

**Nevada City Community Broadcast Group (KVMR)
Board of Directors Meeting
KVMR Community Room
120 Bridge Street
Nevada City, CA 95959
Monday, January 23, 2017 - 6:30 p.m.
Approved Minutes by
Therese Tesene, Board Scribe**

CALL TO ORDER

The Regular Meeting of January 23, 2017 of the Board of Directors of the Nevada City Community Broadcast Group (KVMR) was called to order at 6:33 p.m. in the KVMR Community Room, 120 Bridge Street, Nevada City, CA 95959, by President Diane McIntire.

ROLL CALL

The President called the roll:

PRESENT: Directors Sharon Connor (Secretary), David Franco (Treasurer), John Hensley, Phil Northcutt, Phil Ritti (arrived at 6:38 p.m.), Adela Wilcox, and Diane McIntire (President).

ABSENT: Directors Harriet Diamond, Richard Dunk, Tenali Hrenak, and Elisa Parker.

STAFF PRESENT: Julie Chiarelli, General Manager and Sean Dooley Miller, Music Director.

REVIEW AND APPROVAL OF AGENDA

Motion by Director Franco, seconded by Director Hensley, and carried unanimously, 6-0-5-0, with Directors Diamond, Dunk, Hrenak, Parker, and Ritti absent, approving the agenda.

APPROVAL OF MINUTES

Motion by Director Hensley, seconded by Director Franco, and carried unanimously, 6-0-5-0, with Directors Diamond, Dunk, Hrenak, Parker and Ritti absent, approving the Minutes of the KVMR Board of Directors Regular Meeting of November 28, 2016 as submitted.

ACCEPT COMMITTEE REPORTS

Motion by Director Northcutt, seconded by Director Hensley, and carried unanimously 6-0-5-0, with Directors Diamond, Dunk, Hrenak, Parker and Ritti absent, accepting the committee reports as submitted.

MUSIC AND OPERATIONS UPDATE

Music Director Dooley described himself as a liaison between the music product and broadcasters. He has many music reviewers specializing in specific genres who review the music for FCC bad words as well as recommendations for new music to be played on the air. The music is recorded digitally.

Director Ritti arrived at 6:38 p.m.

Sean went on to reflect on how he pitches ideas to broadcasters and keeps communication open. Sean also stated that he assists Program Director Baker with program and broadcaster scheduling as well as anything else to lighten Program Director Baker's workload.

Sean is excited to be working on the KVMR2 project. He stated that two broadcaster training classes for KVMR2 are beginning with a completely (younger) different demographic than present KVMR. At the completion of the classes, the new broadcasters will submit their preference for shows that will be counter programming to KVMR1. With many details still to be worked out, the tentative timeline for a soft launch of KVMR2 is April 1st -- April Fools Day.

Discussion ensued.

The Board thanked Sean for his enthusiasm and dedication to KVMR.

PRESIDENT'S REPORT

Reflecting on the recently held worldwide Women's March, President McIntire stated that what KVMR does by supporting free speech is even more important than ever before.

President McIntire stated that the grant deed for the new KVMR building was recorded on January 6 as well as the grant deed for the Nevada Theatre. A facilities agreement is currently being worked on with the Nevada Theatre. Former President Mary Ross continues to work tirelessly on this project.

The loan modification agreements have been worked out with the shorter term note being extended to December 31. The security for the loans is the grant deed. It was consensus of the Board to support title insurance if required by the lender. The agreements will be brought back to the Board for final approval.

President McIntire stated that approximately \$291,000 is due December 31 and that her New Year's resolution is to work on reducing this amount. Responding to Director Wilcox regarding if the new Presidential administration could take revenue away from the station, General Manager Chiarelli stated that \$130,000 could be taken away if public broadcasting is defunded. She stated that we spend our CPB grant funds a year in the arrears so we would have a year to raise funds in other ways if defunded. General Manager Chiarelli will keep the Board apprised of any news regarding defunding.

President McIntire stated that the Asker Workshop is scheduled for February 28 from 4:30 p.m. to 6:30 p.m.

GENERAL MANAGER'S REPORT

General Manager Chiarelli stated the February "Get Inspired" membership drive will be held February 13-19 and show a positive approach highlighting activism for current times. Tentative guests include Julia Butterfly Hill, Becky Chavez (Cesar Chavez's niece), Dolores Huerta, and Debra Weistar. Special gifts will include an Eton emergency crank radio and a Kani Ka Pila t-shirt.

General Manager Chiarelli reported that the new Angels Camp translator is on the air at 99.3 but an application has been filed to move the signal to 99.5 to reduce interference from another station. The sale of the Tracy translator construction permit has been finalized and

we are in negotiations with another organization over the location of the Woodland translator that has preliminarily been agreed to move from Woodland to Berryessa, pending finalizing a contract with the other party.

General Manager Chiarelli reported that Betty Louise, a newly certified broadcaster, and Susan Davis have recently been awarded a \$5,000 grant from California Humanities. Their project, "A Place to Call Home," centers around stories of Nevada County homeless people. It was conceived through KVMR's Story Catcher project led by Ralph Hanson.

General Manager Chiarelli informed the Board that a Live broadcast of the Adult Use of Marijuana Act forum will be held on January 30 from 6 to 8 p.m. at the Nevada Theatre. A Dementia Community Forum/Town Hall meeting co-hosted with Sierra Nevada Memorial Hospital Foundation and Atria will be held from 6 to 8 p.m. on January 31 in the Nevada Theatre.

BOARD COMMITTEE REPORTS

EXECUTIVE COMMITTEE (EC). The EC has not met.

FINANCIAL REVIEW COMMITTEE (FRC). Director Franco stated that the yearend financials were interesting and that our budgeting showed that we are profitable with the burden of the building. The revenue character is changing from membership to underwriting. He stated that this year's Celtic Festival has seen the best in revenue since its inception netting \$75,000. Director Franco talked about the necessity for taking care of risk assets such as the Celtic Festival.

Discussion ensued regarding the Fiscal Year 2016 revenue surplus. After discussion it was agreed that the current reserves policy would be reviewed by the FRC and brought back to the Board at its March meeting.

Motion by Director Ritti, seconded by Director Wilcox, and carried unanimously, 7-0-4-0, with Directors Diamond, Dunk, Hrenak, and Parker absent, approving the following allocation of Fiscal Year 2016 surplus funds as recommended by the General Manager:

KVMR2 website development	\$ 3,000
KVMR2 app updates	1,000
Website donate page conversion	900
Outreach banners, stands/studio signs	400
Digital music server	1,200
Increase Sean Miller 8 hrs/week	5,000
Community room curtains	400
Community room/studio track lighting	250
Underwriting outreach materials	300
Mixers (news, remotes, KVMR2)	800
Cable, connectors	300
Cavity for Angels Camp	400
TBD	10,468
Reserves	50,000
Debt principal reduction	<u>50,000</u>
TOTAL SURPLUS	\$124,418

STATION DEVELOPMENT COMMITTEE (SDC). Director McIntire reported that CAB (Community Advisory Board) is a very active group that would like to be more active with outreach. She will ask them if they are interested in doing a membership survey including some questions provided by us.

BOARD DEVELOPMENT COMMITTEE (BDC). Director Connor reviewed the BDC minutes of January 21. Discussion ensued regarding how to increase board members.

Motion by Director Hensley, seconded by Director Connor, and carried unanimously, 7-0-4-0, with Directors Diamond, Dunk, Hrenak, and Parker absent, to approve the following wording to Section 2 of Article 5 of the Bylaws:

Article 5. Section 2. Qualification, Election, and Term of Office

A. Officers shall be elected by majority vote of quorum of the Board and each officer shall hold office for one year, with elections scheduled for the September Board meeting so that officers will be in place at the start of the Board year. Elected officers will be in place for the full year or until he/she resigns, is removed, or is otherwise disqualified to serve.

B. During the month of August, the secretary shall compile a list of all Board members desiring to serve as an officer of the corporation. The list will be sent to all Board members prior to the September meeting.

C. All elections for officers will be held by secret ballot at the September meeting. The secretary shall handle all election proceedings.

D. Ballots must be prepared five working days before officer elections. Board members who cannot be present may vote before the meeting in writing, up to the opening of the meeting where elections will take place.

FUND DEVELOPMENT COMMITTEE (FDC). No report was given.

DISCUSSION ITEMS

FUNDRAISING. President McIntire stated that the Animal House—Revisit-TIN from Rust to Roost Event is coming along very well with lots of help. A red carpet event with Michael Moore is being discussed for sometime in the summer. Due to timing conflicts, The Amazing Race is put off for this year.

COMMUNITY OUTREACH. Director Wilcox stated that she is working on an outreach script training video as well as webcast training for studio equipment.

ADJOURNMENT

Motion by Director Ritti, seconded by Director Hensley, and carried unanimously, 7-0-4-0, with Directors Diamond, Dunk, Hrenak, and Parker absent, to adjourn the meeting. Meeting adjourned at 8:35 p.m.

Next Board Meeting: March 27, 2017, 6:30 p.m.
 KVMR Community Room
 120 Bridge Street
 Nevada City, CA