CALL TO ORDER
The Regular Meeting of March 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, and Cameron Brady
ABSENT: Director Elisa Parker and Rondal Snodgrass
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, 10-0-0-0 approving the agenda as submitted.

APPROVAL OF MINUTES
Motion by Secretary Phoenix-Wilcox, seconded by Director Grossman, and carried unanimously, 10-0-0-0, approving the Minutes of the KVMR Board of Directors Regular Meeting of February 24, 2021, as submitted.

ACCEPT COMMITTEE REPORTS
Motion by Director Sitzer, seconded by Director Phoenix-Wilcox, and carried unanimously, 10-0-0-0, accepting the Committee Reports as submitted.

PRESIDENT’S REPORT
President Terhorst gave an overview of the meeting noting that scheduled Committee Bylaw Amendments and Charters had received much email discussion prior to the meeting. This resulted in them being sent back to the Committees for revision including standard formatting.

GENERAL MANAGER’S REPORT
General Manager, Ali Lightfoot, stated that the written General Manager’s Report was now posted in BOARDnetWORK. GM Lightfoot has been spending time in communication with Broadcasters in reopening discussions.
In news, “Talkies” have been moved to the 6:30pm time slot and BBC broadcasting will begin April 1, 2021; there has not been one complaint registered against the switch from NPR. She will be meeting with Mike Henry, as part of the Community Counts Initiative project and discussing 105.7 and KVMRx.
In a response to a question from the February Board meeting, GM Lightfoot confirmed that the Barix boxes are run via microwave frequencies and not internet.

Melissa Siebold has been “on fire” with underwriting working with Beverly James, a consultant through CCI. They are developing a package targeted to the restaurants reopening.

Shauna McKenna has been contacting the Chambers of Commerce and Downtown associations in the listening area for a new feature aimed at revitalization.

The volunteer hours requirement for broadcasters is being reviewed and considered to possibly be reduced from 2 hours to 1 hour.

GM Lightfoot has been focused on a 100-word description of the CCI project and the branding of 105.7 and KVMR as one. GM Lightfoot stated that 105.7 will become more of a music station; the next generation of broadcasters want to produce music shows and the audience is listening for music programs. It will also be dependent upon what is possible for Sean Dooley Miller, KVMR’s Content Manager.

Discussion ensued regarding the intent of this station combination/refocus with VP Brenner questioning whether the Board needs to look at the different focus of 105.7. President Terhorst and GM Lightfoot stated that there will be a cost savings, allowing for $5,000 grants for locally-produced programming. President Terhorst stated that NPR was initially intended to be a “placeholder” on 105.7FM and funding local production is what KVMR used to do with the restricted portion of the station’s CPB grants.

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

Balance Sheet:
This year vs. last year shows nearly $300,000 higher balance. The Station has a good reserve; the FRC will look at further paying down the mortgage once the audit of the financials is complete. President Terhorst stated that the audited financials should be available in the next 2-3 weeks.

Revenue: For the first 5 months of the fiscal year:
- Year-to-date revenue is nearly $59,000 above 2020 and nearly $25,000 over the 2021 budget. Expenses are $25,000 below; however, the Station has not done a lot due to COVID.
- Net Income for the first 5 months is $135,000 over budget year-to-date. It was confirmed that the PPP grant is not included in these figures.
- Discussion ensued regarding the source of the income increase and the following were offered:
  - Membership is up; drives have gone extremely well; there are 580 more donors.
  - Things are running smoothly - no extraordinary expenses.
  - There has been savings in salary/not paying commission on underwriting.
  - Last year was a big transition year due to Covid.
  - Auto donations are trending up - $35,000 by the end of February.
  - COVID Vaccinations have allowed businesses to re-open which has energized Underwriting.
• Stimulus money has benefitted us - many people on fixed incomes had extra dollars to share.

Projections for Year-End have considered the following:
• Continuing low underwriting.
• Majority of grants having been received.
• Expenses may be low,
• Project membership to flatten with only the May pledge drive remaining.
• There are no special events planned.

Treasurer Boyle concluded with the comments that the FRC is projecting conservatively. A Pre/Post Covid Comparison shows that Membership is up 36% with Underwriting down 27%.

DISCUSSION ITEMS:
President Terhorst noted that next on the Agenda was to be the Charters and Bylaws of each Committee for approval by the Board. He restated that all are going back to each Committee to standardize formatting; it is anticipated that each will ask for approval next month. Director Sitzer noted that there were questions surrounding how many members/voting members - should there be consistency throughout the committees? How are issues/ties resolved to the extent that there are non-board members?

President Terhorst continued with a reminder that the Committees are advisory. Committee votes are recommendations to the actual Board of Directors where Directors vote to approve. Committees do not have powers, except for the Executive Committee, which has very specific powers under time constraints.

Discussion continued surrounding the number of members and Directors on Committees and the necessity of flexibility in standardization, difficulty in getting Board Members to join Committees and the reality that all Committees are not the same. It was determined that a minimum of 3 members was a safer number. Director Grossman’s input outside the meeting was praised and his format suggested for standardization. All Bylaws and Charters will go back to their Committees for redrafting.

The Fund Development Committee (FDC) is proposing a broader role than in the current Bylaws. Their draft Bylaws and Charter, as well as the BDC and FRC are fairly close to submission to the Board for approval, but will be revised, as discussed, to be consistent. The SDC will follow.

Board Policy #14 - Confidentiality Agreement:
President Terhorst stated that this policy was revisited by the Board Development Committee and reaffirmed with one change recommended prior to submission to the Board of Directors; to add a signature and date to be completed by each Board Member and it is to be reviewed every other year. It was noted by VP Brenner that Policy #14 appears to apply also to employees. Further, Board Policy #16 also relates to sensitive information and it should be revised to match.

President Terhorst asked for a motion to approve Board Policy #14, as revised, which was so moved by Secretary Phoenix-Wilcox, seconded by Director Grossman and opened for discussion.
Discussion ensued regarding the following:

- Board Directors already sign a Conflict of Interest agreement.
- Key KVMR employees have access to sensitive information and do not share without approval.
- What is the confidentiality of our Partners?
- Director Brady, an attorney, stated that Conflict of Interest and Confidentiality agreements are typically signed by employees in the for-profit sector. It would seem to be appropriate that all KVMR employees, volunteers, major contractors and Board Members should sign the agreement.
- GM Lightfoot suggested that phone answerers who help during drives should sign the agreement.
- VP Brenner noted that certain volunteers could have limited exposure not greater than an employee. Regarding Board Policy #16 (Information Security), the Payment Card Industry (PCI) is in only 2 states - don’t have good programs, there might be liability.

President Terhorst restated the Motion to Approve Board Policy #14 with the inclusion of a signature and date, to be reviewed every other year. Motion carried unanimously 10-0-0-0.

Proposed Board Policy #17:
The BDC voted to submit the revised Board Policy #17 (Right to Refuse or Terminate Underwriting Agreement) after obtaining legal counsel review.

VP Brenner provided a summary of the search performed to obtain human resources consultation and legal counsel to review Proposed Board Policy #17, as well as assist with HR matters. Director Brady said that he felt VP Brenner had done a good job of reviewing for appropriate qualifications. Director Brady said that KVMR needs legal counsel and a human resources consultant and thanked VP Brenner for her initiative in securing these essential services.

Discussion continued around other aspects of the proposed services agreement.

Motion to approve the execution of the engagement letter with the Law Office of Chuck Farrar was made by Director Sitzer, seconded by Director Brady and approved 10-0-0-0.

Proposed Board Policy #17 will be presented for approval after legal opinion is obtained.

COMMITTEE REPORTS

EXECUTIVE COMMITTEE (EC)
President Terhorst, Chairman, stated that the General Manager’s performance review is underway and should be completed in May. Per the Board Bylaws which provide that the review process be led by a non-broadcaster, VP Brenner will remain the main contact with the GM through the review process.

BOARD DEVELOPMENT COMMITTEE (BDC)
The BDC has been discussing a Board retreat; it is acknowledged that all are missing the camaraderie of a gathering. Dir. Sitzer proposed his farm as an adequate site to gather safely outdoors in May or June. Discussion ensued regarding the timing of the proposed retreat, the
need to not have it conflict with the May Pledge Drive, the status of Covid vaccinations and the desire to have it ahead of Budget planning as well as the fire season.

Regarding Board seats, Director Brady was asked about his intention towards continuing on the Board at the expiration of his term and he remains undecided. He was encouraged to take his time. President Terhorst advised that Director Snodgrass has announced that he will not be continuing on the Board as he is more interested in programming. There are a couple of prospects and time to recruit. Director Grossman stated that KVMR needs an attorney on its board.

**FINANCIAL REVIEW COMMITTEE (FRC)**
Director Boyle, Chairman, had nothing further beyond the Finance Report previously given.

**STATION DEVELOPMENT COMMITTEE (SDC)**
VP Brenner, Chair, stated that there is a consensus on the SDC Charter, that it has been submitted to all members and is expected to be in final form within a week. The Bylaws have been through a side-by-side review and are close to final format. The BDC will approve them.

The Strategic Planning Subcommittee will be meeting in April to look at what are the priorities. President Terhorst and GM Lightfoot are discussing the Management History Project.

**FUND DEVELOPMENT COMMITTEE (FDC)**
President Terhorst, Chairman, stated that the FDC Draft Charter is ready to approve but will be modified in format.

**ADJOURNMENT**
Motion to adjourn by VP Brenner, seconded by Director Sitzer, and carried unanimously, 10-0-0-0, to adjourn the meeting.

Meeting adjourned at 8:33 p.m.

**Next Board Meeting:** April 28, 2021, 6:30 p.m.
Virtual meeting via Zoom Meeting Application