

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

Board Meeting Date: February 23, 2021
 Location: Virtual Meeting
 Commencement Time: 6:00 pm

	Estimated Time
<p>1. Meeting Opening – start 6:03 pm</p> <p>1.1 Call to Order/Begin Recording/Welcome/Attendance Board: Mercedes Macías, Bobbi Tryon, Rob Davidson, Paul O’Rourke-Babb, Jeannie Trizzino, Sandra Morales-Miller, Courtney Farrell, Steve O’Bryan, Ken Pordes, John Burge Late to meeting: Steve O’Bryan, Ken Pordes, John Burge Staff: Rick Anderson, Grant Parks, Ray Laager, Leah McKean Guests: Steve Scarborough, Chris Nelson</p> <p>1.2 Amend/Approve Agenda Rob motions to approve agenda, 2nd by Paul, all in favor</p> <p>1.3 Amend/Approve Previous Minutes Rob motions to approve meeting minutes, 2nd by Jeannie, all in favor, Mercedes abstained</p> <p>1.4 Public Input/Correspondence Forwarded comment from Preston Powers to the PC</p> <p>1.5 Announcements</p>	5 minutes
<p>2. Action Items</p> <p>2.1 Approval for Programmer’s Handbook revisions – draft provided 2/2/2021 Rob: Discussed whether to include the matrix in the draft or not at 2/2/2021 board meeting. Ran out of time during that discussion. Rob: With the interest of getting the Programmer’s Handbook to the Programmers and Staff for implementation, the Doc Review Committee agreed to table the matrix inclusion and discussion from this draft. Encourages PC and Doc Review Committee to work on this topic. Steve S: The Handbook is for the Programmers and also is the policy book for the PC. The matrix has guided the PC for nearly 20 years. Should the board remove it from the handbook, it hinders the PC’s ability to make decisions that conforms with the matrix. PC is the board’s committee and requests the board’s support. Bobbi: Propose that we pass the Programmer’s handbook as it stands with the matrix. The hard work has been done, the matrix can be changed. This discussion could go on for a long time.</p>	15 minutes

Motion from Rob and Counter Motion from Bobbi.

Chris: Agree with Steve S., and if the Board passes this – the handbook can be distributed.

Paul: Agree with Steve S.

Rick: Agrees with Rob. The matrix does not need to be included. It serves as an example as a matrix established 20 years ago. Staff is asked about the schedule, not the matrix. An example of a schedule could also be good to include because it is more specific.

Rob: Clarifies that his position is in favor of including the matrix. Temporarily table it and have the PC do the work to revise the matrix.

Mercedes: This discussion is warranted to have greater discussion. In 2018, the board voted to give the GM the purview to make changes to the matrix in absence of the PC. In May 2018, cannot find if that ability was rescinded or not. The minutes are not clear. This warrants a larger discussion. If the matrix was discussed in 2018, the matrix was in existence. Agrees that if it is included, needs to be revisited with a timeline.

Bobbi: The matrix discussion is big. It can change. Just because it is there, doesn't mean it is stuck there. The PC is a working committee. Their job is to maintain the matrix.

Bobbi: Pass the handbook as stands

Steve S.: Suggest two motions: pass the handbook as put together by Doc Review Committee. Second motion: request the PC and Doc Review Committee to bring back to the board for review of revisions.

Bobbi: Addendum pass the current handbook and then task the DRC and the PC to review and make changes as needed.

Paul: Do any of these motions have seconds now that we have potentially 3 motions.

Rob: Motion to pass the handbook with tabling the matrix and excluding it from the Programmer's Handbook at this time. 5 in favor, 2 opposed. Absent from vote: 3.

Steve S. Does the matrix exist? What is the PC supposed to follow to make decisions?

Rob: It exists, we are just not including it in the approved Programmer's Handbook. It needs to be changed and worked on starting immediately. Revisions should be brought back to board for approval.

<p>3. Committee Updates – 6:31 pm</p> <p>3.1 Committee Reports</p> <p>3.1.1 Executive Committee Meets Mondays prior to BOD meetings Next meeting, Monday, March 1, 2021 at 6pm Financials and Personnel Issues</p> <p>3.1.2 Program Committee (PC) Rick: Met on 2/10/2021. Welcomed new members – Ann, Mark and Robert. Meeting minutes included.</p> <p>3.1.3 Community Advisory Board (CAB) Rob: Will meet on March 2, 2021 at 6pm</p> <p>3.1.4 Fundraising Committee Grant: Met on 2/16/2021</p> <p>3.1.5 Document Review Committee Mercedes: The committee has spent a lot of time regarding matrix. Committee decided not to do that. Discussion ensued today at board meeting. Discussed setting schedule to review docs for regular updates. Rob: Working on a board policy review Bobbi has been taking meeting minutes.</p> <p>3.1.6 News Department Committee Paul: Leah has sent out invite for new members Next meeting March 1 at 5:30</p> <p>3.1.7 Succession Planning Committee Rob: On hold at this time until closed session topics are resolved</p>	<p>20 minutes</p>
<p>4. Matters for Discussion</p> <p>4.1 Vanguard Investment Account – Grant Recent retirement gift left to KZFR. Discussed process for accepting funds from Vanguard account. Need board authorization to allow Grant Parks to be a signer on the account. The account only requires one signature, but we can add others. Paul: Do we have policies regarding bequests? Grant: This is not our first gift through this platform. The Station should establish an estate planning, legacy planning process, etc. Policy or procedure would be advantageous to the station. Ray: Recommends opening a Vanguard account – possibly establish an endowment. Paul: How do we report this to the CPB and include in our match requirements.</p>	<p>15 Minutes</p>

<p>Jeannie: Agree with the discussion Grant: Fundraising Committee can take this idea and expand it. Ray has a referral of an expert to assist with setting up an endowment. Mercedes: Nonprofit training suggests an endowment as a best practice.</p> <p>Jeannie: Motion to give Board of Directors Grant Parks the authority to be a signer on the Golden Valley Community Broadcasters, Inc. (dba KZFR) Vanguard Account. 2nd by Sandra, all in favor.</p>	
<p>5. Meeting Finalization 5.1 Review Items for next BOD Agenda 5.2 Meeting close/Thank You</p> <p>Next BOD meeting scheduled for Tuesday, March 9, 2021 at 6PM via Zoom.</p>	<p>5 Minutes</p>
<p>6. Closed Session – starts at 6:51 pm</p>	<p>60 Minutes</p>