

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

Board Meeting Date: August 25, 2020
Location: Virtual Meeting
Commencement Time: 6:00 pm

1. Meeting Opening

1.1 Call to Order/Welcome

In attendance:

BOD: Mercedes Macías, Rob Davidson, Courtney Farrell, John Burge, Steve O’Bryan,
Paul O’Rourke-Babb, Bobbi Tryon, Jeannie Trizzino, Sandra Morales-Miller, Ken Pordes, Dan Joseph
BOD Absent: LeAnn Cooley
Staff: Rick Anderson, Grant Parks, Ray Laager, Leah McKean
Guests: David Fuhs

1.2 Amend/Approve Agenda

Motion to approve from John, Second by Ken - all in favor

1.3 Amend/Approve Previous Minutes

Motion to approve from Dan, Second by Bobbi – all in favor

1.4 Public Input/Correspondence

- David Fuhs took advantage of the opportunity to attend, glad that meetings are accessible
- Keeping the large wooden radio sign that Bob made: it could use some work. Made for carrying in parades and since we cannot do that, the suggestion is to take a pic and frame it.
Bobbi will take care of it.

2. Action Items

None at this time.

3. Staff and Committee Updates

3.1 Staff Reports: not required at 2nd monthly Board meetings

- Update from Leah: Signature Frame and certificate of appreciation ready and will be picked up on 8/26-27. Process for signing determined; Leah will coordinate.
- KZFR is sponsoring BEC’s park clean up in late September. A notification has been sent to volunteers to create a KZFR team for 9/26 and 9/27 (Saturday/Sunday) from 9AM – noon.
Need 3 volunteers to be considered a team.

3.2 Treasurer’s Report – John

- Budget to be discussed tonight. John has been working on the preliminary updated draft budget he sent out for Board review. Rick submitted comment regarding funding for pledge drive postage.
- Budget anticipates a loss of approximately \$133,000
- Previous year brought in approximately \$102,000 better than planned (CPB CARES Act funding)
- Needs to review the recent bank statements to assess current funding; got lots of cash in the bank
- Familiarizing himself with the status from years past to present
- Questions will be addressed in the Discussion portion of the meeting

3.3 Committee Reports

3.3.1 Executive Committee

- EC has met twice since last meeting
- Considered a personnel matter, issue is handled
- Closed session to be held at the end of this meeting in order to discuss with full Board

3.3.2 Program Committee (PC)

Please See Attached Minutes

3.3.3 Community Advisory Board (CAB)

- No report, as next meeting will be in November (quarterly)
- When should recruitment happen – all 6 current members are willing to continue to serve
- No policy for this, but increasing the diversity of CAB has come up in BOD discussion

3.3.4 Fundraising Committee

- Next meeting scheduled for next Tuesday September 1st at 5:30PM via Zoom
- Already had interest from outside the Board, all are welcome who want to participate
- This is a high priority for the Station, had good brainstorming at past BOD meetings
- Kick-off for the Strategic Planning process, regular schedule to be established
- Feel free to share the Zoom link with anyone interested in attending

3.3.5 Document Review Committee

- Met last Friday
- Have a working draft of the Programmer's Handbook – final edits will be sent out to the board before at least a week before the item is added to the BOD Agenda for discussion
- Will review the Diversity Statement (annual CPB requirement)
- Will move to other docs as needed
- Permanency of Doc Review Committee – currently Bylaws state that there are established permanent committees specified in the Bylaws and there are ad hoc committees which are to exist for no longer than 1 year
- Document Review Committee was started as an ad hoc, but Doc Review takes longer than a year, so this warrants a board discussion on whether or not to keep this committee as a standing
- Bylaws should likely be reviewed/updated every 2-3 years and other important policies/docs on some kind of schedule because of evolving protocols, interests, and standards changing (e.g., social media, hate speech, etc.)

Grant: things do need regular review and approval

Paul: seconds Grant's statement, especially in response to COVID and other issues, how can we adjust to other platforms, etc. Let's keep it.

3.3.6 News Department Committee

- Paul: Longer discussion will happen regarding the matrix and Sue's proposal
- Good meeting between PC and NDC. Cleared up some misunderstandings
- Matrix proposal was discussed
- Discussion regarding other parts of the proposed News Department: Content, Fundraising, Coordination
- Will create a "super list" of available programs to assist the PC with what is available in the absence of local programming, which will likely be necessary in the beginning and as programmers come and go
- Most pressing issue is Sue's proposal conditionally approved by PC, regarding payment

- Discussion of the Matrix left to the Board rather than the NDC or PC
- Paul requesting assistance to have the agendas and meeting minutes posted to the website, specifically announcing the meetings and posting the agendas ahead of time
- Bobbi has offered to take the meeting minutes moving forward
- Need to discuss Sue's proposal to be paid \$500 a month – becomes a Board discussion because it amounts to \$6,000/yr, supersedes the \$5,000 threshold that is allowed by the GM for approval
- Bobbi: Steve Scarborough reminded PC that all shows are probationary for the first 6 months – so the monetary amount for that time period would only be \$3,000
- Rob: budgets are for fiscal years – would be prudent to discuss full \$6,000. If we decide the program is not sufficient and we cancel the show then we recoup \$3,000
- Rick: we should add this to the budget, either outside services or consultants portion of the budget
- Mercedes: can we add to programming expenses?
- Rick: she would be an independent contractor. She would be an outside company not taking direction from the GM. Some other paid programmers do take some parameters and minor direction from the GM; do we want her to be open to taking direction from the station?
- Rob: difficult budget times. We will be reviewing a reduced budget but excited about local news programming and as Boardmember really wants to find a way to make this work. This is not just an opportunity for more programming, resources, and audience, also as a potential fundraising idea: perhaps a targeted pledge drive or micro pledge drive could warrant a way to use the new news programming to solicit new/increased pledges
- Steve: please add target pledge drive for news programming to fundraising committee agenda
- Dan: agrees with targeted pledge drive, like "Power to the Tower"
- Jeannie: feels so strongly in support for programming like Sue's proposal that she would be willing to kick in funding for this idea as a Boardmember. Perhaps this could be used as seed money for a matching donation initiative. Supports the expansion of local news on KZFR
- Action Item: Approve funding for Sue's programming pending audio sample

4. Matters for Discussion

4.1 20-21 Budget

- Mercedes displayed screen share of the draft proposal, with added highlights
- John: Overview of how to view the budget:
 - First column is the actual, what we experienced from last FY 19-20, net income was \$140K
 - Column for fractions (what we anticipate for the coming year, based on last year)
 - Proposed budget is the column on the right
- Steve: request to reference line-items to help keep track during discussion
- GM estimated the fractions for coming FY 20-21
- Bobbi: 50% reduction determined by GM; Re: consultants, used to be Leah, etc., but now she is a staff person. Who are our consultants now?
 - GM: We don't really have any now. Matt Fiddler was a consultant, now also a KZFR employee. That budget item could change or maybe it's where we could put Sue with \$6000/yr. news
 - Bobbi: Re: programming. Dues to Pacifica are \$3695 - that means Democracy Now! and anything else we'd like to obtain from Pacifica? What is the \$5449 budgeted for "Programming?"
 - GM: Yes - regarding Pacifica. Other "Programming" amount is for incidental stuff like Kozmic Forecast. The amount listed is not correct and will be much lower, it included Matt from last year.
- Paul: advertising expenses – where do we do advertising?
 - GM: News & Review, billboards, part of the restricted funds from the CPB grant; should actually read "Advertising & Promotion"
- Jeannie: categorization of fundraising vs. donation income. We got \$25K from donations last year?
 - GM: fundraising is what we execute, donations are unsolicited monies that come into KZFR from

unplanned sources; Sierra Nevada matching funds for Larz goes here; car donations are increasing and will likely continue to increase

- Mercedes: The large “donation” number may have included the roll-over from the “Musicians Around the Camp Fire” donations and “KZFR Cares About Musicians” COVID-19 supports
- Jeannie: hard for us to predict what this line item will be in the next FY, higher or lower
- Bobbi: engineering?
 - GM doesn’t think Jim Moore charged KZFR for anything for this work last year; no engineering fee fixed, it’s a holding place; same with consultants - no consultant fees anticipated at this time; need to set fee for this line item
- Grant: according to the budget proposed by GM, we would be -\$133,000 for FY 2020-2021
- Bobbi: talk over recommendations for reduction in some line items, then determine actual projections
- Mercedes: Pledge Drive and Fundraising Income is set at 50% projections, would like to see a higher fraction with more targeted Pledge Drives and Online Fundraising efforts. Vehicle donations seem to be increasing and fraction may be more like 1.5 rather than 0.5
 - Grant: Fundraising was contingent on live events. COVID restrictions will prevent that income from in-person events for the current FY; Targeted pledge drives may vary in success
 - Paul: Fundraising expense line will therefore also be greatly reduced
 - GM: Even with mincing #s, we’re still going to be headed for a 6-figure budget deficit in new FY
- Bobbi: Are we paying NFCB? GM: No, we are not.
- Steve: Budget needs to be conservative due to other community needs and demands, specifically students not returning to Chico due to virtual campuses. Underwriting may be further compromised over the next year as businesses continue to struggle and even close. We must plan for a frugal budget with ideas for increased creative fundraising, etc. Appreciates how budget-oriented current BOD is
- Paul: Heading into unprecedented territory that reflects the national and local economy. Wise to be fiscally conversative. Suggests revisiting budget in 6 months to 1 year to evaluate success or failure if we have been resourceful and creative in fundraising
- Mercedes: let’s prepare for the worst but get creative and try to bring in \$ in news ways we’ve never imagined before; PayPal/Square fees are set very low - only reflects one virtual pledge drive; why are our donations to the community being cut to 0.5 fraction when the # is so low to begin with?
 - Grant: increased Paypal fees would recognize increased donations, will likely host at least 3 virtual pledge drives
 - GM: made donations to other nonprofits in the past, they are the hands that help us too
 - Courtney: Caution cutting support from other nonprofits - have to look at bigger picture, consider what KZFR’s mission is
 - Paul: Agrees with what Courtney said, not cutting our support of other nonprofits; supports good will as it’s an extension into our community from us to them
 - Mercedes: Courtney’s thoughts were mine exactly; her own philanthropy has gone up during pandemic, despite living below the poverty level, gives around \$3,000/yr, suggests increasing community contributions during this difficult time; ~\$3000 is very low for an org; this is a “put your money where your mouth is” kind of thing and looks good on our organization
- Mercedes: office supplies could be further decreased since we are not printing programs every time it changes due to COVID, keeping the schedule so fluid
 - Grant: we had work stations installed to the Broadcast and Production rooms; doesn’t imagine it will be as high this FY because everything is set up and all the VMs are operating as well
 - GM: used to have a local retailer we used and they went out of business; we are almost strictly online; could probably get by easily with \$1,500/yr
 - Sandra: What about safety equipment like hand sanitizer, essential oils, masks, etc. for COVID? GM: listed under volunteer expense – Ray obtained great deal on hand sanitizer; we have boxes of masks and rubber gloves
 - Mercedes: due to COVID, need to increase safety equipment budget line item of \$700 to at least 1.5
 - Paul: will volunteer the money to cover KZFR’s COVID protection supplies over the next FY

- Dan: Q about CPB grant, clarification of unrestricted vs. restricted funding
 - GM: unrestricted means you can use it for anything you want: PG&E, staff salaries, whatever; restricted is very specific, ~\$20,000 of the ~\$70,000 CPB Grant KZFR receives, needs to be used for 4 things: purchasing programming, promotions and advertising and local production of programs that are distributed nationally - we don't have any of those
 - Courtney: there are still specific parameters for unrestricted grant funds
- John: Where are our payment to the accountant, George Jackson, for the last FY's actual numbers?
 - GM: It should be there under bookkeeping/accountants.
 - Mercedes: So the "Bookkeeping/Payroll" line of \$7,947 includes both Dolly and George?
 - GM: There should be a separate line for this but there isn't. We'll need to add an "Accountant" line
 - Grant: Perhaps this was put under the "Consultants" line item?
- Mercedes: The "Grants - Other" category is set at \$0 for the next FY. We should aim for at least one new grant funding award, perhaps to fund News Department expenses or specific COVID needs
- John: Going to pull out the "Depreciation" line item - typically this is a cash-in/cash-out item, doesn't require cash; this cuts \$6,572
- David: curious about possibility of events and the overall fiscal health of the station. Would have attended a lot more KZFR Board meetings if he had known how to attend; appreciative of the accessibility for public involvement and interested to run for BOD after retirement; accessed public comment form link via Leah's email send-outs.
 - Mercedes: Staff & Board have made great strides to promote involvement/attendance at online meetings during pandemic; will add public comment link to future agendas.
 - Leah: Glad David is here. Hopes for increased community/volunteer involvement
- John: If discussion is done and we've reached consensus, could we go line by line to determine figures
 - Courtney: point of order, time-check - only 40 minutes left in the meeting; might not have time
 - Mercedes: w/mp3 recording, could compile all the notes gathered during this discussion and send in
 - Courtney: Anyone else with comments and feedback please send in to Treasurer, GM or President

4.2 Strategic and Succession Planning Process

- Courtney: will send out some "homework" for all ASAP
 - we need to complete SWOT analysis (Strengths, Weaknesses, Opportunities, Threats); will provide specific directions for thoughtful responses
 - please keep it to 3-5 items each and send in by the deadline set; she will compile into one single document before next Board meeting
 - encourages everyone to not only identify problems, but be solution oriented
 - identify specific themes for creative thinking - 30 year anniversary, Rick's retirement, our beer; the creation of the News Department, etc.; the longest we might be able to project out clearly is 6 months to one year, and less clearly only 1-2 years due to COVID
 - we are learning innovation and technology, will benefit from observing how other orgs adapt
 - asking for 30 minutes at every Board meeting for Strategic Planning/Succession Planning
 - we will need to determine 3-5 solid, topical, measurable goals we can work toward & monitor
- Paul: Are we going to include succession planning for the Board as well as for the Staff?
 - Courtney: Yes - I think we absolutely should. It's for us to shape who all is involved. This is a group process and requires group decision-making. Strongly encourages input and feedback from all.
- Mercedes: in favor of 30 minutes during every Board meeting for this ongoing conversation vs a single-day strategic planning retreat that would otherwise be favorable if not for COVID
 - Rob: Sounds good to me. (Lots of "Thumbs Up" on Zoom visual)
- "Point of Order" email was sent out from Board President calling for an "All Hands on Deck" All-Station Meeting as per GM's suggestion; asked all to forward to KZFR contacts; conversation will be a virtual gathering to collectively envision the future of the Station; hopes to create a safe space to

discuss the addition of local news programming with all programmers/community members; encourages KZFR to air grievances in a legitimate forum where it is appropriate to do so rather than speaking “behind closed doors” and creating division; larger forum will promote cooperative actions

- Paul: are we going to discuss the Matrix proposal coming from the NDC?
 - Mercedes: As Boardmember, will not vote “yes” on any proposal for actions which will affect so many people without first hearing from all interested stakeholders/shareholders who will be affected; any voting on any matrix changes until all (programmers, community members, etc.) have weighed in would be inappropriate. Apologized for the omission of this specific discussion item from the Agenda for tonight’s BOD meeting - it was an unintentional oversight and no one caught it
 - Bobbi: we are not at any stage of voting; the NDC’s intention is to feel out the proposed matrix change with the full Board and would like to know how the Board feels about proposal
 - Mercedes: do we bring the NDC’s Matrix Proposal to the All Station Meeting to start conversation?
 - Bobbi: The NDC has been working on this as a team and have taken it as far as could be taken
 - Paul: NDC unanimously pushed this forward to the BOD to get Board input; has no problem with all station meeting occurring before Board vote; would like to hear what the desire of the Board might be on this discussion before moving forward to discuss with anyone else; needs Board/Staff input
 - GM: PC was not necessarily convinced by any of the NDC’s arguments that this is the time for major change; this is just an initial discussion
 - Mercedes: She, Paul, Bobbi, & Courtney were at that PC meeting and no one heard any opposition to what was being proposed, they simply wanted to be part of the ongoing discussion for shaping it
 - Paul: Seconds this - it was an open conversation with lots of questions, the PC was not opposed to change, they wanted to be involved with process and voiced concerns/questions
 - Courtney: “There is a path to yes;” coming into this it’s important to understand that. In the PC meeting there was a misperception or maybe some miscommunication that the Board was moving too quickly; more exploration and dialogue needs to take place; it may not be at the pace a lot of us want; not ready as a Boardmember to vote on a Matrix change - not enough information; it would not be fair to all stakeholders; does appreciate the discussion of bringing in more local news programming but calling for a Board vote for a Matrix change is premature; recommend that we continue to be transparent and actively involve the PC; not doing this in a transparent way will mean that this process happens again next year and the cycle continues; asking programmers if they are willing to move is a big conversation
 - Mercedes: as a Boardmember, in favor of local news on KZFR - currently the only news programming on KZFR is “Democracy Now!” out of New York, which is international news information and not local. All other “non-music” programming is Public Affairs - not “news”. News is a professional category of media which almost always requires the producers to pursue that avenue as a serious profession - they go to college to learn how to produce quality journalism. News and PA are very different, though both require lots of energy/time. We currently have no official local news programming on KZFR; in favor of reaching out to more local orgs./nonprofits/community leaders to increase diversity in our local PA programming; in favor of adding a specific Matrix band for local news/PA programming but will not decide as a Director until everybody has had a change to be heard
 - Courtney: perception is everything and we need to continue to follow policy & protocol - leading up to the PC meeting last week, perception was that the Board was undermining the process even though we were not, perception is that we were and we need to keep this at the forefront of our minds as we move forward; we have to act appropriately; as a Boardmember, feels that we do need more local news programming, but continued transparency is everything; commends the NDC for their hard and necessary work
 - Rob: Good conversation. The NDC is asking the Board if they will approve taking the current Matrix Proposal to an All Station Meeting for more feedback; needs the Board’s blessing to open dialogue
 - Dan: not ready to make a decision and participate in a vote, as all have said, but welcomes more information; why this, why that is all part of sussing out the positives and negatives of proposed changes. All in favor of local news programming but has not attended the NDC meetings and needs

things to be spelled out, an identified plan addressed clearly would be beneficial

- Paul: Next NDC meeting 9/14 at 5pm. All are welcome. To move us forward: please send particular questions to Paul to allow NDC to start working with specific questions/concerns right now so they can start being explored before the next Board meeting, where additional deliberations should occur.
- Bobbi: studying the Matrix is a good exercise to look at and not haphazard. Good for the discussion to have a clear understanding of what the proposal actually is by everyone looking at it first
- Will continue this conversation at September 8th Board Meeting - all to review Matrix
- Leah: are we picking date for an All Station Meeting? Need to accommodate Sept. pledge drive
 - Mercedes: Will connect with Staff and may create Doodle Poll after Exec Team meeting.
 - Communication to follow.

- Diversity Training for Board, Programmers, & Volunteers: TBD by Exec Team
- Annual Harassment Training: TBD by Exec Team

5. Meeting Finalization

5.1 Items for September 8th Agenda:

- Action Item: Vote to approve \$500/month for one year (\$6,000/yr) for a weekly half-hour of locally produced, professional news programming (proposed and produced by “The Real Issue Productions”) as an addition to the 2020-2021 FY Budget for KZFR.
- Action Item: Vote to approve “Document Review Committee” as a permanent standing committee of KZFR and direct said committee to construct language for an alternation to the Bylaws in order to accommodate this update.
- Action Item: Vote to approve KZFR Budget for FY 2020-2021 (add discussion item for final review)
- Discussion Item: 20-21 Budget – Final Review & Voting
- Discussion Item: Discussion of Matrix Proposal suggested by NDC
- Discussion Item: Strategic and Succession Planning (30 Minutes)
- Follow Up: “All Hands on Deck” Station Meeting – September Date TBD
- Follow Up: Diversity Training for Board, Staff, & Programmers TBD
- Follow Up: Annual Harassment Training TBD

5.2 Meeting close - staff and guests dismissed

Next BOD meeting scheduled for Tuesday, September 8th at 6PM via Zoom.

6. Closed Session Held (7 Minutes)