

**Nevada City Community Broadcast Group (KVMR)
Board of Directors Regular Meeting
Conducted by Internet via Zoom Application
October 28, 2020 - 6:30 p.m.
Unapproved Minutes by Carrie McDowall, Board Scribe**

CALL TO ORDER

The Regular Meeting of October 28, 2020 of the Board of Directors of the Nevada City Community Broadcast Group (KVMR) was called to order virtually at 6:35 p.m. using the Zoom Meeting Application.

ROLL CALL

President Brian Terhorst called the roll and verified a quorum present.

PRESENT: Directors Barbara Brenner (Vice President) Maureen Boyle (Treasurer), Del Phoenix-Wilcox (Secretary), Brian Terhorst (President), Cameron Brady, Paula Galindo, Elisa Parker, Rick Sharkey, Lew Sitzer, Regine Wilson, Peter Grossman and Rondal Snodgrass

ABSENT: None

STAFF PRESENT: Ali Lightfoot, General Manager (GM)

GUESTS: None

REVIEW AND APPROVAL OF AGENDA

Motion by Director Phoenix-Wilson, seconded by Director Sitzer, and carried unanimously, 12-0-0-0, approving the agenda as submitted.

APPROVAL OF MINUTES

Motion by Director Phoenix-Wilson, seconded by Director Brenner, and carried unanimously, 12-0-0-0, approving the Minutes of the KVMR Board of Directors Regular Meeting of September 28, 2020 as submitted.

ACCEPT COMMITTEE REPORTS

President Terhorst instructed Board Members to read all reports which are found on BOARDnetWORK several days prior to the scheduled Board meeting as information contained in the reports generally will not be reiterated in the Board meeting by the Committee Chairs. Motion by Director Grossman, seconded by Director Sitzer, and carried, 11-0-0-1, accepting the current committee reports as submitted.

PRESIDENT'S REPORT

President Terhorst acknowledged that the subject meeting was the first for a new Board with several new members. After discussions surrounding Covid safety concerns prohibiting the customary gatherings to orient new term Board members, it was suggested that the Board meetings for the next few months have 30-40 minutes of the agenda devoted to introductory Board-orientation topics. The intent will be to build teamwork and camaraderie between members and focus on the strategic plan.

NEW TERM BUSINESS:

Board Member Documentation

Secretary Phoenix-Wilcox, stated that one of the required documents for new Board Members is the Board Member Agreement to be executed and returned via email. Also required per Board Policy #12 is the Conflict of Interest agreement which will need to be executed by the new members as well as those members joining last year. Secretary Phoenix-Wilcox will send the required forms to all Board members.

Board Member and Others Introductions and Identification

President Terhorst invited every Board member and meeting attendants to give a brief introduction of themselves - who they are, where in their term they are, their roll on the Board and any Board Committees in which they participate, whether they are a Broadcaster, as well as any projects in which they are involved in the Community at large. Also requested was to let the Board know by what pronouns each wished to be addressed and President Terhorst invited Secretary Phoenix-Wilcox to provide an overview of pronouns, and to lead in introductions.

Secretary Phoenix Wilcox discussed the necessity for individuals to be properly addressed utilizing their preferred pronouns such as he/she/they, him/her/them, his/hers/theirs to avoid misgendering a person, that is using a pronoun or form of address that does not correctly reflect the gender with which that person identifies. Secretary Phoenix-Wilcox will be working with the staff of KVMR as to awareness surrounding this cultural necessity and offered to separately discuss it with any present at the meeting. All Board members were then called on to introduce themselves and identify their preferred pronouns.

Board Buddies

Director Sitzler stated that all new Board Members should have a Board Binder with the pertinent information. He summarized the "Board Buddies" concept as a group effort of the Board Development Committee initiated a couple of years ago. The premise is for new Board members to "Buddy-Up" with experienced members. Older members are to reach out to the new members and for the new members to know that the older members are available to them. The hope is to deepen the connection between them.

Director Brenner stated that if you are interested in being a Board Buddy you should reach out to Director Sitzler and that new members should do so as well. The Board Buddy commitment is one year. New members should feel free to ask any questions.

Secretary Phoenix-Wilcox confirmed that all Board documents are now on BOARDnetWORK.

President Terhorst encouraged new members to reach out to the older members; to start the conversation with Director Sitzler who can then match members up and who might reach out to members to do so.

BOARDnetWORK

President Terhorst stated that Vice President Brenner, when she held the Board Secretary position, identified the tool for governance named BOARDnetWORK and has learned a lot. He asked Director Brenner to Screen Share so that the members could view it. Director Terhorst identified the Administrators of the software as himself, Vice President Brenner, Secretary Phoenix-Wilcox and Carrie McDowall. There is a User Guide and a Help Tab, but Vice

President Brenner cautioned users to seek assistance from one of the Administrators prior to contacting the vendor. Everything is available in one place including the Board Book for every meeting.

Director Brenner identified the Sync Function (last page of the user guide) and the location of significant other resources for Board members on the site, as well as a news feed all allowing Board Members to learn on their own. Our insurer, the Non Profit Insurance Alliance, offered BOARDnetWORK to KVMR at no cost.

President Terhorst acknowledged Vice President Brenner and Secretary Phoenix-Wilcox for their efforts in bringing BOARDnetWORK to fruition and in uploading the extensive library of information now available.

Upcoming Board Orientation/Retreat Plans

Director Sitzer stated that there are normally 1 to 2 Board retreats per year. Initially, as mentioned by President Terhorst, there will be a segment added to each monthly Board meeting including orientation topics. He sees the new Board as dedicated and hardworking and invited ideas to better orient the Board

Holiday Meeting Schedule

Due to upcoming Holidays conflicting with regularly scheduled Board Meetings in November and December, President Terhorst proposed moving the dates of those meetings up one week in each month. It was agreed that all would be available to meet Wednesday, December 16, 2020.

GENERAL MANAGER'S REPORT

GM Lightfoot reported that it had been a busy month for the Station, beginning with a Pledge Drive, followed by another PSPS. There have been various meetings with talk show hosts explaining changes. Public Affairs will be moving to the 6 to 8pm time slot which the Station has been leading up to for 2 years. They have also been discussing the Code of Ethics. Not a single show is to be eliminated, though a lot of people are not doing their shows and are moving to evening slots.

The Broadcaster survey regarding upcoming in-person broadcasting, as suggested by Guest Johnny Gallagher at the September Board Meeting, was compiled and sent to every Broadcaster. The survey contained 19 questions and 105 of the 150 Broadcasters responded. Roughly one half of the Broadcasters were ready to come back; one half were not and some want to stay and broadcast from home. Approximately 50% expressed concern with protocols being on the honor system and who and how would that be monitored. More conversation needs to be had with the suggestion of a checklist to be used, and agreement to be signed with reminders that they are all responsible for other people.

There is the issue of bringing in Guests; some hosts say they cannot do their show without a partner. Protocol will be sent out to the Broadcasters regarding cleaning of surfaces and the wearing or not of masks and gloves. For the most part GM Lightfoot feels that the Station has a way forward.

There will be an emergency training video - all Broadcasters will be certified emergency broadcasters. There will also be safety protocol training. The goal (as of the date of the Board

Meeting) is to have the first people come in on Saturday, November 14, 2020, unless the County goes into the Covid Case Red Tier. GM Lightfoot will send the Broadcaster survey results to the Board.

For clarification, GM Lightfoot stated that there has been some confusion over Steve Baker's employment with the Station. Mr. Baker is still employed with KVMR on a part-time basis. He is the News Host in the morning and the Promotions Director. He has connections with possible speakers and helps in many ways, working full time through pledge drives. He is in the process of moving his office upstairs.

Director Snodgrass asked if he should be meeting with the talk show hosts and it was clarified that the Board is not to be involved in programming as that can cause whole culture changes.

President Terhorst asked how the drive went and GM Lightfoot reported that it went very well - \$81,000 in only 4 days. She felt that the Dead Air T-shirts were a big attraction; web support went way out as did the E-Newsletter generating 360 pledges. On Celtic Saturday almost all pledges were on the web page and \$9,300 was raised in 4 hours so there was a total of \$90,000 raised in both. Eighty new Sustaining Members were obtained in the one pledge drive and GM Lightfoot stated that she felt this was due to the messaging around the Sustaining Member special speakers.

BOARD COMMITTEE REPORTS

President Terhorst again encouraged all Board Members to read the Committee Reports in BOARDnetWORK prior to each Board meeting to limit the necessary reporting.

EXECUTIVE COMMITTEE (EC).

It was stated that detailed minutes of the Executive Committee are available on BOARDnetWORK.

BOARD DEVELOPMENT COMMITTEE (BDC)

The BDC met three times resulting in three sets of minutes available in BOARDnetWORK. Director Sitzer complimented the staff on the Sustaining Member speakers, Michael Moore and Amy Goodman. This was great stewardship for Sustainers and we will keep doing it.

FINANCIAL REVIEW COMMITTEE (FRC)

President Terhorst stated that there will be time carved out to go over the financial reporting and that the Board is very fortunate to have Treasurer Maureen Boyle.

It was suggested that review of the Financial Dashboard be skipped. Treasurer Boyle summarized the Station Fiscal Year End results for September 30, 2020, as well as the 2021 Budget highlights

- Net income was over (Net Zero) 2020 Budget by \$50,000 with a recommendation by the FRC that these funds be put into reserves. Last year reported a net loss. Covid was not as bad as feared with more money brought in from supporters. The main source of income is membership.
- Grant income was up.
- Expenses - 50% are personnel costs. Operating expenses are at 35%.
- 2021 Budget includes slightly more income from Underwriting.

- Only the grants presently identified have been included in the 2021 budget. The \$120,000 Covid funding is not happening.
- Most income/expense line items remain fairly normal.
 - Personnel costs will hopefully be the same.
- Of note regarding Operating Expenses - event expenses are not included - shown in a special events line item.
- A comparison of the 2020 to the 2021 Budget shows:
 - Membership up
 - Underwriting up
 - Grants down
 - Some budgeted for Special Events
- The 2021 Budget is a “Net Zero” budget

President Terhorst invited those members with a finance background to join the FRC. It was also clarified for the new members that the 2021 Budget was approved by the Board in a prior month’s meeting and that Treasurer Boyle will be given more time at the next meeting.

FUND DEVELOPMENT COMMITTEE (FDC)

President Terhorst stated that this had been the first meeting of the new FDC and that there would be a meeting coordinated to catch up.

STATION DEVELOPMENT COMMITTEE (SDC)

Vice President Brenner stated that the “Caravan of Love” should not be under the FDC.

Director Sitzer stated that the Board report should be for Committee Action Items only.

ADJOURNMENT

Motion by Vice President Brenner, seconded by Secretary Phoenix-Wilcox, and carried unanimously, 13-0-0-0, to adjourn the meeting.

Meeting adjourned at 8:45 p.m.

Next Board Meeting: November 17, 2020, 6:30 p.m.
Virtual meeting via Zoom Meeting Application