

KZYX & Z BOARD MEETING
Minutes of the Meeting of July 12, 2010
WILLITS CENTER FOR THE ARTS, WILLITS

Board members in attendance: Katharine Cole, Michael Grady, David Hopmann, David Jackness, Fran Koliner, Anthony Melville, Bob Page and Nicole Porter.

Board members absent: Ann Cole

Others in attendance: General Manager John Coate; Program Director Mary Aigner; David Steffen, Staff/Underwriting; Caren Callahan, CAB member; and members of the public.

1. Call to Order - President Michael Grady called the meeting to order at 6:10 pm.
2. Presentation of the Minutes of the May 2, 2010 meeting - Katharine Cole, Secretary, presented the minutes of the membership meeting held at the Saturday Afternoon Clubhouse in May. After the addition of a missing name of the public by Nicole Porter, David Jackness moved and NP seconded the Minutes as revised. Approval of the minutes was unanimous. There were no other documents to or from the Board of Directors taken into consideration at this time.
3. Public Comment - at 6:15pm, MG opened the meeting to public comment, at which time Louis Bigfoot requested mediation for reinstatement as a programmer and Holly Madrigal, representing the Willits City Council, welcomed the Board to the Center for the Arts and thanks them for their work and integrity. No other public requested hearing.
4. Report of Community Advisory Board - Caren Callahan presented the report on the CAB meeting which took place immediately prior to the current Board meeting, as well as previous meetings. She advised the previous meetings have been centered on board members getting better acquainted with the functions of the CAB, formulating the process for moving forward with their responsibilities, and that they had already gathered many positive comments from the public for recommendation to the Board. She further advised future meetings will rotate around the County for better public access, with the next meeting being in September. MG thanked the CAB and requested someone from the CAB report at all future Board meetings.

5. General Manager's Report - General Manager John Coate addressed the meeting with his report. A complete written version is included in these minutes as Attachment A. There were several points of clarification, in part as follows:

A. Finances - JC said the priority has been to dispatch the station's debts prior to equipment upgrades, but advised several upgrades were needed. He pointed out there were a few unexpected 'windfall' donations, including the Mendo Mill matching grant, the unscheduled \$12K payment for economic hardship from the CPB, and the \$10K from A. Jacobsen.

The Board was advised the online running pole begun last week regarding possibly dropping All Things Considered (ATC) and moving Democracy Now's time slot has been very helpful. As of this date, approximately 150 listeners have responded via online and 12 have requested the survey via mail. Advance responses appear to approve of the move of Democracy Now to 4pm (from 8am), but there is resistance to losing ATC. Therefore, JC has put the ATC move on the back burner and included it with programming expenses on the proposed 2011 budget. There was a short discussion re particulars and it was noted results would be published online soon.

Underwriting has fallen off, but mainly this is due to the economy. We will continue to pursue businesses and non-profits and the proposed budget reflects a more reasonable figure (from \$8K in 2010 to \$5K in 2011).

B. Programming/Membership - The staff is actively looking for public-interest programming. We are receiving Arbitron results showing listener-ship at the average of 20,000. JC noted young people still listen to radio more than other media, including iPods, and they are taking that into consideration, as well. [He also mentioned the need to complete a report regarding the future of the station in light of current technology trends.] The goal will be to add 150 memberships this year.

C. Events - Our events calendar notes from the Board retreat have yet to be translated onto the online all-access Google calendar and that will be happening soon. Regarding specific events:

(i) 1-Day Pledge Drive: Approximately \$21K was raised and we have collected \$14-15K of that as of today's meeting.

(ii) Ukiah Food Co-Op Raffle: Raised \$9-10K and created a good relationship with the Ukiah Co-Op. Winner (woman in Laytonville) was very excited. DJ suggested we might get a testimonial from the winner or otherwise relate the story to the public.

6. Fundraising Events -

A. Luau/FK: FK advised \$45 tickets are available for purchase. The event is scheduled for August 7th, with a 3:30 start time, at the Boonville Fairgrounds. We will have access to the kitchens and there are no conflicting events (sound-wise) scheduled during our event. Food teams have been forming with plans to have more salads and desserts than last year. FK said she would provide a volunteer duties list to the Board. They are printing 300 tickets for adults and 50 for children/youth. MG noted publicity seemed to be late in getting out with only four (4) weeks to go to the event. There was a short discussion between those present regarding possible sliding scale tickets, drink tickets and specifically, BP emphasized using more volunteers and developing reliable volunteer lists for all upcoming events and needs of the station.

B. Private Major Donor Fundraiser: KC reported on the progress of the fundraiser currently set at a private home in Philo for Sunday, August 29th from 3-6pm. She advised the invitations were being finished and should be mailed out within two (2) weeks. Sponsors were still needed for non-alcoholic beverages, paper goods and signage, etc. AC, Diane Herring and KC have set a working timeline for the event.

C. 1-Day Pledge Drive: MG wished to recognize Ann Cole and Diane Herring for their work preparing and executing the "Keeping the Show on the Road" pledge drive and phone-o-thon with Board Members and the station. In particular, AC's work on the DonorPerfect system allowing more accurate records and information which is invaluable for our fundraising purposes.

D. Concerts: David Steffen mentioned the possibility of a Mose Alison benefit concert at the Center for the Arts in Willits, possibly September 24th. He will keep the board and staff advised. A short detail discussion ensued.

[There was a discussion regarding calendar events, the importance of contacting lapsed members, and whether a formal fundraising committee meeting was necessary. It was deemed not to be feasible until early September, prior to the October Fall Pledge Drive.]

7. By-Laws Amendment - MG noted the proposed By-Laws amendment had been properly posted and the required 30-day membership notification requirement had been met by this meeting of the Board. BP opened by stating the amendment on its face was quite clear and only would come into effect if there was an entire slate of candidates for the Board who were unopposed. [See By-Laws Amendment attached.] DH then read the entire By-Laws Amendment as proposed and again emphasized it is absolute and only serves to save the station unnecessary mailing expenses. MG mentioned that as he was

the election coordinator for the last election, he would submit a guidelines report for any future election coordinators. He further clarified for the public that three (3) seats on the Board are up for election each year and if all three are uncontested, then there would be no need for a mailed ballot to the membership. This arose only because finding willing candidates for the Board has become difficult in recent years and, in fact, often the seats are uncontested until the very last minute, usually the day of the filing deadline. BP moved to approve the By-Laws Amendment as proposed; FK seconded. **At 7:33pm, the By-Laws Amendment was unanimously approved by the Board.** MG noted AC approved via previous telephone call.

8. Board Policies and Procedures Changes - MG stated there were two (2) proposed changes in the Station Handbook needed for the Board's review: (i) clarification of the definition of "Programmer-Elected Director" (currently NP); and (ii) clarification of the definition of "Membership" and "Dues". After a short discussion, it was decided this was an action item for NP to present and it was tabled until she could report to the Board and an informed vote be taken. The changes were tabled to the next meeting.

9. 2011 Budget - At 7:39pm, JC began a line-by-line read through and explanation of his proposed 2011 Budget (see Attached). This hour-long discussion of the budget included the following highlights, in part:

A. Line 4050 (Major Donor Giving) and Line 4000 (Donations) have been, in effect, combined hence the lack of a 2011 figure on line 4050.

B. Membership (4020) reflects approximately 2200 current members and 2500 is the 2011 goal.

C. Other Grants (4090) includes the before-mentioned "windfall" donations.

D. Bank Charges (6010) is in the majority credit card fees. JC noted as we pursue more donations by credit card, this figure should increase, however the benefits of receiving donations immediately is worth the expense.

E. Fundraising/Events Expenses (6070) includes payment to performers & artists, promotional materials and DonorPerfect software.

F. Postage/Delivery (6190) reflects the end of the rental on the postage meter and we will be using more bulk mailing, when appropriate. JC noted we have the premiums and associated mailing costs in check.

G. Broadcast Engineer fees (6260) details an upcoming re-evaluation at Laughlin Ridge. This amount may be less (\$1200).

H. Programming Fees (6280). There was a short discussion regarding current program costs, including NPR's All Things Considered and the recent implementation of Spintron (music programmer's log) for record company reporting. Also it was brought up we cannot access PBS-based shows as we are not a television station nor on that satellite network. It was noted that the website is now able to give public access to archived programs, all that is needed is a volunteer to upload them.

In summary, JC stated we are running about \$20-30K ahead and unless we have unanticipated expenses, the station needs to maintain this income level in order to see the debt lowered. At the current rate, in reality we are looking at five vs. three years until total debt is paid off, unless we continue to increase our income. KC moved and NP seconded acceptance of the 2011 Budget as presented. There was a discussion between MG, DJ and JC regarding the viability of a capital campaign for the debt. It was concluded by JC that if we could operate without the debt, a better product would be the result (e.g. we could upgrade equipment, programs, et al.). Debt dispatch is the key.

The Board then voted unanimously to approve the 2011 Budget presented by John Coate (AC by proxy).

NEXT MEETING: September 13th, 6pm, Anderson Valley (location TBA)

ADJOURNED: 8:33pm

Submitted 7/13/10 by K. Cole

(3) Attachments:

General Manager's Report/Proposed 2011 Budget/By-Laws Amendment