Nevada City Community Broadcast Group (KVMR)
Board of Directors Regular Meeting
Conducted by Internet via Zoom Application
January 27, 2021 - 6:30 p.m.
Approved Minutes by Carrie McDowall

CALL TO ORDER
The Regular Meeting of January 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 Terhorst called the roll and verified a quorum present.
PRESENT: Directors Maureen Boyle (Treasurer), Del Phoenix-Wilcox (Secretary), Brian Terhorst (President), Cameron Brady, Paula Galindo, Elisa Parker, Rick Sharkey (joined late), Lew Sitzer, Regine Wilson, Peter Grossman, and Rondal Snodgrass
ABSENT: Barbara Brenner (Vice President)
STAFF PRESENT: Ali Lightfoot, General Manager (GM)
GUESTS: None

REVIEW AND APPROVAL OF AGENDA
Motion by Director Grossman, seconded by Director Sitzer, and carried unanimously, 10-0-0-0 approving the agenda as submitted.

APPROVAL OF MINUTES
Motion by Director Sitzer, seconded by Director Grossman, and carried unanimously, 10-0-0-0, approving the Minutes of the KVMR Board of Directors Regular Meeting of December 16, 2020 as submitted.

ACCEPT COMMITTEE REPORTS
Motion by Director Grossman, seconded by Director Phoenix-Wilson, and carried unanimously, 10-0-0-0, accepting the committee reports as submitted.

PRESIDENT’S REPORT
President Terhorst welcomed all, wishing everyone “Happy New Year”. He advised the Board to be mindful of time as GM Lightfoot would be showing a Powerpoint presentation that would last approximately 45 minutes.

He asked that there be a quick round robin regarding the Holiday Mixer. He expressed thanks to all the Directors working together as a board, with his personal appreciation for their engagement, talents, opinions, inspiration and their taking part in all the committees and gave a special “shout out” to the planning team for the Caravan of Love.

And also thanking all for the planning of the mixer, he led off the round robin by saying that moving into the event he did not have a lot of expectations.
After being involved with KVMR for almost 30 years, he felt that it was an exceptional gathering, as each spoke about what KVMR meant to them. He thanked all for showing up to
this beautiful gathering and asked them to weigh in and share their thoughts. Each Director chimed in with overall positive comments summarized as follows:

- So grateful and amazed at the KVMR team.
- Glad we put it on.
- Important as it created awareness of the team beyond the Board.
- Liked the Breakout Rooms, a new experience and they went well.
- Great event that did not drag on.
- First Zoom party and it was actually fun.
- Impressed by the family atmosphere and the closeness of all of the people.

Director Sitzer, Chairman of the BDC in charge of the event, was very pleased. He thanked Directors Brenner and Phoenix-Wilcox for taking on the Zoom administration and President Terhorst for brainstorming. The BDC did a lot of practice to make it a successful event and he was so glad that it worked out.

President Terhorst continued his report noting that the Fund Development Committee has addressed the Strategic Plan assignments regarding major donors and planned giving. We are starting to use objective guidance from outside such as Sally Kane, CEO, and the development staff of the NFCB (National Federation of Community Broadcasters). They are providing a presentation and brainstorming and we hope to come together in the next month. Sally has been General Manager at KVNF, Paonia, CO and provides a wealth of knowledge and great examples of the dangers in setting up policies with the Board.

Also a reminder was given by President Terhorst that all communications with the KVMR staff should go through the President of the Board as he has made a commitment to this with the Station. This includes Station business and operational issues. President Terhorst invited questions.

GENERAL MANAGER’S REPORT
GM Lightfoot introduced the CCI presentation noting that it would be approximately 40 to 45 minutes long. She asked that the Directors take notes on questions and ask them at the end. The presentation addresses the “Circle of Engagement” that is useful to plan anything and includes Revenue, Content and Engagement.

GM Lightfoot noted where we have come from despite the challenges:
- Realized the formation of an Emergency Team.
- OES (Office of Emergency Services of Nevada County) assisted in putting together Emergency Broadcaster training which every Broadcaster will need to complete prior to returning to the Station.
- Completely overhauled the KVMR Website and Social Media which has made a difference; they will keep moving forward.
- Completely restructured Staff.
- Looked at the Broadcaster Policy and Procedures and determined all the requirements of Broadcasters and figured out how to enforce them.
- There was a complete conversion to digital for all of our public affairs.
- Because of Covid, training, meetings, scheduling, fundraising has all required new technology such as Zoom and training videos.
- Of 200 Broadcasters many have chosen to broadcast remotely and convert to digital music.
• The Code of ethics has been reviewed as to how they will apply and be enforced.

GM Lightfoot stated that most stations would have achieved only one or two of those accomplishments.

As stated, the Station has undergone substantial personnel revisions:
• Steve Baker had been the Program Director for 25 years. He has now gone to part-time as a News Host and Promotion Producer.
• Sean Dooley-Miller is now both Music Director and Director of Content, managing 3 stations as well as absorbing Steve Baker’s prior job.
• After 15 years of a contracted news team, Paul Emery is ready to retire. The News Director needed to be a staff position and Claudio Mendonca was selected to fill that position.
• The full-time Development Director was laid off and a part-time Digital Content Producer, Suzanne Calkins, was hired.
• A grant-writing team was developed due to a lot more grants being available. Shauna McKenna was promoted to Outreach and Events Director and assists in grant application.

GM Lightfoot outlined some of the plans for 2021 utilizing the presentation as follows:

CONTENT:

The Station will focus on:
• Building a news department. The Station has been getting a lot of surveys which suggest that the news “go deeper”, provide multiple perspectives and diversify. This will require:
  ○ Limiting certain people’s or organization’s access - allow one story per month.
  ○ Developing stories into “Beats”.
  ○ Finding out what is important to the community and covering all the bases.
  ○ Limiting promotion of single non-profits to once per month (e.g., Hospitality House).
  ○ Provide more training - having journalists come in. Claudio is taking advantage of all free training available to him.
  ○ Including a variety of people in interviews.
  ○ Upgrade recording - install a new phone in the news department.
• Develop 105.7 - this was in process before Covid. Based on surveys and community response there is a new younger generation of people to reach: Generation X and Z and millennials. The goal is to embrace music first and then fill out with news. Include journalists, writers, younger members with interactive, narrative driven youth.
• The Station will be switching from NPR to BBC for national news.
• The CPB restricted funds allocated to purchasing NPR programming will be re-assigned to help produce 3 locally-originated programs. They will need to be syndicated to at least one other station. Anticipates RFPs by March, decisions by April and project launches by summer.
• There will be special rates for younger advertisers.

ENGAGEMENT:
The Station will work on diversity and inclusion which makes programming better:
• Educate ourselves by working with Director Phoenix-Wilcox and other local or regional trainers.
• “Of, By and For All” Initiatives help events, programming and the engagement of the younger community. The impression is that younger people want “Apps” - it has to be representational.
• The CCI is all about engagement. Ali is getting great exposure to initiatives to bring in younger people.
• Establish a project to include video profiles and who they are - history, shows, events and our community to get people invested in us deeper. This project probably won’t start until we open the Station back up.
• Until then we will focus on:
  ○ Events such as
    ■ The Sustainer Speaker Series organized by Staff.
    ■ Social justice in our own community utilizing Tracy Pepper, Director of “Color Me Human” - a Nevada County non-profit focused on issues of diversity and inclusion.
    ■ Creative events like the “Caravan of Love” - Coming up with more for the Community that isn’t expecting it.
  ○ Training for more Broadcasters on digital production.
  ○ Possible Book Club with portions on air and maybe author interviews.

REVENUE:
Focusing on being more inclusive equals more financial support. New things to raise an additional $60,000 in new membership
$20,000 in underwriting sales
$20,000 in programming grants

• Another project to reach out to parents and teachers.
• Using multimedia.
• Media literacy.
• Improved Web and Social Media presence - There is now better messaging with posts being greatly improved. People now know what to do - highlighting programming and community. Online pledges save so much time. Staff can then use their time to reach out to major donors. The proof of its effectiveness is:
  ○ 2018 through 2019 there were 360 online pledges
  ○ 2020 alone there were 1031 online pledges totaling $113,150

ORGANIZATIONAL CAPACITY:
There are still challenges, especially during Covid, but the Station is still working on:
• Facilities now tackled by Ali, Buzz and Shauna. They hope to take a better look in the next year.
• Equipment needs to be maintained and continues to require repair or replacement.
• The pay structure is being reviewed with Barbara Brenner with her expertise.
• Engaging Volunteers and keeping them connected.

STRENGTHS AND ACCOMPLISHMENTS:
• Membership drives have continued and are now managed by Staff.
• Major Donors - we have a good team.
- Human Resources Policy and Procedures - we now keep track. Evaluation and disciplinary procedures are improved.
- Hiring - we have made and will continue to need to make good hires.

President Terhorst noted that details of Claudio’s hire were covered in the GM Report and opened the GM’s report for questions and comments.

Director Brady commented that the overall content and presentation was good. the Website overhaul was committed to and followed through on. The overall restructure and hiring has been good. His only question is the difference between NPR and BBC - what is the content?

GMLightfoot addressed the BBC’s major objections:
- The BBC is coming from another country.
- There have been some complaints that it is too negative.
There have also been people who missed the BBC; NPR can be heard on Capital Public Radio. The BBC was one of the only networks with an embedded reporter on the January 6, 2021, Capitol attack. They have better international content and their news is less “fluffy” more “here’s the facts”. They are trying to make the point that they would be there first.

President Terhorst added that for the “Top of the Hour” news summaries, KVMR carried the BBC for years. BBC starts the day 8 to 9 hours ahead of the U.S. providing breaking news ahead of the U.S. and provides an international perspective on American events.

Director Snodgrass asked if, when NPR goes live, there will be a breaking news channel? It was confirmed that breaking news comes with the service.

Director Sitzer wished to complement GM Lightfoot on the presentation. He stated, in respect to the BBC, it does provide an international perspective versus Capitol Public Radio. He questioned how public affairs will be addressed and the weekly/monthly process for training.

GM Lightfoot responded that they will be working with Broadcasters. We already have the 6:30 to 7pm slot for public affairs. A full hour often requires “filler”. The station continues to work with a long list to do from home. Call-ins remain difficult utilizing a phone patch and then bringing in others requires training. The first week in April training will be provided for all “talkies”. Public affairs presenters often have not been certified Broadcasters. Many couldn’t produce offsite and showed up to do their presentation. It is even more important to take trainings; the Station could be sued - there is more at stake.

Director Snodgrass asked about 105.7. He has been very disappointed in its reception and asked if it can’t be expanded. GM Lightfoot responded that the Station could get a new signal at the cost of $10,000 for a new antennae but has decided not to spend those funds until 105.7 gets established and supported.

Director Grossman also complimented GM Lightfoot on the direction she is leading the Station. He asked if the move to the BBC for news is the Station trying to become a trusted voice? Overall the proposals are terrific. In raising more money using Social media and the Web, what are the kind of measures being taken and what makes you believe in them?
GM Lightfoot responded that people are starting to engage listening to programming. The Station is strategizing on a Forum about vaccines - targeting people who are not listening.
People are finding programming on FaceBook - they see shares - listen live to news and public affairs.

President Terhorst thanked GM Lightfoot for the presentation stating that was really helpful.

FINANCE REPORT
Treasurer Boyle reported that finances have gone very well, referring to the Financial Dashboard for the report.

Balance Sheet:  Cash is still strong and all indicators are pretty strong - a little better than last year.

Revenue:  For the first 3 months of the fiscal year:

- Underwriting is down from projections.
- Auto Donations are in excess of even the annual budget.
- Expenses are lower than budgeted.
- Membership is doing really well - so many more members than in the prior year; however, the average donation is very slightly down.
- Looking at the rest of the year, the FRC has closed in on this year's projected deficit, expecting it to be down to $28,000.
- Grants are lower.
- Restricted funds are more than budgeted.
- Revenue is down; however, it does not include the PPP loan which will be forgivable. The Station applied for a second round of PPP loans on the first day it was open; KVMR applied for $135,000 in additional Covid-related financial relief
- A number of unplanned events created revenue.

When opened for questions, Director Grossman commented that this represented a terrific 1st Quarter.

The FRC is cautiously optimistic - and calls for all to keep up the good work in these weirdest and challenging circumstances.

President Terhorst addressed an item in the written report. The Station received the green light on the mortgage payment. A donation of $27,000 allows up to $30,000 to be applied against the principal.

President Terhorst stated that a Motion was required to use restricted funds: Motion made by President Terhorst to use restricted capital donations to apply to the mortgage, seconded by Director Grossman, and carried unanimously,11-0-0-0.

OLD BUSINESS:

CARAVAN OF LOVE UPDATE:

President Terhorst stated that the event, conceived by Director Galindo, is on track to take place from 12 noon to 2pm on February 14th - coinciding with Valentine's Day. The COV planning team of Paula, Barbara, Elisa, Regine and Brian have been meeting weekly.
The Caravan will assemble at the Rood Center at 12 noon. KVMR will Broadcast live; a sign-up will be available for the public to participate. Due to Covid, all will be staying in their vehicles. People will be socially distancing - this includes the planning team and volunteers. This is a Board-Sponsored event and President Terhorst asked if any of the Board Members would be willing to help. Directors Snodgrass, Sitzer, Brady, Sharkey and Wilson agreed to volunteer. The volunteers will be contacted with information and when to be at the Rood Center.

President Terhorst stated that the Board will jump one item ahead and that any new business action items are going to be forwarded to the standing Committees.

NEW BUSINESS:

Board Development Committee Business:

Director Sitzer, BDC Chair, stated that the BDC Charter is in each Director’s Binder and that it is also located on BOARDnetWORK (BnW). The Board of Directors is asking each Committee to review and make a charter for each of their committees. A template was provided with this meeting’s documents, together with a draft of the Board Development Committee’s draft charter. The goal is to make more clearly stated and refined charters using the template to address: Purpose, Duties & Responsibilities and Membership. There will be no due date but it is hoped that they will be filled out by the end of the Board Term.

Secretary Phoenix-Wilcox stated that the duties and responsibilities for each Committee are contained in the Station’s Corporate Bylaws. The Goal is to include what Committees are actually doing, but also include what the Bylaws say.

Director Grossman asked if the Board has to approve the Committee charters and recommends an earlier due date to allow for review and approval before the end of the year, hoping to have it done by the end of July.

Secretary Phoenix-Wilcox stated that there are a couple of other initiatives to address. One is the Policy Review Calendar for approval which was included in the Board Packet. References to the “Business Manager” have been removed and the Executive Committee is to review. Social Responsibilities have been added as well as Underwriting. Please make sure that the review policies work for the Committees and bring this back for Board approval.

President Terhorst stated that each Committee will have policies assigned to them. It is up to the Committee Chair to undertake the process to review policies to make sure that they are still valid; also to commit to an interval for review (1 year vs 3yrs and what time of year). Director Sitzer asked if there were any questions or comments.

GM Lightfoot put forth that she will need to work with each Committee chair as to the GM’s involvement.

It was noted that basic instructions will be sent.

Annual Board Calendar Policy and Procedure
A yearly organizational calendar is being reformatted with input from each committee on its respective assigned tasks. The BDC has drafted the annual calendar month by month, including the budget and election cycles, per the Bylaws. All proposed changes are highlighted in blue. Committee chairs are asked to discuss the proposed revisions with their members, for input on specific tasks and annual scheduling. It is also noted that there are some items assigned to the GM at the bottom of the calendar.

President Terhorst stated that this is a tool which is new for the Board and to do the best each can.

Secretary Phoenix-Wilcox stated that the goal is to be done by July so that it can be set for next year.

OLD BUSINESS CONTINUED:

Draft Policy - KVMR Right to Refuse or Terminate Underwriting Agreements

President Terhorst stated that it was hoped that Board Members had reviewed the draft Underwriting Policy included in the Board Packet on BnW. A concern was brought forward approximately two months ago with a business not adhering to Covid regulations. None of the businesses presently under contract are in conflict with the proposed policy, but it was determined to move forward to draft such a policy. Comments were received at the last Board meeting and Director Grossman had comments to share at this meeting.

Director Grossman stated that the draft policy made him uncomfortable. It felt like a political statement in a policy. Director Grossman has gone through the draft and highlighted language that is problematic. His opinion is “Less is more” but we need to accomplish the ability to walk away.

Secretary Phoenix-Wilcox clarified that the reference made within the draft policy to “public health” was intended to mean policies established by the Department of Public Health.

President Terhorst commented they had looked at policies at other stations; some get very specific. Those drafting the policy even discussed whether examples should be given.

Director Brady (an attorney) stated that this is a complex area. High level policy should be broad. He is less concerned with policy and more concerned about enforcement. Both Directors Phoenix-Wilcox and Grossman can cover what is “protected”. He stated that he had not read the draft policy through with an “edit” lense.

Director Sitzer stated that “appear” and “might” words are so vague and broad. Director Brady noted that wording more specific than “appear” and/or “might” could be too confining for KVMR and noted that broader phrasing is preferable.

Director Phoenix-Wilcox asked if the GM should have Board approval - Governance vs. Business. The GM might want to cover themselves since it may be met with litigation. The Non-Profit Insurance Alliance recommended that any policy be approved by the Board. President Terhorst stated that the Board approves but the GM makes the decision. Director Brady stated that the GM has the ability to get approval.
President Terhorst decided for the Board to take the draft policy back to the BDC for further development, discussion of concerns and possible simplification of the language. There should be clarification of the mechanism of enacting the policy.

GM Lightfoot stated that she understands the stressing of Public Health and Safety. Misinformation crosses the line of people's health and safety. Director Parker stated that "Less is More" but we need to keep the core values that we hold on to. Director Brady can provide the legal insight to protect ourselves.

Secretary Phoenix-Wilcox put forth that in all policies for the Station, everything in the Bylaws point to the BDC for the origination of new and maintenance of existing policies - all lives with the BDC.

Director Grossman stated that where legal liability is involved, legal review should be obtained. President Terhorst again stated that the draft policy will be sent back to the BDC and there is the full expectation that there will be legal counsel review. It will be potentially scheduled for review again at the next Board meeting. Director Brady (attorney) will review and give comments.

EXECUTIVE COMMITTEE (EC) and STATION DEVELOPMENT COMMITTEE (SDC)
President Terhorst stated that the reports stand and do not require additional input.

FUND DEVELOPMENT COMMITTEE (FDC)
Director Terhorst stated that there was nothing additional beyond the minutes submitted.

FINANCIAL REVIEW COMMITTEE (FRC)
Treasurer Boyle reported that there was nothing additional beyond reports provided.

ADJOURNMENT
Motion to adjourn by Director Brady, seconded by Director Sitzer, and carried unanimously, 11-0-0-0, to adjourn the meeting.

Meeting adjourned at 8:44 p.m.

Next Board Meeting: February 24, 2021, 6:30 p.m.
Virtual meeting via Zoom Meeting Application