rob explains that this is about looking for ways to streamline the Committees and gives some examples of how this has been done so far (Executive Committee has functioned as Financial Document Review as well, etc.). There's an opportunity to restructure with incoming Executive Committee officers.

-The Board discusses continuing to put certain Committees, such as the News Committee, on hold until other Committees are more sorted out. There is a brief discussion about how

circumstances could affect frequency of meetings, etc. There is a suggestion made to consider forming a Board Recruitment Committee.

4.5 Board Applications

-Blackwood: absent

-Germann: withdrew application

-Jenkins: absent (see also May 2023 agenda packet)

-Johnson: present

5. Meeting Finalization

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

5.2 Meeting Close/Thank You

Next meeting will be 11 July 2023 on Zoom.

6. Closed Session

6.1 Interviews with Board Applicants

-In closed session the BOD voted 7-0 to approve Eric Johnson's application to serve on the BOD beginning 1 July 2023.

Meeting minutes respectfully submitted by S. McCoy