

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

Board Meeting Date: March 23, 2021
Location: Virtual Meeting
Commencement Time: 6:02 pm

1. Meeting Opening

1.1 Call to Order/Begin Recording/Welcome/Attendance

Directors: Mercedes A Macías (President), Rob Davidson (Vice President),
Courtney Farrell (Secretary), John Burge (Treasurer),
Paul O'Rourke-Babb, Bobbi Tryon, Jeannie Trizzino, Sandra Morales-Miller,
Dan Joseph, Ken Pordes

Staff: Rick Anderson, Grant Parks, Ray Laager, Leah McKean

Guests: David Fuhs, Terre Reynolds, Jan Bielfelt, Kyle Porter, Bill DeBlonk, Sanjay Dev, Marc Albert,
Josh Indar, Dan Carter, Russell Damien, Phil Elkins

1.2 Announcements

John DuBois, Daniel Klavesahl, and David Sisk passed away within last 6 days. President asks all to be sensitive of the fact that emotions are running high and many of us are sensitive in our mourning periods.

Mercedes reminds all attendees that the Board is made up of reasonable, professional folks making decisions based on what is best for the Station. There is nothing done by this Board that hasn't been meticulously vetted and well-thought-out, discussed by the entire BOD and Staff. Public comment is always heard and considered. Directors have committed to stay as long as it takes tonight to hear all concerns/comments and no comments will receive a response at this time. Directors will then move into Closed Session to discuss a personnel matter.

1.3 Amend/Approve Agenda

- Approved by Consent

1.4 Amend/Approve Previous Minutes

- Last meeting's minutes are not yet available; the scope of public comments is still being captured

1.5 Public Input/Correspondence

For the purposes of this meeting, all speakers will be limited to 1-minute

- David Fuhs: Suggests permanent memorial for John DuBois, given all he's done for the Station; perhaps a memorial show
- Leah: Jake Sprecher had a similar idea and was considering a framed photo of John D and having it hung up in the studio or office
- Terre Reynolds: Re: situation with GM. Hope we can solve this dispute among the KZFR family so there are no hard feelings; understands and trusts the Board in all the actions they have taken; there must be something we are missing; breaks heart to think we can't support Rick when we seem to only be arguing about a 90-day difference, seems like we could handle that

- Jan Bielfelt: Re: GM; Rick has been with KZFR for over 12 years and 3-months isn't a big deal for 30-year old Station. Thinks Rick has made good choices and looked out for the Station, thinks he has gotten the Station financially found; he follows the numbers, the ratings, and pledge drive financials coming in and surveys from listeners. He has worked under several Boards and she is not aware of him having a problem with any of them. He hasn't changed; people on the Board have changed. Assumes some people on Board are not fond of Rick but to penalize him for the rest of his life by cutting his Social Security short would be unconscionable
- Kyle Porter: On behalf of Rick, the way he understands it, the matter of Social Security Benefits has to do with Rick's birthdate and not necessarily the fiscal year of KZFR or how that comes into play. It would be dishonorable not to support Rick and give him the 90-days of employment so he could get his full Social Security. A 90-day severance package wouldn't amount to the Social Security Benefits he would get for the rest of his life.
- Bill DeBlonk: Reiterate what Kyle and Jan said in support of Rick. Thinks that letting Rick go 3 months before his 65th birthday it messes up his SS payments for the rest of his life. Having sat through the last BOD meeting and what we heard from the Board, he gets the impression that he can't trust the word of the Board because what was said and then the announcement that came out a week later for when Rick would supposedly stop working for the Station didn't really match; it would be nice to have trust in the Board but it doesn't seem like he can at this point.
- Sanjay Dev: Wants to say same thing he said last time. Being legal is one thing, understands all that and the difficult position the Board has been into without me knowing a lot of stuff. Being legal is one thing but being righteous is another, being loyalty is even on the top. One thing that really hurts, as being there for a long time is, being really loyal to the radio station, because being loyal to the community, and the word is going to come out and people are going to know; when the loyalty has been cut off like that, and the righteousness has been cut off, I think it's going to give a really bad feeling for a lot of people for a long time, including a lot of people who have been there for a long time trying to do the very best for this Station's purpose
- Marc Albert: Want to reiterate that trust is something that takes a long time to build; once it's destroyed, you can't ever get it back. You need to think real hard about this because Rick has been there and he's taken chances on stuff and there are things that make money and things that don't make money in terms of shows and donations and things we carry because the community needs it – we have our own loss-leaders at the Station. But to treat someone who has given their life to us to keep this place afloat is not cool; also, looking through Attorney General's guide and you need to have the minutes and agendas for all your Special Committee meetings; claimed that this was California State law. You need to produce minutes for your committees.
- Josh Indar: Still feels like new guy here but has appreciated Rick so much and he has taught about radio and thinks what he has given to the Station is immeasurable. He needs a proper send-off and totally agrees with the points people are making about trust, you can't get it back. We need to do right by Rick.
- Dan Carter: Most troubled with the BOD's recent decision relating to Rick Anderson. Thinks it is wrong and shows the Station and current Board in a very negative light. Appreciates that the Board has deliberated as Boards do but is seemingly overlooking the optics of mistreating a good and long-term employee in such a way. Unconscionable and neither in the spirit of community or the family that we claim to be. Thinks BOD is doing Rick dirty and this is not appropriate and it's not right at all
- Russell Damien: New to all this and don't exactly know what's going on with the politics but was asked to be here. Got lots of years of experience in commercial and noncommercial radio and broadcast; Rick has that experience and longevity; he's been pushed down in a lot of them and succeeded to the top in many of them; this is one of his success stories. Doesn't know the Board well or even what we do or who votes which way or the other but thinks if it's just money instead of personal beliefs, you should be able to pull that out. We should be able to keep Rick going for as long as he wants to go and can. Commercial radio screws you very easily, non-commercial radio should not. There's a lot going on in this radio world, especially with the University's campus station, with the NPR Station, and Rick's there

and he's ready to keep going, let him go.

- Phil Elkins: Obviously something is going on that we all don't understand and we're having a hard time trying to absorb it. Thinks Rick has been terrific and he can't imagine him not being there. He doesn't know who has the idea to cut him off 3-months short of his full retirement; guess he's baffled by it, kind of surprised at KZFR. And, if people haven't seen, it is going to give KZFR a black-eye – the word is going to get out. Sorry that this is happening.
- Rick Anderson: Is the Board in receipt of a letter from Maris Thompson, former KZFR Board Chair?
- Rob Davidson: Yes
- Mercedes Macías: We are in receipt of several public comments which were written and we will get to that as soon as everyone here has finished speaking since they have made time to be there today. Guests were asked if they would like to speak. No response.

Screen shared of KZFR Public Comments Spreadsheet.

(See attachments.)

- Mercedes Macías: Thanks everyone for their comment. Appreciates everything everyone has said and their passion, care, and love for KZFR. It is not falling on deaf ears. The Board is deeply troubled by the situation we find ourselves in at KZFR. There are things that we cannot legally say to any of you because we have to follow the law. Understands that this comes across as nontransparent. Closed Session Meetings are closed according to the law because they are about Personnel issues, contracts, and employment disputes. That stuff is privileged information to protect the employee – all employees of KZFR – and is not legally required to be reported out but we are doing all we can.

This situation has escalated to a level that has caused severe emotional distress for the Board, our paid Staff, our Programmers, and for the community members who support us. This Board sees that and understands the optics; we appreciate the stressfulness of this situation, appreciate you all bearing with us as we go through this, and trust that us 10 people could have been anyone – any 10 volunteers, having the facts; and not some ethereal notion of “facts”, but written down, documented concerns and issues that have been in this Board for the past 30 years, documented in minutes, emails, texts. Any reasonable person on this Board would have a certain opinion about how to proceed.

Appreciates you all for understanding the tough situation that the Board is in and the tough situation that you all are in. Can only imagine how this feels and looks to everyone here and she is deeply sorry for those feelings; we are a 501(c)(3) nonprofit; knows that's hard to grasp but that is a legal designation and we have a duty to follow procedure and to handle things professionally and to consult, as necessary, experts on stuff that we're not sure about; we do that. Our duty is to the Station and to the law; please trust that we are doing that with all of your concerns.

Whether or not any information is able to be made public about this issue is entirely up to Rick Anderson as the employee. We are not privileged to share anything – so also please consider that you are hearing one side and there are just things that cannot be shared. Everything the Board has shared during past meetings was true at the time they were said. If anything changes, we will let our KZFR Community know we can within the confines of the law. That's entirely up to Rick Anderson.

Appreciates you all for making time to be here and the respectful decorum in keeping to the time limits and the parameters the Board has set for this meeting. Please appreciate that the Board is not making decisions out of nowhere and we are working with all of our Staff to ensure we are making the best decisions for our Station.

- Courtney Farrell: Takes this position very seriously, has a love for KZFR and her position, and all of us on the Board of Directors, is to maintain the business side of this. Wants to be very clear: has never approached this situation as if “we are terminating Rick”. This has been a negotiation of his retirement

and we are still in negotiations. There is nothing that has been decided and anything from the rumor mill – and understands, appreciates all of you being here, knows many of you have been here much longer than I have been – you all are acting on rumors: things that are being perpetuated and things that are being said that, I’m sorry, are just untrue.

There are things we can’t– we are bound by California law – you want to know what the negotiation has been? I’m sorry, Rick, I’m gonna call you out on this, talk about it but please be honest about it. We have not done anything that isn’t above board. We have been respectful, we have negotiated, talked to you at a respectful level in letters, we wanted to do a celebration, we still do. So upset about this, incredibly upset, upset to the point of crying, does not want things to happen this way and don’t know why it is or what it is. Wasn’t here 30 years ago, wasn’t here when last GM went out; that’s not what we are doing. We are trying to make this be a successful, celebratory retirement.

Appreciates everyone’s passion and support and loves that about our Station but there’s also a business side to it and that’s why we can’t talk about everything. So sorry for all of you that this seems harsh but it’s not meant to be, we’re not done. If everyone could allow the Board to do the business side of things and just support that, that’s what I am asking. I am a professional. I do this for a living. I take umbridge that people are thinking I have anything but the utmost professional ethics of handling this. Upset, very upset and have been; this is hard and it shouldn’t be. For the record, we’re not screwing with Rick’s social security or any of that. We’re not done and there are things brought to our attention even two weeks ago that you don’t know about.

So please, everyone, please – you don’t have to like us, you don’t have to like me – but have respect. This is something I am asking for a cultural shift in this Station. There is a process and a protocol that needs to start happening because this is a 501(c)(3) but at the end of the day, I am struggling with how did this happen. I am baffled that this is the conversation. I did not want to come to this Board Meeting tonight. I was physically upset of coming here tonight because I didn’t want to listen to people be this upset over something I don’t understand.

If you want to call my Board position because I got upset publicly about this, then so be it. I want what is right for Rick and what is right for this Station but just can’t watch this happen anymore, can’t watch the rumor mill, the things that go on and the things that are being said about this Board that are just fundamentally untrue. I know there’s been history in the past but once this process started all of that was put aside. I have respect for these Board members who have put aside their differences. I know you may not want to believe it but I am a new person to this Board and I have watched it happen. So, thank you, and I am sorry I got upset but I just can’t watch this anymore.

- Rick Anderson: There was a timeline. Let’s start at July 2020 - in a personnel performance review I mentioned that I would like to retire sometime in 2021. At some point, I didn’t give a date, but at some point, Mercedes – you, kept asking me “When do you wanna retire, when are you gonna retire?” And I came back to you at some point later in the year [December 2020] that it would be September 30th 2021. You said, “Okay, that’s cool, but don’t tell anybody yet, let’s not announce that.” So I didn’t announce it and then sometime in late last year [February 2021] some documents were circulated that had a timeline for me leaving the Station. And they came to me, they came to all my Staff [board@kzfr.org was only addressee] – Ray got it, Leah got it, Grant got it – and it was a Job Description for a General Manager, it was a timeline for me leaving, and the leaving date was June 30th. I never heard anything. Later on, there was a Pacifica Conference call that you were on, [28 January 2021] Mercedes, and you announced, and I just happened to be there because it was for Station Managers, and you announced in that Pacifica Conference call that we would be looking for a new General Manager and some other employees were on that call, too – Grant and Leah – and I think Paul O’Rourke-Babb was on that call. And I just went “Okay, I hadn’t heard it; no one said anything to me officially.” A little bit later on, Rob Davidson asked for a meeting with me and handed me a piece of paper that said “Hey - you’re out June 30th.”
- Courtney Farrell: You know what, Rick, I am gonna stop you. We have documents that tell you that this

is not true. I don't think this is appropriate for us to do this in this forum but we have documentation – you all can call my position tonight because I am done with this. We have documentation, I am not against you but we have letters, we have a timeline, and we have things that are documented. You are perpetuating lies about this. We need to talk about this professionally and diplomatically and you are also not doing that. You all can call me.

- Rick Anderson: I was trying to give you the timeline –
- Courtney Farrell: Your timeline is not true and you know this.
- Mercedes Macías: Okay, I am going to stop everyone. I'm sorry, I have to agree with Courtney and the rest of the Board that this is not what happened. During your performance review, Rick, I asked you one time near the end of the meeting, and I was not the only one there, "There have been rumors that you want to retire. Is that true? You said 'yes', I said, okay do you know when because we need to plan. You said 'sometime Spring 2021'". That's documented in emails from that time that were not just to you, so I'm sorry, that's untrue. And yes, we will need to find a replacement for our GM whenever that time comes, so of course announcing we will be doing a search, there is nothing strange about that. With regard to the documents Staff received, Staff should not have received those documents and we have remedied that situation after Staff was directed [over a year prior] to make sure that the board@kzfr.org email address goes to Board members only. Somehow, that change did not happen when directed. This Board will now move into Closed Session. Everyone who is not a member of the Board, please, I apologize for the optics but we have to move into Closed Session to have some serious discussion.
- Jan Beilfelt: Can I just make a statement here?
- Mercedes Macías: No, Jan, I'm sorry – we can't give preferential treatment to one person over the rest. We need to move into Closed Session.

5. Meeting Finalization

5.1 Review Items for next BOD Agenda

5.2 Meeting close/Thank You

Meeting adjourned at 6:38PM

Mercedes Macías: I'm going to begin removing folks who are not leaving so the Board can have discussion. Thank you all so much.

Next BOD meeting scheduled for Tuesday, April 13th, 2021 at 6PM via Zoom.

6. Closed Session

6:38PM – 8:45PM

Closed Session Agenda:

B. 1) Personnel matter relating to an individual employee

To read more about Closed Meetings, please visit the Corporation for Public Broadcasting's 20-page PDF document entitled "Compliance 2019".