

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

Board Meeting Date: 8 November 2022

Location: Virtual Meeting

Commencement Time: 6:00 pm

Meeting Open- 6pm/Meeting Closed 8pm

Present:

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

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

Absent: Rob Davidson (Pres.)

Staff:

Grant Parks, General Manager

Ray Laager, Underwriting Director

Leah McKean, Volunteer Coordinator

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-Curry (Liz)

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Rob Davidson (Pres.)

1.3 Amend/Approve Previous Minutes

Discussion:

Karl suggests that we take a look at minimizing our minutes. Usually only action items are recorded. It's great to have a narrative but it's a lot of work. He will bring this to the executive committee.

Action: Motion to approve minutes. – Eliane Da Silva (Lili)

Seconded- Francene Kennedy (Fran)

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Rob Davidson (Pres.)

1.4 Public Input/Correspondence

Discussion:

--No electronic public input/correspondence was received.

1.5 Announcements

Discussion:

--Fran wants to donate her Mavericks tickets she pledged for back to the station to use in a ticket giveaway.

--Ray: Upstate Community Enhancement Foundation is hosting a listening session on Thursday night 5:30-7:30pm at MONCA. Approx. \$170,000 from California Arts Council to Butte County for putting artists back to work. Lead people will be coming in to listen to needs of the community. There is a Zoom link.

2. Action Items

2.1 Approve Diversity Statement

--Mary proposes that we add the Native American program, Native Song, to the parenthetical example of programming in Hmong and Spanish languages.

--Lili points out that she does the Brazilian program with Portuguese language. Mary thinks that it wouldn't hurt to have more than two examples. Liz agrees- the more examples, the better.

--Fran asks if the amendment would be to add all applicable programs that include other languages as noted in the program schedule. Mary: to add any of the other languages that we're programming in would make a nice statement.

--Grant suggests that we can approve the draft and then send it to the document review committee to add some of these amendments.

--Laura moves to approve the diversity statement. Mary seconds. Results: 9 in favor, 0 opposed, 1 absent. The diversity statement is approved and will be sent to the document review committee for the discussed amendments.

3. Staff and Committee Updates

3.1 Staff Reports

3.1.1. GM Report-Grant Parks

--Submitted prior to meeting.

--Mary loves the archive tab.

--Grant went to KCSC Chico State radio station and gave a discussion there about KZFR. He talked to the students about having KCSC create a 30-minute program that uses folks from the Orion etc. focused on what's happening at Chico State. He encouraged them to learn more about KZFR and talked about how to become a programmer.

3.1.2. Underwriting Report- Ray Laager

--Submitted prior to meeting.

--Main takeaway is that KZFR is where people go to get informed. This shows in the different organizations and events that are using us to help promote them. It's getting interesting to schedule these. Good problem to have.

3.1.3 Volunteer Coordinator Report- Leah McKean

--Submitted prior to meeting. Report was for the last 2 months.

--Laura supports the idea of holding a twice a year all-station meeting. Leah explains that we have had, at different times, more than one meeting that pulled everyone together but they were called different things. It would be clearer for volunteers if we had an all-station meeting. She thinks twice a year would be much more effective and give everyone a chance to reconnect.

--Jeannie appreciated seeing that Leah set a goal to have a certain number of qualified RBS servers for our events. She says it's good to have a goal. She likes the idea of having a personalized thank you message from the general manager or board in one of the upcoming newsletters. She has received some great emails from other non-profits she supports that have videos embedded in them- this could be something to give a try. She remembers that Grant had made a great video. Leah says this was after the Silent Drive. Rob also did one in the middle of the Silent Drive. Leah says both of these videos had a lot of views and were definitely appreciated. Jeannie thinks that the more we can "humanize" our station and show that we're ordinary people of the community, that would be great. She says that if Leah would put out a call, she will do her best to deliver a video for us. Leah says that the more faces and voices involved the better.

--Leah: Having non-profits at pledge drive again was huge. It was great to reconnect. Only one non-profit she reached out to turned it down due to concern over COVID precautions. The non-profits were excited to come back and always appreciated their time on the air. It's a great partnership and felt good to be able to do it again.

--Jeannie points out that she noticed that one of the programmers commenting on the volunteer group that had been there the week previous during that time slot, but that he could not remember their name. She's not sure what there would be to do about this, but if she was from the non-profit it would be a little frustrating. Leah explains that she's noticed that some of the programmers go the extra mile to connect with the non-profits when they know there's a non-profit there during their show. Others are so focused on pitching etc. that they don't take much notice. She says she should try to find a way to make it clear to programmers when they have a non-profit. The only way they would know is if they checked the sign-up sheet on the wall. Maybe ask the captain to make the connection for the programmer.

--Fran: could we write the non-profit at the top of the tally board? Perhaps in a different color; it can stay fluid and active so it would be changed with each captain. Maybe even on the cheat board where it tells them how to talk about links on payment, etc. Leah has seen the captains write volunteer's names on the board but not usually the name of the non-profit. Maybe there could be an additional dry-erase board in the studio. Liz agrees. Leah says we would have to figure out a way that it would be non-invasive for the programmers; something simple and easy. Fran says it felt like everyone took the responsibility of handing the baton over during the change in shifts. Leah says it would have to be something we would start from day 1. We would have to try to save a section on the board maybe towards the bottom of the board and keep it updated. It could be done but would have to find a way to make it part of our routine. She saw KVMR's tally board- it was premade with sections written on it ready to go.

--Jeannie says to get a debriefing from the programmers themselves on how they felt about their pitches, what would help the pledge drive go better, and how they would like to solve the problem of acknowledging the non-profits. She suggests that perhaps the program committee would like to pick this up. Leah says that we have sent out anonymous links to programmers for

feedback about pledge drives, etc. It might be worth doing. Karl suggests this going back to program committee for further discussion.

--Fran asks if there was a lot of negative feedback about the computer and process during pledge drive. Only about 3 or 4 groups said something. Mostly thought it was just awkward. All issues we have been aware of. That was one of the points of the pledge drive with the capital improvements- to replace some of our hardware that is outdated. Almost every pledge drive people suggest that we get headsets for the phones. Our phone system is too old. Our building is so old it's not as simple as replacing the phones.

--Michael says we should probably just get rid of the phone system and use the computers. It's easier to use computerized programming and headsets together. Probably not as expensive as we'd think. Leah: at our most recent staff meeting we went over feedback received; one of the ideas was to get laptops or tablets. This could be an easier solution.

--Karl asks when the next pledge drive will be. Leah says it will most likely be next March/April.

3.2 Treasurer's Update- Michael McGinnis

--Report submitted prior to meeting via email.

--Pledge drive did better than last year at this time. Donations have increased. Salaries have increased but these were budgeted for.

--Michael says that hopefully in the next few months they can resolve the issues that we've been having with the accounting company. Mary asks what these issues are. The company was having trouble getting into our computer system and they didn't communicate it to anyone so they are months behind. Grant had to put them in touch with the IT company. Grant and Shirley have been going through the statements from Tri-Counties and from bank accounts to make sure everything is accounted for correctly. We're waiting for the official okay from the accounting company that all the books are sealed so that we can send it to Michael Wright for our taxes. It's still not fully reconciled. Michael is willing to meet with them. It might be a good idea for Michael and Grant to sit down with whoever is responsible for day-to-day. It might be easier for Grant to put Michael into the system. Grant thinks it would be a good idea. At this point, Michael thinks that it might be easier for him to fix it rather than wait for them to fix it. Grant can share all the information he's received with Michael.

--Mary asks if we can get the account numbers for the line items in the expense category in the future reports. Grant makes note of this. Michael says that he would set up the books differently for convenience. Mary mentions that she had requested to have a meeting for new board members to understand how and why the budget is set up how it is and to ask questions. She would like to understand it better. Michael has also been asking for changes. He feels like it should be revised to how we want it. He has a budgeting format he thinks would work better. A new budgeting format would ultimately be up to Grant.

--Karl believes that a Treasurer's report should be further up on the agenda.

3.3 Committee Reports

3.3.1. Executive Committee- Karl Ory

-The committee met and approved the agenda for the board meeting. They also discussed the accounting system and the annual tax statement issues. Both of these issues will continue to be discussed at the next meeting.

--Jeannie agrees that we need to get a system in place that will make it easier for experienced financial people to better analyze our finances. Liz agrees. Fran shows support for this too- we need to have full understanding for the things we're asked to comment/vote on. She thinks this is all positive. It would also make things more efficient. Jeannie points out the importance and difficulty of getting our financials to match up with our CPB grant requirements and tracking the non-federal funding sources for accommodating this grant and other grants that might come up in the future. Fran thinks that all this is positive and says that it speaks to the work Grant is doing in that we're all comfortable in asking for more clarity.

3.3.2. Program Committee (PC)- Grant Parks

--PC report and minutes were sent out prior to meeting.

--Ratings report that we get from Radio Research Consortium. Our listeners are up 200 people for every average quarter hour. Grant tries to give this report once a year. The ratings get calculated every 6 months. Last year, we had 400 people listening every average quarter hour- this was for Monday-Sunday 6am to midnight. We are now up to 600 people.

--Jeannie: it looks like we have the most listeners from 10 to 3pm. Grant says that this is correct. Jeannie says this means that we have the most listeners when we're playing music. This is a strength of ours. Grant: this block is referred to as "at-work" listening. The next highest bracket is 3 to 7pm, the evening/afternoon drive time. Now that the pandemic has ended, there are more people driving and listening to the radio. Jeannie would like to see some analysis on how this correlates with pledge drive income/donations. Grant says during the last pledge drive, on the form, it was asked which show they were listening to. We see a lot of trends. For example, while we have a somewhat decent listenership in the early morning (6am-10 or earlier), if looking at overall ratings for our entire market, places like KCHO are rating much higher than us and they're only playing news and information. We share more of a listenership base with KCHO than any other radio station in the area. Our morning block used to be our highest rated block during the 2020 election with Democracy Now. It's an ebb and flow.

--Jeannie: is there a day-to-day change in number of listeners? She read a blog about how a station increased their listenership by forward promoting shows in the same time slot later in the week. Grant says it has been a while since he has looked at the day-to-day hour-to-hour listenership but the data is available at a price. What Jeannie is talking about is capturing your audience. When we had DJS record their own forward-promotes we did it for this reason. This is something that we are actively doing.

3.3.3. Community Advisory Board (CAB)- Karl Ory

--Laura did some research on CABs at different stations in our general area. At our last meeting, we talked about coming up with some recommendations for how to structure our CAB. Fran joined Laura in drafting some general recommendations and general categories to take to Document Review and Executive committees. A little more guidance and structure but very hands-off. Fran: it will add a little more guidance and structure as far as membership, reporting up to the Board and to Grant, meeting structure, etc. We are not revising bylaws, but adding policy/procedure so it's more easily amendable. Laura can send out this report for anyone interested. She believes this will help the CAB be more relevant and useful to us.

3.3.3. 1 CAB Application- Shelby Hebert

--Laura moves to approve Shelby Hebert's application. Mary seconds. Karl calls the vote. Results: 9 in favor, 0 opposed, 1 absent. Shelby's application is approved.

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

--Fundraising report was sent out prior to meeting.

--Great show at PPAC on October 21st, and decent Halloween Jamboree at El Rey. Our pledge drive tally exceeded \$41,000. We have over \$28,600 in donations in the bank already. \$12,000 in "open" pledges- people who want to donate certain amount for certain amount of months or who we invoice and they send us checks. At next board meeting, Grant will be able to give a detailed breakdown of how many "open" pledges we have left and how many have been paid since pledge drive ended as well as average donation amount, any new donors, other useful info, etc. New show added to 2023 schedule at Chico Women's club. Report talks about changes made on the balance sheet.

--Mary asks how soon invoices go out after pledge drive. Grant: within a week. Some people take their time. There are a lot of people who don't make any communication who mail us a check for pledge drive. These make up for some of the "open" pledges that never get fulfilled. People with an "open" pledge have received a letter and email. For end of the year campaign, we include lapsed donors and people who have "open" pledges. Within a two-month period, they get three "touches" asking if they want to fulfill their pledge and support the station.

3.3.5. Document Review Committee- Rob Davidson

--The committee met on 25 October.

--Laura reminds the board that at the last meeting background checks for all people volunteering with KZFR was discussed. Karl will add this to the executive committee agenda. Grant understands the value of this. He isn't sure how 20-30 year programmers would feel about having to be "vetted" officially.

--Michael asks for the reasoning behind this "vetting". We're not dealing with the public. Laura says it should be brought to the executive committee. Fran- we're not necessarily going

backwards and having all the DJs subjected. Going forward, board members- if you have an agenda and have a vote, it's better to know a little more about the person. Not too constricting, but helps us to know that those who make decisions; there's a little more to adding them to the board or committee.

--Leah says there needs to be a structure/process for accepting volunteers. When she first started, there would be strangers volunteering at fundraising events with access to cash and personal information of attendees etc. which was very odd. This is a reason why we would want some vetting; we do handle private information. There should be a certain amount of accountability. The application helps give us information. Little hoops to jump through in case something happens and we know who the person is. Don't have to dig into people's private lives, but some connection. It's smart to do.

--Liz agrees. We should have basic information and some background on them. Just to get a feel of who they are and what they're doing.

3.3.6. Strategic Plan Committee

--Karl: to look forward to a survey of many of our stakeholders, including board members, of our strengths, weaknesses, opportunities, and threats. This will be a fairly long process. Karl believes that a relatively new board should approach this with caution. It's a huge time commitment.

--Jeannie thinks it is important that we look at the future and the changing landscape of radio and audio. Mary: they will be meeting in person next time to get a little further faster. Michael: they asked more questions than they did with planning a path forward.

--Fran: will there also be strategic measurements along with the SWOT analysis? This could be a big long effort. Is this going to be short term goals or long term? Michael: they have not yet determined this.

3.3.7. News Committee

--Grant gave a background on how the station's news and public affairs scheduling came to be after the absence of our news director. Paul gave the information that lead from the station's origins to having a news director hired. A lot of brainstorming on how we could make a news department happen. The meeting closed off with a discussion about how Grant and Leah made a presentation for the Power of 100 women for a news department. They had come up with a \$15,000 3 person personnel plan to implement. This will be discussed at next committee meeting.

--Fran: there was a discussion about talk vs. news and what this looks like and the history. And what does radio look like in the future? What does balancing all this look like? Paul seemed interested in an advisory position. What does the support to this work look like?

--Karl: the program committee keeps us one step removed from having to manage 80 individuals on the air. He would guess news would eventually go this same direction- giving guidance to news programmers in programmer committee sort of way. Why would news suddenly become a

board decision when programming wouldn't be? Steve: it will be a board decision in that it doesn't happen without money. A volunteer news department wouldn't happen- it's too much work. It's a program decision on where it would fit in the schedule, and a board decision on making the money available to have at least a limited news department. Fran: this was part of the discussion.

4. Matters for Discussion

4.1 Review Investment Policy

--Grant: at last board meeting, asked Michael to make a few grammatical changes. The policy stands the same this month as last month. He thinks it's great to have and a first for our organization. Without investing some of the funds we have in our checking account, we're leaving money on the table. The income we generate from interest dividends isn't considered a non-federal funding source by the CPB, but it is money in the bank. It's a relatively stress free way by using the six-month laddering investment strategy.

--Mary asks why there isn't a target amount for the short-term reserve funds. She points out that Laura mentioned being more comfortable having six months' cash on hand at the last board meeting. She thought we were looking at 3 months in the cash operating fund and at least 3 months in the short-term reserves. Michael: he doesn't know enough about the station to be able to say what would be good. He doesn't have an answer yet. He's comfortable with getting 3-4% in a CD vs. nothing. Long-term is riskier. More money into short-term reserve funds and less money into the long-term reserve funds to start. Grant: there have been loose discussions on the dollar amounts to put into each one. 6 months' worth of operating expenses: Approx. \$175,000. Talked about taking \$250,000 and putting it into a CD on each 6 month run and letting them reinvest in themselves. With a half a million-dollar investment in one year with all our other monies we have, we would definitely have enough to make that six-month reserve rate. We haven't fully agreed to how much each CD will be. Mary: it would be good to have some guidelines in terms of at least how much money we want to put into it.

--Lili thinks it could be better to put a percentage into our policy rather than a dollar amount.

--Steve: tying it to a 3/4/6 month is better than having any kind of specific percentage or specific monetary amount because the policy is going to guide this board and future boards. We want to have enough money to meet the operating expenses for 3/4/6 months. He thinks we should also include language in the policy that puts an upper limit on how much money we have so that future boards don't face the problem we have now with having idle cash. This document doesn't address any upper-limit.

--Liz: we need to define exactly what we are going to need in the account. The rest can be put into a CD.

--Lili feels an expert in finance should give us a consultation on investing. Laura points out that Michael is an expert.

--Fran: exceeding amount- when accounts exceed a certain amount/threshold it's time to shift to another interest-bearing account. Doesn't have to be a dollar amount. It could be percentages.
Michael: we somewhat do this in that if the budget changes, and our operating expenses change, our three-month reserve amount would change. His original intent, we were getting ½ of 1% and losing \$10-\$15,000 a year with money sitting in the bank that could've been in a CD at 4-5% with a half a million dollars. \$25,000 a year. The policy he put drafted took other non-profits policies and melting them into something he thought made sense.

Question of whether to advance this document as an action item. Karl calls the vote. Results: 9 in favor, 0 opposed, 1 absent. The Investment Policy as written will be an action item for December BOD.

4.2 Review Event Co-Sponsorship Policy

--KZFR hasn't had a standardization for event sponsorship. The specifics are intended to be open. There is a form for people to fill out when they're requesting KZFR to sponsor their event.

--Laura: should we specify that co-sponsorship should not impact us financially in any way? With risks and liabilities, are we making sure that someone is insuring the event? Grant: that is a question on the form; does your organization have insurance? Another thing we'd look into is how far our certificate of liability reach? We don't want our insurance covering things we aren't responsible for.

--Jeannie: it's something Grant can refer to when qualifying events for co-sponsorship. She feels this policy should not tie the GM's hands in how he arranges for and selects and vets events that the station would co-sponsor. It points to all the basic elements that are necessary in a co-sponsorship. Does it miss anything? Does it not provide enough guidance or does it need to provide more guidance?

--Fran asks if Grant is comfortable with the policy and if it gives him the guidance he needs. Grant says it gives him a good broad strokes policy. There will be unique fine-tuning for each event. It does allow him the freedom within each co-sponsorship opportunity to make things work best for the station and for the organization/individual we are working with. Fran supports this. Lili also approves of this policy.

Question of whether to advance this document as an action item. Karl calls the vote. Results: 9 in favor, 0 opposed, 1 absent. The Co-Sponsorship Policy as written will be an action item for December BOD.

5. Meeting Finalization

5.1 Review Items for next BOD Agenda: Investment policy approval and event co-sponsorship policy approval will be an action items for December meeting. 4.3 (Gift Acceptance Policy) and 4.4 (Board Work Requirements) continued to next meeting as discussion items. News committee and strategic plan committee reports next meeting.

5.2 Meeting Close/Thank You

Next meeting will be 13 December 2022 on Zoom.

Meeting minutes respectfully submitted by S. McCoy