

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

Board Meeting Date: 8 March 2022

Location: Virtual Meeting

Commencement Time: 6:00 pm

Meeting Open- 6:00pm/Meeting Closed 7:58pm

**Present:**

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

Rob Davidson (Pres.)

Elizabeth Daniels-Curry (Liz)

Karl Ory

Dan Joseph (Sec.)-arrived late

Bobbi Tryon (VP-interim)

John Burge (Trea.)-arrived late

Jeannie Trizzino

Eliane Silva (Lili)

**Absent:** Paul O’Rourke-Babb

**Staff:**

Grant Parks, General Manager

Ray Laager, Underwriting Director

Leah McKean, Volunteer Coordinator

Shirley McCoy, Office Assistant

**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- Bobbi Tryon

Seconded- Lili Silva

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Paul O'Rourke-Babb

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

1.3.1 February minutes were distributed via email.

#### **Discussion:**

Jeannie points out that the referenced tax form needs to be corrected to the form 990.

#### **Action:**

Motion to accept February minutes as amended. –Bobbi Tryon

Seconded- Lili Silva

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Paul O'Rourke-Babb

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

#### **Discussion:**

--No discussion.

### **1.5 Announcements**

#### **Discussion:**

--Rob announces that Courtney Farrell had to step off of the board due to other work obligations. He thanks her for her time and service.

## **2. Action Items**

2.1 Board Fiscal Year Schedule document

--Rob proposes an amendment to the document to include the board annually reviewing the diversity statement in September. He notes that it is a CPB requirement to review this statement annually.

--Jeannie suggests that we also add in workplace harassment training. Grant explains that the CPB also requires this to be done annually and that they offer a free webinar from May through the end of September. All programmers can be added at no charge. Rob proposes amending the calendar to include initiating workplace harassment training in May.

--Rob calls a vote to approve the document as amended. Results: 7 in favor, 0 opposed, 0 abstention. The document is approved as amended.

## 2.2 Emergency Action Item: Interim VP for FY 21-22

--Courtney needed to step down from the board. Rob explains that based on her experience on the board and at the station, the executive committee decided to ask Bobbi to fill the interim VP position for the remainder of the fiscal year. Bobbi accepted.

--Grant expresses that Bobbi would be a great fit for the executive committee with lots of experience in community broadcasting.

--Rob calls a vote to approve Bobbi Tryon as interim VP for the remainder of the fiscal year. Results: 8 in favor, 0 opposed, 0 abstention. Bobbi is interim VP.

## 3. Staff and Committee Updates

### 3.1 Staff Reports

#### 3.1.1. GM Report- Grant Parks

--Submitted prior to meeting via email.

--Jeannie asks about the ABC licensing changes- has Grant budgeted for hiring certified servers. Grant hasn't gotten an exact figure; explains it would be categorized under a fundraising expense. It depends on the number of fundraising events we do yearly. We have at least 4 shows coming up after July (after the policy will be enacted). We could have the ABC give interested volunteers RBS training.

--Jeannie asks if RBS training could be considered job training enhancement. Rob thinks that it would be worth looking into the requirements for the RBS trainings. He is concerned that hiring outside parties would cut into our fundraising revenues.

--Dan notes that we need at least one/two qualified people for end of the night tallies. Rob says we should plan for this for the St. Patty's show.

--Grant shares that the CPB approved our second payment and it will be deposited into our account in 3-5 business days. Grant also shares that when Rick was GM, he took out a second

PPP loan through the SBA for \$23,400. Grant applied for loan forgiveness- the loan was forgiven. Jeannie points out that this loan should've shown up as a liability on reports shared.

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

--Submitted prior to meeting.

--We had another good month. We got Kevin Harris Real Estate. \$1800 paid up front.

--21% increase over last year. Ray says that we have raised prices.

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

--Submitted prior to meeting via email.

--Possible reshoot scheduled sometime next week for people who missed original photoshoot on 2/20.

--Leah shared about News/PA programmers volunteering to make dinner at the Safe Space shelter. She created a social media post with a pic of these programmers cooking at the shelter & linked it to [www.kzfr.org/pages/Community](http://www.kzfr.org/pages/Community) in support of our current running broadcast promo about community volunteerism.

--Leah encourages people to interact with our social postings to help with furthering our social media presence.

--Rob encourages board members to sign up for at least one phone shift for the pledge drive. Leah confirmed that members of the CAB can volunteer for phone shifts during pledge drive. Rob will share interested CAB member's emails with Leah.

## **3.2 Treasurer's Report- John Burge**

--No report submitted.

## **3.3 Committee Reports**

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

-The committee met March 3<sup>rd</sup>. They discussed the VP situation and have been working on the budget preparation.

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

--PC Report was sent out prior to meeting via email from February meeting.

--Liz asks about the Paul Davis situation. Grant and Chris Nelson have not met with Paul yet but will be before the next PC meeting scheduled for next Thursday. The meeting will be relayed to the program committee and in the Grant's next board reports.

--Rob asks about the letter to the programmer regarding anti-vax messaging. Grant says that the letter has been sent out. The program committee and Grant were CC'd in email for transparency.

Rob points out that there's an issue with these types of concerns being addressed in a timely matter and hopes for the program committee to take this into consideration going forward. Grant agrees and will bring the concern to the committee.

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

--Report/minutes distributed prior to meeting via email.

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

--Report submitted prior to meeting via email.

--Detailed discussion of the budget and chart of accounts. Line-by-line. These documents were shared as excel sheets via email.

--Jeannie asks about the silent auction scheduled for August 6<sup>th</sup>. Grant explains that it was originally supposed to be part of an outdoor "Day on the Green" event but due to health and safety concerns, it has been lumped into our birthday party event.

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

--Minutes/reports for previous 2 committee meetings distributed prior to meeting via email.

## **4. Matters for Discussion**

### **4.1 Determine how many new board members needed and desired qualifications- Discuss recruitment process**

--Board currently has 9 active members, the minimum allowed number. Can have as many as 13 members. The google form for recruitment was shared via email. Rob points out that there are 3 current programmers on the board. He is the only programmer-elected member on the board. There are as many as 4 slots available. The executive committee agreed it's time to have a programmer election for the board.

--Grant explains that our policy states that no more than 49% of the board can be programmers. The programmers make up a large majority of the infrastructure of the station. The programmers self-nominate themselves and programmers make anonymous votes- this then gets brought to the board of directors for approval.

--Bobbi asks how many total programmers are allowed to be on the board. Rob reiterates that it's no more than 49%- depending on our total number, adding 1 would be allowable.

--Karl brings up staggered terms on other boards he's been on. Rob explains that the terms for the board are 6 years; a person would be termed out after 6 years and could reapply after a year off. Karl asks if we would want to focus on identifying whose terms would be up in the next year and plan ahead; go through a reelection process. Rob explains you can serve up to three 2 year terms.

--Rob proposes that in addition to a programmer-elected member, we add as many as four new members to the board. Karl and Liz express support. John feels like it could be too many people. Dan agrees with John; we should have the right kind of people. Jeannie suggests we look to people who have served on the board in the past and invite them to re-apply. Rob encourages everyone to think about people we may want to invite to apply.

--Bobbi says to invite members of the CAB to apply. Rob agrees they could be good board members.

--Rob shares the google form we used in the previous recruitment process applications. Bobbi thinks that the form is a good starting point. Lili agrees. Lili expresses that she would like to see more board members. Rob proposes we target at least 2 new board members but as many as 4.

--Ray asks if any of the current board members are planning on stepping down at the end of this fiscal year. Bobbi expresses that she is unsure if she will continue on after this fiscal year.

--Jeannie suggests adding in a suggestion/encouragement for applicants to participate in executive and/or other committees. Bobbi suggests fluffing up the already existing question about interest in other committees to include this. Liz suggests using the language of “it’s strongly encouraged” to serve on other committees.

--Leah asks about the time line for elections. Rob explains that according to the Board Fiscal Year document, in April there is to be a recruitment update, in May the board is to interview board applicants, and vote on applicants in June. He suggests formally beginning the recruitment process by the end of this month. Rob will work on updating the google form.

--Karl points out that on other committees he’s served on there was a nominations committee. Suggests that in the future, the board may want to consider a more formal nominations/recruitment process.

--Bobbi suggests that we start doing outreach during Farmer’s market and other tabling events.

--Dan asks for confirmation about requiring each new board member to attend at least 2 meetings and points out that we would need to leave enough time to allow for this. Rob is not sure if this is a requirement or an informal invitation. Jeannie thinks it would be a good idea to have applicants attend a board meeting before joining the board. Rob agrees that applicants should attend the May meeting- will add a question to the google form.

#### **4.2 Station Policies regarding responses to negative feedback**

--Lili explains that she would like to see a monthly community feedback report that more readily categorizes various types of feedback.

--Rob points out that we do have the public comment form and that he shares any feedback received there with the board. He says that they bring up the feedback that they feel is most important for the board to hear. He says it is possible to get a monthly tally of how many emails are received about certain subjects, etc.

--Lili feels that she would like to have more community/public feedback on a more regular basis vs. once a year listener survey, etc. Rob explains that he forwards a lot of emails he receives to the program committee since it is their job to assess the quality of programming.

--Bobbi asks Grant how much feedback he actually receives. Grant said it is hard to gauge and wonders how developing a report would be any different from our public comment form. Rob doesn't want to burden staff/board members with the extra work of tallying up emails etc. though he is all for transparency.

--Liz agrees that we could gather feedback more formally without it becoming a burden for the board. Grant points out that we do have the official public comment form and just had a listener survey. The board email address is open to the public. What would be the criteria of deciding what would be included in this report? Is the need not currently being met through the public comment form and listener surveys? Lili explains she's wanting better information from the public so that we can better serve them.

### **4.3 Matrix Proposal**

--Grant relayed questions/concerns from previous board meeting to the program committee at latest meeting; the program committee feels that the matrix proposal is good as is.

--Lili asks if there will be an action to vote on the proposal. Rob explains that if we do as the program committee is requesting and move forward with the proposal as is (without added categories) it will become an action item for April's meeting.

--Lili asks how it was decided that 5-7pm is news is news and public affairs. Grant explains that it was based on station history and station program implementation. They wanted to have official documentation of the awareness of the importance of localized public news and information. Rob adds that it also has to do with our audience and consistency- listeners know when to expect news, etc. Listening trends- we try to target accordingly.

--Lili recalls a report showing that listeners turn off the radio during talk shows and wonders why we are adding more news/public affairs programming. Grant explains that even if the matrix proposal passes at the next board meeting, nothing will be changing immediately. It will be a natural progression. He explains that it isn't an increase, it's about the same amount.

--Rob explains that our mission statement is to entertain AND inform. This means we have to have some news and public affairs programming. Democracy Now is one of our most popular programs. We have to do both music and public affairs- it's only about an extra hour, if that.

--Lili suggests more uplifting, empowering programming. Expresses wanting to increase listenership. Rob says that this is more of a matter for the programming committee.

--Bobbi motions to move the matrix proposal to an action item. Liz seconds. Rob calls the vote. Results: 6 in favor, 2 abstentions, 1 absent. Matrix proposal will become an action item at April meeting.

#### **4.4 Estimate next FY revenue & expenses based on previous years and YTD Totals**

--Grant shared some spreadsheets via email. They showed profit and loss fiscal YTD as of February 15<sup>th</sup>. It was also shared with the fundraising committee. Also included budget proposal sent to CPB.

--Rob suggests that John and Grant collaborate on this task.

--Bobbi asks if there is a way to look at the spreadsheets together to compare them (this fiscal vs. last fiscal, etc.).

--Ray is already at 98% of the goal set for underwriting. Little more work to do to meet budgetary goals for pledge drive: currently, we've generated about \$30,000 of our \$50,000 pledge drive budget. Forecasting we'll receive about \$55,000 in total pledge drive income with our upcoming Spring Pledge drive. We'll have larger thank you gifts this time around that have generated large donations previously. Also still have 2 more pledge drives this year.

--Some items were higher than budgeted for. Ex: office supplies and pledge drive general expenses (due to Pay Pal processing fees and shipping costs for thank you gifts). Make sure things are being categorized correctly.

--Fundraising committee will be developing chart of accounts.

--Estimate fiscal year revenue: John and Grant will work on this. A main goal is to get the profit and loss margin a lot higher.

--In-kind donations of service have not been accounted for in reports. Grant needs to communicate with Joy- this usually boosts up the donation line item along with expense- they offset each other, which counts as monies earned toward CPB grant.

--For the board: In April, draft a preliminary budget. Aim for having a revised preliminary budget by next board meeting. Rob suggests that John and Grant collaborate on this.

#### **5. Meeting Finalization**

**5.1 Review Items for next BOD Agenda:** Matrix proposal will be an action item for April board meeting. Program committee applications, COVID concert policy, board recruitment update, and in-person board meetings will be topics of discussion for April board meeting.

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

Next meeting will be 12 April 2022 on Zoom.

#### **6. Meeting adjourned 7:58 p.m.**

Meeting minutes respectfully submitted by S. McCoy