CALL TO ORDER
The Regular Meeting of July 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, Lew Sitzer, Regine Wilson, Peter Grossman, Rondal Snodgras, Cameron Brady and Elisa Parker (It was noted that Director Sitzer had to leave at 8:00pm)

ABSENT: Rick Sharkey

STAFF PRESENT: Ali Lightfoot, General Manager (GM)

GUESTS: Dawn Fischer and Kevin McWilliams

REVIEW AND APPROVAL OF AGENDA
Motion by Director Sitzer, seconded by Director Brady and carried unanimously, 10-0-0-1 approving the Agenda with addition of CAB Project by the GM.

APPROVAL OF MINUTES
Motion by Director Sitzer, seconded by Director Grossman and carried with the abstention of Director Brady, 10-0-1-1, approving the Minutes of the KVMR Board of Directors Regular Meeting of June 23, 2021, as submitted.

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

The guests were introduced by President Terhorst:

Kevin McWilliams is new to Nevada County and possesses a long career in broadcasting as well as working in advertising for commercial stations. He is excited to help in any way; his application has been submitted to the BDC and his interview will be on August 12, 2021.

Dawn Fischer has been involved with KVMR since 1990 and was previously on the Board of Directors. She has found time and space for the Board again and has the time and energy to be involved.
President Terhorst stated, after application, there will be 4 vacancies, both Board and Volunteer appointed at this exciting time. President Terhorst requested each Officer/Director provide an introduction of themselves, state where in their term they are and whether they are a Broadcaster. Introductions followed.

PRESIDENTS’ REPORT - Brian Terhorst
President Terhorst expressed that the 43rd Birthday Event was a success - For him it was the first time he had met several people on the Board in person.

The Implicit Bias class was to be discussed later on in the meeting.

President Terhorst stated that an additional action Item was being added to the Agenda which is an Attorney Engagement Letter which was posted on BOARDnetWORK (BnW). Director Brady (attorney) had reviewed it and would weigh in on his interpretation. The Board Action will be to formalize the engagement of this counsel.

The Executive Committee did not meet. At the Executive Session following the last BOD meeting the EC approved the GM’s performance appraisal and compensation. The Goals were to be reformatted and Treasurer Boyle and Secretary Phoenix-Wilson subsequently met with the GM; therefore the GM review process has been concluded.

The next project of the EC is the Draft Employee handbook. Elmore HR will review it and the Handbook will come back to the full Board by the August Board meeting.

President Terhorst stated that everything is changing fast. The Coronavirus statistics are bleak and it is expected that Nevada County Public Health will be taking steps. GM Lightfoot sent notice to all Broadcasters returning to the station that they will need to mask up. The station had been hoping to disband the Covid-19 Task Force, but are waiting. Reopening is continuing much more carefully. GM Lightfoot has been redoubling efforts to be safe and careful.

GENERAL MANAGER’S REPORT - Ali Lightfoot
The submitted GM Report on BnW provides an update. Additional comments include that all are masking up again. A few broadcasters are having second thoughts on returning to the studio. If one person tests positive, the entire station must shut down within 2 days and be cleaned. It would be a shame to have to close again. It has been interesting having people back - it has been a bumpy transition.

A lot has been done to improve the podcast system and audio files - there is endless space where broadcasters can post their own.

Covering fires has been the priority - the Staff and News director as well an Emergency response team can come in.

The Program Committee will reconvene on August 10, 2021. At this time, several nighttime broadcasters are reluctant to return to those shifts. Some longtime night
broadcasters are being moved to open daytime shifts. The Content Manager is working with the Program Committee to restructure the overall schedule to accommodate those changes and to prepare for the return of some talk shows.

Melissa has identified sponsors for the mini Celtic festival. Twenty tickets have sold - will need a lot more. Marketing materials are being designed.

Buzz sent the Omnia to the manufacturer who determined it was fine and it is coming back. The cost was $400 rather than the predicted $10,000.

Director Snodgrass questioned whether masks are required for the non-vaccinated and it was stated that there is one unvaccinated broadcaster and one staff member who is not yet fully vaccinated. Director Snodgrass suggested this policy be reconsidered to require vaccination and testing to avoid the County from walking in and shutting us down. Director Snodgrass also inquired if the growth in podcasts would replace the audio archive. GM Lightfoot explained that the audio archive is a capture of all of KVMR’s programs. Music programs can only remain in the archive for thirteen days, due to copyright restrictions. KVMR’s original spoken word content is available indefinitely and those programs and features are stored in the archive and indefinitely as podcasts.

**FINANCE REPORT - Maureen Boyle, Treasurer**

Treasurer Boyle began with the news that $100,000 had been paid down on the building mortgage leaving a $1.03M balance. Sharing the financial dashboard, which is provided each month prior to the Board Meeting, Treasurer Boyle noted the following for June:

- Cash is down but still good; we will look at the cash position after the budget is drafted.
- P&L is better than last year and budget.
- Grants are included and they will move them.
- Personnel costs are up and will continue to go up.
- Operating expenses are lower than both budgeted and last year; although this surplus will be reduced with costs such as HVAC improvements and Covid expenses.

Treasurer Boyle presented a graph showing projections versus budget. Last year’s budget did not anticipate Covid to go so long. Auto donations continue to be up and so are grants. We are still close to budget which is better than we could have anticipated, even compared to Pre-Covid 2019.

With the budget for the coming year, there is lots of room for discussion. Expenses will go up and the FRC will need to work more closely with the FDC. The FRC minutes are on BnW and Treasurer Boyle invited questions.

President Terhorst stated that the GM and Staff have put out a first draft of the budget. The FRC is planning a meeting for the following week to begin diving in and talking.
Although the Committee hasn’t met yet, it is planned to have a draft budget before the Board in August with a goal to approve it then, but it must be approved by September.

**DISCUSSION/ACTION ITEMS**

**BDC Report - Sitzer**

The treatment of the Board Assessment survey at last month’s Board Meeting caused some unhappiness with offense taken. It was complex and the BDC struggled with it, learning in the process not to share sensitive information in any more surveys. Apologies are offered. Director Grossman personally apologized, assuring that no info was shared without confidentiality. In the spirit of the comments it is a great radio station with a great plan and asked all to look inside themselves.

President Terhorst thanked the BDC for its acknowledgement and desire to make things right. He noted a conversation with a Director who was hurt and concerned and took it to the BDC where it was taken seriously and confidentially.

Director Sitzer went on to encourage Board engagement and for members to suggest to either the BDC or President Terhorst any need to improve. He acknowledged the GM and Board for a great job.

The BDC is continuing with recruitment of Dawn and Kevin. Secretary Phoenix-Wilcox provided an update on the Board vacancies and stated that a flyer is going up and there will be posting to the website, where the application can be found.

President Terhorst addressed the Board Members whose terms are coming to an end. He emphasized that the Board Term for all is through the end of September. Although some are ready to move on, it is really important to complete their Board commitments. In a recent committee meeting, those attending had to wait 15-20 minutes before they finally determined that there would not be a quorum. The Board respectfully requests that each Director attend all scheduled meetings. By not attending you can preclude the conducting of any business. He is asking that you facilitate a positive end of your terms with attendance at Board/Committee meetings, or at least let the Chairman know you will not be attending.

Director Sitzer recommended that we look at the Bylaws to determine if a quorum is actually necessary in a committee.

**Implicit Bias Workshop Debrief**

President Terhorst stated that it was universally agreed that the technical issues were problematic and asked that the debrief focus on content.

Director Phoenix-Wilcox addressed each Board Member to provide comment regarding the training. Key take-away points were:
● Surprised there was not more time spent on “in-group” and “out-group” - mostly concerned about “out-group” bias as it is more judgemental.
● Four hours didn’t even touch on the subject - it would have worked better if the station had already started diversity training.
● There was more impact with the interactive part. It was a task to produce 4 hours but it doesn’t work on Zoom.
● This type of training for the Station needs to focus more on media and terminology since Broadcasters are all at different places.
● Did the best they could; felt safe and honest.
● The breakout sessions were the most valuable - there was only one and it could have been done differently.
● Space was opened for conversations. Possibly short videos could be created as a follow-up.
● In one member’s opinion, KVMR may already appear biased with the choice of music.

DISCUSSION/ACTION ITEMS

SDC Report - VP Brenner
The SDC has been very busy and is asking for approval of the goals. They have hashed through the entire Planning cycle and worked through all the months into July with the GM, Board, budget process and the SDC planning cycle for the next year.

Motion to approve KVMR Planning Cycle 21/22 Final made by President Terhorst and seconded by Director Grossman.

President Terhorst continued with the statement that all had been vetted closely in all committees and none of this should be a surprise. It was unanimously approved 11-0-0-1. BDC Chair Sitzer commended all who worked on the plan and commented that it was the most organized process he could remember.

Next presented for Board action was the Board Goals Draft #2. President Terhorst stated that it had been looked at by all committees and is now up for approval. The Goals are organized by committee and include General Manager goals - now all will be sorted to align. (DIRECTOR SITZER EXITED THE MEETING AS EARLIER ADVISED) Motion to approve by President Terhorst, seconded by Secretary Phoenix-Wilcox. Motion carried 10-0-0-2. President Terhorst directed the SDC to finalize and get it out and thanked VP Brenner.

CAB Project - GM Lightfoot
GM Lightfoot stated that after Implicit Bias training conversations with Director Phoenix-Wilcox, she realizes that we need to diversify the Community Advisory Board (CAB) - working with the Board and staff rather than just the typical surveys. We need a project to engage - tired of surveys. There should be 4 different focus groups:
  ● Youth Focus Group
- Chamber of Commerce
- Social Justice
- Journalists

There should be a survey for each group and get feedback so that they feel represented. Community engagement surveys would go back to the Program Committee who would report based on the surveys. There are a lot of different groups. Douglas Hooper thinks this is a great idea but should not be assigned to the CAB.

President Terhorst stated that this is a fabulous idea and asked GM Lightfoot what she needs.

VP Brenner stated that they need ideas. She attended the CAB meeting and has looked at the Bylaws, purpose and duties. They are looking for direction. VP Brenner will talk with Director Cameron.

President Terhorst reminded that one of the CPB requirements is the maintenance of a CAB to provide feedback and that reports directly to the Board under the SDC. Deliberate outreach informs programming.

Director Grossman stated that when establishing a list of potential groups, they should include the “Cowboys in Penn Valley” who feel their opinions aren’t valued and don’t feel involved.

Secretary Phoenix-Wilcox restated that the SDC is the interface with the CAB and President Terhorst stated that it is time to be proactive rather than reactive.

**Legal Counsel -Update - Director Grossman**

President Terhorst asked Director Grossman to summarize the search for legal counsel for the station; and he thanked Director Grossman for an excellent job, recognizing the enormous attention given to this project.

Director Grossman summarized by saying he had mentioned the need for legal counsel at a non-profit summit where he talked to his classmates who suggested he talk to a specific legal firm. When he went through the pro bono partners of the recommended Silicon Valley firm, the result was the attached engagement letter.

Director Brady stated that he had reviewed the letter and knows the firm. They are usually involved in transactions in Silicon Valley, but have offices in other places. He considers them an excellent firm. All attorney time will be pro bono - no cost - to the station and they will be only charged for the cost of any services which could be large. Director Brady stated that Director Grossman has found an international law firm to work with this little radio station and that this is a “no-brainer”. Director Brady made a motion to sign the law firm's engagement letter on behalf of the station. Approved unanimously 10-0-0-2.
President Terhorst said that KVMR does maintain attorneys specific to broadcasting and RF issues. But they have always had a need for counsel for policy, personnel and in the event of lawsuit. This coverage we have not had.

Director Brady stated that this is really good work and that we can use their services. He also cautioned on having specific questions and not over-using them - they have a lot of staff and warned against sending little questions here and there.

COMMITTEE REPORTS

Executive Committee (EC) - Brian Terhorst
The Committee did not meet - there is no report and nothing additional.

Board Development Committee (BDC) - Secretary Phoenix - Wilcox for Director Sitzer
Nothing additional.

Financial Review Committee (FRC) - Treasurer Boyle
The written report is in the packet; nothing additional.

Fund Development Committee (FDC) - President Terhorst
Report stands..

Station Development Committee (SDC) - VP Brenner
Nothing additional.

President Terhorst solicited questions from the guests:

Kevin McWilliams - commented that the Board was very organized and that it was a pleasure to participate

Dawn Fischer - appreciated hearing all and was very impressed with how well-spoken the members are.

President Terhorst offered the guests the Board documents by email or noted where they could be located on the website. The most current Bylaws are dated 7/2020 and some changes have not been reflected. He further invited them to attend a committee meeting and advised that the committee schedule is also on the website. Director Grossman added that the Goals document has what all the Committees do.

VP Brenner stated that the charters are to be added to the Bylaws and President Terhorst asked VP Brenner and Secretary Phoenix-Wilcox to collaborate and President Terhorst will let us know.
A final comment was that it was unanimous that a Board Retreat is desired, but will depend on Covid.

**Motion to Adjourn:**
Motion to Adjourn made by Director Snodgrass; seconded by VP Brenner. Motion carried 10-0-0-2

The meeting was adjourned at 8:23pm. The next meeting will be August 25, 2021, 6:30pm to 8:30pm via Zoom