

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

Board Meeting Date: 12 September 2023

Location: Virtual Meeting

Commencement Time: 6:00 pm

Meeting Open-6:00 pm/Meeting Closed 8:07 pm

Present:

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

Karl Ory (Pres.)	Paul Blackwood	Eric Johnson
Laura Lukes (VP)	Sarah Downs	Kim Weir
Jeannie Trizzino (Sec.)	Mark Gray*	Mary Tribbey
Michael McGinnis (Trea.)	Michael Gregg*	

Absent:

*programmer-elected

Staff:

Grant Parks, General Manager

Ray Laager, Underwriting Director

Leah McKean, Volunteer Coordinator

Shirley McCoy, Office Assistant

Guests:

Rob Davidson, ex officio Board member

Julie Kennedy, 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. –Laura Lukes

Seconded- Mary Tribbey

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: None

1.3 Amend/Approve Previous Minutes

Discussion:

No discussion.

Action: Motion to approve August minutes. –Michael McGinnis

Seconded- Laura Lukes

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: None

1.4 Treasurer's Update

1.4.1. Review and Approve July 2023 Financials

Discussion:

--Michael reports that our monthly revenues in comparison to both the budget and actual amount received in July 2022 are down.

--Grant reports that adjusting when the financial reports go out to the Board was discussed at the Executive meeting. He says July is a historically slow month.

--Laura asks about the significant increase in our dues and subscriptions line item. Grant will look into this; He thinks it could have to do with price increases for our Little Green Light subscription.

Action: Motion to approve July 2023 financials. --Michael McGinnis

Seconded- Kim Weir

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: None

1.4.2. Coordinate Update of Bank Signature Cards

Discussion:

--Grant explains that because we are a non-profit organization our banks, Tri Counties and Members First, need the executive officers to be signatories on our accounts- this can only be authorized by approval of Board minutes. Grant explains that someone would need to motion to have Karl Ory, Laura Lukes, Jeannie Trizzino and Michael McGinnis be signatories on the bank accounts.

--Karl asks if the bank still needs the executive officers to be signatories on the account even though three of them were signatories last year. Rob explains that the signatories have to sign as officers so if someone was Vice President last year and is President this year, for example, they would need to resign and clarify. He says it's traditionally been the President, Vice President, Secretary and GM as signatories.

Action: Motion to approve the Executive officers as signatories (except for the Treasurer) on the Tri Counties and Members First bank accounts. --Michael McGinnis

Seconded- Mark Gray

Roll Call Vote:

Ayes: All

Noes: None

Abstain: None

Absent: None

1.4.3. Status Update on End of Year Tax and Legal Documents- due November 15, 2023.

Federal IRS Form 990 (Federal nonprofit tax return)

California Form 199 (CA nonprofit tax return)

California Form RRF-1 (CA nonprofit registration renewal)

Discussion:

--Grant reports that he has received notification from the Bean Counting firm that they have reconciled all of our accounts up until July 2023. We will be sending these over to Michael Wright for tax filing and then to Joy McNulty for FSR for CPB reporting. We are on a much better timeline than last year and he's hopeful we will have everything in without the need for an extension.

1.5 Public Input/Correspondence

Discussion:

--No public input or correspondence was received.

1.6 Announcements and Recommendations

Fundraising/Grant Writing Committee: 9/19 at 1:00 pm at Station (3rd Tues)

Document Review Committee: TBD on Zoom

Strategic Planning Committee: 9/11 at 6:00 pm

News Committee: on hold

See: [KZFR Board and Committee Meeting Google Calendar](#)

Reminder for all Directors:

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

2. Action Items- NONE

3. Staff and Committee Updates

3.1 Staff Reports

3.1.1. GM Report-Grant Parks

State of the Station Report/Assessment of Major Risks to the Station (rescheduled from August Board meeting)

Review Diversity Statement (per CPB grant requirement)

--Submitted prior to meeting.

--Laura asks about creating more original programming that can be distributed to other stations; would this be things we would distribute free of charge or would it be syndicated? Grant: It is up to us. We have access to Audio Port- we would not receive monies from putting content there but it would be a profile lifter. He is more familiar with the Audio Port format.

--Eric asks about our listenership; having roughly 4% of listenership and whether there's anything that can be done to improve our listenership. Grant explains that the station with the highest listenership in our area is only at 9%; no one station in our market is hitting double digits. There are 36 radio stations and streams in our metro area, and we are currently tied for 6th place. He invites people to share any ideas for improving these ratings with him and he can share these with the Program Committee. Karl points out that the service area in the survey included 187,000 people aged 12 and over and there is a brief discussion about our coverage of this service area compared to other stations like KCHO. Grant explains the service area is pretty wide and includes towns of Paradise and Oroville, and that the metro area encompasses Yuba City and Marysville. He explains that our terrestrial signal reaches Dairyville to just North of the Sacramento airport- not much reaches outside of the Chico metro- he further explains what this means exactly and how Nielson, Arbitron, and Radio Research Consortium do their ratings. KZFR is service area 202- some stations get Chico and Redding, like KCHO, while our broadcast range is only in the Chico metro survey area.

--Rob explains that our service area has been redefined over the history of the station; our service area was upgraded by the CPB which meant we needed to raise more non-federal funds. For several years, we were at risk for losing CPB funding. The last 2 years we have exceeded this goal by approx. \$30,000- Rob praises Grant and the staff for this dramatic improvement.

--Jeannie asks about the Program Committee handling requests for certain shows to be turned into podcasts. Grant explains that people can email him as Chair of Program Committee and he will share this with the PC. It will be easier to turn our news and public affairs programs into podcasts since there's less copyrighted material to edit out. She also emphasizes the importance of developing legacy donors and estate planning donors and donor stewardship; she would like to see the Fundraising Committee come up with a plan/suggestions regarding this. She also asks if there was a difference in number of pledge drives between FY 2022-2023 vs. FY 2021-2022. Grant: yes; FY 2021-2022 we added an additional mail campaign targeted around raising enough fiscal funds for the CPB grant. Jeannie points out that though we are in a great financial position, this is not all due to fundraising, events, etc. and that some of it came from the Cares Act, employee retention credits, etc.

--Michael Gregg asks about how and how closely we track donors during Pledge Drives and expresses interest in exploring this more to see if there's anything additional we could do to further improve our donor tracking and retention efforts.

--Rob explains that we are required to have a diversity statement by the CPB and review it annually- we are not required to revise it. Karl asks if we are required to go through some kind of

diversity training or if this is something we have done before. Jeannie comments that we have been using the CPB training and that one year we did have an in-person training lead by Robert Jones. Rob comments that there is a word length requirement by the CPB that we meet and we've always been in compliance when we've been reviewed.

3.1.2. Underwriting Report- Ray Laager

--Submitted prior to meeting.

--Eric points out that we lost a realtor that we had as a long-time supporter and asks if we should prepare for more of this trend. Ray: Laffins said they'll be back in the Spring. He tries to diversify with multiple different real estate, insurance, etc. so we don't feel as much of a "sting" when one leaves.

3.1.3 Volunteer Coordinator Report- Leah McKean

--Submitted prior to meeting.

--Laura asks about how planning for the Touch of Chico is going and asks whether Leah could use any help from the Board. Leah could use at least one more person for two different shifts at the ticket booth and any extra help for clean-up.

--Jeannie points out that there are ways to send texts via a laptop and that this may make things a little less tedious for Leah. Jeannie added the events listed in Leah's report onto the Board cash count sign-up sheet.

--Mary thanks Leah for her effort in reminding Programmers about attending the Strategic Planning Committee Programmer meeting the past Sunday.

--Eric asks if any of our events that we host turn a good profit for the station. Grant explains that some do while others don't. Karl points out that Grant included a great summary in his report about events and profitability over the last several years (page 29). Grant explains that in the previous fiscal year we averaged a profit of between \$900-\$950 on each event. Karl encourages Board members to sign up for cash counts.

3.2 Committee Reports

3.2.1. Executive Committee- Karl Ory

-The Committee discussed when the Board will be receiving and reviewing the financial reports. They also discussed the number of new Board members and current Board members mentoring them etc.

3.2.2. Program Committee (PC)- Grant Parks

--Submitted prior to meeting.

--Jeannie asks about our website update and automating program logs. Grant confirms that once the website is updated the program logs “could be” digital- emphasis on “could”.

3.2.3. Community Advisory Board (CAB)- Karl Ory

--Michael Gregg volunteered to be the Board Liaison to the CAB. Karl wants to make a concerted effort to get the CAB to join the next Strategic Planning Committee meeting.

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

--Grant reports that he and Mary are working on the Next Generation Warning System Grant program and the SH Cowell Foundation Grant program.

--The Board asks about fundraising events and how they are scheduled and how we set ticket prices. Grant: he never schedules a concert to fill a time gap, usually based on the fact he thinks it will generate some kind of profit. We work around venue and artist availabilities. We set ticket prices based on comparative markets. Sometimes Grant talks to the booking agent about ticket prices. Sometimes a booking agent just asks for too much money. There is further discussion about whether or not there have been any musicians who have or would play for us without making much profit, and whether or not having so many other venues and booking people in town makes it harder for the station when booking shows. Grant mentions the return of the Big Room and how this might affect which artists we can get, and bidding wars can happen. Artist loyalty and discounts do not usually happen.

3.2.5. Document Review Committee

--The Committee did not meet in the last month.

--Currently the Committee is continuing to work on the Employee Handbook. Rob and Grant had a follow-up meeting with People Rock HR in which they reviewed suggested changes from the Committee.

--Karl points out that there was a discussion at the Executive Committee meeting regarding how there is no need for detailed minutes on this Committee or on the Fundraising Committee. Rob encourages the Board to keep the staff’s workload in mind. Kim volunteers to produce a short, summarized minutes/report for the Fundraising Committee.

3.2.6. Strategic Plan Committee

--A programmer’s meeting was held at the Women’s Club this past Sunday. Approx. 36 programmers showed up. Lots of positive feedback was received and they seemed to enjoy the format being used for the meetings.

--Next meeting is scheduled for 16 October from 6-8pm at St Paul’s Episcopal Church. This will be for current and former Board members, staff, CAB members, programmers, etc.

3.2.7. News Committee- On hold

--Karl asks Kim to assist in scheduling a meeting for this Committee.

4. Matters for Discussion

4.1 Committee Updates

-Discussed above.

4.2 Additional Board Application Consideration

-Kennedy

-Julie introduces herself to the Board and shares her qualifications, experience, and interest in the Board.

5. Closed Session

5.1 Personnel Matter Discussion

-The Board voted unanimously to approve Julie Kennedy for membership on the Board. The Board also voted unanimously to approve the purchase of (2) 16-channel operating boards.

6. Meeting Finalization

6.1 Review Items for next BOD Agenda: No action items at October meeting. No discussion items at October meeting.

6.2 Meeting Close/Thank You

Next meeting will be 10 October 2023 at 6:00 PM *via Zoom*.

Meeting minutes respectfully submitted by S. McCoy