

MENDOCINO COUNTY PUBLIC BROADCASTING

Board of Director's Meeting

ZOOM – Meeting ID 861 6178 0759

November 18, 2025 - 5 PM

ADOPTED MINUTES

A CALL TO ORDER 5:02 PM

In attendance: SB, JZ, MG, KO, SD, DS, CW, MS. Absent: Director Wiederholt.

Also attending: staff members Hiedy Torres, KZYX Administrative Assistant, and GM/OD Andre De Channes; and members of the public Ed Keller and Roger Foot.

B AGENDA APPROVAL

Amendment: 2025 preliminary financial reports deferred to next month.

Motion by JZ, 2nd MG Passed unanimously

C PUBLIC EXPRESSION

No public expression.

President Baird explained a policy change approved by the Executive Committee:

- There will be no public comments during the course of the meeting because it is too disruptive, distracts from completing agenda business, and makes meetings too long. The previous meeting ran well over 2 hours.
- Trying to manage agenda more effectively by managing public comments. Limit public comments to the beginning of meetings. Public comments are not intended for agenda items.
- Director Zolitor stated that agendas are published prior to meetings.
- President Baird noted that existing policy and practice states that public expression time is limited to items "that may not have been considered by the Board previously and are not on the agenda." Expression is limited to 3 minutes.
- Director Strock and Director Zolitor proposed that members of the public be allowed to comment at the beginning of meeting on any topic, including items on the published agendas. This calls for a change in the customary statement on the agenda. There being no objection by board members, this change will be made.

D REPORTS FROM COMMITTEES

D.1 Finance Committee – Treasurer Golden

- Gave account balances as follows:

As of October 31, 2025 the balances in the KZYX checking accounts were:

SBMC operations checking account (#3934) – \$357,296.21

SBMC concert checking account (#3543) (unrestricted) – \$29,457.45.

SBMC building fund checking account (#9654) (restricted) – \$387,371.02.

Redwood Credit Union Savings (unrestricted for time being) - \$2001.18

RCU Operations savings account - \$0

RCU Building Fund savings account (restricted) - \$0

Net operating income YTD is \$76,058.76 compared to -\$40,697.03 for the same period in 2024.

As of November 11, 2025 the balances in the KZYX accounts are:

SBMC operations checking account (#3934) – \$368,234.85
SBMC concert checking account (#3543) (unrestricted) – \$29,457.45
SBMC building fund checking account (#9654) (restricted) – \$385,438.88
RCU overflow-MMA operations account (6618) (unrestricted) – \$1,996.18
RCU Operations savings account (6618-S20)- \$0
RCU Building Fund savings account (6618-S21) (restricted) - \$0
Schwab account as of Nov. 11, 2025 - \$54,826.62

As of October 21, 2025 the mortgage loan balance for 390 W Clay is \$311,965.76.
Loan is at 4.5% (per audit) and resets in October 2026 at a new rate.

- President Baird said we will discuss financial reports during closed session
- President Baird questioned Schwab cash account specifics. All donated stocks? Treasurer Golden clarified all balances are as a result of donations that have not been cashed out yet.
- Treasurer Golden stated that Director Ottoboni is looking at best practices for non-profits holding and liquidating financial instruments and also gift acceptance policies relative to the IRS rules.
- Director Zolitor questioned who is managing our investments. Treasurer Golden said that our broker is doing so. She checks these holdings monthly.
- Director Spindler expressed again his concerns over holding Tesla stock given the moral and ethical issues surrounding the Chairman and CEO of Tesla.
- Treasurer Golden can sell Schwab account holdings.
- Director Wilder questioned what role previous Interim GM Polkinghorn has relating to KZYX finances. Treasurer Golden stated that we haven't completed the transition from the Interim GM to GM De Channes.

D.2 Executive Committee and Election Update – President Baird

- Reviewed process for running upcoming board elections. Retaining Election Buddy to manage upcoming board elections. Johanna Cummings will serve as Election Coordinator.
- Received report from GM De Channes about database upgrade
- Discussed upcoming revised proposal to engage with Meagan Demitz to advise on fundraising strategies and plans.
- Made decision on conduct of meetings as described earlier.
- Dinner party at President Baird's residence after the Holidays for board members will be scheduled.

D.3 Building Fund Task Force – President Baird

- Long time member of KZYX Marc Komer has joined the Building Fund Task Force.
- Gave report on now submitted application to the Public Media Bridge Fund. KZYX not a high priority based on how much funding we have lost as compared to other stations.
- GM De Channes reported that grants from the Public Media Bridge Fund will be awarded in a series of tranches.
- Report from GM De Channes on database upgrade
- Discussed fund raising for Ft. Bragg transmitter repair
- Discussed having a public event to mark raising of tower at new Ukiah location
- Hoping to schedule site visit by local officials when appropriate
- Next meeting Thursday, December 4 at 5 PM.

D.4 Building Project – Director Spindler

Gave report with the most recent project deliverables that have been completed;

- Sheetrock has been installed in the studio/production building
- Interior painting is underway and nearing completion
- Concrete pad for tower has finished curing and is ready for placement of tower structure

The project deliverables that are likely to be completed in the next 30-60 days are as follows:

- Flooring
- Grounding
- Install racking for IT equipment installed in the IT room. Racks are already on site.
- Light fixtures
- Window coverings
- Delivery and construction of the tower
- Project financials review is upcoming. How much is estimated to be required to complete the project. Zoom meeting held with Project Manager. Have updated financials in hand to be shared at next monthly board meeting.
- Treasurer Golden brought up recent bills and how they should be classified relative to the project budget.
- Director Spindler stated he is looking to have PM Vincent be part of next board meeting to answer questions.
- Loop in Director Wiederholt on upcoming building project updates for new web site.

D.5 Personnel Policy and Procedures Revisions Status Report – Director Wilder

- GM/OD De Channes mid-year review was completed. It involved questionnaires filled out by Personnel Committee members and GM/OD De Channes, followed by a constructive in-person meeting.
- It is hoped that this process and tools will help enhance all MCPB personnel policy and practices.

E REPORTS FROM STAFF

E.1 General Manager's Report - Andre de Channes

- Nothing major broke this month
- Transmission line for Laughlin Ridge needs to be replaced. Some minor drop outs.
- Ft Bragg still running on the loaner transmitter
- Leak in washroom. Plumber Charlie Anderson Valley fixed it as a donation
- Fall Pledge Drive was a success. \$90k+ Thanks to our community membership and KZYX staff
- Financial accounting system review and cleanup process for QuickBooks.
- Migrating administration and accounting files from Philo to Ukiah. Moving away from paper records.
- Work moving forward on the membership database. Allegiance review indicated what immediate changes need to be made. Rep will provide quote on costs for changes to be made and when work can be completed. Looking for on-demand report generation capability.
- Director Zolitor questioned what the costs might be to make changes (training and database work)
- New juke box system slated for roll-out in the first quarter 2026. Still need to have a way to archive longer than 2 weeks; podcasts are an option.
- Meeting with Ukiah project PM and Director Spindler
- Underwriting goal to increase by 25%. Dated software is being updated to new software.
- GM De Channes represents rural stations on a consortium of NPR affiliates seeking more state funding.

- John Oliver's HBO show mentioned KZYX. GM De Channes tried to contact the show for follow-up, but found it impossible to get through.

F CONSENT CALENDAR

F.1 Approval of Oct. 2025 Minutes

Motion by JZ 2nd DS passed unanimously

F.2 Receipt of September 2025 preliminary financial report

ITEM REMOVED

G CONDUCT OF BUSINESS

G.1 Vote to authorize Executive Committee and GM to engage Meagan Demitz to advise GM and Board on fundraising strategy and messaging, with a major focus on the building fund, for an amount not to exceed \$15,000

- Director Zolitor made motion to engage Meagan Demitz on membership database analysis and to advise GM and board on fund raising strategies, for amount not to exceed \$15k. 2nd by MG.
- President Baird stated that money for this work will come from the building fund to engage consultant as described.
- Director Ottoboni stated concerns, with upcoming elections and Holidays using funds before new board members seated. Would rather wait for new board members to be seated to have their buy in. Not sure if this is a new proposal or working off previous proposal.
- Director Zolitor stated that proposal was split up into separate parts. Database work to be managed in house. End of consultant's proposal talks about fund raising strategies for capital campaign.
- Director Zolitor stated that proposal gives description of proposal deliverables. Need to figure out a way to get people with means to contribute to KZYX. How do we find those people?
- Treasurer Golden stated that now is not too early. Will be easier for new board members to have an established fundraising plan in place.
- Director Ottoboni questioned what part of the proposal we are supposed to vote on.
- President Baird clarified that sections are annual fund-raising strategy and training. The board is asked to authorize executive committee to engage Meagan Demitz based on upcoming revised proposal focused on development planning, for an amount NTE \$15k.
- Director Wilder asked for her to be involved in messaging to potential donors. She would like to be part of that process.
- Treasurer Golden said that it will be up to the board to execute the proposed fundraising plan to be provided.
- Director Zolitor clarified that consultant's services include help in targeting potential donors.

Director Zolitor's motion passed by a vote of 7 to 1, with Director Ottoboni opposing.

H MATTERS FROM BOARD MEMBERS

- Director Zolitor stated that a recent music show featuring Robbie Falks was successful, had a sellout audience, and was well received. Station made at least \$1k.

I CLOSED SESSION: Personnel matters. Entered into at 6:10 PM

J ANNOUNCEMENT OUT OF CLOSED SESSION Exited out of closed session at 6:54 PM

K ANNOUNCEMENT OF NEXT MEETING: Tuesday, Dec. 30, 2025, 5 pm via Zoom

L ADJOURN 6:54 PM