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), Brian Terhorst (President), Directors Paula Galindo, Elisa Parker, Lew Sitzer, Regine Wilson, Peter Grossman, Cameron Brady, Rick Sharkey - joined at 6:39 pm; Del Phoenix-Wilcox (Secretary) - joined at 6:56pm.

ABSENT: Director Rondal Snodgrass

STAFF PRESENT: Ali Lightfoot, General Manager (GM)

GUESTS: None

REVIEW AND APPROVAL OF AGENDA
Motion by VP Brenner, seconded by Director Sitzer, and carried unanimously, 9-0-0-3 approving the agenda as submitted.

APPROVAL OF MINUTES
Motion by Director Sitzer, seconded by Director Wilson and carried unanimously, 9-0-0-3, 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 Treasurer Boyle, and carried unanimously, 9-0-0-3, accepting the Committee Reports as submitted.

PRESIDENTS’ REPORT
President Terhorst offered the Board the choice of Good news/Bad news. The “bad” news is that Director Cameron Brady will not pursue a 2nd term on the Board. The “good” news is that this is due to his recent marriage and baby.

Cameron addressed the Board stating that he “will not vanish” and will continue to be a supporter and resource. It has been a pleasure for him to be on the Board and after some family and work time he may return.
President Terhorst spoke for all saying that any involvement with Director Brady would be welcomed and appreciated, encouraging him to consider one of the Committees if full Director responsibility is not possible. The Board congratulated and expressed happiness for him.

President Terhorst continued with a report that the Executive Committee has been meeting on the General Manager’s evaluation. The process was delayed by the Covid outbreak but is expected to be completed by the next Board of Directors meeting. Any delay in compensation will be resolved retroactively.

The FDC has formed a Capital Campaign subcommittee targeted toward retiring the mortgage debt. Rick Sharkey and Larry Hillberg are participants who were also involved in the original new building team. Also involved are Directors Grossman, Paula Gallindo, GM Lightfoot and President Terhorst. The first meeting of this subcommittee was inspiring with lots of energy and creativity. The challenge is to brand the capital campaign to build it into a case statement that expands KVMR into the arts and local history to attract broad based support.

GENERAL MANAGER’S REPORT
GM Lightfoot provided an update on the recent online Fundraiser. At its end $52,000 had been raised; however, pledges continued to be received bringing the total to $60,000 which had been the goal. The staff learned a lot - #1 being it still requires a lot of work. The phones will still ring as approximately 25% of listeners do not have internet access. There were continual email and FaceBook messages in lieu of direct online giving - it was much bigger than expected. The campaign looked and sounded good, but the staff was overworked. It is hoped that the next drive will have Broadcasters.

The Broadcaster training went off as scheduled even with some technical difficulties. Presentations were made by Sean and Buzz; there were great new people with skills and experience, one previously with KQED.

The Station is beginning to work on events. The KVMR Birthday Party planning is underway - they have looked at Pioneer Park in Nevada City. They hope to collaborate with Eliza Tudor, Executive Director of Nevada County Arts Council. They were going to hire Paul Emery and are hoping to have a “Welcome Back Artists.”

There will be a Mini Celtic Festival. They are still trying to nail down bands, but they have the beer donated and the food worked out.

Joyce Miller is temporarily gone and Claudio is doing everything. He will be working with a new Intern soon, but is still working out those details.

The failure of the axiom is why we lost our signal. Buzz is trying to send for a replacement. New would be $10,000/fixing will be a little over $2,000 if he is successful. This appears to be the cause of 105.7 bleeding into 89.5 previously.
President Terhorst enlightened the Board regarding an STL = Studio Transmitter Link. The station in Nevada City communicates with the transmitter site on Banner Mountain. A receiver on our transmitter pole captures audio from the station and sends it down the pole to the transmitter. The transmitter amplifies the signal, sends it back up the pole and out to the world. This chain started to fail. A consultant climbed the pole and was unable to determine the cause of the bleed over. It was a fortunate accident that the axiom failed - it was a problem part in the STL array and will be $1,000 to $10,000 to correct.

VP Brenner stated that the Station will be following the recommended Covid safety protocols and Director Sitzer asked at what point will the Board be advised of the required protocols. VP Brenner stated that this has been a huge project dealing with OSHA and other entities.

GM Lightfoot continued saying that there is lots of energy both inside and outside the Station. A window cleaner has started cleaning interior and exterior windows. Volunteers have been weeding. Cleaning is essential and may be done more than once a week. They are presently trying to get a hold of the floorplans as they only have a large set. Secretary Phoenix-Wilcox suggested that prior director, Diane McIntyre, might have access to the plans; Treasurer Boyle suggested that UPS could assist in printing plan reduction.

GM Lightfoot said they are budgeting the American Rescue Grant from the Corporation for Public Broadcasting.

Questions for GM Lightfoot:

- Director Brady asked about the presence of Youth Radio Insurance for working with the Intern and offered to help. There are agents specializing with restrictions when working with minors such as the signing of waivers and not being allowed in the buildings. They are going through the process by 6/10/21. He acknowledged that Youth Radio is big and provides ancillary effects, like the attraction of Grandparents. GM Lightfoot confirmed that they will be collaborating with schools even if it is on Zoom.

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

- In April they were able to show the Relief Grant. It can be recognized in the fiscal year received but there is no required timing on spending the funds. Because of this, income shows $200,000 over budget.
- Expenses are on Budget.
- Net Income is also $200,000 over Budget due to the grant.
- Cash - $250,000 was moved into Tri-Counties Bank.
- The Balance Sheet continues to be good.
- Year-to-Date Revenue is $146,000 better than last year.
- Year-to-Date Net Income is $241,693 over budget.
There are 432 more donors than the prior Year-to-Date with the average donation $8 higher over last year. The staff is working on new Underwriting clients; presently the UW profit is under last year.

Treasurer Boyle invited questions:
- Director Sitzer asked about the $200,000 grant and how do we adjust for its receipt when it wasn't even applied for. President Terhorst replied that the intention of the grant was to help with losses and that it is essentially unrestricted. The Finance Review Committee will give priority allocation to the extra costs needed to take on the Covid outbreak. GM Lightfoot has put together a list of needs that the money could go to and the FRC will review. The summer intern has been hired and the Satellite still must be moved from the City Building in the near term. Discussion ensued on the satellite move.

Treasurer Boyle concluded by informing the Board that the insurance agent, Mike Esparza, will be meeting with the FRC in 2 weeks time. The Board was asked to review the policies on BOARDnetWORK and provide any comments or questions in advance of that meeting. VP Brenner stated that she had a number of questions such as the sufficiency of the limits for the Directors and Officers coverage; volunteers coverage in the case of an accident and that we need to look at exclusions.

DISCUSSION ITEMS

Coronavirus Response Steering Committee Report - President Terhorst
President Terhorst discussed the preliminary report from NES Global with the overall plan done by 6/4/21. Some of the recommendations including smaller filtration units in each room, usage of ultra-violet technology to remove contagions and adjustments to the HVAC to get more fresh air in. There is an Economizer 20 that can be placed on the roof presuming there is enough room with the satellite relocation. President Terhorst shared that there had been some anxiety as to whether new windows would need to be installed due to the concern for outside air. However, it is good news that we will be able to modify the HVAC to draw more air to the upper floors. Discussion ensued regarding findings.

Action - Proposed Board Policy #17 (Right to Refuse or Terminate Underwriting Agreement)
President Terhorst provided good news with the continuing search for an attorney for KVMR. They were able to find an attorney, Melanie Virtue who has been working with community stations and we have received a quote. In reviewing the subject policy, Ms. Virtue stated that the station is under no obligation to do business with anyone. To decline is totally within our rights; however, the right to terminate should be included in our Underwriting Agreement.

Therefore, Draft Board Policy #17 was brought back for Board approval after review. Director Brady commented further that the right to terminate should not include an illegal reason or protected class activity. Motion to approve was made by Director
Brady, seconded by Secretary Phoenix-Wilcox, unanimously approved 11-0-0-1. Recommended policy review will be two years by the FDC.

**KVMR Board Needs Assessment - Director Sitzer**
Director Sitzer stated that the BDC worked at length to create the assessment but had difficulties with the formatting. He then turned the discussion over to Director Phoenix-Wilcox who stated that only four had returned assessment. Two had a problem with the dropdown box, although others did not, including them. The assessments are needed back. President Terhorst requested that the assessment be re-sent to those who had not yet returned it and for those members to do so. Discussion ensued.

**July Diversity Training**
It is confirmed that the Board diversity training will be held July 22, 2021, beginning at 1:30 and will be approximately 5 hours. It is highly recommended that the training be via Zoom and it was noted that it might be recorded.

**COMMITTEE REPORTS**

**Executive Committee (EC) - President Terhorst**
Nothing Additional to the report provided.

**Board Development Committee (BDC) - Director Sitzer**
Director Sizer stated that the Board survey is meant to assess where we are and to also look at what we want. It is anticipated that Steve Baker will be asked to produce an on-air spot fairly soon.

If Coronavirus restrictions clear, the BDC may send out a request some time in the summer for an outside retreat so that the Board may be physically united. President Terhorst requested that a question be added to the Board survey regarding the possibility of a late summer - July/August retreat.

**Financial Review Committee (FRC) - Treasurer Boyle**
Nothing additional to the report provided.

**Fund Development Committee (FDC) - President Terhorst**
President Terhorst invited other Board Members to be a part of the Capital Campaign subcommittee.

**Station Development Committee (SDC) - VP Brenner**
The Strategic Planning Evaluation is being used to set priorities and float goals to the top. The Strategic Planning Subcommittee will meet prior to the next SDC meeting.

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

Motion to adjourn the meeting was made by V.P. Brenner, seconded by Dir. Sitser, and unanimously approved.
Meeting Adjourned at 7:52 pm

Next meeting of the Board will be June 23, 2021, at 6:30.