

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

Board Meeting Date: 9 November 2021
Location: Virtual Meeting
Commencement Time: 6:00 pm

Meeting Open - 6:00 pm / Meeting Closed 9:22 p.m.

Present:

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

Bobbi Tryon	John Burge (Treas.)
Dan Joseph (Sec.)	Karl Ory
Eliane Silva (Lili)	Rob Davidson (Pres.)
Elizabeth Daniels-Currey (Liz)	Paul O'Rourke-Babb
Jeannie Trizzino	Sandra Morales-Miller

Absent:

Courtney Farrell (VP)

Staff:

Grant Parks, General Manager
Leah McKean, Volunteer Coordinator
Ray Laager, Underwriting Director
Shirley McCoy, Office Assistant

Guests:

Terre Reynolds; Steve O'Bryan; Kevin Durkin.

1. Meeting Opening

- 1.1. Call to Order /Begin Recording/Welcome/Attendance
- 1.2. Amend/Approve Agenda

Discussion:

--Rob proposes add item 4.1, matters for discussion, Matrix proposal from Program Committee.

--Rob proposes add item 4.2, matters for discussion, discussion of recent actions taken by GM regarding a programmer and on-air messaging

regarding Covid-19.

Action:

Motion to accept agenda as amended. – Bobbi Tryon

Seconded - Elizabeth Daniels-Curry

Roll call vote:

Ayes: All

Noes: None

Abstain: None

Absent: Farrell

1.3. Amend/Approve Previous Minutes

- 1.3.1. No October minutes were distributed via email. October and November minutes will be submitted for December BOD meeting.

1.4. Public Input/Correspondence

Discussion:

--Terre Reynolds asks about access to studio via external callbox. Has it been updated to reflect new requirement for 530 area code? Grant confirms problem has been solved.

--Grant Parks introduces Shirley McCoy, new office assistant.

1.5. Announcements

Discussion:

--Sandra Morales-Miller will be stepping off the board in January 2022. The December board meeting will be her final. She has served her full two-year appointment. Board thanks Sandra for her service.

2. Action Items

- 2.1. No action items.

3. Staff and Committee Updates

3.1. Staff Reports

3.1.1. GM Report - Grant Parks

--Submitted prior to meeting via email.

--Jeannie Trizzino asks about status of requested extension on tax filing. What is the estimated deadline so that we can proceed with actual filing? Grant says he's working with Dolly Wendell and Michael Wright to complete paperwork. They've planned for up to a month to complete the paperwork, but Grant hopes it will be finished sooner.

--Jeannie asks about progress on Major Gift Academy. Grant updates on most recent session.

--Jeannie asks about how we're doing with the CPB Workplace Harassment training. Grant explains that training is available May through September. No one has done it since our last round because it's not currently offered.

--Rob updates board about Logiic and tech issues. Rob and Grant have been reaching out to other local tech providers, looking for lower costs.

--Rob notes that, according to Grant's report, the working tally for the most recent pledge drive is just over \$15,000. We fell short of our \$40k goal. BOD needs to be thinking about how it can help. The financial well-being of the station is the board's top priority. BOD is going to have to step up in the next year to address this issue.

--Paul asks if we got any feedback from donors regarding why people weren't able to give as much? Grant says, yes, anecdotally. People miss the in-person pledge drive and the energy it brings.

--Ray worked the phone on the drive. People are still supporting us; we get occasional glitches. Agrees the in-house action helps.

--Lili notes that the last fundraising committee was only Lili and Grant. BOD needs to be more involved. People donate because they get good energy and vibes from the radio. We have to keep connecting with each other. Positive energy will ensure a successful pledge drive.

--Jeannie asks about metrics on pledge drive. What was average donation? Total number of donors. New donors, and so on. Data over time. Rob notes staff is still processing results. We don't have all that info yet.

--Steve O'Bryan notes this pledge drive was significantly shorter than past drives. Steve thinks longer drive will be more successful.

--Bobbi notes we have the same listeners who support the station. They're aging out. Expanding our listenership will help. Once new listeners hear us, they will donate.

--Paul seconds Jeannie's point about studying the metrics when we have them. Also seconds Bobbi's point.

3.1.2. Underwriting Report - Ray Laager

- Submitted prior to meeting via email.
- We had a good month. Price increases and the resumption of underwriting for public performances have helped.
- Lili appreciates Ray's timely distribution of the report.
- Bobbi asks about underwriting in non-Chico community. Ray notes we are pretty Chico-centric. If we have stronger tech issues like our phone apps, that will help.

- Jeannie asks if there is an equivalent of a BNI group in these other communities? Ray says yes.
- Bobbi notes that her phone app works well in her new car with Bluetooth. What's the status of our phone app? Leah notes iPhone app works well. Android might need work.

3.1.3. Volunteer Coordinator Report - Leah McKean

Leah was not able to submit report prior to the meeting. Will send soon.

3.2. Treasurer's Report - John Burge

--Treasurer's Report was submitted via email prior to the meeting.

--John reviews report. Four months YTD. Numbers not looking too good. (See attached report.)

--Grant notes that fundraising numbers haven't been fully updated because of various delays and lag in bookkeeping. Programming costs reflect renewal of Pacifica contract.

--Lili asks Grant about access to Quickbooks. Grant explains that it's related to our ongoing IT issues, which we're working to resolve. Only one user can access QB at a time. Our server is sometimes not powerful enough.

--Lili asks if we can get all reports on the first of the month, or earlier so we have time to read. Rob explains that the official policy we aspire to is that all staff and board reports will come out 7 days in advance of a BOD meeting. It hasn't always happened.

--John notes that he can't process a close-of-month on the first day of the next month. It typically takes 7-10 days to process data for a month-end report. It also depends on when Dolly Wendell can process the data and make it available.

--Jeannie appreciates the simplified one-page summary of highlights.

--Bobbi seconds Jeannie.

--Paul notes the advertising numbers. Would increased advertising help us raise funds? Grant notes some changes. We no longer spend a lot of money on physical billboards, for example. Grant would rather expand digital ads. We're undertaking new approaches.

3.3. Committee Reports

3.3.1. Executive Committee - Rob Davidson

- Rob reports that Exec Committee and Grant Parks met and discussed a specific programmer and Covid messaging on air. Also financial well-being of the station.
- Exec meets the Thursday before BOD meetings.

3.3.2. Program Committee (PC) - Grant Parks

- Report was distributed via email.
- Jeannie asks who edits certain podcasts. Grant explains the process.

- Jeannie asks if we have any sort of acknowledgement procedure for new programmers who pass their exam. Cyd Strain recently was approved. Do we reach out? Leah sends an email introducing herself. Grant agrees it would be good to present a certificate or something. Rob suggests a KZFR t-shirt. Bobbi suggests PC could send a t-shirt and a letter of appreciation. Liz and Bobbi say add to that a go-to list with contact info, staff, etc.
- 3.3.3. Community Advisory Board (CAB) — Rob Davidson**
 --Next CAB meeting will be January 2022. Sandra was going to act as BOD liaison starting in 2022, but she is stepping off the board so Rob invites board to consider volunteering as liaison.
- 3.3.4. Fundraising Committee - Grant Parks**
- Report distributed via email.
 - Karl Ory would like to join committee.
 - No questions.
- 3.3.5. Document Review Committee - Rob Davidson**
- Doc Review did not meet during pledge drive. We need to reschedule. We've been working on a revision to the Board Policy Manual.
- 3.3.6. News Department Committee – Leah McKean**
- News Department did not meet.
 - Paul's health has been poor. He can no longer chair committee. Ray suggests that News committee meet in December to address the issue. Board hopes Paul's health improves.
- 3.3.7. Virtual Event Committee - Leah McKean**
 --VEC is currently on hiatus.
 --Dan asks if virtual productions have led to any tangible fundraising income? Leah explains that, anecdotally, she's heard of some people making donations based on content they viewed, but we don't track it. YouTube will track analytics for us but only if we have a much larger number of followers.

4. Matters for Discussion

4.1. Program Committee proposal for a new matrix

--Grant sent a draft of the proposal out via email. (See attached document.) PC wants matrix to accurately reflect what we want to do at the station and what we actually can do. For many years, the matrix has been a point of discussion and debate. This is a reset for a new conversation. The idea is to have flexibility built into the matrix. Intentionally open-ended. This new proposal locks in some news and info and kids' programming, but essentially keeps every other slot open.

Other shows, including music, are considered “open format” and can include a mix of music, talk, news, etc. If approved by the board, this matrix will be new template and will be publicly shared.

--Lili hasn't had time to read the proposal. Rob says since the proposal came out rather close to the November Board meeting, we'll keep the proposal as a discussion item for December BOD meeting.

--Jeannie likes the flexibility of the proposal. She would like to see proposal acknowledge that by “broadcasting” we mean radio as well as streaming, podcasts, and other formats. Regarding exceptions, there is a reference to “temporary open-format” slots. PC should put guardrails on “temporary.” How long is “temporary” as opposed to de facto permanent? Also footer needs date correction.

--Liz appreciates that the proposal allows for growth and change.

--Karl suggests we reach out to Inspire High School to develop a relationship. Great source for youth programmers. Grant notes that Liz also brought the topic up at Fundraising committee.

--Grant notes that PC came together to work on this without contention. Grateful for that.

--Rob appreciates the flexibility and openness of the proposal. Allows for easy adjustments. This clears up some past logjams and moves things forward. Thanks to the PC and Grant.

--Liz asks about live field broadcasting at local community events. Rob notes that Bill Mash has done that. Ray adds that in the past we did that—live reports from the fairground, and so on.

4.2. Volunteer Programmer and on-air Covid messaging

- Rob notes that BOD had a closed session meeting in October regarding the programmer in question, Kevin Durkin. The reason it was closed was because we were concerned that he qualified as a station employee and thus the matter might be considered personnel. Grant and Rob met with station lawyer who confirmed that Kevin is not considered an employee. We don't need to worry about confidentiality. In closed session the board voted 7 in favor, 3 opposed (Silva, Daniels, Ory), with 1 person absent (O'Rourke-Babb) to recommend that the General Manager take action regarding the Covid messaging.
- Karl asks if we can put this off for a month. Staff followed up as directed, but suggests we wait since the decision was so recent.
- Lili feels angry that the board made that decision. Kevin has been a volunteer for 30 years. We should be more like family. Programmers should be free to speak their mind. Worried about negative impact in our community.

- Rob says it isn't a free speech issue. As per the programmer's handbook, there are various restrictions on speech (hate speech, foul language, etc.). There is an official station policy: KZFR is officially pro-CDC guidelines, pro-vaccination, and pro-mask. This is a policy issue. Kevin was formally warned by the Program Committee and ignored the warning. He was given a direct order by the General Manager to cease his anti-vax messaging and he refused. Strictly speaking, the GM is a job supervisor and a volunteer programmer is a de facto employee. The programmer refused a direct order from the GM. This is a labor issue, specifically insubordination.
- Ray asks Karl to clarify his request to delay the discussion. Karl doesn't see the benefit of discussing the action at this time.
- Ray says you have to treat all volunteers the same, regardless of how long they've served the station. No one gets special treatment.
- Bobbi notes that we're a nonprofit business and we have to follow certain rules. The board voted to recommend the GM take action. Let's move on.
- Bobbi asks if Cosmic Forecast will also be suspended? Rob says it will not. The lawyer advised us to go after the show where we had a concern and not go after another program where there was no problem.
- Jeannie seconds Karl. She doesn't understand the purpose of the discussion right now. The decision was made and the action has already been taken.
- Rob explains that the purpose of this discussion concerns the fact that the action taken by the GM differs slightly from what the board originally recommended and wanted the board to have a chance to review that.
- Steve O'Bryan asks if the pro-CDC guidelines have been distributed to the programmers. He hasn't heard that. If the station wants to enforce a policy, we need to clarify the policy and let everyone know.
- Rob notes that we could have messaged the policy better and we'll address that. Regarding Kevin, he was notified repeatedly and given multiple chances to respond.
- Sandra notes that there is no pre-programmed Wednesday Cosmic Forecast. Will we cover that if he's off the air for a month? Grant says yes, we'll figure it out.
- Lili wants to reconsider the board decision.
- Liz asks if there will be a standard announcement to other programmers to avoid gossip or misunderstanding. Grant says it is not standard for the GM to contact other programmers about a disciplinary decision based on a volunteer's behavior. No precedent for that.
- Rob notes that there is an existing station policy on Covid and we might want to re-send that info to programmers. Regarding the programmer in

question, we were getting multiple complaints from listeners, including people who chose not to donate to the station based on what they were hearing. There was a procedure followed involving the Program Committee and GM. Everything was done transparently and by the book. We acted professionally. Kevin chose to ignore the advice and warnings.

- Lili disputes the idea of “being professional.” Be more personal and act on love.
- Paul notes that there is a public health perspective to keep in mind. There are serious public health consequences for spreading info that is not factual or accurate. The radio station should not tolerate this.
- Kevin Durkin discusses his recent bout with Covid. He is upset that he has been “cancelled” for discussing his anti-vax stance.
- Rob says we are not debating Covid or vaccinations. This is a policy discussion. This is not a debate on Covid or the effectiveness of the vaccines.
- Kevin asks about free speech and openness. Rob repeats: it is not a free speech issue. It is a policy issue. A procedure was followed.
- Kevin dislikes the “one size fits all” approach to silencing programmers on this topic.
- Steve expresses his love and support for Kevin.
- Lili makes a motion to reverse the board decision from October. Kevin should allowed back on the air immediately. Liz seconds. Liz wants to see the station express a wider range of viewpoints on this issue.
- Rob expresses frustration that this new motion undermines the General Manager after he has followed all established procedures to address a conduct issue. The Board’s job is to support the GM; this motion undermines his authority after he has made a decision and taken action.
- Lili restates her proposal: get Kevin back on the air immediately. Rob clarifies that the board makes recommendations to the GM. We do not take direct action regarding volunteers and conduct issues. This will be a vote to recommend the GM reverse his recent actions regarding Kevin Durkin.
- Rob calls the vote. Results: 2 in favor (Silva, Daniels); 8 opposed; no abstentions. (Farrell absent.) The motion fails.

5. Meeting Finalization

- 5.1. Review Items for next BOD Agenda: Board Matrix Proposal will be a discussion item for December BOD meeting.
- 5.2. Meeting Close/Thank You

Next meeting will be 14 December 2021 on Zoom.

6. **Meeting adjourned 9:22 p.m.**

Meeting minutes respectfully submitted by R. Davidson