

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

Board Meeting Date: 11 October 2022

Location: Virtual Meeting

Commencement Time: 6:00 pm

Meeting Open- 6:03 pm/Meeting Closed 7:40 pm

Present:

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

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

Absent:

Staff:

Grant Parks, General Manager

Ray Laager, Underwriting Director

Shirley McCoy, Office Assistant (arrived late)

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- Francene Kennedy (Fran)

Seconded- Eliane Da Silva (Lili)

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Steve Scarborough

1.3 Amend/Approve Previous Minutes

Discussion:

No discussion.

Action: Motion to approve September minutes as amended. – Laura Lukes

Seconded- Eliane Da Silva (Lili)

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: Steve Scarborough

1.4 Public Input/Correspondence

Discussion:

--No public input/correspondence received.

1.5 Announcements

Discussion:

--Rob points out that we are in the heart of the Fall Pledge Drive. He was on Eve of Destruction phone shift and it was really fun. Raised over \$666. Rob thanks the Board members for volunteering their time for pledge drive. He says it's a great way to meet staff etc. There's still a few open slots that Rob encourages the board members to fill.

--Rob announces that he will be out of the country for the entire month of November. He will be active over email. Because of the time difference, it's likely he won't be at many November meetings. He will work out details with the various committees he's on.

2. Action Items

2.1 Approve COVID Concert Policy

--Lili did not get a chance to read the policy and asks if we are keeping the COVID concert policy. Rob explains that it has been significantly rewritten and encourages her to read it. He explains that we are no longer requiring proof of vaccination and masks are no longer mandatory. It's a much more flexible policy. Rob says that if you haven't had a chance to read it yet, might consider abstaining.

--Rob calls the vote to approve the COVID concert policy. Results: 9 in favor, 0 opposed, 1 abstain, 0 absent. The COVID concert policy is approved.

3. Staff and Committee Updates

3.1 Staff Reports

3.1.1. GM Report-Grant Parks

--Submitted prior to meeting.

--Mary asks about Grant signing a partnership agreement with the SERF program. Is this something that the board approves? Grant explains that he did sign on behalf of the organization and that this is an updated partnership agreement. She also asks about our HVAC system vendor- is this someone that we have a relationship with? Grant: they are the people who did the original install 12 years ago. There's two other vendors who are supposed to give us an estimate but they have been delaying. Hopefully we get a competitive rate; \$17,400 is a lot. Rob asks if we are talking about fixing the existing A/C or replacing it. Grant has only received one estimate for a full replacement, but this is the third company that has said that we're due for a full replacement.

--Mary: yay on the United States Treasury. She makes a request for Grant to spell out the acronyms in his reports. Rob: this is a good point given we have new board members who might not be as familiar with these terms.

--Steve: The bid for the HVAC replacement seems high. He has talked to a HVAC company and with a three-ton unit, the particular estimate shows two wall-mount units. If the line sets and electric are good on the unit, the pads should be good and we should be able to get a price around \$12,000 for replacement. He says he has a good working relationship with the company that Rick Carr used to work for and he would be willing to get them in the station to look at the unit and get a competitive bid. Grant says that he would like to get this done as cheap as possible. Grant explains that the estimate included the rental of a crane, so whoever provides an estimate would also have to include this. Steve believes that the crane cost is about \$750 and would be included in a number that should come in at approx. \$12,000 at most. Steve will put this person in contact with Grant.

--Jeannie asks what our role in SERF is. Are there any other radio stations/media companies that are a part of it? It seems Chico State-dominated. Grant: our role in SERF would be providing insight on how to get the message from these two organizations out. They have a bunch of money that they want to be able to give to organizations and individuals. KZFR's role is to make sure that this message gets out to the proper non-profits and individuals who may be eligible for

these economic fund relief programs. There are regular meetings; it will be an 18-24 month project with an approx. 4 hour per month time commitment. There is a grant allotment for KZFR's participation in this program yet to be determined but it will be a financially positive venture to be involved in. Grant explains that this will involve airing PSAs and establishing underwriting trades. They haven't had a meeting in several months because of the renegotiations of which companies will be taking the lead so currently at a bottleneck. Discussions of how the program may work but no specifics. Courtney is still the project manager for the group.

--Jeannie asks about the bid from Climate Connections. She wants to make sure that the unit we get ties in with the new generator plan. Will the generator keep it running or will it be on a different circuit? She noticed an asbestos terms and conditions clause. This is a cause of concern since the station is in an old building- this might raise the cost of the project. Who is checking the certificate of insurance for liability and workmen's comp for this bid? Grant: when the new HVAC unit is installed it will be connected to the main power of the building. When the generator on the roof is complete, it will be powering the HVAC unit as well. Good note about the asbestos possibility. Our insurance will cover the actual unit itself; Grant will have to look into the workman's comp for the people installing the unit. Jeannie says to just make sure that we get the certificate of insurance and double-check the coverage amounts and the expiration date.

--Laura agrees that spelling out the acronyms would be helpful, especially for archival purposes. How much of a surprise are the surprise CPB audits and is there any way that the board can be of assistance with these? Grant: the board can help by keeping track of things to do on a regular basis, for example making sure the board agendas are posted a week ahead of time. This will be the greatest help. A lot of things involving CPB compliance have to do with posting things on the website and acknowledging certain things. If you google search "CPB compliance checklist" it outlines all the guidelines for compliance purposes- Grant has this on his hard drive and will make a note to share this with everyone.

--Fran asks if we will be doing a full HVAC replacement or just A/C/just heating. Grant: we currently use just the A/C. The building has radiator heat. We can use the heat on our current units, but we've never had to. Fran: the unit is an A/C heating unit, but we will be using the A/C mainly. Will we need this heating in the winter? Grant: with just the radiator, it is doable but not perfect. Having the heating factor would be nice. Fran then suggests that the board gives a timeframe so that a decision can be made sooner rather than later ahead of the cold winter months. Rob: this is a really good point. When the board needs to, they can send out a document that needs approval like a bid for an electronic round of discussion and a vote to expedite this process. There are ways to facilitate this. Fran points out that the lowest bid isn't always the best quality. She asks if the board will be looking at the bids once Grant receives them or will they just give authority to Grant to make a decision and move forward? Rob: Generally, the GM has the authority and discretion to make these decisions on behalf of the station. The board acts as oversight, but unless there is a significant concern the board should probably just approve this.

--Jeannie: we can make a motion to allow Grant to proceed with engaging a HVAC company to replace and upgrade the HVAC system for the broadcast and production rooms, not to exceed

\$17K. Rob: they could do this. As Grant noted, the board needs to approve any expenditure over \$5,000. They could preemptively approve a limit for Grant to work within and this could expedite the process a little. Rob would like to see a quick round of review once Grant selects the final bid since this is for an expensive purchase. Mary agrees.

--Steve: there's no sense of urgency on the HVAC system replacement. The A/C is the primary concern. We have a fairly adequate heating system outside of the mini split. The radiator system works quite sufficiently and we've never used the HVAC system for heating. No reason to rush the decision.

--Rob makes a friendly request for staff to keep deadlines in mind as much as possible so that the board has ample time to review these reports. He thanks Grant for getting the report out.

3.1.2. Underwriting Report- Ray Laager

--Submitted prior to meeting.

--Moderate 4% gain. This is usual. We had some new comers- Mains'l. They work with people with developmental disabilities. They did a sponsorship for \$1,000. This was a nice bump for us. Ray would love to see them come on as regular supporters.

--Mary congratulates Ray on BNI.

3.1.3 Volunteer Coordinator Report- Leah McKean

--Volunteer coordinator report was not submitted.

3.2 Treasurer's Update- Michael McGinnis

--We had a good month.

--Mary asks if Michael is referring to the financials that came attached to the fundraising report. Michael says they are not. Mary asks if we will be seeing current numbers every month. Rob: The P&L that was sent in Grant's email was only for July and August; not sure if this was an oversight. Grant explains that these are only numbers through August 31st because it was for the September fundraising committee meeting. If it is Grant's responsibility to send out P&L statements to the board, let him know. Rob: when Grant sends these financial reports to Michael, have Michael share these to the board once he reviews them.

--Michael: The \$70,000 that was put into income, the depreciation of the asset issue was resolved. Grant moved the expense into the asset category.

--Rob makes a note to follow up on the protocol of who receives and shares the financial reports.

3.3 Committee Reports

3.3.1. Executive Committee- Rob Davidson

-The committee met last week and reviewed the agenda for this Board meeting as well as the discussion topics.

--All board members are up to date with CPB harassment training and conflict of interest paperwork. It is important for us to be in compliance with the CPB requirements since they announced that they will be performing unannounced audits at some stations.

3.3.2. Program Committee (PC)- Grant Parks

--PC report was sent out prior to meeting. Minutes have not yet been produced.

--No new program approvals but lots of discussion.

--Laura is happy to hear that we have 30 new programmers interested in KZFR. Grant says that most of them have already followed up with setting up their one-on-one trainings. Will be doing these orientations quarterly; next one in December.

--Jeannie asks if there was any interest in off-site programming or were most people on track to become certified board operators. Grant says everyone seemed to be on track to be live.

--Mary asks how old these people are. Grant says there were a couple of teenagers. Ginger has been Grant's youth liaison to the high school. A few of the teens heard about it from Ginger. It was all across the board.

--Rob asks how many people were interested in live programming vs. offsite programming. Grant says that most people seemed to want to be live. As the process begins and he gets one-on-one with people he can propose the offsite programming.

--Steve asks how close they are to finalizing the self-evaluation form. Grant says they are very close; as of the last meeting, there were no more rounds of corrections. They have it tidied up.

--Fran asks if there were any cool new ideas from the new programmers. Grant explains that he didn't get into the depths of what each programmer is planning to do; this was just the orientation. Once he starts having the one-on-ones with people starting after pledge drive, he will have a better idea of this.

--Liz asks about Chris Nelson's request for an additional cohost for Peace and Social Justice. How are we getting this information out? Grant: it's not being announced on the radio; in these scenarios, sometimes they've been able to find someone amongst their peers and put them through the training process. A lot of times, we find someone who is going through the training who would be a good fit.

3.3.3. Community Advisory Board (CAB)- Rob Davidson

--The board met on 21 September. Next meeting is 6 December on Zoom.

--There were a lot of new members. A lot of introductions, but also substantial discussion. Rose Febbo was awesome; there with content from the beginning.

--Liz thought it was a good meeting, people seemed very much committed and creative.

--Rob has asked the members to consider what they want to do with the CAB; it does not have to be just board members sharing reports and giving them updates. It can and should be a bit more CAB-centered. Rob will follow up with Liz and Steve about being board liaisons.

--Steve thinks it was a dynamic group; he was impressed with their energy and enthusiasm.

--Received Shelby Hebert's application. This was shared via email prior to the meeting. The application link is always active. We usually have the call to action once a year, but people can apply anytime.

--Fran: will we be capping these applications? What are Rob's thoughts about this? Rob says this is a good question. He points out that there are no guidelines for the constituency of the CAB. There are some basic requirements from the CPB. The current CAB is the biggest we've had at 8-9 members. It could be time to think about the size. Rob explains that another related question that has come up is about programmers. Bill Mash is a programmer that was voted onto the CAB, and Meg Turner, who has started as an on-air cohost for Writing on Air has expressed interest in becoming a certified programmer. The board might want to consider drafting a formal KZFR in house articulation about the size of the board as well as welcoming programmers to the board. We probably should have some formal official guidelines.

--Laura proposes that it might be worthwhile to do an ad-hoc committee to do some research and provide some suggestions on this. She agrees that it might be time to come up with some structure to help guide us, particularly concerning the number of programmers on the board. She would be happy to sit on this committee should we chose to pursue this.

--Fran agrees that we should have some rules/charters/guidelines etc. Keep it simple. She would volunteer along with Laura. Rob makes note of this. Since the CAB is required, there are already some very terse descriptions in the bylaws that would have to be reviewed, approved, and amended.

--Mary adds that it would be nice for us to dovetail whatever happens with the CAB with whatever happens with the strategic planning.

--Laura asks if it would be beneficial to have staff on an ad-hoc committee for establishing CAB guidelines should one be created. Grant says that he will pass. Rob says that he isn't opposed to having staff involved if they want to volunteer, but ultimately the CAB is the board's responsibility.

--The board discusses Shelby's application. The board decides to take a pause due to wanting to review and establish protocol for reviewing these kinds of applications. They will return to Shelby's application at another time.

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

--Fundraising report was sent out prior to meeting.

--Mary says that she cannot vote on anything that would require a vote since she didn't get a chance to read the report due to it coming later in the day.

--Rob: The executive committee also discussed some of the things included in the fundraising report such as the issue of the capitalization of assets. Michael has been helping with this. How to categorize items in the ledger etc.- it's a work in progress.

--Grant shares that the grant writing committee did receive a \$4,000+ Explore Butte County Special Event Support grant to use towards 2023 Touch of Chico.

3.3.5. Document Review Committee- Rob Davidson

--Committee did not meet due to scheduling conflicts. Next meeting will be 25th October.

3.3.6. Strategic Plan Committee

--First meeting will be 24th October on Zoom.

3.3.7. News Committee

--First meeting will be 17th October on Zoom.

--Paul O'Rourke-Babb will be joining.

4. Matters for Discussion

4.1 Review Diversity Statement

--CPB requires us to review this statement once a year. We do not have to make changes. According to Board Policy calendar, the board was supposed to do this in September.

--Fran asks if we have any guidelines for addressing when something comes up that does not meet the standards of our statement. Rob explains that we do; for the programmers, there's a detailed procedure in the Programmer's handbook regarding how to launch a complaint, and there's also a grievance and disciplinary procedure. In other cases, it's not quite so formal. In terms of the CPB requirements, they have a minimum word count requirement of 500 words. We meet/exceed this. The current statement was last reviewed and approved in December of 2020.

--Laura asks if there would be any value to listing the ways we're planning on seeking out the things we plan on seeking. She sees value in stating how we plan to engage who we say we are going to be seeking out. Steve points out that we just initiated mandatory diversity training for everyone at the station; is this the sort of thing Laura is talking about? Laura says not really; steps by which we do seek to engage these other communities that we list in the statement that we are actively seeking out. There might be some value to having certain types of outreach programs. This might be more for the 2023 evaluation of this statement.

--Rob: we do require diversity, inclusivity, and anti-harassment training. This is mentioned in the last paragraph of the current statement. He points out that for CPB compliance, we have to

review the statement and either agree to amend it or leave it as is. If we have any reason to amend it, now is as good a time as any.

--Mary asks if this might also be dovetailed into the strategic plan: in the strategic plan, have steps that we're taking to accomplish things in the diversity statement as well as some deliverables where we can measure if these things are getting done or not. Rob says that diversity will be an item of discussion in the strategic plan committee for certain.

--Karl says that this would be a good way to put some more thought into what our goals are. Fran agrees. She suggests referencing the strategic plan in the last paragraph of the statement in the future as we get a clearer idea of the strategic plan.

--Rob says it sounds like the strategic plan committee would be the appropriate place to have the meta-level conversation. Once this committee has done some or all of the work it is going to do, it might be a good time for them to look for ways to amend the diversity statement so that it aligns with the strategic plan.

--Rob proposes that the Board approve the current diversity statement for another year, and revisit it once the strategic plan committee has done some work. Laura moves to approve. Mary seconds. Rob calls the vote. Results:

--Jeannie: the document review committee should schedule a time to look at this document sometime early in the next year so that they can propose alterations that the board can review quickly and approve. She thinks it would be a good thing for the CAB to look into as well. Rob: this is one of the CPB's big points with the CAB; it has the right to review station policies. Rob has been selective since there is a lot. He agrees that this is a great idea.

--Jeannie asks where this document lives. Rob says it is a cut and paste from the board manual, but it is also on our webpage as a public document.

4.2 Review Draft Investment Policy

--Michael: We have a lot of cash sitting in a couple of different bank accounts and we could invest this and still have plenty of operating funds. He looked at a couple of other non-profit's investment policies. It breaks it down into what we need on a monthly basis vs. what we can invest in to get a little more than half percent of what we currently get from the banks.

--Rob points out that the phrase "Executive Director" here is supposed to be "General Manager".

--Steve asks if there's any wisdom to having a defined upper limit sum of the short term reserve. Michael explains that he took a minimum 3 months based on the budget which is about \$116,000 (assuming no other cash comes in.) 3 months should be fine. We have enough cash for 19 months based on our current budget.

--Laura says she would be more comfortable with 6 months. Rob points out that if we put money into a CD, you can get it. It's not locked away forever. Laura's point is noted.

--Mary was curious about what amount would be in the accounts under the short term reserve fund. She points out that the margins on the document itself are a little messy. She offers to work on this for Michael. Michael says that six months would still give us a half a million dollars to invest. Mary says that the other board she was on could only have so much money without having an expressly designated use for these funds in the future- does this apply to KZFR? Michael says this is only true if it is in the by-laws. It is a self-made policy.

--Fran asks if it's wise to have a savings. Michael explains that he would only use CDs currently- it gives some cushion against inflation. Fran: we're not diversifying too much to where we could be caught in the volatile economy. Michael: currently with inflation, we're leaving money on the table.

--Rob: at the executive committee, they discussed what the bylaws say about reserves. The bylaws say nothing. The old board policy manual had a policy that required us to keep 3 months of operating reserves. We can change that in light of an investment policy like this.

--Steve asks how ambiguous of a term the one month operating expense is. Michael explains that he took the budgeted \$465,000 and divided it by 12 and multiplied it by 3. Based on budget. Some months we don't get as much money in and other months we get excess money. Six months is a pretty good hedge against anything. He believes that over the years, money has been put in the bank with no discussion of how much we need.

--Rob: the old board policy manual did state that at the end of each fiscal year, any budgeted reserves can be placed in separate interest-bearing Board-designated accounts. Michael's draft is a more formal, detailed, and thoughtful articulation of an already-existing policy that we've had in place but haven't been acting upon.

--Lili thinks investing is a great idea. She says her only concern is that if we invest for 6 months, to make sure we have enough cash flow to pay for everything in the next 6 months including maintenance and any surprises.

--Rob: All of the things he read in the old board policy manual about reserves etc. were in the section on General Manager responsibilities. The GM has the authority, with the Board's oversight, to move some of this money into some of these long-term and short-term reserves. He encourages Grant to work with Michael to do this. The board will continue to fine-tune the language of the policy before approving the final draft.

5. Meeting Finalization

5.1 Review Items for next BOD Agenda: Diversity statement approval will be an action item for November. Investment draft policy will be matter of discussion for November meeting.

5.2 Meeting Close/Thank You

Next meeting will be 8 November 2022 on Zoom.

Meeting minutes respectfully submitted by S. McCoy

