CALL TO ORDER
The Regular October Meeting of the Board of Directors of the Nevada City Community Broadcast Group (KVMR) was called to order virtually at 6:32 p.m. using the Zoom Meeting Application.

ROLL CALL
President Terhorst called the roll and verified a quorum present.

PRESENT:  Brian Terhorst (President), Del Phoenix-Wilcox (Vice President), Barbara Brenner (Secretary), Maureen Boyle (Treasurer), Directors Rick Sharkey, Regine Wilson, Paula Galindo (Present until 7:30 p.m.), Peter Grossman, Dawn Fischer, Kevin McWilliams and David Shield,

ABSENT: None

STAFF PRESENT: Ali Lightfoot, General Manager (GM)

GUESTS: None

REVIEW AND APPROVAL OF AGENDA
The agenda was reviewed with last minute changes noted by President Terhorst:
1) Item b under Discussion/Action Items is changed to a Board action - voting to approve the Revised Covid Protection and Prevention Plan.
2) Item c under Discussion/Action Items is changed to a Board action - voting to approve the application for Harvard Business School pro bono consulting services as recommended by the FDC and SDC. Motion by Secretary Brenner to accept the agenda, seconded by Director Grossman and carried unanimously, 11-0-0-0

President Terhorst clarified that the three new directors are now fully vested and can make motions and vote.

APPROVAL OF MINUTES
The Minutes of the prior meeting were reviewed. Motion by Treasurer Boyle, seconded by Director Wilson and carried unanimously, 11-0-0-0, approving the Minutes of the KVMR Board of Directors Regular Meeting of September 22, 2022.

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

PRESIDENT’S REPORT - Brian Terhorst
Welcome to the 21/22 Board Term
President Terhorst welcomed everyone, especially the new directors, to the first official meeting of the new Board of Directors. He noted that all have been participating in the Board committees and noted that work has already started. Thanking everyone for jumping in, he stated that discussion would occur later in the meeting as to who is interested in which committee without requiring a commitment at this time.

Membership Drive
Although GM Lightfoot would give the details of the membership drive in her report, President Terhorst said that the drive finished well above its goals. There was a great team effort and sounded great both onsite and to the listeners. He gave a big thanks for the Board’s “New Member Challenge” stating that it was highly effective.

Covid Response Update
KVMR’s attorneys responded in detail to the revised draft of the Covid policy including the requirement of vaccination which the Board previously approved. The Board will vote later to approve the final policy.

KVMR Employee Handbook Update
Elmore HR has been working with KVMR for months to complete the KVMR Employee Handbook which is close to being finished. Several elements of it will go into effect in the new calendar year. The thoroughly professional Handbook will go to the Board in time for approval.

GENERAL MANAGER’S REPORT - Ali Lightfoot
President Terhorst reminded the Board that GM Lightfoot has submitted a full report for their review and would only provide updates in the meeting.

Membership Drive
GM Lightfoot stated that the pledge drive was a “beautiful team effort - it just worked the way it was supposed to.” She thanked the Board for their challenge which was met in just three shows and resulted in 30 new members. The message for new members included five “pitches” that were well liked and will be used again. Some new members came on at high levels.

The system that had been used with staff only in recent drives proved successful with the broadcaster team and was “really fun”. Social media is effective for messaging as well as the newsletter. It was possible to gauge how many people donated because of the newsletter due to paying through Paypal.

New Items
GM Lightfoot has been meeting with the Program Committee about the Arts Calendar. This previously has been live reads even weeks ahead. There will now be a prerecorded Arts Calendar by Felton Pruitt with a volunteer taking it online. The announcements will be updated every day. For community events, those that are free or
for non-profits, Steve Baker will be announcing them each day in his morning newscast. This will allow Broadcasters to focus on music and will begin November 1st.

**Volunteer Appreciation**
There was going to be a public concert on December 14th which has been cancelled although there are starting to be live events again. Now considered is a concert to honor the broadcasters at the Nevada Theater. There will be no food and there will be a vaccine/mask mandate. Invitations will be sent to broadcasters and the Board plus 1. If it is full then they may do two shows. There will be awards between two acts and is estimated to be about 1.5 hours. It will be a little cheaper than in the past because they will not be feeding the attendants. The event will be free, and the venue will be free because it will be considered as a fundraiser for the building by the Nevada Theatre.

**Other**
GM Lightfoot has been working on the RFP for the youth news corp. She can send it to those who would like to help in the writing. The applications will be online, and the positions paid through available funds. Let her know if interested.

**Questions/Comments**
President Terhorst provided some explanation for the new directors. The holiday concert and party were conceived as separate events. The Nevada Theatre concert will feature local artists with original holiday themed music which is being compiled for a fundraiser. Originally it was going to be an open venue with tickets, but this has been pulled back. Typically, the station holds a volunteer recognition event in the Stone Hall of the Nevada Theatre which is a big, banquet event. This has been all called off due to continued Covid concerns. GM Lightfoot has rethought an integrated event with performers and people who contributed to the station. It will be by invitation only for broadcasters. There will be reserved seats and will be spaced out. President Terhorst invited questions and discussion ensued with the following points made:

- The Board has in previous years served the volunteers. It is “awesome” to have a strong Board presence. In planning, consider if there might be a safe way for the Board to play a role.
- The event will not include a general meeting which will be held another time on Zoom.
- Invites will also include major donors. There may be a pre-event for them.
- It is being considered how the Board might serve non-alcoholic drinks safely.
- The event is to be kept simple with a holiday feel with intent being to recognize the broadcasters.

**FINANCIAL REPORT - Treasurer Boyle**

Treasurer Boyle began by sharing the dashboard which showed the results for the last fiscal year showing the following results:

**Balance Sheet**
• Cash was down in September by $25,000. Need to consider Accounts Receivable and Payable and that $75,000 was paid down on the mortgage. There is over 6 months cash in reserve. Operating reserves are over $600,000 and should be transferred into a separate account.
• Long-term Debt - Mortgage is now $947,000 which is a big milestone.
• Current liabilities include the $191,000 American Rescue Act funding.

**Profit and Loss**
• Ended up $69,000 over Budget for the year - not as good as forecast but we received the $25,000 Cal Grant.
• Personnel was less than $10,000 over budget even with Covid and emergencies.
• Operating expenses were lower by $24,000.
• In kind was a wash.
• Other Income was zero, but line item includes PPP (Question by Director Grossman).
• We were very close to budget.
• Overall, it has been a good year with the next expected to be good as well due to grants.

**Membership**
• 126 more donors
• Membership income was good at $20,000 above budget although the last few months have been down.

**Revenue vs Budget - Chart**
• Revenue from PPP will not be available in next year's budget.
• Auto Donations were strong.
• Underwriting was a little low.
• Membership did well.

President Terhorst clarified that some of the grant money received in the last fiscal year is a two-year allocation. One of those unexpected grants rolled forward into the next fiscal year, and no further Covid grants are expected. Treasurer Boyle stated that we will show just as strong in grant revenue.

**DISCUSSION ITEMS**

a. **Board Development Committee Report** - VP Del Phoenix-Wilcox and President Brian Terhorst - Co-Chairs

**Board Buddies and Orientation** A Board orientation is hoped to be scheduled next month and will be discussed at the next BDC meeting. Board Buddy alliances have been formed. The prior practice was for new directors to reach out to the old. This year the experienced directors have reached out to the new.
• VP Phoenix-Wilcox and Director Wilson have partnered with Director Fischer.
• Director Grossman has partnered with Director McWilliams.
• Secretary Brenner has partnered with Director Shields.
The new Board members were reminded that they are not restricted to their mentor. Board members can reach out to anybody to ask questions. Mentors on the BDC will be reporting. The November Board meeting will be the orientation led by VP Phoenix-Wilcox who has created the content which the BDC is helping to revise.

President Terhorst referred to the email which was sent to all Board members regarding upcoming training on non-profit financial reports with additional training opportunities coming. A generous, anonymous gift of $500 was made to KVMR earmarked for Board training. GM Lightfoot stated that it would be much easier if Board members enroll themselves and submit for reimbursement. An expense form can be obtained from Silke or the GM. President Terhorst requested that he be informed when a Board member registers, so that he is able to track the funds spent. There is a fundraising class from the Center for Nonprofit Leadership on November 15 that might be valuable to the FDC members.

   President Brian Terhorst and Secretary Barbara Brenner  
This is a revision of the earlier policy which was approved by the Board and comes after the Board’s further approval to require vaccination. The pro bono attorney has reviewed it very thoroughly. What is changed is that the broadcaster/volunteer agreement, as well as the employee agreement, requires proof of vaccination which cannot be waived. The Certified Industrial Hygienist’s seal was removed from this version because Kim Worl did not participate in the revisions. A table of revision was created. The policy has been implemented by KVMR staff. The revised Covid Prevention Plan is recommended for approval by the Covid Steering Committee and has been approved by counsel.

It has been discussed how the policy will be implemented with broadcasters. It is possible that it will be done in shifts, scheduling 2-3 hours for them to show up, and it is asked that the Board assist. President Terhorst has already volunteered.

GM Lightfoot requested that the form be sent to her in Word format for possible changes and safekeeping, noting that it will be provided to signers only in PDF format. Director Grossman asked what the interim policy is and was advised that “self-attestations” are being used. President Terhorst will write the notice to broadcasters regarding the new policy implementation as President of the Board. The policy was included in the Board packet and a motion to approve was requested. Motion to approve the revised “KVMR Covid-19 Prevention & Protection Plan” was made by Director Shield, seconded by Director Sharkey and opened for discussion. The only comment was by Director Grossman to limit distribution of the Word document, and the motion was **carried unanimously 11-0-0-0.**
c. **Fund Development Committee Report on Harvard Business School** - Director Peter Grossman, Chair

i. **Update: HBS - Non-profit Brainstorming Sessions**

The first brainstorming session with the HBS - Community Partners, previously approved by the Board, will be held Friday, December 17th from 12 - 1:30. Director Grossman asked for comments if any on the issue statement provided to HBS. Attendance will be limited. President Terhorst, Director Grossman and GM Lightfoot will be attending. All are welcome to attend the FDC subcommittee meeting. The brainstorming session will be videotaped. The subcommittee meeting will be Wednesday, and an invitation will be sent out.

ii. **Action: Authorize Application for Pro Bono Consulting Services**

The additional opportunity will be for a bigger consulting project with Harvard Business School to evaluate and frame the strategic planning process. It will include a 4–6-month engagement with their Community Partners. They can look at the current 5-year Strategic Plan and see how it has been implemented. They can provide input on the next 5-year plan commencing in October of 2023.

Director Grossman has the application for this pro bono service drafted and is seeking Board approval to proceed with its submission. KVMR will not be obligated to do anything, but this is an opportunity to receive high level input from experienced professionals. President Terhorst emphasized that it is pro bono, costs us nothing but gains input from a brain trust. This could help KVMR be more effective while being under no obligation. This is zero risk with a high potential for gain. Because the application is on behalf of the Corporation, Board approval is necessary.

Motion to approve the application for additional consulting services from HBS Community Partners made by Secretary Brenner; seconded by Director Wilson and opened for discussion.

Director Fischer asked if it will always be the same three people attending. President Terhorst explained that these three people were the most appropriate for this session. Subsequent projects with HBS will incorporate the most appropriate Directors for those projects. Director Grossman participated in such meetings through HBS. Previously the consulting sessions were held monthly at the client’s place of business. The client could bring in anyone pertinent to the discussion. Virtual meetings will probably work the same and might allow for a lot more input. Discussion ensued on the drafting and review of the application through the SDC. President Terhorst encouraged anyone who wants to participate to quickly reach out to Director Grossman as the application will be quickly finalized once the Board approves it. Therefore, there being no further discussion, the motion was **carried unanimously 10-0-0-1**. President Terhorst thanked
Director Grossman for connecting KVMR with HBS and it is triggering all kinds of useful thoughts.

d.  [Action]: Station Development Committee Report - Review of Strategic Goals by Subcommittee - Secretary Barbara Brenner, Chair

The document, “FY 2021/2022 Board Goals by Committee/General Manager - Final October 2021” was posted in BOARDnetWORK with the Agenda setting forth the strategic goals for implementation of the Strategic Plan for FY 2021-22. The GM goals continue to implement the programming strategy that GM Lightfoot presented to the Board at the retreat in November of 2019. In 2020 there was no retreat, but Board goals were developed and implemented. Secretary Brenner had asked that each member go back to the objectives and see what work each member is interested in working on. The SDC will track progress on goal implementation as part of the overall cycle.

President Terhorst clarified that the document has been revised in committee every couple of months and it is asked that the new Board approve the document. Secretary Brenner confirmed that the included document is for this fiscal year. Motion to approve the “FY 2021/2022 Board Goals by Committee/General Manager - Final October 2021” was made by Director Grossman; seconded by Director Sharkey and opened for discussion. President Terhorst noted that this is a living document which is evolving daily but provides a roadmap for the Board. The motion was carried unanimously 10-0-0-1.

e. Committee and Subcommittee Assignments - President Terhorst

President Terhorst reminded the Board that all Directors are to serve on at least one committee. The standing committees are where the Board’s work is conducted. If you are serving on more than one committee, choose one to which you will commit most of your energy. For example, President Terhorst is co-chairing the BDC and focuses on its Policy/Bylaws subcommittee. He serves on all the other Board committees but with less involvement. He stated that he would take roll call of the Directors and ask that Directors state their committee/subcommittees preferences. He further asked that all be sure that they utilize BOARDnetWORK to be able to access committee schedules and information. President Terhorst acknowledged that some directors may still be “shopping” for their committee(s).

Treasurer Boyle - Presently on the EC and FRC - one subcommittee. The FRC is looking into a new information security policy and looking for members with expertise in that area, possibly Director Shield.
VP Brenner - Chair of the SDC and Strategic Planning subcommittee which is her main focus. She is also on the EC, the BDC focusing on policy development and the FRC as it relates to policy review.

Director Fischer - Presently on the FDC and its Events Subcommittee.; she is also the scribe for the BDC.

Director Galindo - As Director Galindo had excused herself the meeting at 7:30pm, President Terhorst reported that Director Galindo is presently on the FDC with interest in working on events. She is also on the SDC.

Director Grossman - Presently the Chair of the FDC and its Capital Campaign Subcommittee. He is also supporting Director McWilliams as Co-Chair on the Events Subcommittee. He is on all 4 committees and works with the SDC specifically on its Strategic Planning Subcommittee.

Director McWilliams - Planning on joining the FDC, specifically Events Subcommittee and wants to contribute to underwriting strategy if possible.

VP Phoenix-Wilcox - Presently on the EC, Co-Chair of the BDC and its Bylaws Subcommittee.

Director Sharkey - Presently on the SDC and its Strategic Planning Subcommittee. He is also on the FDC and its Capital Campaign Subcommittee.

Director Shields - The SDC seems his natural home. He is also visiting the BDC and FRC.

Director Wilson - Was on the SDC and BDC, but now has agreed to be the scribe for the FDC and is interested in the Event Subcommittee.

President Terhorst - Presently on every committee and subcommittee. He is Co-Chair of the BDC where he is very involved with its Policy/Bylaws subcommittee. He has relationships with all of the other committee chairs. If participation in the other committees detracts from his involvement with the BDC, he will pull back. He likes to keep his eyes on all because he is ultimately responsible.

GM Lightfoot - Ex-officio on the Board of Directors and presently on all committees except the EC and BDC. She goes to all of the committee meetings and provides information on operations and strategy. She is passionate about the FRC, the SDC and
its Strategic Plan committee, because the budget corresponds with the annual operational plan, and she enjoys planning and the expertise.

Board Scribe McDowall - Attends every SDC meeting as Scribe for that committee but does not officially serve on any committees. She does have open communication with President Terhorst.

President Terhorst also advised for the sake of the group that he and VP Phoenix-Wilcox meet with GM Lightfoot every other week for approximately two hours. GM Lightfoot is very receptive and keeps the Board informed, reaching out when needed.

e. [Action]: Holiday Meeting Scheduling - President Terhorst

President Terhorst suggested the following:

- Move the November Board of Directors Meeting from 11/24 to 11/17. However, this would be the same day as the FRC meeting. Other suggested dates did not work for members, so it will remain with the FRC meeting being in the morning on the 17th. The business office usually provides the reports on Friday and the FRC can digest reports over the weekend.
- Move the December Board of Directors Meeting from 12/22 to 12/15. This will be the day after the Holiday event. Last year’s December Board meeting was lean with a virtual social event following. There was discussion about a possible social event this year too.

GM Lightfoot stated that the staff will not want to stay late the day after an event. Discussion ensued. It was agreed that VP Phoenix-Wilcox and President Terhorst will meet with Ali to discuss all planning involving staff. A motion was made to move the November/December Board meetings to one week earlier. Motion by Director Sharkey; seconded by Director Grossman and carried unanimously 10-0-0-1.

COMMITTEE REPORTS

Executive Committee - President Terhorst, Chair

Nothing to add.

Board Development Committee - VP Phoenix-Wilcox, Co-Chair

Nothing to add.

Financial Review Committee - Treasurer Boyle, Chair

Previously discussed was broadcast liability insurance. Secretary Brenner clarified that the line of coverage for exposures such as errors, omissions, slander with a limit
presently at $1 million. It could be increased to $2 million which has become more common. President Terhorst asked the cost, and Treasurer Boyle thought it to be around $900/year needing to be balanced with property coverage. Secretary Brenner advised that the Nonprofits Insurance Alliance will not be renewing KVMR’s property policy due to wildfire risk and; there may be an increase in the building valuation. Brenner does not think there needs to be a tradeoff between placing adequate property and increased broadcast liability coverage due to KVMR’s financial position. It is desirable to have $2 million limits for all lines of coverage. Treasurer Boyle stated that it is on the table for discussion, and President Terhorst stated that there is no action required at this time.

Station Development Committee - Secretary Brenner, Chair

Regarding the Community Advisory Board, Douglas Hooper and Barbara Graves have submitted a draft of the CAB Bylaws.

Fund Development Committee - Director Grossman, Chair

The FDC Event Subcommittee will meet with GM Lightfoot to work with staff on the upcoming event when the next meeting is scheduled.

ADJOURN

Next meeting of the Board will be November 17, 2021, at 6:30 via Zoom; one week earlier than usual.

Motion to Adjourn by Secretary Phoenix-Wilcox; seconded by Treasurer Boyle and carried unanimously 10-0-01. Meeting adjourned at 8:25pm.