

MENDOCINO COUNTY PUBLIC BROADCASTING

Board of Director's Meeting

ZOOM – Meeting ID 861 6178 0759

September 30, 2025 - 5 PM

ADOPTED MINUTES

A CALL TO ORDER 5:01 PM

- In Attendance –Directors Baird, Golden, Zolitor, Spindler, Wilder, Strock, Wiederholt, Ottoboni.
- Absent: Director Dickson
- Also in Attendance --GM/OD Andre De Channes; Hiedy Torres, Admin Coordinator; and Dina Polkinghorn Outgoing Interim GM

B AGENDA APPROVAL

- Motion JZ 2nd DS Passed Unanimously

C PUBLIC EXPRESSION

- Liam O'Carrol with KLOG Willits introduction.

D INTRODUCTIONS – HIEDY TORRES, KZYX ADMININSTRATIVE COORDIANTOR

- Will be doing some of the things that Dina and Steve have been doing previously. Hybrid position.
- Johanna Cummings – revised the election policies and procedures document, and has agreed to be Elections Coordinator, using an online company to run the elections.

E REPORTS FROM COMMITTEES

E.1 Finance Committee – Treasurer Golden

- See attached treasurer report for accounts balances.
- Gift of \$175k donation for the building fund as a result of hearing GM De Channes interviewed on KQED broadcast.
- 174 campaign has exceeded its goal. Raised over \$200k
- Received final CPB funds distribution. \$3k in unrestricted funds and \$9,646 in restricted funds. Spending must occur by September of 2026.
- Today was CPB's last day, sadly, per Director Ottoboni
- Continuing to work with fiscal contractor to resolve open accounting issues March through September.
- Director Ottoboni asked about holdings in the Schwab account.
- Regarding Tesla stock donation and gift acceptance policy regarding this type of asset: most non-profits do not hold stocks as a financial instrument.
- Request for acknowledgement letter from Tesla stock donor.
- Director Spindler expressed concerns about KZYX holding Tesla stock

E.2 Executive Committee – President Baird

- Status of bookkeeping and financial reporting by Treasurer Golden.
- 174 Campaign proceeds discussion
- Reviewed revised elections policies and procedures

E.3 Building Fund Task Force – President Baird

- Discussed the 174 Campaign results

- Planned personal thank you's out to 174 Campaign donors. 50+ donors gave more than \$500
- Public Media Bridge Foundation Fund – Set up by national foundations to replace funds lost from CPB
- 174 Campaign response highlighted need for database upgrades
- Discussed fund raising for special projects (e.g., transmitter repairs)
- Planning for hard hat tour for City of Ukiah City staff, City Council and Planning Commission
- Developing comprehensive development calendar to coordinate upcoming events
- Cancelled upcoming committee meeting. Timing was not good for October meeting

E.4 Building Project – Director Spindler

- Director Spindler will put architectural drawings on line for broadcast side of the complex
- Tower concrete pad poured – Requires 30 curing period.
- Permit for concrete pad approved
- Interior studio side insulation work is completed.
- Low voltage wiring will be next to connect computer hardware
- Installing sheet rock
- Interior painting will follow
- Installing flooring
- Plumbing and kitchen work
- Studio furniture scheduled to ship at the end of September
- Natural gas piping for backup generator
- Tower assembly should be on site late November

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

- Director Strock is a Personnel Committee member, with Director Wilder as Chair.
- Drafting updated personnel policies and procedures
- Planning an interim review process for GM later this Fall
- Drafting staff review process
- Considering a communication audit involving all staff members

F REPORTS FROM STAFF

F.1 General Manager's Report – Andre De Channes

- See attached GM Report
- Problems resolved with 91.5 transmission and tower broadcast signal issues.
- Tower engineer was able to resolve issues.
- Replacement parts ordered. Repair of the tower components will be affected.
- Administration – New admin coordinator is on staff. Heidi Torres is now being trained. 60 applicants applied.
- Meet on Friday to resolve remaining accounting open issues. Coding issues are an issue.
- Re-negotiated Philo lease. 1 year term through October 2026. Negotiated \$200 monthly reduction.
- Tested different archive program using Spintron
- KZYX app is also going to be updated.
- Working with Katharine Cole on rate card for underwriting promos
- Fall Pledge drive will begin October 17th. Quiet drive October 10th – Looking for volunteers
- New Public Affairs shows. Small business oriented and creative artist's focus.
- Public Media Bridge Fund grants and advisory support
- Looking to create network/association of California large and rural station representations

- Looking to expand local news stringers and other local news resources (Mendo Voice)
- Reviewed upcoming local events.
- Director Zolitor asked about fire insurance availability for Philo site
- Director Ottoboni asked about archives two-week restriction and if there are options to extend longer.

G CONSENT CALENDAR

G.1 APPROVAL OF AUG 2025 MINUTES

G.2 RECEIPT OF AUG 2025 PRELIMINARY FINANCIAL REPORT

Motion by JZ. Second by KW. Passed unanimously

H CONDUCT OF BUSINESS

H.1 DISCUSSION – NOVEMBER/DECEMBER BOARD MEETING DATES OVER THE HOLIDAYS – GM De Channes

- Discussion of upcoming November/December meeting dates
- President Baird suggested alternate dates
- Suggested change the November meeting to the 18th.
- Keep the December meeting on the 30th.

H.2 ADOPTION OF REVISED ELECTION POLICY – President Baird

- Purpose of the revisions: to broaden criteria for election coordinator and election process
- Gratitude to Johanna Cummings for revising the policies and procedures
- Looking at outside firm to manage election process, with the selection of a vendor planned for November
- Election process starts in December 2025, with the election in March 2026 and the new board seated in May 2026.

Motion to adopt revised election policies and procedures: JZ, Second MG. Passed unanimously

H.3 RECORD APPOINTMENT OF ELECTION COORDINATOR – President Baird appointed Johanna Cummings.

H.4 RECEIVE REPORT ON ALLOCATION OF 174 PROCEEDS AND APPROVE ALLOCATIONS for 1) RAID ARRAY FOR CENTRAL ADMINISTRATIVE SERVER and 2) DATA CONSULTANT – GM De Channes

- RAID array required to consolidate servers estimate \$3,400
- Need database consultant to resolve issues with current database estimated at \$10k
- Allegiance is current membership database that needs to be cleaned up
- Seeking updated version of Allegiance or possibly another alternative solution.
- Unanticipated funds received 174 Campaign. Unspent funds should go into reserve.
- Treasurer Golden stated we are supposed to have quarterly reviews of the current approved budget to identify variances.
- Considering how to reconcile financial records
- 174 donations and messaging for upcoming pledge drive
- Director Ottoboni confirmed that current approved budget did not include 174 Campaign funds. Concern about going back to the community in the Fall Pledge Drive so soon after 174 Campaign.
- Discussion of importance of showing KZYX members and donors how we are directing their donations to strengthen KZYX.

Motion from JZ. Second MG. Passed unanimously

I MATTERS FROM BOARD MEMBERS

- Director Ottoboni discussed how to increase outreach to current members and potential new members. Suggested local billboards to promote KZYX community radio.
- Director Ottoboni suggested how to engage our underwriters at a higher level via outreach.

J ANNOUNCEMENT OF NEXT MEETING: Tuesday, Oct 28 2025, 5 PM OVER ZOOM

- ADJOURN 6:30 PM