CALL TO ORDER
The Regular Meeting of February of the Board of Directors of the Nevada City Community Broadcast Group (KVMR) was called to order virtually at 6:36 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, Elisa Parker, Rick Sharkey, Lew Sitzer, Regine Wilson, Peter Grossman, and Rondal Snodgrass
ABSENT: Director Cameron Brady
STAFF PRESENT: Ali Lightfoot, General Manager (GM)
GUESTS: None

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

APPROVAL OF MINUTES
Motion by Director Sitzer, seconded by Director Sharkey, and carried unanimously, 11-0-0-0, approving the Minutes of the KVMR Board of Directors Regular Meeting of January 27, 2021, as submitted with two corrections noted and made.

ACCEPT COMMITTEE REPORTS
President Terhorst noted that the substance of the meeting will be on the Committee Reports providing an opportunity for information sharing and input.

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

PRESIDENT’S REPORT
President Terhorst stated again that the majority of the meeting would be focused on the Committee reports with the general rule being Board development and projects.

GM Lightfoot coordinated with Director Phoenix-Wilcox and is working with Color Me Human to schedule diversity training for staff, board members, and broadcasters this summer.

All of the Board Committees are drafting Charters to be reviewed by the BDC and presented to the Board for approval. There is also a BDC Policy and Bylaw Subcommittee that will work on policy and Bylaw updates.
President Terhorst thanked the Station Staff and Board Members offering congratulations on the recent Membership Campaign. The drive was enthusiastic and exceeded all goals. Further thanks were given for the warm meals provided by Board Members that lifted spirits and was an exceptional morale boost. He noted that for the future drives, Board Members can provide support by ordering from a restaurant or store to be delivered to the Station.

President Terhorst stated that the Station Dev Committee was going to do a debrief on the Caravan of Love Event. However, he wanted to thank everybody including the Staff and Board, Director Galindo for coming up with the idea and advocating for its purpose, as well as VP Brenner, Directors Wilson and Parker for their planning. It was a beautiful event which exceeded expectations.

GENERAL MANAGER’S REPORT
GM Lightfoot further thanked the Board Members for providing the good food. It truly helped to raise more money. She also stated that the Caravan of Love was easy on Staff and provided a great message to the community. It is GM Lightfoot’s hope to keep on doing it. $1,000 was raised during the Caravan’s two hours alone, even though the intent was not to be a fundraiser.

For the actual membership drive, $64,000 (funds continued to come in increasing it to $74,000 per Steve Baker) in pledges came in. The goal was $50,000. Historically $15,000 to $20,000 of every drive is raised with matches, helping to raise more money and bring in new people.

There has been some difficulty with the STL (Studio Transmitter Link) which is a piece of equipment that talks to the tower on Banner Mountain. Discussion ensued about the equipment, how it functions and that Ted Cowden of TreeTop Antenna Service was hired to climb the tower at Banner Mountain but could not isolate the problem. More discussion was held about the location of the Banner Mountain equipment, existence of a legal easement recently obtained and the maintenance of the property on which it is located. It was confirmed that the Station can broadcast from other locations in the event of a catastrophe and has back-up equipment. It was suggested that the Chief Engineer, Dave Barnett, give a presentation to the Board on the broadcasting equipment at a later date. Director Phoenix-Wilcox questioned whether the recent moments of dead air may be attributed to the STL issues, but it was stated that it was most likely something else.

Underwriting brought in $27,000 in February and there are more prospects in March including a garden supply and other businesses with which Melissa Sielbold, Account Executive, has been persistent.

A letter will be sent out noticing the cancellation of the 2021 Celtic Festival. Those who had purchased tickets in 2020 will be refunded or may donate. John Taber may put together something locally, as post-pandemic circumstances allow.

GM Lightfoot has sent an email out to Tracy Pepper regarding diversity training and its cost. Funding for this training has been found under “Staff Training” and a donor will chip in if necessary. There will be an initial training for all board and staff members and staff with a broadcaster training to follow. Director Phoenix-Wilcox proposed that the training be in the evening or recorded.
President Terhorst and Vice President Brenner attended a nonprofit governance seminar through the Center for Nonprofits Leadership where they met Color Me Human personnel. Brian or Barbara would be glad to reach out to Color Me Human if that would be helpful in scheduling.

The Station has applied for $25,000 in a grant from the State for operational funds. In following up with the State, it was not ready to advise of approval yet, which is better than a “no”.

President Terhorst asked if there were any questions from the Board for the General Manager. Director Snodgrass had three questions: 1. He asked how many new pledges were obtained during the recent fundraiser and GM Lightfoot advised that there were 80 new members with 450 total pledges. 2. He asked if the Board might be provided with the recent survey results and GM Lightfoot will forward that request to Sean Dooley for the link that has been sent. 3. He asked if the Station is in the queue for Newsom’s funds and GM Lightfoot confirmed that it is the grant applied for.

FINANCE REPORT
Referring to the Financial Dashboard for the report, Treasurer Boyle stated the following:

Balance Sheet:
It has been confirmed that the PPP Loan for $123,000 will be forgiven as long as the Station spends it on what the purpose for which it was applied. It will be held in the Bank and will not be recognized until September.

The $27,000 Restricted Capital additional principal payment on the Mortgage, as approved by the Board in its 1/27/21 meeting, was paid to the lender in February and is, therefore, not reflected in the January financials presented. The mortgage loan balance stated in the General Meeting in response to a question raised regarding the current amount owed was incorrect. The figure shown in the Dashboard is accurate, now minus the $27,000 principal reduction.

Discussion ensued over $250,000 in reserve funds held at Capital One and the necessity to move those funds due to lack of cooperation from that institution.

Revenue: For the first 4 months of the fiscal year:
- Year-to-date revenue is nearly $30,000 above 2020 and $4,500 over the 2021 budget.
- Net Income for the first 4 months is $38,000 which is $16,000 over budget year to date.
- Auto Donations are in excess of even the annual budget.

Membership
- The Station has 415 more members than the prior year-to-date.
- The average donation is about the same as last year.

President Terhorst commented that he has been watching the numbers and is hoping that Underwriting will improve and noted that the receipt of the PPP Loan cannot be overstated. Treasurer Boyle continued stating that Underwriting shows a significant shortfall and estimates that it will be flat for the remainder of the year, acknowledging that this is a conservative estimation and may do better. One of the bigger issues is the cancellation of the Celtic Festival, which might be made up somewhat by a scaled down music event raising up to $20,000.
Director Grossman asked what has changed in the projections made and discussion ensued as to various differences from prior reporting due to corrections, adjustments and method of accounting.

Treasurer Boyle introduced a new working report: KVMR Projected 2021 Revenue Compared to Pre-Covid 2019, which shows the expected shortfall in event and rental income, but a possible $20,000 increase in auto donations. Treasurer Boyle noted that the Projection Report needs further refining. Director Grossman asked how the $123,000 PPP Loan will be reported and was advised that the Auditors are currently in review and will advise the Station as to how to report those funds. Director Grossman was invited to join the Financial Review Committee.

COMMITTEE REPORTS:

EXECUTIVE COMMITTEE (EC)
The EC did not meet in February as there were no pressing issues. This committee will be meeting again on March 17, 2021. The main task assigned to the EC is the General Manager’s review which will begin in March.

BOARD DEVELOPMENT COMMITTEE (BDC):
Director Sitzer, BDC Chair, stated that Vice President Brenner had updated the Board calendar and committee goals document with items identified by the SDC. Secretary Phoenix-Wilcox created this document from the Board Master Calendar. The BDC updates are noted in blue, and the SDC updates in green. It is intended to establish a work plan and document important date/deadlines for each Committee.

Attention was drawn to the Board of Directors’ Calendar for the BDC March meeting. Board Directors whose term is up are asked to declare, by the March Meeting, their intentions to renew or leave the Board at the Fiscal Year End of September. Director Parker’s second term will end requiring a new director to fill that position. Other Directors, Brady, Snodgrass and Sitzer will have the option of declaring a subsequent term and are asked to make their desires known by the next meeting. Director Grossman asked if there is an ongoing “gap” analysis of skills needed and those presently on the Board. It was stated that this can be addressed.

Director Sitzer stated that he has been incredibly pleased - can’t imagine a better Board makeup. Director Sitzer will be leaving in September at the end of this term. He is especially thankful for President Terhorst. He thanked everyone for their kindness and generosity and stated that KVMR will always be a part of him.

President Terhorst praised Director Sitzer for setting the climate in the BDC which resulted in thoughtful recruitment with the outcome being the Board on which they are serving. Director Sitzers vision, contacts, friendships and hard work with many extra meetings make it so that his contribution cannot be overstated. The Board cannot thank him enough.

President Terhorst stated that the last item on the BDC agenda was the draft underwriting policy. The expected legal opinion did not come through in time and the draft policy has been returned to the BDC. It will come back to the Board after legal comment is obtained.

GM Lightfoot stated that when all the policies are reviewed and finalized, they will all be printed and in one place, in addition to BnW, so that all Staff can find them.
FINANCIAL REVIEW COMMITTEE (FRC)
The proposed Board Calendar and Committee Goals document regarding the FRC policy review schedule and goals were approved without requiring further changes; additions will be scheduled by their next meeting. Policy #16 - Information Security is the first priority for review. Director Phoenix-Wilcox voiced concern that a couple of the calendared reviews are very close to budgeting time.

FUND DEVELOPMENT COMMITTEE (FDC)
Director Terhorst and Barbara Brenner met with Sally Kane of the NFCB regarding Board and Staff fundraising roles. In Ms. Kane’s opinion, phrasing of the KVMR Bylaws invites confusion between Board and Staff roles. Ms. Kane suggested that the Board might focus on a capital campaign to retire the building mortgage.

The FDC needs to rework its description in Bylaws and develop a Charter. President Terhorst has recruited VP Brenner and Director Grossman to serve on a FDC Subcommittee to address these needs. The committee tabled the Calendar and goals will be identified when rewriting their Charter.

Larry Hillburg, veteran Board member involved in the initial campaign for the new building, is proposing a new campaign to bring down the mortgage debt. It was agreed unanimously in the FDC and a subcommittee will convene to create a capital campaign to be held in the near future. The FDC also met with GM Lightfoot and Membership Director, Adriana Kelly, regarding what the Station is presently doing for major donors. GM Lightfoot was asked to refine the report to the FDC as to their current efforts.

STATION DEVELOPMENT COMMITTEE (SDC)
The Master Calendar contains no policy reviews for the SDC. The SDC will draft a Charter and review the Bylaws for any necessary changes in the Committee’s role. The SDC has formed a Strategic Planning Subcommittee to guide the planning process. Directors Grossman and Sharkey, VP Brenner and President Terhorst are on this subcommittee.

The Caravan of Love (COL) event was discussed. President Terhorst advised that a detailed email had been received containing substantial recommendations, not criticism, which will be forwarded to the members of the SDC. Many comments have been received suggesting that another event such as the COL be held during COVID and that this event be an annual event coinciding with Valentine's Day.

Director Parker reminded the group of the possible conflict with the Joe Cain Day Mardi Gras Parade in Nevada City. From her position within the procession, it looked like a huge motorcade that stayed for the most part on the route. The energy was definitely there, but some have suggested that a smaller caravan, 10 to 15 cars, might be easier to handle. It was noted that a Police escort would be beneficial; police were spotted watching the caravan. The event was held completely Covid-safe, even at the final destination of the old Summer Thyme Deli.

Director Sitzer stated that he was positioned near the front and that the energy caused him to want to continue the festivities; possibly a future event could include a musical event at the final destination.
Discussion ensued regarding the success of the event, including the live broadcasting from the porch of the Station with call-in coordination with the Caravan, the music selection during the event, little political statement and it all coming together to create the spirit that was intended.

President Terhorst gave a special thank you to Director Galindo for her vision and to all that helped make the Caravan of Love a safe, successful event. It was inspired and held by the Board without burdening the Station staff. He further stated that there is at least another six months of Covid restrictions and other Board event possibilities could be entertained. Suggestions were made for future events and it has asked that ideas be forwarded to the Station Development Committee.

**ADJOURNMENT**

Motion to adjourn by Vice President Brenner, seconded by Director Grossman, and carried unanimously, 11-0-0-0, to adjourn the meeting.

Meeting adjourned at 8:33 p.m.

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