CALL TO ORDER
The Regular Meeting of September of the Board of Directors of the Nevada City Community Broadcast Group (KVMR) was called to order virtually at 6:37 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 Lew Sitzer, Rick Sharkey, Regine Wilson, Paula Galindo, Peter Grossman, and Elisa Parker

ABSENT: Rondal Snodgrass (excused)

STAFF PRESENT: Ali Lightfoot, General Manager (GM)

GUESTS: Dawn Fischer, Kevin McWilliams and David Shield, Board Applicants

REVIEW AND APPROVAL OF AGENDA
Agenda was reviewed with changes by President Terhorst to 1) move the elections up to the first order of business and 2) add under the Finance Report the proposed payment of an additional mortgage payment of $75,000. Motion by Director Brady to accept the Agenda as amended, seconded by VP Brenner and carried unanimously, 11-0-0-1 approving the Agenda.

APPROVAL OF MINUTES
The Minutes of the prior meeting were reviewed, and a correction noted necessary by Director Sitzer in his suggestion of a contingency line item of the budget of 7% vs the 9% shown. Motion by Director Sitzer with correction noted, seconded by Director Wilson and carried unanimously, 11-0-0-1, approving the Minutes of the KVMR Board of Directors Regular Meeting of August 25, 2021, including correction.

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

President’s Report - Brian Terhorst
President Terhorst stated that it was a momentous night - welcoming new directors and saying farewell to some friends. He also expressed condolences to General Manager, Ali Lightfoot, on behalf of the Board for the loss of her father. GM Lightfoot said it was
good to know that the station was fine in her absence and that everyone has been kind and supportive. President Terhorst continued saying it was great to see the devotion from the team, but we are all glad to have her back.

President Terhorst stated that Secretary Phoenix-Wilcox was attending off-camera and would be communicating through chat. He offered the Board’s full support and thanked Secretary Phoenix-Wilcox for being online.

Another announcement was made regarding the news that VP Brenner will be moving to Eureka, CA. VP Brenner told of finding the perfect arrangement for a home to purchase, which sale will close in November. She stated that she will be completely comfortable in serving the remainder of her Board term in the new position of Secretary (as nominated), unless someone wants to step in. President Terhorst stated that he sees no reason why VP Brenner can’t continue to contribute - we will take it as it comes. Secretary Phoenix-Wilcox stated that a hybrid meeting, allowing virtual attendees, can be held if/when the Board returns to in-person meetings.

**Elections - President Terhorst**

President Terhorst explained that there were two different elections being held:

1. Election by the Board of Directors
2. Volunteer election.

He had expected to announce the Volunteer Election results; however, the General Meeting at which that election is held had to be postponed until September 23rd (the following night). Dawn Fischer is running unopposed for the Board Seat #9. Based on a robust email response in the BOD email - we expect a great response will be decided at the General Meeting. President Terhorst encouraged all to attend that meeting (via Zoom).

Seats 10 and 11 are Board-elected seats. Kevin McWillaims is running unopposed for Seat 10. David Shield is running unopposed for Seat 11. All three candidates have been interviewed by the BDC and recommended by that Committee. Everyone has voted ahead of time and the votes tallied.

Secretary Phoenix-Wilcox gave the results for Board Seats 10 and 11: 11-Yes;-1-abstention for both. These Board seats will take effect October 1, 2021, with voting privileges effective then. Seat 12 will be vacant at the end of September. It has been decided that it is better to leave it open then scramble to fill it. Seat 12 can be filled by the Board when a suitable candidate is identified.

Also taking place is the election of Board officers. Nominations closed on August 31, 2021. Running unopposed are:

- President - Brian Terhorst;
- Vice President - Del Phoenix-Wilcox, who has been serving the last term as Secretary;
Secretary - Barbara Brenner who has been serving the last term as Vice President and previously served as Secretary and Treasurer - Maureen Boyle, currently serving as Treasurer.

Secretary Phoenix-Wilcox gave the results for the Board Officers 11-Yes;-1-Abstention.

Director Sitzer, BDC Chair, reminded those directors who are parting to turn in their hard-copy Board binders.

Additional Items in President’s Report - The Executive Committee did not meet, and there is no written report. The Covid Steering Committee is waiting on KVMR’s attorneys to respond to the proposed changes to the safety plan, including proof of vaccination. Although they have heard that the revisions are “ok”, there has been no official response. GM Lightfoot asked if there is a cut-off date for the attorney’s response. President Terhorst agreed to contact them.

GENERAL MANAGER’S REPORT - GM Lightfoot
GM Lightfoot stated that the report was written while she was in Colorado, and that she will have to return to Colorado at the end of October.

Presently, it is all about the pledge drive. A team of Shift Captains have been training in the new procedures. Most people working on the phone will be broadcasters.

A few broadcasters are having a hard time wearing masks and will be reminded of the required procedures. The Christmas Party was cancelled because it would require advance planning, and staff could not see how it could happen in two months with management of potential COVID exposure still a concern. They will figure something else out. There is $3,000 in the budget for an event for which ideas are invited.

Ezra, a former engineering intern, has joined KVMR as a staff assistant to Buzz Barnett. Ezra started working with KVMR while a student at Bitney Springs HS. He is now in studio one day a week. Buzz needs the help, and it is heartwarming to see them work together.

The HVAC unit on top of the building was covered with plastic to keep smoke out, although it was not intended to be for 4 months. Claudio has a connection to obtain covers for free that can be taken on and off more often. The estimate was $50,000 for economizers to automatically shut air intakes. Covering the air intakes is significantly cheaper, although it may haunt us later. VP Brenner commented that the informal quote for HVAC economizers had previously been reported at $15,000 not $50,000 and that it is Ok to cover the air intakes for short periods. However, that will eliminate fresh air supply to the building and needs to be monitored for utility bills escalating especially in the winter. She also reminded that the roof still needs to be fixed. GM Lightfoot will check on that stating that staff may be able to make the repair. GM Lightfoot has been picking up pieces and is working on an RFP for youth core.
Director Grossman suggested a special T-Shirt be made in Volunteer-only appreciation. GM Lightfoot will pass that suggestion on to Adriana. Questions were invited.

**FINANCIAL REPORT - Treasurer Boyle**

Treasurer Boyle began by sharing the dashboard and stated that things are moving along as anticipated.

On the Balance Sheet there has been an attempt to make it a little clearer by moving dollars from “Cash” to “Cash Reserves” to show what is actually working capital. If the mortgage paydown is approved, this long-term liability would reduce from $1,025,000 down to $950,000. This would be a milestone - the mortgage below one million dollars.

On the year-to-date Income Statement, the last few months were anticipated to not be as robust with the last few months showing the station operating at loss. Underwriting has improved and met budget. September would usually have Celtic Festival income of +/- $45,000. The year-to-date is $63,000 below budget not including PPP loan. However, the fiscal year end is expected to be above budget.

President Terhorst commented for the new Board members that the last 3 months of the Fiscal Year end are slow. Come October, there will be a fall fundraiser and a spike in revenue. Even though the last three months show a loss, this is not an indicator for the Board.

**Action Item - Motion to Pay $75,000 on KVMR Building Mortgage**

President Terhorst read the case statement for making an additional $75,000 principal payment on the mortgage as included in the Board Packet.

“For the past several months, the Board's Financial Review Committee has been monitoring an increasingly strong financial position for KVMR with growing cash reserves.

In June 2021, the FRC requested the Board Treasurer to provide an opinion on KVMR’s ability to safely make an additional payment on KVMR’s outstanding mortgage. At that time, it was the opinion of the Treasurer that KVMR’s financial position was sufficiently strong to make a payment of between $190,000 and $200,000.

Because the FRC and the Board had not yet completed budget planning for the next fiscal year and because KVMR had not yet fully assessed the financial impacts of our response to the April Coronavirus Outbreak, the FRC agreed that it was prudent to pay an initial $100,000 with the commitment to evaluate another subsequent payment by the end of this fiscal year.
At the June Board of Directors Meeting and at the recommendation of the FRC, the Board approved payment of $100,000 on KVMR’s outstanding mortgage balance. That payment was made within thirty days of that resolution.

Since June, the FRC has completed the budget planning cycle and the Board has approved KVMR’s operating budget for FY21/22. KVMR has also resolved all outstanding expenses relating to KVMR’s Coronavirus response.

At the September meeting of the FRC, the committee evaluated KVMR’s continued strong financial position and robust cash reserves. After full consideration of the station’s financial position and all outstanding obligations, the FRC now recommends an additional payment of $75,000 (Seventy-Five Thousand Dollars) against the outstanding loan principal for KVMR’s Building.

As with the recommended payment in June, it is emphasized that the funds necessary to make this payment would not draw on restricted funds from KVMR’s current PPP Loan, our CARES Act funds, or the American Rescue Plan Act funds nor would it deplete the capital reserve to cover six months of KVMR operating expenses. In fact, it was also resolved at the September FRC Meeting to move additional funds from KVMR’s general cash accounts into the station’s cash reserves to establish a balance of $600,000 which represents six months of operating expenses, per Board policy.

Therefore, KVMR’s Board of Directors authorizes a mortgage payment of $75,000 (Seventy-Five Thousand Dollars) on the outstanding mortgage of the KVMR Building.

• Authorization is on the proviso that payment will not trigger a prepayment penalty.

• Payment will be made by 30 September 2021 to be recorded in the current fiscal year.”

Motion was made by Director Grossman; seconded by Secretary Phoenix-Wilcox. President Terhorst declared the motion unanimously approved 11-0-0-1. Discussion opened.

Director Sitzer stated that it has been amazing that the station has been able to sustain financial strength even during the financially difficult conditions of Covid.
President Terhorst will make an announcement at the General Meeting, since there were questions raised about the mortgage in the last General Meeting. He added on to Director Sitzer's comment giving credit to GM Lightfoot and staff. They were diligent about applying for relief money which has saved the Station. The Membership Staff has been creative during this time. The FRC collaboration to seize the day will leave an invaluable legacy to those coming after.

Fiscal Report continued

Treasurer Boyle continued saying that we expect to end the year above budget. Grants are lower than budgeted. Auto donations are up. The PPP loan saved us. We are $60,000 above budget. If we hadn’t received the PPP loan of $123,000, we might have been hurting and would have had to use the American Rescue Grant. That grant will take us through the next year, but we will have to plan for new dollars - hopefully from the Celtic Festival.

President Terhorst reminded that the next year's budget zeroed out the “Event” line item. If things change, that line item can be increased. Hopefully, next year will be a productive year.

DISCUSSION ITEMS

Recognition of Directors Completing Terms - President Terhorst

Recognizing those Directors who are completing their terms and leaving the Board, President Terhorst began with Rondal Snodgrass, who was not in attendance. Director Snodgrass had filled a term that had been vacated. He has decided to pursue another path, possibly pursuing a seat on the Program Committee.

Cameron Brady completed his first term serving as Vice President for one year and participated on the Station Development Committee as liaison to the Community Advisory Board. He has been invaluable as an attorney providing great legal perspective, and the Board hopes to see him back. Director Brady stated that it had been a pleasure and fun to see Ali come on board as GM and take KVMR in amazing directions. He acknowledged that he still needs to complete the CAB Bylaws and thanked the Board for letting him serve.

Lew Sitzer is completing the 3rd year of his first term. During his time on Board he has chaired the Board Development Committee and is an inspiring, great leader. He kept that committee fun and warm. Knowing that Director Sitzer will have more opportunities, it is still heartbreakingly to know that he will not be with KVMR.
Director Sitzer thanked the Board and stated he had a great time. Stepping into the Board, and together with VP Brenner and Secretary Phoenix-Wilcox, he felt he could contribute structure and organization. With the current slate of officers, he is so confident in the stability of the Board. He acknowledged GM Lightfoot who rallied the staff amid chaos. He has formed friendships that will last the rest of his life and assures he will be available.

Director Brady acknowledged Director Sitzer for getting all of the Board Member binders together. GM Lightfoot stated that the Director Sitzer was really the person that introduced her to all the necessary people like OES and other important connections. He helped to make the emergency services on the radio what it is. Director Sitzer was part of GM Lightfoot’s welcoming committee, and they have been through a lot together. Director Sitzer and Director Sharkey were the original Board members to assist her when GM Lightfoot came on.

Elisa Parker has completed two full terms totaling 6 years. She has participated in the Fund Development Committee and in other capacities. Her whole engine is about community partnership. She has been an eloquent spokesperson for the Board. Director Parker stated that with Covid it has been interesting. When she came on, the Board had gone through some challenges. It has been a privilege to be part of such a high-functioning Board. With GM Lightfoot’s new leadership, she feels confident and appreciates the support for her.

President Terhorst wished all of the departing Directors the best, stating “you have left your mark.” As a token of appreciation from the Board and Staff, KVMR is providing gift certificates to California Organics. Departing Directors can connect with staff to pick up those certificates.

**Assignment of Committee Chairs** - President Terhorst

President Terhorst explained that some of the Board’s standing Committee Chairs are defined in the Bylaws - others can be assigned. In the revised Bylaws, alternate Chairs can be assigned by the Executive Committee. Because the Officers of the Board (i.e., the Executive Committee) will remain the same this term as last term, the Executive Committee has assigned the following Chairs for the new term:

- **Board Development Cmte. Co-Chairs:** Brian Terhorst and Del Phoenix-Wilcox
- **Financial Review Committee Chair:** Maureen Boyle, Board Treasurer
Fund Development Committee: Peter Grossman - The Bylaws state that the President is to chair the FDC. However, President Terhorst is moving to the BDC.

Station Development Committee: Barbara Brenner, now Board Secretary - Barbara was Vice President last Board term, and the Executive Committee has assigned her to continue as Chair of the Station Development Committee

All Board Directors, especially those who are new, are encouraged to attend as many committees as they can. All Committee meeting days and times are posted in BOARDnetWORK. Reach out to the Committee chairs to arrange to get Committee information. Each Board member is to decide which Committees they wish to join. President Terhorst and new Vice President Phoenix-Wilcox will discuss the Board orientation process.

Harvard Business School Brainstorming Sessions (Now Action Item) - VP Brenner and Director Grossman

President Terhorst introduced the offer of Harvard Business School to provide brainstorming sessions to the Station upon application and approval. Both the FDC and SDC are recommending pursuit of this affiliation.

Director Grossman has presented in these Committees the possibility of the Station benefitting from the Harvard Business School Community Partners Program in the Bay Area providing pro bono consulting at no cost to the Station. This organization does pro bono work for nonprofits.

The first session would consist of 90 minutes of brainstorming on a specific topic which is determining options for our capital campaign. It is a great opportunity to invite outside assistance.

The second session would be to engage a consulting team for 3 to 6 months to assist with development of the next Strategic Plan.

In Director Grossman’s view, this would be very helpful in consideration that the group sees a lot of nonprofits. They serve on Boards and are alumni of schools such as Berkeley and Harvard. The team will have experience in the areas we are seeking. At this time, approval is sought to engage the HBSCP for the 2-hr brainstorming session. If it is successful, then we will consider the second session. Director Grossman has participated in this HBS group and found the projects very rewarding. He sees no real downside. The station does have to apply for the services, and the opportunity has been thoroughly vetted by the FDC and the SDC. President Terhorst asked for a motion to
approve the submission of an application for the first session. Such Motion was made by VP Brenner; seconded by Secretary Phoenix-Wilcox. Finding no further discussion, the Motion received unanimous approval 11-0-0-1.

COMMITTEE REPORTS

Executive Committee Fund Development Committee - President Terhorst

Nothing to add.

Board Development Committee - Director Sitzer

Director Sitzer encouraged support of efforts to complete exit interviews for those members leaving the Board. This has been found helpful in the past.

Financial Review Committee - Treasurer Boyle

Nothing additional to reports submitted.

Station Development Committee - VP Brenner

The SDC is working to finalize the Committee Goals which will be rolled out in October. She wanted to express to staff the urgency of the signal acquisition with the deadline of the application being November 7 - 9, 2021. President Terhorst said that one of the best in the business, Don Mussel, who assisted with Banner Mountain, was unavailable to assist with those applications. GM Lightfoot advised that the signal acquisition scoping and applications to the FCC are underway.

ADJOURN

Before adjourning President Terhorst took the opportunity to welcome Kevin McWilliams and David Shield to the Board. Expecting full approval at the General Meeting, Dawn Fischer was also welcomed. All are great additions to the Board; and thanks to the departing and returning Board members.

Motion to Adjourn by Secretary Phoenix-Wilcox; seconded by Director Grossman and approved unanimously 11-0-01. Meeting adjourned at 8:02pm.

Next meeting of the Board will be October 27, 2021, at 6:30 via Zoom. The new Board seats are effective October 1, 2021.