

MENDOCINO COUNTY PUBLIC BROADCASTING

Board of Director's Meeting

ZOOM – Meeting ID 861 6178 0759

October 28, 2025 - 5 PM

ADOPTED MINUTES

A CALL TO ORDER by President Baird at 5:02 PM

- Attending SB, JZ, MG, KO, SD, DS, CW. KW, Also attending Hiedy Torres, KZYX Administrative Assistant, GM Andre De Channes
- Guests Johanna Cummings, Jill Hannum, Roger Foote

B AGENDA APPROVAL

- JZ 2<sup>nd</sup> CW Passed Unanimously

C PUBLIC EXPRESSION

- None

D REPORTS FROM COMMITTEES

D.1 Finance Committee – Treasurer Golden

- See attached finance report
- Review of Financial Statements – Treasurer Golden
- As of September 30, 2025 the balances in the KZYX checking accounts were:
  - SBMC operations checking account (#3934) – \$349,192.26
  - SBMC concert checking account (#3543) (unrestricted) – \$26,878.45
  - SBMC building fund checking account (#9654) (restricted) – \$407,122.01
  - Redwood Credit Union Savings (unrestricted for time being) - \$2001.18
  - RCU Operations savings account - \$0
  - RCU Building Fund savings account (restricted) - \$0
  - Schwab account as of 6.30.25 - \$54,271.46
- As of October 20, 2025 the balances in the KZYX accounts are:
  - SBMC operations checking account (#3934) – \$348,262,60
  - SBMC concert checking account (#3543) (unrestricted) – \$25,823.40
  - SBMC building fund checking account (#9654) (restricted) – \$388,489.87
  - RCU overflow-MMA operations account (6618) (unrestricted) – \$2001.18
  - RCU Operations savings account (6618-S20)- \$0
  - RCU Building Fund savings account (6618-S21) (restricted) - \$0
  - Schwab account as of Oct. 20, 2025 - \$55,115.86
- Upcoming Finance committee meeting being moved up one week.
- Review of Mendocino County Community Foundation gifting policies: gift acceptance policy, investment policy, and stock donation form.
- Endowment report Director Ottoboni
- As of September 30, 2025 the mortgage loan balance for 390 W Clay is \$312,686.62. Loan is at 4.5% (per audit) and resets in October 2026 at a new rate

D.2 Executive Committee – Susan

- Forensic work required to complete record keeping which is ongoing.
- Work required to clean up books has nothing to do with the bottom-line totals as reported by Treasurer Golden

- Report from GM De Channes regarding Philo lease
- Reviewed proposal from Meagan Demitz to do consulting work for professional advice on fundraising and development. Sent proposal to engage with consulting work. Database review and fundraising strategies. Database review and fundraising efforts.
- Need more functional database for membership and donor development
- Director Zolitor questioned if we will discuss the Demitz report in detail? President Baird referred to Item G of this agenda.

D.3 Building Fund and Development Committee – President Baird

- No meeting was held the previous month
- Next meeting on November 6<sup>th</sup> @ 5 PM
- Director Ottoboni was sent a P&L building finance report on the building project committee
- GM De Channes clarified the nature of the report as provided by project manager Alexis Vincent
- Treasurer Golden explained that we are re-categorizing expenses under new Quick Books system. Audits of the building project have not been completed yet but will be forthcoming
- Jill Hannum stated that KZYX needs to track by costs and revenues related to the project itself. Need a much clearer picture of those activities.
- GM De Channes clarified that we will have an upcoming meeting between the project manager, the GM and Director Spindler.
- Director Ottoboni questioned when we might get an updated snapshot of the project budget.
- GM De Channes clarified current status of the budget and bookkeeping for the project should be available in Quick Books. No big ticket items are expected immediately for the building project. Pause in project due to PM vacation time.
- Director Ottoboni questioned transition relating to Quick Books: does it include building project? GM De Channes clarified it covers outflows for the building project.
- Director Zolitor stated that we have accurate numbers for outflows but not building fund raising inflows.
- President Baird clarified process underway to accurately categorize fund raising revenues for building project
- Director Ottoboni questioned if the fifty donors of +\$500 donors had been recognized with thank you's for the 174 Campaign. Treasurer Golden confirmed that thank you's have gone out to donors to 174 Campaign and May benefit concert.
- Director Zolitor questioned if financials for building fund are available. Treasurer Golden clarified that all banking accounts have been reconciled. Only the months of March, April and May have been reconciled in preparation for the required audit. Have not gotten to the building fund reconciliation yet.

D.4 Building Project – Director Spindler

- Tower cement has been curing the past month
- Project on hold as project manager on vacation for the bulk of past month.
- Need clarification on building project financials; what we have spent, what immediate obligations are there, and what is required to complete the project.
- Architectural drawings to be identified and posted to the website.
- Treasurer Golden questioned when the tower is to be erected. Director Spindler clarified next steps on tower build.
- Johanna Cummings questioned if tower erection could be a public event.
- Director Spindler stressed the sense of urgency to get the interior studio work completed in concert with tower work.

- President Baird provided building project update in latest KZYX newsletter.
- President Baird said working with Torey Douglas to have a separate website for building project updates.
- President Baird suggested we have hard hat tours for VIPs (City of Ukiah, Mendocino County, etc.)
- Jill Hannum questioned if we are including members of local press in updates

#### D.5 Personnel Committee – Director Wilder

- Board has reconstituted Personnel Committee to review policies and practices with goal of more consistency for evaluating staff performance in a timely manner.
- Director Strock working with Director Wilder as a Personnel Committee member
- Working on new performance review process for KZYX staff members that will be interactional and transactional.
- Will hold mid-year review next month of GM/OD's performance

### E REPORTS FROM STAFF

#### E.1 General Manager's Report - Andre

- See attached GM Report
- Completed pledge drive netted approximately \$90k
- Wanted to thank board and staff for their efforts
- 88.1 transmitter failed. Took 5 days to secure loaner for repair.
- 88.1 transmitter enclosure rehab is a priority. Not climatized. Too hot in the summer and too cold in the winter.
- Tower engineer estimates \$25-30k to complete the rehab work. All new equipment will replace ORIGINAL equipment. Detailed list to follow.
- This is a HAVE to do. Not optional. Will place monitoring equipment that will allow remote monitoring of transmitter equipment and transmitter hut conditions.
- Underwriting desktop failed. New computer ordered \$650.
- Katherine using outdated underwriting software. Updated software \$1,450
- RAID array computer where all institutional documents will reside and backed up
- Studio furniture to be delivered to the Clay Street studio site. Needs to be assembled. Focus on main studio first and then the production room. Other two studios will be done subsequent to main studio.
- Dina and Steve have been training Heidi.
- Clean up of final accounting items ongoing per Treasurer Golden for months that we are behind on. Progress being made.
- Last month talked about archive program that will replace Jukebox. Only 2 weeks available on Spinitron.
- Podcast system for shows that should be available more than 2 weeks. Working with programmers to get podcasts up on the KZYX website.
- Informal poll with listeners if they listen to shows more than 2 weeks old. 100% said listen within that 2 week period.
- Update on KZYX app.
- New public affairs program called First 5. Non-profit to strengthen and nurture early childhood development. Good community resource.
- Initiative to create collective of NPR affiliated stations working group between public radio stations in the absence of CPB. GM De Channes part of the executive group representing smaller rural stations.
- Katherine Cole and GM met with the Ukiah CoC. Wanting to be part of the local chamber to be more a part of the business community. Ukiah Blues Festival idea and potential mixers.

- Alex DeGrassi show was well received. Almost sold out.
- SPACE Theater interested in having future shows in conjunction with KZYX. KZYX has option for two show dates per year.
- Upcoming music shows reviewed.
- Director Wiederholt questioned what the last pledge drive goal was. GM De Channes said we exceeded the goal.
- Director Zolitor questioned early childhood program and how to provide notice to the community. GM De Channes will check with producers of the show and W Dan.
- GM De Channes said that he is not comfortable with current news format. Looking at stringers county-wide.
- GM De Channes not recommending establishing a news department that may need to be eliminated later due to budget issues. The re-building of transmitter costs would preclude any formal news department.
- Director Zolitor questioned if we could get members to rebuild transmitter enclosure hut. GM De Channes said that KZYX does not own the hut. Hut is being rented. Needs to be professionally sealed and environmentally controlled.
- Director Zolitor questioned who will be advocating for rural stations? GM De Channes clarified all the local rural stations in California.
- Director Zolitor questioned if we can have alcohol at SPACE. GM De Channes said yes, beer and wine.
- Director Ottoboni stated that may need to pull ABC license for beer and wine and insurance at SPACE events. \$100 estimate.
- Director Ottoboni questioned if the board can get an updated report on top underwriting partners are. GM De Channes may have a list available now.
- Director Ottoboni questioned who our underwriters are and how Shanks is dealing with cleaning up Allegiance program. GM De Channes stated that database clean up is what we are considering having a consultant assist with. Need reports on how to get updated reports on membership specifics. Deferred maintenance to clean up the membership and underwriting databases.
- President Baird reminded board of the urgency of getting a clean version of the membership list in preparation for upcoming board elections in March 2025. Should only take 15 minutes to pull accurate membership reports. Have over 14,000 records when we only have 1,500 active members.
- President Baird brought up Public Media Bridge Fund initiative. Have volunteer working with GM De Channes and President Baird to apply for a stabilization grant. May be problematic for KZYX because we are in better financial condition than other public radio stations.
- Jill Hannum questioned how much we are requesting for the stabilization grant. Treasurer Golden is not sure what the dollar amount is. Volunteer is Diane Simmons.

## F CONSENT CALENDAR

### F.1 APPROVAL OF SEPT 2025 MINUTES

- Treasurer Golden suggested we include specific treasurer report financial balances in draft minutes. Director Spindler said that he will include as per her request. He will present as a word doc for draft minutes approval. Finance and GM report amendments will still be attached to minutes for reference as PDF documents.

### F.2 RECEIPT OF SEPT 2025 PRELIMINARY FINANCIAL REPORT

Motion by MG 2<sup>nd</sup> by KO. Passed unanimously

## G CONDUCT OF BUSINESS

### G.1 Report and vote to authorize Executive Committee to enter contract with fundraising consultant – President Baird

- Discussions held with Megan Demitz consultant. Preliminary proposal in hand.

- Would develop specific SOW to follow for her deliverables.
- Request board to authorize Executive Committee to engage her for database work and fundraising strategies Motion by JZ. 2<sup>nd</sup> by CW.
- Director Ottoboni said she shared the proposal with Johanna Cummings and Jill Hannum regarding strategic plans. Concerns about the fact that we didn't request an RFP response. We didn't put out an RFP.
- Director Wilder not sure how to vote and what we are voting for.
- Director Zolitor stated there are two components. Suggestions for fundraising support and database clean up. Need help with fund raising strategy support and membership database management.
- GM De Channes stated it should be a professional familiar with fund raising and membership management.
- GM De Channes having engineer from Allegiance to review first. Current staff do not have skills or time to do.
- President Baird stated Board had a consultant previously regarding the building project fund raising. Not very successful.
- Proposed consultant has experience with other non-profits, advising on fundraising strategies.
- Johanna Cummings provided prepared feedback on 3 topics: Database project, fundraising strategy, and budget and time. Estimate as much as \$50k for project. Subcontractor required? Deliverables not closely defined. Consultant needs to provide references and examples of similar work completed. Comparable fund-raising engagements. Timeline for database project needs to line up with the upcoming elections. What would be the SOP used? CRM experience? Doesn't feel there should a vote today. Membership and fundraising strategies related to business development not referred to in proposal. Short-term organizing, messaging, and training tasks. Question on when results would be available. Is enough time being allowed in proposal? Some of the work already being done by KZYX staff.
- Jill Hannum provided feedback. Johanna covered most of the salient points. Proposal suggests she may require a sub-contractor. Why the middle person for this type of project?
- GM De Channes stated Shanks doesn't have the hours or expertise to do this type of work. Her role is focused on immediate membership database work. Best practices not being followed. Need a professional who works with these types of databases. GM De Channes said he has experience in database clean up. Preliminary part being done by Allegiance.
- President Baird we need someone who understands the critical uses of data for using metrics for fundraising and donor development.
- Treasurer Golden noted that proposed consultant was involved in that fund raising capital campaign for the Noyo Marine Center.
- Director Ottoboni said that her concern/priority is to get the membership database cleaned up. Doesn't seem like the proposal addresses that requirement. We need data to move forward with initiatives. Director Wiederholt stated that both need to happen at the same time; database clean up and future procedures.
- President Baird mentioned the board approved spending \$10k previously on database work; Demitz proposal is more focused on the fundraising piece. Director Ottoboni said she thought that amount was for database cleanup first.
- President Baird said she doesn't think Board is prepared to act on the proposal.
- Director Zolitor questioned if board is able to call a special work session? Thinks we will need that.
- Director Zolitor questioned if we hire consultant for database work will those procedures be available to Shanks to work with going forward? GM De Channes said yes.
- Director Ottoboni asked GM De Channes what he needs to proceed. What is it going to take to prepare for upcoming elections. GM De Channes said that work needs to be done preliminarily by Allegiance. Has requested to go through the database and do global edits first.
- President Baird said will defer item for a future Board session. Meagan Demitz's CV is linked to her proposal.

I. CLOSED SESSION

- Board heard a report from GM/OD, held discussion, and took action.

J. ADJOURN

- 7:10 PM