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

Board Meeting Date: September 17th 2019

Location: KZFR Room 416

Commencement Time: 6:00PM

1. Meeting Opening

1.1 Call to Order at 6:01PM

■ BODs Present (9/11): Mercedes Macías (President), Rob Davidson (Vice President),

Jim McCollough (Treasurer), Jeannie Trizzino, LeAnn Cooley, Nancy Rollston, Sarah Amaral, Bobbi Tryon, Steve O'Bryan

■ BODs Absent (2/11): Courtney Brown (Secretary), Paul O'Rourke-Babb

Staff Present: Rick Anderson, Grant Parks, Ray Laager

Staff Absent: n/aCommunity Guests: n/a

1.2 Amend/Approve Agenda

✓ Added Item 2.4.4 "(Special) Programmer Election Committee" Report

5 minutes

- ✓ Added Item 3.8 Discussion of Updates to Programmers' Manual (as highlighted and sent out by Grant to the BOD in advance of tonight's meeting)
- ✓ Added Item 4.3 Vote to Approve Updates to Programmers' Manual, as completed by Grant
- ✓ Added Item 4.4 Vote to Move Forward With or Call-off "Pumpkins & Pancakes" Event
- ✓ Added Item 4.5 Vote to Instruct Staff to Move Forward With or Call-Off "(Special) Programmer Elections"
 - > A motion was made by Rob Davidson to accept the September Agenda as amended.
 - > The motion was seconded by Bobbi Tryon.
 - ➤ A full vote was called ("All in Favor/All Opposed/Any Abstentions?")
 - > The BOD voted unanimously in favor of accepting the September Agenda as amended.

1.3 Previous Minutes

- ✓ August Minutes will be produced prior to for Review and Acceptance (*This was due to scheduling conflicts for our Secretary; recordings are being transcribed.*)
- ✓ Recordings of all BOD Meetings will now be made/kept/distributed to the BOD for Reference.
- 1.4 Public Input/Comments (3 minutes per person)
 - ✓ No members of the Community-at-Large were present.

2. Announcements/Reports

- 2.1 Announcements
- ✓ No announcements.

2.2 Staff Reports

2.2.1 GM Report – Rick Anderson

- ✓ Sexual Harassment Training for Executive Committee needs to be completed online by October 1st. It should take approximately one hour to complete. All Execs. have their log-in information already (username/access codes.)
- ✓ In order to meet Minimum Compliance Guidelines as per our CPB Grant KZFR must be outlining annual "Goals" in line with our Diversity Statement. We must also report

90 minutes

- which goals have been met year-to-year on an ongoing basis.
- ✓ In order to meet Minimum Compliance Guidelines as per our CPB Grant KZFR must form and convene a Community Advisory Board (CAB) by December 31st 2019. In order to meet our own standards for Diversity and meet CPB thresholds, we need to be seeking between 5-10 people to this CAB that are not directly connected to KZFR already (no current programmers, volunteers, underwriters, i.e., not "KZFR-family.") This list of people also needs to be posted on our website for the public to view at any time. Board Members are encouraged to collaborate with Rick/Paul/Courtney to ensure this process is handled appropriately and as soon as possible. Please reach out to Rick via call or email if you have a suggestion for who might serve on the CAB.
- ✓ "House-keeping" access to CPB Grant interface is being added for Jim/Dolly.
- ✓ George Winston was a huge success first two nights were sold out and the 3rd night was ²/₃ full. He donated all the proceeds from the sales of his CD [at the events] to the Chico Housing Action Team (CHAT.) George did these as a benefit for CHAT and also wanted us to give money to Camp Fire Relief groups. George was not paid for the shows and wanted us to split proceeds between KZFR and various groups. Rick has been sharing the wealth around the community as promised, with checks for ~\$2000 going to CHAT and ~\$500 going to an organization referred by Sarah, the North Valley Disaster Group, who is sending children from Paradise to a summer camp. Other checks to various orgs have also been made.
- ✓ Tim Bluhm was not so well attended. He has offered to play another benefit for us later in the year, possibly a New Year's Event.
- ✓ Generator installed, tested, set up for remote testing via the internet. PG&E arranged for a 12-hour power cut to test the unit, which went smoothly with the generator switching on and off smoothly.
- ✓ KZFR is being audited by the State of California; this is different from the CPB audit which will be next year, George Jackson has been hired to do that. The Audit previously scheduled for Friday September 6th 2019 has been postponed. No one was available to be there at the time indicated but Auditor will re-schedule. All requested documents have been submitted to the Auditor.

2.2.2 Office Manager Report – Grant Parks

- ✓ Grant is working on language for a written policy that will help ensure the highest standards for KZFR Staff/BOD in terms of sensitive information and confidentiality of our donors/underwriters/etc. We need to maintain the utmost level of care in how we as the governing body of a 501(c)(3) handle personal data and how we view/access it.
- ✓ Supporting Rick's report, we estimate that the George Winston weekend pulled in around \$11,000 in profit. George Winston played the entire weekend "for free" (KZFR covered his expenses: hotel stay, meals, the rental of the Chico Women's Club, etc.)
- ✓ The new "media sets" have been released in the Zephyr Train Motif listing all the new shows. It's up on our website, social media pages, and in the studio/office.
- ✓ Grant is working with our Security Company/Tech-Person, Travis, on improving the reliability of our streaming access to Radio Paradise and overall security for our website. This process should lead to the addition of an SSL (https) security feature for our site and increased reliability of streaming by importing data to our in-house computer servers. The transfer process began on Friday, September 13th and continues.
- ✓ Grant is working on a "beta"-plan for accepting Credit Cards immediately over the phone during our upcoming Pledge-Drive via "Credit Card Lieutenants." These CCLs will be sitting in the main office (a secure location away from community volunteers) in order to receive secure calls which have been transferred by Phone Volunteers. They will be entering credit card numbers immediately into our processing service. This

- serves several purposes. It should help eliminate the security issue of Phone Volunteers handling sensitive financial information, eliminate our need to store CC#s on paper or in a database, and the credit card system will be able to immediately identify incorrect/invalid CC#s.
- ✓ Jeannie has volunteered to be one of these CCLs for the beta-testing. More Board members are encouraged to connect with our Volunteer-Coordinator, Leah, in order to get trained in this process and sign up to help with the high-traffic times of Pledge Drive.
- ✓ In order to ensure security of access across multiple CCLs, individual passwords will be created for each CCL and changed daily.

2.2.3 Underwriting Report – Ray Laager

- ✓ Referencing Rick & Grant's reports, Ray recommends KZFR share the generosity of George Winston (and other "good news") with the Community via social media.
- ✓ A typo caused the August Underwriting Report to read as July's UW Report. A corrected copy of this Document has been sent out.
- ✓ Ray reports that September 2019 underwriting will be 30% larger than the Date-to-Date Comparison with Sept 2018 due to the Chico Performances. These are exclusively played on KZFR.
- ✓ Ray is in the beginning stages of working with Rick/Grant/Susie at KIXE to produce a monthly "ad" bundle of sorts that will promote KZFR's events on the public-broadcast TV station. It is unsure exactly what this will look like yet but it is in the works.
- ✓ Ray needed to leave after his report was given in order to attend a prior engagement.

2.3 Treasurer's Report – Jim

- ✓ The Treasurer's Report is still delayed. No significant issues are reported. The Report will be sent out to the BOD via email as soon as it is available. It will be verbally presented at the October BOD meeting.
- ✓ The BOD Cash-Counting responsibility sheet was passed around and folks signed up for every show until our next Board Meeting. The Board Volunteers for counting-cash have now been posted online to the Google Sheet created by our Secretary. This will be a recurring practice at each regularly scheduled Board meeting and folks are strongly encouraged to bring their planners/calendars/organizers to each month's meeting in order to avoid preventable conflicts. This task is almost always a later-night activity and in case of a last-minute cancellation, Jim volunteers to be contacted. We also encourage anyone who needs to cancel to email the BOD in order to attempt to solicit another volunteer.
- ✓ Presently, Jim has been showing up in the middle of the night to fulfill this Board Duty whenever there is a last-minute cancellation or a lack of clarity on who will be present to count-cash. KZFR wishes to formally recognize and thank him for his diligence and ongoing service by including this entry in our September minutes.
- ✓ LeAnn Cooley has offered to create a separate digital sign-up sheet for this purpose via volunteersignup.org
- ✓ New Board Members Sarah Amaral and Nancy Rollston need to be added to Leah's outgoing volunteer email list for events. Mercedes will contact Leah about this.

2.4 Committee Reports

2.4.1 Programming Committee – Rick Anderson (Chair)

- ✓ The Programming Committee met at 12PM Monday September 9th in Rick's office.
 - ✓ Present were Rick Anderson, Chris Nelson, Steve Scarborough, Jake Sprecher, Bill Nichols, Elana Eisenlaur, Rosemary Febbo, and Lili Da Silva.

- ✓ Absenteeism/substitution issues are being discussed by the PC, (i.e. how to ensure that we do not have dead-air at any time when a Programmer is absent from their timeslot for any reason.) There are building-access issues regarding security for off-hours Programmers trying to get into the KZFR building.
- ✓ If a Programmer has to turn on Radio Paradise and leave after their own timeslot (if following Programmer doesn't show) that person leaving the station must also contact the appropriate contacts. Proper contact persons are being discussed/established for afterhours and off-hours Programmer emergencies.
- ✓ Programmers leaving after their regularly scheduled timeslots must be cautious about adding the "STOP" command to the ZARA Platform after their own show if they are uncertain who will be able to trigger Radio Paradise.
- ✓ Solicitations for "Programmer Self-Evaluations" continue to yield results, with roughly ²/₃ (~60 out of ~90) individual questionnaires being turned in so far. Rick will report again on this process at the October Board Meeting, as the effort is in its initial stages.
- ✓ For more detailed information, see attached minutes provided by the PC Secretary.

2.4.2 Fundraising Committee – Grant Parks

- ✓ The Fundraising Committee met at 5:30PM Tuesday September 3rd in Room 416. ✓ Present were Grant, Mercedes, Jeannie, Paul, and Bobbi.
- ✓ The Pledge Drive will begin Wednesday, October 16th and conclude on Friday, October 25th. New pledge-gifts for donors include custom KZFR dog collars
- ✓ All other items discussed were brought to this (September) Board Meeting for full-discussion.
- ✓ Parade of Lights, 2019:
 - ✓ After much group discussion and input regarding KZFR's well-intentioned attempts to pursue BOD involvement with the "Parade of Lights," the BOD and Staff reached a consensus to forego active involvement by the BOD this year.
 - ✓ Reasons discussed included lack of adequate time/resources for proper planning (energy is highly focused on our upcoming Pledge Drive), the large and physically intensive time commitment for the day-of the event, and a lack of bodies for actually marching/holding signs.
 - ✓ A vote was called and the outcome was unanimous.
- ✓ Discussion of Planned KZFR "Pumpkins & Pancakes!" Event:
 - ✓ A community-sensitive time-conflict for our scheduled date of this event was brought to our General Manager's attention by a concerned Community Member. Rick then alerted the BOD about this time-sensitive concern via email, to be discussed ASAP.
 - ✓ Some initial sentiments by the event planning-committee members expressed via email response to the BOD/Staff stated a desire to push ahead with the event anyway.
 - ✓ While scheduling conflicts with other NGOs' events are nearly inevitable in an active community like Chico and cannot always be reasonably avoided, this situation was identified as unique by the KZFR BOD and Staff for several reasons.
 - ✓ One of KZFR's long-time "sister-organizations," the Chico Peace & Justice Center, recently issued a PSA stating that they are in dire financial straits and that their large annual fundraising dinner would be scheduled for Sunday, October 27th (the same day as KZFR's pancake breakfast.)
 - ✓ Concerns were raised about the potentially problematic "competition" that might be perceived for the time and financial contributions of our valued Community Members due to same-day events. It was generally acknowledged that such

- "sister-organizations" often share very similar donor/patron pools.
- ✓ Another issue raised was the closeness of the date for "Pumpkins & Pancakes!" (Sunday, October 27th) to the end of KZFR's Pledge Drive (Friday, October 25th).
- ✓ After careful consideration of points/opinions/perspectives raised by several BODs and Staff, the Lead Organizer and Champion of this event, Bobbi Tryon, announced that she believed the best way to proceed would be to cancel the event.
- ✓ KZFR will help cross-promote CPJC's Fundraising efforts, re-affirming our core value-commitment to active community-partnerships.
- ✓ The BOD and Staff wish to formally acknowledge the immense strength of character and personal integrity demonstrated by KZFR's "Pumpkins & Pancakes!" Organizer, Bobbi Tryon, in choosing to put the needs of our KZFR Community above the needs of the individual.
- ✓ We acknowledge that much time, energy, and emotional investment had already been donated to the project by multiple folks on the event-planning team over the course of several months. We thank those individuals for their selfless service.
- ✓ See Action Item 4.4
- ✓ Jim adds that it is still vital that the BOD of KZFR continue to work together toward establishing a large, signature, annual-fundraising event that will become a part of KZFR culture and a major financial contributor to the long-term fiscal health of the station.
- ✓ "Butte Strong Fund"
 - ✓ Paul, Courtney, Grant, Rick, and others continue with the grant application process, pursuing a \$50,000 grant being issued by the North Valley Community Foundation. This is a modest ask, as \$50,000 is the minimum grant-award amount for eligible 501(c)(3)s with the max amount being set at \$250,000.
 - ✓ The team formally requests that any Board Members who may know of a direct <u>need</u> for the station communicate this/these need(s) to one of the team-leaders as soon as possible so that it might be included in an itemed request proposal for this grant.
 - ✓ This includes all big-ticket items such as backup generators, a solar array for our transmitter site, as well as the new computers needed by our station.
 - ✓ Please submit all ideas for "asks" to Grant Parks/et al. ASAP.

2.4.3 Bylaws Committee

- ✓ The Bylaws Committee met at 3:30PM Friday September 6th at KZFR, Room 416.
- ✓ Present were Grant, Mercedes, Paul, Bobbi, and Steve Scarborough.
- ✓ At the August Board Meeting, this committee was directed to focus on analysis of our Diversity Statement, especially as it relates to compliance and our Mission Statement and the minimum eligibility requirements for the CPB Grant.
- ✓ Several issues were identified, including length (word count), content (the need to include measurable, achievable goals, catalog past efforts, report past success, etc.), the need to analyze the Diversity Statement annually, and the legal ramifications of including language that is inclusive and in-line with "state-of-the-art" social-scientific consensus.
- ✓ Much discussion ensued, resulting in consensus that this duty be tabled for further research into what templates/other resources might be available for KZFR as a 501c3 that receives public (government)-grant monies.
- ✓ It was finally agreed that this topic needs to be brought to a future Board meeting for full-board discussion and is currently too substantial to be handled at the committee level. See discussion below.
- ✓ Several issues with our governing documents were acknowledged by this committee –

especially as they pertain to various discrepancies/inclarities, including but not limited to:

- ✓ definitions of who and who-is-not to be considered a [Certified?] Programmer
- ✓ the maximum number of these nebulous "Programmers" permitted to serve on the BOD
- ✓ the lack of clarity about percentage of "Programmers" permitted to serve on the BOD relative to "non-Programmers"
- ✓ whether the count of "Programmers" or "non-Programmers" is to be affected by whether those individuals are "Programmer-Elected" or "Community-at-Large Elected"
- ✓ the present existence of 13-17 people who are currently hosting show "on-the-air" in a regularly scheduled host-rotation/timeslot who are not formally certified to do so, including (at least) 2 current Board Members; (the exact number varies between verbal Staff Reports given at this meeting and written PC minutes provided via email)
- ✓ whether or not the current constitution of our BOD, as it relates to number of "Programmers," is already in violation of our current Bylaws
- ✓ that the BOD <u>is</u> in fact now in violation of our current Bylaws as they pertain to the hosting of regular Programmer Elections for appointment to the BOD
- ✓ To that regard, the Board President proposed a motion to alter the name of this ad-hoc committee to be more representative of its Board-directed duties.
 - > A motion was made by Mercedes Macías to change the name of the "Bylaws Committee" to the "Document Review Committee."
 - > The motion was seconded by Bobbi Tryon.
 - ➤ A full vote was called ("All in Favor/All Opposed/Any Abstentions?")
 - > The BOD voted unanimously in favor of changing the name of this ad-hoc committee from "Bylaws" to "Document Review."
- ✓ The BOD identified itself as out-of-compliance due to lack of "Programmer Elections."

 See Action Item 4.5.
- ✓ The BOD instructed the "Document Review Committee" to focus current efforts on addressing the issues catalogued here and to bring a report with recommendations to the October BOD Meeting for further discussion and review.

2.4.4 "(Special) Programmer Election Committee" Report

- ✓ This ad-hoc committee met at 4:30PM Tuesday September 3rd at KZFR, Room 416.
- ✓ Present were Grant, Paul, & Mercedes.
- ✓ The Committee reviewed the "It's Election Time!" document created by Grant. Suggestions for revision were offered and most were implemented.
- ✓ The Committee set timelines to allow for Special Elections to be completed by the December 2019 Board Meeting to allow sufficient time for inclusive nominee submissions and voting. The initial intent was to host these elections for the filling of two active Board spots, to be formally announced/filled (seated) in January 2020.
- ✓ However, at the "Bylaws Committee" meeting a few days later, concerns were raised about compliance with our Bylaws regarding this process. (See Item 2.4.3 above.)
- ✓ The Election Committee agreed to table this discussion for inclusion of the full-Board at the next regularly schedule BOD Meeting.
- ✓ An additional Board Application was received by Staff after the Community Elections period had officially closed. The application was inadvertently solicited via the open link provided on our website but there is currently no more room for additional Community

Board Members.

- ✓ The BOD agreed that this person needs to be contacted by the President informing him about the situation and perhaps inviting him to join the CAB this year instead and/or get involved in other ways. He should be called and emailed as soon as possible. *See Action Item 4.1*
- ✓ Mercedes declared that she would soon be notifying the other hosts of the show she is in rotation with that she will be stepping down from that appointment and a suitable (certified) host will need to be selected moving forward.
- ✓ Mercedes shared that she is uncertified but was approached in May by a long-time Programmer with the request that Mercedes step-in to fill a soon-to-be-vacant slot as a regular host in rotation on a public-affairs "talk-show." The intent was to allow a few months for Mercedes to become trained/certified before the slot would need to be filled in August. That certification has not occurred and those slots have needed to be co-hosted at all times by a certified Programmer.
- ✓ There are also some people who regularly host shows without being accompanied by a certified co-host. Neither of these scenarios is considered appropriate for KZFR's standards of training and professionalism.
- ✓ From now on, all requests for new hosts in rotation must be submitted in-advance to the PC for review. Candidates for certification must be formally certified prior to becoming hosts in regular rotation.

3. Matters for Discussion

3.1 Pledge Drive Update (including gift pick up and board sign ups) TABLED to Committee

3.2 Community Events sign ups COMPLETED during TREASURER'S REPORT

3.3 Social Media Support from Board Members

✓ Board Members with active social media accounts must be making an effort to actively share posts made by KZFR's official social media accounts on various platforms. Helping to promote our events/shows/fundraisers is a Board responsibility.

3.4 Brown Act Follow-Up

- ✓ The Executive Committee has followed up on recent Board concerns about proper protocol for adhering with the Brown Act.
- ✓ It has been determined that KZFR, as a 501(c)(3), that does not receive its funding directly from the government but indirectly through a CPB Grant source, is not legally bound by the stipulations of the Brown Act.
- ✓ However, the Exec. Committee acknowledges the value of conducting all KZFR activity in a transparent and professional fashion. To that end, the BOD and Staff continue to aspire toward aligning all actions with the Brown Act and other "best practices" as often as feasible/reasonable.

3.5 Board/Staff Communication Process

- ✓ The BOD President reminded the BOD of the need to respect Staff time by communicating through proper channels. This means that, as per stipulations clearly detailed in KZFR's "Board Policy Manual (Section 2.2)," all communication made from the BOD to a Staff Member should be channeled to Staff directly through the Board President whenever feasible. While this is generally being done already by most Board Members, *Item 3.5* needed to be formally documented and verbally articulated.
- ✓ Staff time is invaluable and finite. While emergency situations do occur, we cannot

15 minutes

- expect Staff persons to be available on-call "off-the-clock" 24 hours a day every day of their lives. Operating under this unspoken assumption is not only disrespectful of Staff time and energy but harms the KZFR Community by taking away from the smooth operation of the Station when Staff are unable to focus properly on prioritized tasks.
- ✓ Board Members are encouraged to continue communicating collaboratively with one another via KZFR's secure group-email address for Board Members. Needs, concerns, asks, and questions that cannot be answered at the Board-level should be addressed directly to the Board President or Vice President who will then contact Staff.
- ✓ Clear exceptions to this "best-practice" policy exist with regard to members of the Executive Committee and Chairs of Committees, who are to continue communicating directly with Staff when necessary and appropriate to do so for proper functioning.
- ✓ Board Members are encouraged to Review the Board Policy Manual, Bylaws, and other governing documents as needed on an ongoing basis. These documents are always available to the BOD online via a secure, shared folder on Google Drive.

3.6 Sanctioned Meetings, Committees, etc./Communication Outside of Meetings

- ✓ As a formal reminder, KZFR BOD and Staff constitute a team-effort. All formal KZFR Board and Staff activity must be carried out "above-board" (so to speak) and treated with a professional character. All meetings to discuss formal business must be brought back to the full-BOD for discussion/review.
- ✓ Any decision that individual Board Members may make or communicate with one another outside of Board Meetings is not considered valid until those topics are then agendized and brought to the full BOD for discussion and review. When necessary formal votes will be called in the presence of Staff at regularly scheduled Board Meetings.
- ✓ Emergency decisions made outside Regular Meetings must still be reported on during the next Regularly Schedule BOD Meeting and recorded in that meeting's minutes. All minutes/agendas are subject to review by the public.
- ✓ Committee work may produce various "Recommendations" to BOD or Staff on directed topics and to suggest further direction. However, all committee work is advisory and will not supersede BOD/Staff consensus at any time. See Article 6, Section 3 of the Bylaws for more information.

3.7 Report status of meeting for summary radio CSG TABLED to October BOD Meeting

4. Action Items

4.1 BOD application

- ➤ The BODs informally agreed during Discussion Item 2.4.4 that KZFR cannot accept another Community-at-Large Board Application at this time.
- The applicant will be notified via email and phone call and invited to apply for the CAB.

4.2 Establish Bank Authorized Signature Transfer Date

- ➤ A motion was made by Jim McCollough to authorize the Exec. Committee to set a date for the Bank Signature Transfers.
- > The motion was seconded by Rob Davidson.
- ➤ A full vote was called ("All in Favor/All Opposed/Any Abstentions?")
- ➤ The KZFR BOD voted unanimously in favor of authorizing the Executive Committee to go to Members First Credit Union and Tri-Counties Bank to change the signers on KZFR accounts. The Executive Committee is made up of Mercedes Macías, Rob Davidson, Coutrney Farrell, and Jim McCollough. General Manager Rick Anderson is included as

10 minutes

an authorized signer.

- 4.3 Approve/Deny modifications to Programmers' Handbook
 - ➤ A motion was made by Jim McCollough to accept the highlighted changes/updates to the Programmers' Handbook as compiled by Grant Parks.
 - ➤ The motion was seconded by Rob Davidson.
 - ➤ A full vote was called ("All in Favor/All Opposed/Any Abstentions?")
 - The BOD voted unanimously in favor of approving the changes to the PH.
- 4.4 Vote to Move Forward With or Call-off "Pumpkins & Pancakes!" Event
 - ➤ A motion was made by the Board President to call-off the 2019 Pumpkins & Pancakes! Event.
 - The motion was seconded by Bobbi Tryon.
 - ➤ A full vote was called ("All in Favor/All Opposed/Any Abstentions?")
 - ➤ The BOD (with Staff) voted unanimously in favor of cancelling this event in an act of solidarity with the CPJC.
- 4.5 Vote to Instruct Staff to Move Forward With or Call-Off "(Special) Programmer Elections"
 - ➤ A motion was made by Jim McCollough to instruct Staff to move forward with hosting a Special Programmer Election, to be completed by the end of the year, which will produce one new "Programmer Elected" Board Member. The new Director's term will begin January 2020.
 - ➤ The motion was seconded by Rob Davidson.
 - ➤ A full vote was called ("All in Favor/All Opposed/Any Abstentions?")
 - ➤ The BOD voted unanimously in favor of the motion.
- 5. Meeting Adjournment
- ✓ The meeting was adjourned at 8:00PM.
- ✓ The next BOD meeting is scheduled for Tuesday October 8th 2019 at 6:00PM in room 416.