

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

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

	Estimated Time
<p>1. Meeting Opening – 6:01pm</p> <p>1.1 Call to Order/Begin Recording/Welcome/Attendance Board Members: Mercedes Macias, Dan Joseph, Paul O’Rourke-Babb, Jeannie Trizzino, Steve O’Bryan, Rob Davidson, Sandra Morales-Miller , Bobbi Tryon, Ken Pordes, Courtney Farrell Staff: Rick Anderson, Grant Parks, Ray Laager, Lean McKean Guests: Chris Nelson</p> <p>1.2 Amend/Approve Agenda Rick: Appendix D Program Schedule needs to be fully vetted before included. Bobbi: Matrix is the one that the committee has been working on Rick: Not vetted by the PC or the board Motion to accept agenda with additions – Dan Joseph, Rob second – all in favor</p> <p>1.3 Amend/Approve Previous Minutes January 12 and January 26, 2021 – Motion to approve meeting minutes – Paul, Sandra second – all in favor</p> <p>1.4 Public Input/Correspondence None at this time</p> <p>1.5 Announcements Pacifica’s roundtable this week is about listener surveys, Thursday, 2/11 at 1pm – may be postponed.</p>	5 minutes
<p>2. Action Items</p> <p>2.1 None</p>	0 minutes

3. Staff and Committee Updates

3.1 Staff Reports

3.1.1 GM Report – Rick

PPP loan has been underwritten and sent to SBA for approval (\$23,400). Meeting with the auditor, Joy, has been scheduled for later in the month. Need backup for the office system – battery, etc. when power goes out. Various cash donations have been made and committed to the station. Pledge drive is March 5 – 12, 2021.

Paul: can we use some of the donations as a challenge gift?

Rick: Absolutely.

Paul: Regarding the PPP loan – is it a forgivable loan?

Rick: Yes, similar to the last round.

Dan: Regarding power source backup – need a generator or propane DC generator?

Rick: Looking at batter backup systems – locate it within the building on floor 4

Dan and Rick to work on the logistics of the potential generator/batter backup

3.1.2 Office Manager Report – Grant

First Round of the CA Grant Relief not approved, automatically enrolled in second round. Working on the streaming problems via the apps. The new iPhone should be working – Android pending.

Paul: Can you explain the CA Grant Relief program?

Grant: Grant program administered by the state of CA. Maximum award \$15,000 based on last year's tax filings.

Jeannie: Windscreens being damaged – would like to see the PC address the maintenance of the studio equipment, signage, etc.

3.1.3 Underwriting Report – Ray

Everything is status quo. February's outcome looks good. 20% increase from last year at this time.

3.1.4 Volunteer Coordinator Report – Leah

Zephyrfest has transitioned to YouTube campaign. Bands would like to perform for KZFR. Leah has received response from programmers to participate in Zoom interviews. Create a weekly YouTube event for the next two months (every Thursday). Next meeting is Wednesday, 2/10. Leah will send Zoom link on 2/10 morning.

3.2 Treasurer's Report – John

No report at this time. Will be available in advance of 2/23 next meeting.

3.3 Committee Reports

3.3.1 Executive Committee

Executive Committee called a closed, special session on 2/2/2021 at 6pm regarding succession-planning discussion. Has been meeting regarding personnel activities.

3.3.2 Program Committee (PC)

Rick provided report from meeting on 1/13/2021. Discussed Radio Paradise, the Butte Report, off-site programmers, board approved the past version of the handbook, new revisions under consideration of Board. Discussion of

45 minutes

new programs, cut programs and new community-at-large members attending next meeting. Minutes posted online.

Mercedes: Is there a need for more programmer members? Proportion of members should be good at this time.

Grant: Asked for updated programmer applications, etc., for the records

3.3.3 Community Advisory Board (CAB)

Next meeting will occur in late February 2021. Retained CAB committee members to date.

3.3.4 Fundraising Committee

3rd Tuesday of the month – email reminder will be sent 2/10. Minutes from January forthcoming from Grant.

3.3.5 Document Review Committee

Next meeting will be scheduled for Friday, 2/12. Agenda forthcoming.

3.3.6 News Department Committee

No quorum on 2/1. Ray, Leah and Paul discussed the future, potential activities of the NDC. Programmers are working on cross promotion of shows.

3.3.7 Virtual Event Committee

Meeting tomorrow, 2/10 at 6:30 pm.

4. Matters for Discussion

4.1 CPB Grant Update (if not covered in GM report)

Working on numbers with Joy – just short of the \$300,000 for last year.
Upcoming phone call for the plan for the upcoming year of \$300,000.
Need to follow the plan submitted to the CPB.

9 Minutes

4.2 Second Round of PPP Update (if not covered in GM report)

4.3 Group Emails – Board, Staff, Committees

Directive that board communications via board@kzfr.org and BOD @kzfr.org be only board members. Rationale is that the information communicating among the board of directors is sensitive and often should not include staff.

Steve: Previous experience on other BOD's computers, hard drives, emails, etc. could be subpoenaed. Keep closed issues confidential.

4.4 Programmer's Handbook Revisions and Matrix discussion – added

Rob: Quick overview. Most changes related to the off-site programmer protocol. Changes sent out for review. Program matrix was added because that matrix was voted on previously by the BOD and is the most recent. Steve S. feels that it would be useful for programmers and the PC to have reference of said matrix in a public document location. Open for discussion and review.

Mercedes: If the discussion is permanent or can changes happen. This was voted on by a previous BOD and approved and referenced in the PC handbook (even in its flawed).

Courtney: GM can make changes to the programming in the absence of the PC

Mercedes: The matrix change was never voted on by the board.

Jeannie: If the matrix or other docs are referenced, they need to be included.

Chris: PC committee was ineffective because of various of organizational issues. This is why there was no PC at the time. Decorum of meetings need to be maintained moving forward.

Bobbi: On-going discussion regarding the matrix changes, etc. The committee backed off and suggested going back to the original matrix. It isn't perfect – but needed a place to work from and make compromises. Seems to be the ongoing argument of public affairs vs. music and other programs. At this time, including it provides a starting point.

Paul: The NDC brought it to the BOD because there was a need for the BOD to reaffirm the band matrix. Common practice to use band programming for news programming across many stations nationwide. Only the BOD can make changes to the matrix.

Grant: As the updates have occurred with other documents, the matrix and employee handbook are the only docs not changed. Suggestion is that there is a full discussion of the matrix format – but we should consider updating the programmer's handbook withholding the matrix appendix, so we can move forward with other initiatives within the handbook. Discuss the matrix at a future time.

Mercedes: Past boards versus current boards. This is not a fault of our GM.

When there is not a strong partnership with the GM, board and committees – the GM is required to make administrative decisions when needed. How do we move forward.

Bobbi: The NDC has worked hard and the line is not that much of a change. Can we move to a place where the conversation can move forward.

Steve: Some of the reasons that the programs were changed is because news and

<p>public affairs stopped showing up. Decisions needed to be made to fill dead air where voids were left.</p>	
<p>5. Meeting Finalization 5.1 Review Items for next BOD Agenda Action Item: Programmer’s Handbook with/without matrix Discussion: Programmer’s Handbook. 5.2 Meeting Close/Thank You – end meeting and stop recording 7:03pm Next BOD meeting scheduled for Tuesday, February 23, 2021 at 6PM via Zoom.</p>	<p>1 Minute</p>
<p>6. Closed Session 6.1 Succession Planning Committee – Updates & Discussion</p>	<p>60 Minutes</p>