

**Nevada City Community Broadcast Group (KVMR)
Board of Directors Regular Meeting
Conducted by Internet via Zoom Application
July 27, 2020 - 6:30 p.m.
Approved Minutes by Barbara Brenner, Board Secretary**

CALL TO ORDER

The Regular Meeting of July 27, 2020 of the Board of Directors of the Nevada City Community Broadcast Group (KVMR) was called to order virtually at 6:32 p.m. using the Zoom Meeting Application.

ROLL CALL

President Franco called the roll and verified a quorum present.

PRESENT: Directors Cameron Brady (Vice President), Maureen Boyle (Treasurer), Barbara Brenner (Secretary), David Franco (President), Paula Galindo, Diane McIntire, Rick Sharkey, and Lew Sitzer

ABSENT: Sean Leydon and Elisa Parker

STAFF PRESENT: Ali Lightfoot, General Manager (GM)

GUESTS: Prospective Board applicants Brian Terhorst and Rondal Snodgrass, prospective Board Scribe Carrie McDowall and Broadcaster Paul Emery

REVIEW AND APPROVAL OF AGENDA

Motion by Director Sitzer, seconded by Director Brady, and carried unanimously, 8-0-2-0, approving the agenda as submitted.

APPROVAL OF MINUTES

Motion by Director Sitzer, seconded by Director Galindo, and carried unanimously, 8-0-2-0, approving the Minutes of the KVMR Board of Directors Regular Meeting of June 22, 2020 as submitted.

ACCEPT COMMITTEE REPORTS

Motion by Director McIntire, seconded by Secretary Brenner, and carried unanimously, 8-0-2-0, accepting the committee reports as submitted.

PRESIDENT'S REPORT

President Franco read the KVMR Mission Statement. He reported that the Board is excited to welcome two prospective Board member candidates Rondal Snodgrass and Brian Terhorst, prospective Board Scribe Carrie McDowall and Broadcaster Paul Emery. Mr. Snodgrass and Ms. McDowall introduced themselves to the Board.

President Franco announced that his second term will end in September, and that will conclude his service on the Board. He reviewed the transition of KVMR from moving into the new building five years ago, to hiring a new General Manager, and persevering through public safety power shutdowns despite equipment failures. KVMR is now challenged by the transition required to fulfill the mission statement in the COVID-19 environment. Fortunately, KVMR continues to benefit by strong support from members, has gained new members and continues to be an integral part of the community.

GENERAL MANAGER'S REPORT

GM Lightfoot reported that review of the 2019-20 goals brings focus to the changes affecting community outreach as most events have been cancelled. KVMR must find new ways to generate funding. There are some grants available for programming in the time of COVID.

The staffing plan has transitioned, from hiring a Music Director, to adding two part-time employees that will help with production and digital content. The number of online listeners and social media activity has increased.

The National Federation for Community Broadcasters is accepting proposals for a Community Counts Initiative (CCI). Proposals should address new ways to engage communities around social justice, inclusivity, COVID and the future of radio. KVMR's existing plan for youth engagement in news-related programming is a good fit, and there is a good chance of being accepted into the CCI.

The Station must commit \$1,000 and participation of two staff members in the CCI cohort. The CCI will grant the Station \$6,000. \$5,000 needs to be spent on delivering the programming project. The Board needs to approve Station participation.

Motion by Secretary Brenner, seconded by Director Sitzer, and carried unanimously, 8-0-2-0, approving the KVMR application to the Community Counts Initiative.

A drive in movie event will be held on August 6th. The event is free, but hopefully the invitees will make donations.

A Broadcaster Forum was held via Zoom on July 9th. Approximately 60 broadcasters attended. The content focused on implementation of the Code of Ethics, results from the listener survey and how to continue programming during the pandemic. Another Broadcaster Forum is planned for August 12th to discuss broadcast of emergency information and training needs for broadcasters. There will also be a General Meeting on August 19th.

Rondal Snodgrass asked what percentage of the KVMR annual budget is based on underwriting. GM Lightfoot responded that underwriting is approximately 1/3rd of Station revenue.

BOARD COMMITTEE REPORTS

STATION DEVELOPMENT COMMITTEE (SDC)

Director Sharkey reported that the SDC completed review of the Strategic Plan. The Strategic Plan does not require revision. However, the implementation plan has been updated through changes to the 2019-20 goals. Secretary Brenner added that the Financial Review Committee has also reviewed revisions to the goals. The review process is complete. Since there have been no changes to the Strategic Plan, the document posted on the KVMR website is still current.

Motion by Director Sitzer, seconded by Secretary Brenner, and carried unanimously, 8-0-2-0, approving revision to the 2019-20 KVMR Board and General Manager Goals for implementation of the Strategic Objectives.

FUND DEVELOPMENT COMMITTEE (FDC)

Director McIntire reported the FDC is focusing on the drive in movie event and are looking for Board participation to help out night of the event. Streamlining events remains a priority. Specialty equipment for air purification in the Station could be the subject of a specific donation effort. A mailer will go out announcing the various ways to donate to KVMR. GM Lightfoot announced that a fun Tarot card game will be added to the web page linking to the options for donations.

FDC members can help find grant opportunities and assist with development of grant applications. GM Lightfoot will coordinate meetings, as needed, when Board members can be helpful with targeted fundraising outreach.

BOARD DEVELOPMENT COMMITTEE (BDC)

Director Sitzer reported that the BOARDnetWORK platform for managing agenda packets, board documents and communications looks promising. Rick Sharkey is expected to run unopposed for the volunteer elected seat. Recruitments for the 5 Board elected seats is proceeding well. Two applications have been approved by the BDC so far. Jane Calbreath and Brian Terhorst have been appointed to serve on the Board Development Committee. Brian Terhorst completed a review of the Bylaw election process requirements, and that has been very helpful.

Secretary Brenner advised that a revision to the Bylaws is needed to formalize the process for nomination of approved Board applicants as officers for the next term. Existing language and the proposed revision of Article 5, Sections 2, B and D of the Bylaws are detailed in the Request for Board Action provided in advance of the meeting. This change is necessary to allow the Board to utilize the talents of incoming Board members.

Secretary Brenner e-mailed a written ballot to the Board members, each of whom voted by responding either yes or no, to revise the Nevada City Community Broadcast Group Bylaws to adopt the following revisions to Article 5, Sections 2.B and D as stated below.

Article 5, Section 2.B – revised

Nominations for Board Officers shall be submitted, in writing to the Board Secretary, by August 31st each year. Officer positions are open to Board incumbents and approved Board applicants for the upcoming term. Incumbent Board members may nominate themselves, other Board members or approved Board applicants for officer positions. Nominees must accept nominations to be considered.

Article 5, Section 2.D – revised

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.

The election to fill open Board seats will be held prior to the election of officers. At the conclusion of the election, officer candidate(s) not seated on the Board will be removed from the ballot. If any Board members have voted absentee in advance of the September meeting, they will be provided with a revised ballot and allowed 5 days to submit their vote to the Secretary.

Revision of the Nevada City Community Broadcast Group Bylaws was carried unanimously, 8-0-2-0. This vote fulfills the requirement that changes to the Bylaws be approved, via written ballot, by a 2/3 majority of the full Board.

FINANCIAL REVIEW COMMITTEE (FRC)

Treasurer Boyle reported that the FRC reviewed the June financial reports and found nothing unusual. The PPP loan forgiveness application may need to be filed in September. President Franco stated that the Treasury Department is considering forgiveness of PPP loans of less than \$150,000 without application.

Treasurer Boyle stated that the FRC reviewed the draft 2020-21 budget, and staff made the minor revisions discussed. This is a net zero budget.

Events are budgeted at \$45,000 for a summer concert and the Celtic Festival. However, it is not known what kind of events will be possible due to the pandemic. GM Lightfoot will work with the Celtic Festival producer to determine if cuts can be made to compensate for lost sponsorship funding. The Board agreed to move the Celtic Festival to the first weekend in September in order to reduce the risk of inclement weather.

The 2020-21 budget will be presented for approval at the August Board meeting.

EXECUTIVE COMMITTEE (EC)

Secretary Brenner reported that the EC asked Carrie McDowall to consider serving as the Board Scribe and to provide assistance to the Secretary as needed. Board members approved having Ms. McDowall serve as the volunteer Board Scribe, and she accepted.

Paul Emery thanked the Board members for their service.

ADJOURNMENT

Motion by Director Sitzer, seconded by Director Brady, and carried unanimously, 8-0-2-0, to adjourn the meeting.

Meeting adjourned at 8:06 p.m.

Next Board Meeting: August 24, 2020, 6:30 p.m. Virtual meeting via Zoom Meeting Application