

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

CALL TO ORDER

The Regular Meeting of September 28, 2020 of the Board of Directors of the Nevada City Community Broadcast Group (KVMR) was called to order virtually at 6:33 p.m. using the Zoom Meeting Application.

ROLL CALL

President Franco called the roll and verified a quorum present.

PRESENT: Directors Maureen Boyle (Treasurer), Barbara Brenner (Secretary), David Franco (President), Paula Galindo, Diane McIntire, Elisa Parker and Lew Sitzer.

Directors Elect Regine Wilson, Del Phoenix-Wilcox, Rondal Snodgrass, Peter Grossman and Brian Terhorst.

ABSENT: Cameron Brady (Vice President)

STAFF PRESENT: Ali Lightfoot, General Manager (GM)

GUESTS: Johnny Gallagher, Broadcaster

KVMR MISSION STATEMENT

The KVMR Mission Statement was read by President Franco.

ROLL CALL UPDATE

Director Rick Sharkey joined the meeting at 6:36pm.

REVIEW AND APPROVAL OF AGENDA

Motion by Director Sitzer to approve the agenda with addition of a closed session if needed, seconded by Director McIntire, and carried unanimously, 8-0-1-0, approving the agenda as submitted.

APPROVAL OF MINUTES

Motion by Director McIntire, seconded by Director Sitzer, and carried unanimously, 8-0-1-0, approving the Minutes of the KVMR Board of Directors Regular Meeting of August 24, 2020, as submitted.

INTRODUCTION OF AND ADDRESSING BOARD BY GUEST

President Franco welcomed Guest, Johnny Gallagher who proceeded to address the Board. Mr. Gallagher stated in the 14 years that he had been involved with KVMR, he had never had reason to participate in a Board Meeting and now found it necessary to do so. Representing several other Broadcasters, he expressed concern at the perceived lack of involvement of the Broadcasters in the planning regarding the reopening of the KVMR studios. Mr. Gallagher

suggested that the Broadcasters should have input and should have been surveyed as to their comfort level with returning to the office as they vary in opinion; ie., some Broadcasters are content with home production, some will return when vaccinated and some are already willing to return. Inclusion of the Broadcasters will help in the decision-making process and exclusion of the Broadcasters leads to low morale. Mr. Gallagher suggested that a survey of the Broadcasters should be taken and then decisions made.

President Franco thanked Mr. Gallagher for coming and expressing these concerns to the Board and confirmed with GM Lightfoot that these concerns would be addressed in the General Manager's report forthcoming.

Director Parker clarified that the Board Meetings were a forum to receive public comment, but not constructed to respond to those comments immediately.

PRESIDENT'S REPORT

President Franco expressed the Board's admiration for the Board Development Committee's accomplishments, resulting in the most candidates since his involvement with the KVMR Board. This has been the product of much professional work on behalf of the BDC.

President Franco acknowledged that this was his last meeting as a President and that it has been a process of learning all the time. He has experienced great creativity expressed by the Board in the middle of the chaos of change. He noted that during his tenure a new building was completed, financial reporting was established and a General Manager found that will take KVMR to the next level. President Franco expressed that he has appreciated the opportunity and has been honored to serve.

President Franco then moved on to the results of the Board elections conducted by Board members submitting confidential e-mail ballots to Secretary Brenner

KVMR Secretary, Barbara Brenner, has certified the following 2020 Board of Directors election results. The terms of office for all directors and officers begin October 1, 2020.

Board Elected Seats

Peter Grossman is elected by a majority of the KVMR Board of Directors to serve a 3-year term in Board Seat #3.

Maureen Boyle is elected by a majority of the KVMR Board of Directors to serve a 3-year term in Board Seat #6.

Regine Wilson is elected by a majority of the KVMR Board of Directors to serve a 3-year term in Board Seat #7.

Brian Terhorst is elected by a majority of the KVMR Board of Directors to serve a 3-year term in Board Seat #8.

Rondal Snodgrass is elected by a majority of the KVMR Board of Directors to serve a 1-year term in Board Seat #12.

Volunteer Elected Seats

The volunteer election for Board Seats 2 and 5 was conducted by submittal of confidential ballots to the Board Secretary.

On September 2, 2020, it was announced that Del Phoenix-Wilcox was elected by a majority of the KVMR Voter Qualified Volunteers to serve a 2-year term in Board Seat #2.

On September 2, 2020, it was announced that Rick Sharkey was elected by a majority of the KVMR Voter Qualified Volunteers to serve a second 3-year term in Board Seat #5.

Officers

Brian Terhorst is elected by a majority of the KVMR Board of Directors to serve a 1-year term as President of the Nevada City Broadcast Group.

Barbara Brenner is elected by a majority of the KVMR Board of Directors to serve a 1-year term as Vice President of the Nevada City Community Broadcast Group.

Del Phoenix-Wilcox is elected by a majority of the KVMR Board of Directors to serve a 1-year term as Secretary of the Nevada City Community Broadcast Group.

Maureen Boyle is elected by a majority of the KVMR Board of Directors to serve a 1-year term as Treasurer of the Nevada City Community Broadcast Group.

All newly elected Directors and Officers were warmly welcomed to the Board of Directors of KVMR.

GENERAL MANAGER'S REPORT

GM Lightfoot began her report by addressing guest Johnny Gallagher's voiced concerns of Broadcaster inclusion in returning to production at the station, acknowledging that it was great to hear from other people. The Broadcaster Forum held in July, attended by approximately 60 Broadcasters, attempted to address the challenges of returning to live broadcasting from the station; a list was generated from the suggestions made during the forum with each item investigated. What was heard was that the Broadcasters wanted to come back, possibly in a tiered fashion.

The live Broadcast from the street in front of KVMR held September 26, 2020, in lieu of the Celtic Festival which had to be postponed to 2021, proved to be an example of the safety challenge to come with opening the station. A system needs to be developed to limit the number of people; KVMR is looking at sister community radio stations such as KZFR in Chico and KZMU in Moab, Utah, as to how they may be handling reopening. GM Lightfoot and the KVMR staff are not prepared to monitor the station as would be required if the Saturday Celtic Festival is an example of the challenges.

It is anticipated, if Covid cases do not increase, that the Station may begin to reopen in November, starting with evening and weekend broadcasts. GM Lightfoot asked Mr. Gallagher what Broadcasters would like versus what has been proposed and discussion ensued with a survey of the Broadcasters continuing to be suggested.

GM Lightfoot proceeded to report that Steve Baker has been working overtime, will be working full time during the pledge drive and acting as News Director after.

\$10,000 was raised during the Celtic production with an additional \$15,000 following due to the pledge match orchestrated by Adriana Kelley, Membership Coordinator. The pledge drive is scheduled for October 1st through 5th with some broadcasting in front of the building. The drive will be manned by KVMR Staff only without Broadcasters, except for the possibility of a volunteer or broadcaster assisting in assuring of the wearing of masks and distancing.

GM Lightfoot pointed out that the generator on the roof required servicing, an unexpected expenditure of funds. This highlighted a lacking service agreement requiring a specific vendor coming from Stockton to suggest a part our Chief Engineer, Dave Barnett, subsequently installed.

A highlight of the GM report was the selection of KVMR, one of only 10 in the National Federation of Community Broadcast stations to participate in the Community Counts Initiative (“CCI”). President Elect, Brian Terhorst, interjected the recognition brought to KVMR by being one of the few selected and so placing the station on the national stage. The GM continued with acknowledgement of the other chosen stations being “rockstars”. The CCI project will focus on how the station is dealing with change, trying to get younger people involved, social justice, more diverse hiring, Covid challenges, education and generally how KVMR can better serve its community. Although a Board Action Request had been placed on the Agenda for the participation in and expense of KVMR participation in the CCI project, it was determined that Board approval was obtained at the July 27, 2020, Board Meeting.

BOARD COMMITTEE REPORTS

BOARD DEVELOPMENT COMMITTEE (BDC)

It was acknowledged by the Board that all Board Committees are beginning anew. Director Elect Grossman asked if there was a master schedule available. Director Sitzer stated that a Board Binder will be provided to all new Directors. Director Sitzer further suggested that new Directors attend and become familiar with several committees, noting that there is about a 1-year’s learning curve. There will be a new Director orientation or retreat in the next month or two.

Secretary Brenner advised that all materials will be available on BOARDnetWORK. President Elect Terhorst described BOARDnetWORK for the new Directors stating that this platform had just been refurbished the weekend prior to the meeting and that it should be very useful. Director McIntire reminded the Board that pre-Covid Staff/Board mixers had been held to give a chance for all to get to know each other. A discussion ensued as to the possible format and Director Sitzer announced that the next BDC will be held October 8, 2020, possibly held in-person at his farm location outside with Covid precautions.

Secretary Brenner suggested a big “thank you” be made to the outgoing Directors Franco and McIntire. President Elect Terhorst acknowledged that the last six years have seen enormous evolutionary steps taken under the patience and wisdom of those two Directors.

Director McIntire addressed the Board stating that it has been an honor, privilege and a joy to serve on the Board and that the changes experienced have been phenomenal, including

bringing on GM Lightfoot as evidenced by the last General Meeting. Director McIntire feels good about the Board going forward. She wants to help put together a building maintenance budget. She thanked the Board for their commitment to the community and the World.

GM Lightfoot commented that she initially met with Directors Franco and McIntire, President Elect Terhorst and Broadcaster, Mikail Graham, when deciding on her position with KVMR. They set an amazing example for the Station and community leading her to be excited to work with the group.

President Franco stated that it has been a joy working directly with Director McIntire - a vibrant thinker. They were like-minds and colleagues.

Director Parker suggested a virtual “standing ovation” acknowledging their leadership.

FINANCIAL REVIEW COMMITTEE (FRC)

Treasurer Boyle reported that August had been pretty much on budget with the expectation of possibly a surplus of \$50,000 at year-end. A surplus would allow KVMR to replenish reserves once statements are audited. The FRC continues to look at reporting format and Treasurer Boyle sees no red flags at this time.

Unfortunately funding through the Nevada County Coronavirus Relief Fund grants program was not received and the station will need to look for a next-year infusion.

Secretary Brenner brought forth a necessary Board Action stating that Tri-Counties Bank requires a Board Resolution authorizing the new Board Officers to sign on behalf of the Nevada City Community Broadcast Group. This will also require new signature cards to be executed at the Bank

Director Brenner made a motion to approve a resolution authorizing Nevada City Community Broadcast Group check signing authority for the Board of Director's President Brian Terhorst, Vice President Barbara Brenner and Treasurer Maureen Boyle effective October 1, 2020, seconded by Director Sitzer, and carried unanimously 8-0-1-0.

STATION DEVELOPMENT COMMITTEE (SDC)

Director Sharkey reported that the SDC did not meet in September due to the PG&E Public Safety Power Shutoff and will reconvene in October.

FUND DEVELOPMENT COMMITTEE (FDC)

Director McIntire reported that the FDC will continue to meet on the third Tuesday of each month at 5:30 pm and that Director Elect Wilson attended the last meeting, checking the FDC out along with other committees.

The FDC has been providing support to the KVMR Development Department fund-raising team in their effort to thank sustaining members. Due to the hundreds of sustaining members, each FDC Member has taken 30 of those members at a time to call and thank. There will be a lecture series, free to sustaining members, featuring Michael Moore and Amy Goodman. Michael Moore has been confirmed for October 13, 2020, at 3pm; Amy Goodman's date and time is yet to be confirmed. There are no fund-raising events planned at this time.

Director Galindo was asked to bring forth an idea for an event she has envisioned. Given the turbulent times, she suggests a “Caravan of Love” bringing a message of Love, Peace and Solidarity and that KVMR Community Radio could be the center. The event would be a car caravan starting at the KVMR Station, possibly dressing up as “Love”, with a DJ playing an appropriate selection of music, driving to Grass Valley bringing a message of Love. Director Galindo stated that an event such as this should not cost much money and should be doable, bringing a positive message from KVMR during these difficult times - sharing Love.

The response from the Board was very favorable. GM Lightfoot stated that KVMR Staff would not be able to organize such an event and questioned whether it would be a fundraiser. It was suggested that possibly a volunteer could lead the organization of the event. Director Galindo stated that she had not intended the event to be a fundraiser, but that it would be in the vein of giving back to the community. Discussion ensued providing many suggestions for the timing, intention and promotion of the proposed event with the support of the Board. Director Sharkey suggested holding the event after the election, and President Elect Terhorst suggested around Thanksgiving.

EXECUTIVE COMMITTEE (EC). Secretary Brenner reported that the EC had been consumed with the many elections to the Board and that the committee is running along smoothly.

ACCEPT COMMITTEE REPORTS

Secretary Brenner pointed out that the Committee Reports contained in the Board Packet had been overlooked at the beginning of the meeting for acceptance.

Motion by Director Brenner, seconded by Director Sharkey, and carried unanimously, 8-0-1-0, accepting the committee reports as submitted.

ADJOURNMENT

Motion by Director Sitzer, seconded by Director Sharkey, and carried unanimously, 8-0-1-0, to adjourn the meeting.

Meeting adjourned at 8:16 p.m.

Next Board Meeting: October 26, 2020, 6:30 p.m.
 Virtual meeting via Zoom Meeting Application