

MENDOCINO COUNTY PUBLIC BROADCASTING

Board of Director's Meeting

ZOOM – Meeting ID 861 6178 0759

July 29, 2025 - 5 PM

DRAFT MINUTES

A CALL TO ORDER

Called to order at 5 pm. In attendance SK, MG, JZ, CW, DS, SD, KO, MS, KW. Also in attendance outgoing GM Dina Polkinghorne and GM/DO Andre De Channes.

B AGENDA APPROVAL

Motion – MG 2nd SD Approved unanimously

C PUBLIC EXPRESSION

- Eileen Russell – Advocating for KZYX local news programming.
- Dr. Richard Miller – Gave history of his involvement with KZYX and his previous programming. Concerned about current governmental spending cuts and KZYX finances. Would like to re-start his program.
- Jim Beatty – Reviewed upcoming KZYX events. Outgoing voicemail messages are not current. Need to be updated.
- Johanna Cummings – Interested to hear feedback on 174 campaign results. Ability to give direct access for listeners to provide feedback KZYX.
- Jill Hannum – Reaffirmed comments from Jim Beatty and Johanna Cummings. How can we better involve listening audience?

D REPORTS FROM COMMITTEES

D.1 General Manager's Report - Andre De Channes

- Phones – working with MCN to re-design phone tree so that voicemails are forwarded as emails to staff.
- Emergency broadcasting changes.
- Ft Bragg power outage. Tower engineer replaced power supply. STL transmit amplifier replacement Laughlin Ridge & Cold Springs.
- Coordinated with W Clay Street PM on next phases at Ukiah location.
- Grounding work for tower.
- Working with Dina to transfer all GM tasks to Andre.
- Worked with BOD to set up 174 fundraising drive.

- Andre had interviews with KQED, Cal Matters on recission issues.
- Working with Treasurer Golden on QB migration completion.
- Philo landlord discussion on upcoming lease expiration.
- Close out NEH grant.
- KZYX music events upcoming.
- Director Strock questioned if programmers have emergency procedures in place.
- Andre, Eddie and W Dan are monitoring status of broadcasts.
- Director Wilder questioned what the emergency procedures are for programming in progress.
- Director Zolitor questioned issue of programs being repeated.
- Director Ottoboni questioned job descriptions progress.

D.2 Finance Committee Report – Treasurer Golden

- Finance committee met July 17th.
- Gave run down of provisional financial statement balances as of June 30th. They are:
 - Operations Checking \$231,126
 - Concert Checking \$25,998
 - Building Fund Checking \$377,454 (Restricted)
 - RCU Savings \$2,000
 - Scwhab \$17,266

As of June 30, 2025 Operations and Building Fund **combined** show a net income of \$216,263. The bulk of this income is due to building fund donations.

- As of July 7th balances are:
 - Operations Checking \$234,676
 - Concert Checking \$25,998
 - Building Fund Checking \$380,595
 - RCU \$2,000
- Mortgage loan balance is \$314,871. Rate 4.5%. Loan resets Oct 2026. Looking at options to refinance.
- Transition/conversion to QB almost complete.
- Inputting new budget for 2025-26. Finance Committee will do relook of budget.
- Tax return for FY 23/24 amended due to error. Error Identified by CPA.

- Original Expenses per audit \$801,487
- Revised Expenses per 990 \$847,522
- Auditor has redone amended Form 990 return. Error was on the part of the auditor not the station.
- Director Ottoboni questioned what have we brought in from the 174 Campaign.
- Updates should be announced on air.
- Susan said current 174 Campaign results approximately \$28k.
- New members are being generated.
- Treasurer Golden said looking to create an ongoing membership report.

D.3 Executive Committee Report – Board President Baird

- Executive Committee is planning for upcoming board meetings.

D.4 Building Fund Report – Board President Baird

- Need to coordinate all future fund-raising efforts.
- Background on the development of the 174 Campaign. Talking about sustainability for the station.
- Main issue is getting station moved to Ukiah location.

D.5 Building Project – Director Spindler gave update as previously provided to the BAC.

The following are the main critical path project deliverables that have been completed over the past 30 days. These have been provided by our project manager, Alexis Vincent.

- In addition to the tower conduit being buried and integrated into the building, the foundation footing has also been excavated and soil on the bottom will be inspected again.
- Preliminary inspections for mechanical and electrical have taken place with a few minor tweaks needed before re-inspection and anticipated sign off.
- Low voltage infrastructure will go in soon. We are in the process of bringing consultants Greg Dahl and Phil onboard to assist Andre and Brian with wiring.
- Insulation is being scheduled now.
- Tower components ordered

- Window coverings ordered
- Orders for interior paint and floor coverings are happening soon.
- Rebar, hardware and grounding system for tower installed soon - requires another inspection
- After that, the foundation concrete pour for tower - requires another inspection
- Treasurer Golden – When can we do a site visit with members? Director Spindler will follow up with the PM as to when would be the best time.
- What about news outlets doing articles on the new site? Director Ottoboni said KC Meadows (editor for UDJ) may be interested doing an article. She was a previous KZYX programmer.
- Potential future KZYX news release and PR campaign.
- Board President Baird suggested possible walk-through tours for VIP/large donors.

D.6 Secretary Report-Out – Director Spindler gave overview of correspondence received.

- Director Spindler questioned what should be considered “correspondence/communications”.
- Board President Baird stated need to develop policies on what constitutes correspondence. Deferred to Executive Committee.

D.7 Personnel Policy and Procedures Revisions Status Report – Director Wilder has assumed the role of station Ombudsperson.

- Going to revisit personnel handbook. Important for personnel evaluations.
- Focus is on improving personnel and hiring policies.
- Director Wilder is working with Director Strock on personnel policy improvements.

E CONSENT CALENDAR

E.1 APPROVAL OF JUNE 2025 MINUTES

Motion to approve – JZ. 2nd MG. Passed unanimously.

E.2 RECEIPT OF JUNE 2025 PRELIMINARY FINANCIAL REPORT

Motion to approve – JZ. 2nd MG. Passed unanimously.

F CONDUCT OF BUSINESS

F.1 DISCUSSION REGARDING ELECTIONS – Board President Baird

- Next elections March 2026. 4 seats open for elections.
- The board's Election Policies and Procedures are nearly 20 years old and need to be updated. No amendments to the bylaws will be involved.
-
- Volunteer Serena Jones will be doing work to update the Policies and Procedures. Will look at other public radio stations to develop report of findings.
- KZYX board election process is rigorous as compared to others.
- Election process will begin in the Fall 2025. Candidates need to be in place early 2026.
- Updated Policies and Procedures will be available in September 2025.
- Director Ottoboni – Shared that the 2006 election policies and procedures were designed with Pacifica Network experiences in mind.
- Looking at outside resources to manage/facilitate elections.

F.2 AUTHORIZE GM ANDRE de CHANNES AS A SIGNER ON ALL BANK ACCOUNTS –

Treasurer Golden gave overview.

Motion by MG 2nd JZ Passed unanimously.

F.3 AUTHORIZE GM ANDRE de CHANNES TO OPEN A KZYX/MCPB PO BOX IN UKIAH AND TO HAVE ALL MAIL FORWARDED TO THAT BOX FROM THE KZYX/MCPB PO BOX IN PHILO –

Andre gave overview of requirement and timeline.

- Director Wilder mentioned having unique PO Box number.
- Look for PO Boxes that have KZYX station numbers perhaps.

Motion by JZ 2nd CW. Passed Unanimously

F.4 DISCUSSION REGARDING BANKING – Treasurer Mary Golden Discussed strategies for QB conversion.

- Using technologies to support activities. Scanning & depositing checks.
- Which local financial groups have the best tools?

- RCU has advanced check processing tools that can be leased or purchased.
- Have new PO Box number on checks. Order checks with new Ukiah PO Box #.
- Processing checks faster gets payments to contractors faster.

Motion to change checking account over to RCU to facilitate faster check processing and authorize Andre De Channes as signatory.

Motion JZ 2nd SD passed unanimously.

G MATTERS FROM BOARD MEMBERS

Director Zolitor – Update on KZYX summer music festival.

- Info is on line on KZYX website.
- 1st annual summer music festival.

Director Wiederholdt – Pursuing Candid profile upgrade to platinum.

- Candid organization gives ratings for nonprofits. We have gold seal.
- Survey required from board members.
- Kudos to Director Wiederholdt on 174 Campaign branding.

Director Zolitor – Looking for board members to do recission/174 campaign spots.

- Check Director Wiederholdt's suggested copy spots.

Treasurer Golden – Barra event specifics.

- Martha Barra reached out to Katharine re Barra hosting a running event at their site.
- Funds raised will be at least \$500. Renee Vineyard is coordinating volunteers.

Director Ottoboni looking to do joint show with reps from KMUD talking about state of rural radio.

Board President Baird – Question how to acknowledge 174 campaign donors and announced next BFC meeting.

H ANNOUNCEMENT OF NEXT MEETING: Tuesday, Aug 26 2025, 5 PM OVER ZOOM

K ADJOURNED at 6:35 PM

Submitted by Mark Spindler, KZYX Board Secretary August 26, 2025

