

**Nevada City Community Broadcast Group (KVMR)
Board of Directors Regular Meeting
Conducted by Internet via Zoom Application
November 17, 2020 - 6:30 p.m.
Approved Minutes by Carrie McDowall**

CALL TO ORDER

The Regular Meeting of November 11, 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 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 Sitzer, seconded by Director Brady, and carried unanimously, 12-0-0-0, approving the agenda as submitted.

APPROVAL OF MINUTES

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

ACCEPT COMMITTEE REPORTS

Motion by Director Sharkey, seconded by Director Grossman, and carried unanimously, 12-0-0-0, accepting the committee reports as submitted.

PRESIDENT'S REPORT

President Terhorst stated that the Board will be careful to observe the time constraints of the meeting. Last month's meeting cut short the Finance Report which will be given sufficient time going forth. This month Director Boyle provided a great report from the Finance Committee. It is expected that all Directors will receive all Board documents in sufficient time to review and digest them. BOARDnetWORK (BnW) allows the administrators to see which users have reviewed the documents. Directors should read all Committee Reports since, during the Board Meeting, only those items requiring Board Action or highlight will be pulled from them and addressed during the Board Meeting.

GENERAL MANAGER'S REPORT

GM Lightfoot stated that she would address only those items handed in or updated since her report was submitted.

The (11/11/20) meeting with the Public Affairs show Broadcasters (regarding production of their shows in alliance with the Code of Ethics) went well. Separate meetings with individual Broadcasters regarding show specifics are being held to discuss the process of moving their former hour-long shows in the Noon-to-2:00pm block to half-hour format in conjunction with the Evening News.

There have been KVMR Online listening issues, possibly due to moving to a new server. Sean has been working with KVMR's website vendor to rework the site.

The staff spent a lot of time on reopening which is now not happening since Nevada County has risen to the State's Covid Purple Tier. This delay is consistent with the prior survey results.

There will be a one-day Black Friday On-air drive on 11/27/20 to be staffed by the KVMR Staff. This will be in partnership with SPD Markets who will make a corresponding food donation to the Nevada County Food Bank and with Incredible Pets who will make corresponding pet food donations to AnimalSave. This shows great collaboration within the community.

- Adriana and Ali are calling all major donors of 2019/2020.
- An End of Year letter will go out in the next week or two.
- There will not be a Volunteer Appreciation Dinner this year due to Covid, Alternatively there will be a Volunteer Gift Totebag emblazoned with "Thank you for Lighting the Way" and a 12/15/20 driveby event.
- CPB Funding was \$20,000 less than expected..
- A fixed asset list is being created; it was started by the previous GM, updated by the Interim GM (Jeff Pope) and is now with the Station Engineer.
- Staff is going through all equipment to clear out excess.
- KVMR needs a roofer to address potential leaks; recommendations from Board Members were offered.

GM Lightfoot met with John Taber regarding production of the 2021 Celtic Festival with the current Covid outlook. In 2019 cost was approximately \$230,000 to produce to bring in the profit made. It was decided that there would be no 2021 Celtic Festival. There will be no Worldfest in 2021 and the general consensus around the festival scene is that most are planning to skip a year. It was discussed whether it should be an Online event but that those are generally not doing well. It will most likely be a small live event such as this year's Celtic Saturday. But this means that the Celtic Festival income will have to be generated in other ways.

President Terhorst explained that the overall station revenue shortfall in FY18/19 resulted in a \$20,000 reduction in this year's grant from the Corporation for Public Broadcasting (CPB); a portion of the CPB grant, he explained, is based on local station fundraising the prior year. This shortfall together with the loss of a 2021 Celtic Festival results in \$55,000 short for production.

Questions for GM Lightfoot were solicited and the CPB funding process was further discussed.

Special Financial Report

President Terhorst thanked Treasurer Boyle for her effort in creating the exhibits that were shared.

Treasurer Boyle gave a visual presentation regarding the financial position of the Station. Included was a review of the Dashboard which is provided in each meeting's Board Packet. It is a summary of the Balance Sheet, Profit and Loss Statement and Membership statistics. For a non-profit, the financial statements are correctly referred to as "Statement of Financial Position". Of note or explanation in this month's Dashboard:

- Accounts Receivable includes grants and commitments.
- Property and Equipment are shown net of each asset's established depreciation schedule.
- The line item in the Balance Sheet under Liabilities, "Deferred Contract Income", includes approximately \$16,000 of prepaid 2020 Celtic Festival Tickets, which will now need to be refunded unless purchasers convert these funds to donations (which would then be revenue).
- Equity equals Assets less Liabilities. The Station's Debt-to-Equity Ratio is approximately 50%.
- Generally the Balance Sheet looks good.
- The Station possesses approximately 6 months of working capital.
- Long Term Debt shows a decrease due to additional principal payments.
- \$70,000 has been budgeted for the Mortgage in 2021.
- Cash looks high:
 - Might be used for additional principal reduction.
 - Suggested that an analysis be made of monthly working capital requirements.

Director Snodgrass asked about the terms of the mortgage note - 6.5% with prepayment penalty. He also asked about the percentage of pledges actually received - 85-95%

Treasurer Boyle continued with the presentation, summarizing the Station's Profit and Loss Statement, which for a non-profit is termed "Statement of Activity" in comparison to 2019:

- October was generally good.
- Membership is above projection.
- Underwriting slightly below which is likely due to the billing cycle.
- Grants are lower as previously discussed.
- Auto Donations are significantly higher.

This report may be revised to show the monthly budget for each line item.

Director Brenner suggested that the FRC reports be loaded onto BnW to allow all to see and Director Phoenix-Wilcox advised that there is a place on the platform for these reports.

Treasurer Boyle advised that the meeting minutes were posted on BnW but that the six spreadsheets reviewed by the FRC were not. She and Director Phoenix-Wilcox will meet to ensure that all FRC documents are in an accessible area, as requested by President Terhorst.

The projected annual revenue for 2021, due to the CPB shortfall and the loss of Celtic Festival revenue, is at a deficit of -\$54,277. There will be ongoing discussions as to how to solve the shortfall in the FDC, FRC and the Staff. GM Lightfoot stated that there has been brainstorming around the KVMR Birthday for fundraising. Discussion regarding the shortfall coverage ensued.

NEW BUSINESS

Directors Sitzer and Phoenix-Wilcox presented an abbreviated form of a Board Member Orientation Presentation. The full presentation has been developed over the last couple of years and is usually given in a retreat setting, which is not possible this year. The Meeting presentation was cut down from 18 slides with the full presentation available on BOARDnetWORK.

Director Sitzer emphasized that all Board efforts must be in sync with the Mission Statement and Strategic Plan of the Station. The President is the spokesperson for the Board in all matters to be discussed with the General Manager and Staff. The Board speaks with one voice through the President. President Terhorst and Vice President Brenner meet bi-weekly with the General Manager using an agenda, but also quite frequently informal discussions are held.

Questions were addressed.

BOARD COMMITTEE REPORTS

President Terhorst asked each Director to provide an update on which Board Committee Meetings they attended, identify which Committees they were interested in joining and a brief description of why that Committee appeals to them. President Terhorst also stated that Board Committees can have non-Board members and that Directors are free to invite individuals in the community which might be a good fit for a specific Committee. All Directors addressed the Board with their summaries.

President Terhorst referred to all Committee Reports in the Board Packet, requesting Board Chairs to provide only additional or highlight information.

EXECUTIVE COMMITTEE (EC). President Terhorst reported that the minutes of the EC were distributed with meeting materials and stand on their own. No further discussion took place.

BOARD DEVELOPMENT COMMITTEE (BDC)

Director Sitzer stated that there are minutes of three separate meetings available. Directors Galindo and Grossman, together with Jane Calbreath are working to firm up plans for the December virtual mixer. There will be a one-hour Board business meeting followed by a social hour to include Station staff. An email will be forthcoming.

FINANCIAL REVIEW COMMITTEE (FRC)

Treasurer Boyle reported that there was nothing additional to report other than the presentation and the posted minutes.

FUND DEVELOPMENT COMMITTEE (FDC)

Director Terhorst reported that the minutes are posted. The Committee is taking on:

- Cultivating Major Donor program with Station staff.
- Growing Planned Giving program, clarified to be estate giving to KVMR.

STATION DEVELOPMENT COMMITTEE (SDC)

Director Brenner reported that SDC had great discussions around the “Caravan of Love Project” which appears to be viable. Director Galindo is the lead and the event is tentatively scheduled for 2/14/21. Director Brenner thanked all for their interest in the SDC.

CLOSING:

President Terhorst thanked all Board Members for all of the Committee meetings, good engagement and getting their reports out.

Director Phoenix-Wilcox asked that the Committee Chairs inform them if any of the meeting dates are being changed so they may post the correct dates/times.

ADJOURNMENT

Motion by Director Sitzer, seconded by Director Brady, and carried unanimously, 12-0-0-0, to adjourn the meeting.

Meeting adjourned at 8:11p.m.

Next Board Meeting: December 16, 2020, 6:30 p.m.
Virtual 1-hour Board meeting followed by a Holiday mixer all via Zoom Meeting Application