Nevada City Community Broadcast Group (KVMR)
Board of Directors Regular Meeting
Conducted by Internet via Zoom Application
April 28, 2021 - 6:30 p.m.
Approved Minutes by Carrie McDowall

CALL TO ORDER
The Regular Meeting of April 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: Barbara Brenner (Vice President), Maureen Boyle (Treasurer), Del Phoenix-Wilcox (Secretary), Brian Terhorst (President), Directors Paula Galindo, Rick Sharkey, Lew Sitzer, Regine Wilson, Peter Grossman, Rondal Snodgrass and Cameron Brady

ABSENT: Director Elisa Parker - joined at 7:08pm

STAFF PRESENT: Ali Lightfoot, General Manager (GM)

GUESTS: None

REVIEW AND APPROVAL OF AGENDA
Motion by Director Sitzer, seconded by Director Grossman, and carried unanimously, 11-0-0-1 approving the agenda as submitted.

APPROVAL OF MINUTES
Motion by Secretary Phoenix-Wilcox, seconded by VP Brenner and carried unanimously, 11-0-0-1, approving the Minutes of the KVMR Board of Directors Regular Meeting of March 24, 2021, as submitted.

ACCEPT COMMITTEE REPORTS
Motion by Director Sitzer, seconded by Director Grossman, and carried unanimously, 11-0-0-1, accepting the Committee Reports as submitted.

ACCEPT BYLAW REVISIONS
Approved by BDC, vetted and formatted. Motion for approval by Director Grossman, seconded by VP Brenner, and carried unanimously, 11-0-0-1, approving the Board Committee Bylaw Revisions as submitted.

ACCEPT COMMITTEE ChARTERS
Approved by BDC and vetted. Motion to approve by Secretary Phoenix-Wilcox, seconded by Director Sharkey, and carried unanimously, 11-0-0-1, approving the Board Committee Charters as submitted.
PRESIDENTS’ REPORT
The proposed Supplemental Leave Agenda Item 6a was moved to the Executive Session following the regular Board Meeting due to its involvement in personnel matters. The Executive Session will be a closed meeting open to Board Voting Directors only.

Coronavirus Update
During the last week of March, five KVMR Employees were infected with the Coronavirus despite all precautions in place. All those infected are improving, but the occurrence required KVMR to meet State and Local government reporting and other requirements creating a whole array of issues. Professional response was required and an emergency Executive Committee meeting was invoked to discuss and approve the hire of professional assistance. An HR firm, Elmore HR, was hired to assist in the whole range of personnel issues such as medical leave. The firm provided immediate response and assistance. The Executive Committee also approved the hire of certified industrial hygienist, NES Global Safety Services to look at all of the technical aspects and OSHA compliance. A great team of advisors was assembled- more will be discussed in the Executive Committee meeting.

GENERAL MANAGER’S REPORT
GM Lightfoot reported that:
- She and Adriana Kelly, Membership Director, have been working on an online pledge drive for May.
- There should be a report from the industrial safety firm the following week. Hoping it contains recommendations.
- Melissa is working on professional materials for corporate underwriting.
- Working on Website improvements.
- Working on Purchase Card Industry compliance procedures for security and are passing the compliance test.
  Review of the Budget due to Covid impact and satellite dish.
- GM Lightfoot loves working with Michaela Gooch of Elmore HR. They have addressed a lot of issues and are making progress,

Questions for GM Lightfoot:
- Director Sharkey asked if KVMR still uses the “Square” at offsite events and was advised that it does not work for entering the required membership information into the system, only for credit card charges.
- Regarding the matter of collecting new member information, Director Snodgrass recommends test runs and was advised that there is not time now but this will be tested out.
- Director Snodgrass also asked about the departure of Joyce Miller in May and whether KVMR will be looking for a volunteer to fill her place and was advised that Joyce was unpaid. GM Lightfoot is trying to get a summer intern that they may be able to provide training and is contacting Broadcasting Schools. Joyce will be returning in September.
Director Grossman asked about the cost of moving the satellite dish and other expenses, and was advised that the budget overview was done at the maximum estimate. It is possible that the satellite dish move could be $30,000. GM Lightfoot will have the estimates out to the Financial Review Committee later that week. President Terhorst stated that rounding up gives us an idea of how much. Director Grossman asked if some idea of the amounts could be provided and was advised that they are working on the basis for the numbers.

FINANCE REPORT
Treasurer Boyle screen shared the Financial Dashboard noting the following for March.

- Income was under budget mostly due to Underwriting.
- Expenses are on Budget.
- Net Income is $8,000 below Budget
- Annual Income is $40,000 over Budget which is a lot higher than last year.
- The Balance Sheet continues to be robust with in excess of 6 months of uncommitted reserve.
- Membership is looking good with 466 more donors at an average of $11 more per donation.
- The Grant from Corporation for Public Broadcasting (CPB) of $211,000 is reflected but there is no requirement as to how it is to be spent.
- Projections were not updated this month.

President Terhorst stated that there will be substantial costs for the HR and Safety consultants who will provide their recommendations. The Station is still feeling secure but not counting on profit. Treasurer Boyle stated that we should have a better idea soon, but she is not worried. Director Snodgrass asked if the $211,000 is in cash and was advised that it will be committed cash through whatever it is designed for.

DISCUSSION ITEMS
Agenda Item 6b - July Diversity Training:
Secretary Phoenix-Wilcox referred the Board to the Scope of Work that was provided in the Board Packet. The BDC has been working with GM Lightfoot on calendaring the training and they have sent out 4hr time slots to Board and Staff. Color Me Human will be providing all materials. The training will be a one day (4hr) Implicit Bias Workshop and will include lecture and practical application. The tentative date is July 21, 2021. Director Sitzer asked if it was intended to be shared with volunteers and was advised that there will be a second session that will be a big group.
**Proposed Bylaw Revision - Indemnification:**
VP Brenner discussed a revision to the Bylaws regarding Indemnification of Directors, Officers, Employees and other agents to the full extent allowed and provided for under the California Corporation Code. It will also allow for advance of funds to cover expenses incurred in defense. KBOO Bylaws are being used as a template and attorney review will be obtained.

Director Snotdgrass stated that there is Board of Director’s Insurance available that is not that expensive. Director Brenner advised that KVMR does carry directors and officers insurance coverage. The insurance policies can be found under Corporate Documents in BoardnetWork under Insurance.

Director Sitzer moved that the draft indemnification provision be adopted as presented. He also recommended that we call the insurance agent to review all policies. The motion was seconded by Director Grossman and approved unanimously 12-0-0-0.

**Strategic Plan - SDC**
President Terhorst stated that VP Brenner and Director Grossman have spearheaded a qualitative Strategic Plan evaluation which has gone through all of the committees and was coming to the Board for a final blessing. GM Lightfoot has been working on it to align strategic goals. Brian recommends that all committees review the Evaluation in May. Director Grossman thought this was a good approach to be thinking of goals both annually and 5-year.

Breakdown into 4 categories such as:
- Foundational - an example is pay off of the mortgage
- Existing goals - incorporate goals from the last 2 years.
- Better/Different - why would you want to be involved.
- Long Range - planning for the future

Tonight the SDC is looking for approval for this Strategic Plan Evaluation to be used as a broader way to address goals. Motion to accept made by Secretary Phoenix-Wilcox, seconded by Director Sharkey and opened for discussion. Director Parker commented on the format and outstanding initiatives noting that it is important to work together with the GM. The operational part is very interconnected with the Committees. President Terhorst stated that this is how we are going to work on the Strategic Plan and asks for buy-in on how we are going to look at this. - a framework for how we move forward.

The vote was unanimously approved 12-0-0-0 for use in Fiscal 20/21.

**COMMITTEE REPORTS**

**Executive Committee (EC) - President Terhorst**
Additions to the report provided:
- They did circle back to the EC with the NES Global estimate and it was unanimously approved to sign the contract with this firm.
• The EC convened via email and approved a time-sensitive request from the GM for a one-time bonus for a staff member in recognition for exceptional and sustained service to KVMR during a challenging time.

Board Development Committee (BDC) - Director Sitzer
• The BDC is working on recruitment and asks that Board members reflect on friends and associates to possibly fill the candidate positions that will be advertised on air.
• They are surveying the Board as to its strengths and weaknesses in order to grow. There will be a skills survey to determine what is needed. This will be forthcoming.
• If Coronavirus restrictions clear, the BDC may send out a request some time in the summer for a retreat.

Financial Review Committee (FRC) - Treasurer Boyle
• The Audit of the Station Financials has been finalized.
• The Station may now make a mortgage payment, but will wait and see and bring it to the Board when an amount is determined.
• A working group has been formed to address the Information Security Policy. GM and station staff are putting together PCI Compliance documentation. The FRC invited participation from Director Sharkey who has experience in this area.

Fund Development Committee (FDC) - President Terhorst
There is nothing to add to the report provided.

Station Development Committee (SDC) - VP Brenner
The SDC is grateful to have the approvals in order to get good goals in place for 21/22.

Non-voting Board Members were dismissed and the Executive Session commenced at 7:48pm.

Executive Session called to order at 7:48 pm

Unapproved Minutes for Executive Session recorded by Dir. Phoenix-Wilcox, Board Secretary.

All Board Members present.

Discussion led by Dir. Terhorst, Board President

DISCUSSION ITEMS

Supplemental Sick Leave
Motion to provide supplemental sick leave up to 80 hours through the ARPA program, which provides for a tax credit to reimburse this pay to the station, for any KVMR employees missing work due to COVID-19 infection.

Motion by Dir. Phoenix-Wilcox, 2nd by Dir. Sharkey
Motion discussed and passed unanimously - 12-0-0-0

**Coronavirus Response Steering Committee**

Motion for the KVMR BoD to authorize formation of a Coronavirus Response Steering Committee Per Article 4. Section 4. A. & B. of the KVMR Bylaws.

Motion by Dir. Brenner, 2nd by Dir. Snodgrass
Motion approved unanimously - 12-0-0-0

**Executive Session adjourned at 8:22 pm**

**Open session resumed at 8:22pm.**

Business concluded for the evening per the agenda, no further discussion or items.

Motion to adjourn BoD Meeting by Dir. Sitzer, 2nd by Dir. Brady

**Meeting Adjourned at 8:24 pm**

**Next meeting of the Board will be May 26, 2021, at 6:30.**