

# MENDOCINO COUNTY PUBLIC BROADCASTING

Board of Director's Meeting  
ZOOM – Meeting ID [847 2125 7585](#)  
May 27, 2025 - 5 PM

## DRAFT Minutes

### A CALL TO ORDER

*President Baird called the meeting to order at 5:02. All board members were present. Also present Interim GM Dina Polkinghorne and Kristin Weiderholt, a nominee for the 5<sup>th</sup> district seat on the board.*

### B AGENDA APPROVAL

*JZ/MG (AIF)*

### C PUBLIC EXPRESSION

- *Jill Hunnam made inquiries about the operations budget and building fund budget and is upset that the News Director is willing to take a leave to save the station money.*
- *Programmer Liz Helenchild spoke in support of maintaining local news on KZYX.*
- *Programmer Jim Beatty made inquiries about the Community Advisory Board and urged the board to keep the CAB webpage updated and discuss how the CAB members are chosen and defining their role.*
- *Programmer Johanna Cummings made comments about the election process for board appointments, inquired what led the News Director to offer to take a leave, and whether programmers can be members of the CAB and the rationale was for combining the GM job with Operations.*
- *News Director Elise Cox spoke about the NPR Fly-in meeting in DC she recently attended and the funding issues KZYX faces. She offered to provide a power point on these issues.*
- *Programmer Karen Ottoboni reminded the board of her and her partners long history at KZYX and expressed her concerns about the combining of the GM/Ops job, staffing being overworked, and that with the Public Affairs Director vacancy, that there's no support for Public Affairs. Her interest in staying on as a programmer is waning giving all these issues.*

### D REPORTS FROM COMMITTEES

#### D.1 General Manager's Report – Dina

*Ms Polkinghorne reported the following:*

- *W Dan Houck has been hired as the Public Affairs Director.*
- *The NFCB CEO stated recently that CPB is focusing all their energy on trying to maintain funding for infrastructure only, including music licensing, which puts the Community Service Grants in further jeopardy.*
- *The goal was met for the Spring pledge drive.*
- *The tower permit with the City of Ukiah has been held up because of signage issue but should be resolved soon.*
- *Programmer Chris Skyhawk has retired and he was thanked him for all his years of programming.*
- *The board received a communication from Elise Cox, which will be attached to the May minutes.*

*Ms Polkinghorne then addressed some of the items brought up during public expression.*

*In advance of item F.2, Ms Polkinghorne explained that the at-large seat held by Xochilt Marinez has been vacated by her recent resignation. Director Mary Golden no longer owns property within the district 5 boundaries so she is now ineligible to represent that district. She further reported that the MCPB bylaws do not give the board authority to hold an election for a midterm vacancy and in fact they have a duty to fill vacated seats by appointment. Ms Polkinghorne updated the board and public on the challenges the station has faced transitioning to a new bookkeeping system. It has taken several months and is almost complete but it has held up the last few months of financial reporting and she urged patience. In terms of the combining of the GM/Ops position, she reported that most of the applicants for the job already did this combination, suggesting it's not that unusual from an industry standpoint and that part of the plan moving forward is to hire a part time*

*assistant to remove some of the administrative burden from the new GM. The rationale for combining the positions is purely fiscal and prudent in light of potential cuts to KZYX grant funds and her hope that as the station grows the positions could be separated in the future.*

*Director Wilder stated that the hiring process for the GM/Ops position was meticulous in her view and well thought out with serious deliberation.*

*Elise Cox stated that she participated in a day long retreat with staff and board focused on the GM recruitment, but made comments on her frustration that she wasn't included on the hiring committee and her thoughts on digital media and its importance for the future of KZYX.*

*Director Golden reiterated that the senior most member of staff was a part of the hiring committee and Ms Polkinghorne, also on the hiring committee, mentioned that she has been serving KZYX continually for almost a decade as a board member and staff person.*

#### **D.2 Finance Committee – Mary**

*Treasurer Golden reported that she and Interim GM Dina Polkinghorne have begun the work on the draft budget and that the Finance Committee did not meet this month because the draft budget was not ready for the committee to review. She further reported on the bank balances:*

- *Operations account - \$260,966*
- *Concert account - \$25,998*
- *Building Fund account (restricted) - \$428,229*
- *RCU operations account - \$1,195*
- *Mortgage for Clay St - \$316,326.*

#### **D.3 Executive Committee – Susan**

*President Baird reported that the committee met to set the agenda for the board meeting. She reviewed again the hiring committee process and specifically thanked senior staffer Katharine Cole and CAB President Diann Simons for joining on this process and that a vote will take place later in the meeting to vote on a final candidate. She also announced the next board meeting in June at the Willits Center for the Arts and an annual report will be provided.*

#### **D.4 Building Fund Task Force – Susan**

*President Baird reported that a private fundraising concert raised \$75K for the building fund and specifically the studios at Clay St. Mario Assade was thanked for the use of the facility, Alex and Allison DeGrasse for organizing the event, and Alex and Paul Yarborough for performing. Susan further thanked Alice Woefle, a former KZYX Program Director now with NPR made a special trip up to speak at the event.*

#### **D.5 Building Project – Mark**

*Director Spindler reported that the delivery of the materials that will make up the tower have arrived. Construction on that is to be determined but getting the tower permit approved was a major hurdle. He further explained how the alignment of the signals will be rearranged after the move.*

### **E CONSENT CALENDAR**

*Matters under the Consent Calendar are considered routine and will be acted upon by the Board with one motion, without discussion. Any member may request to move an item out of the Consent Calendar for discussion under Conduct of Business.*

#### **E.1 APPROVAL OF APRIL 2025 MINUTES**

#### **E.2 APPROVAL OF FEBRUARY 2025 FINANCIAL REPORTS**

*JZ/CG – AIF*

## F CONDUCT OF BUSINESS

### F.1 ADOPTION OF THE DRAFT KZYX PROGRAMMER HANDBOOK

*Director Zolitor reviewed the importance of the handbook, originally created by staffers Katharine Cole and former staffers Marty Durlin and Victor Palamino. A grievance policy was included early on with the help of programmers Karen Ottoboni, Troy Melotte, Jim Beatty and Dina Polkinghorne and the board thanks them for their work. The handbook was then reviewed in full by programmers Jim Beatty, Troy Melotte, Barbara Lamb and Johanna Cummings, who in particular was thanked as the committee secretary. The Executive Committee recommends approval. Johanna raised up staff for their input, especially on the programmer's role from the staff's point of view to make it a more comprehensive and complete handbook.*

*Jim Beatty also thanked Johanna.*

*Jeff made a motion to adopt the Programmer Handbook.*

*JZ/MS - AIF*

### F.2 VOTE ON BOARD VACANCY APPOINTMENTS, DISTRICT 5 AND AT-LARGE

*President Baird introduced and welcomed Kristin Weiderholt, a nominee for the vacant 5<sup>th</sup> district seat on the board. Ms Weiderholt went over her background including her work as a reporter for KQED and as the current owner of a marketing firm.*

*Director Wilder made a motion to appoint Kristin Weiderholt as the 5<sup>th</sup> district representative, the being vacated by Mary Golden.*

*CW/JZ - AIF*

*Director Wilder made a motion to appoint Mary Golden, who resigned as the 5<sup>th</sup> district representative due to a change in housing, to the vacated at-large seat formerly held by Xochilt Martinez.*

*CW/JZ - AIF*

*Karen Ottoboni mentioned the Programmer-Elected Board Member vacancy and as a 5<sup>th</sup> district member is looking forward to meeting Kristin. President Baird stated that programmer Troy Melott resigned from the board for personal reasons and a few programmers were interested in fulfilling his term. Next steps to fill that seat were discussed. Johanna, Jaime Roberts, Jim Beatty, and Karen stated that the communication tool for programmers, Discourse, is difficult for them to navigate.*

## G MATTERS FROM BOARD MEMBERS

*None*

## H CLOSED SESSION – PERSONNEL.

### H.1 Vote on KZYX General Manager/Director of Operations Hiring Decision

## I ANNOUNCEMENT OUT OF CLOSED SESSION

*President Baird announced that the board voted without objection to offer the GM/Director of Ops position to Andre de Channes and he accepted the offer. Kristin Weiderholt abstained. He will begin in this new role on June 2<sup>nd</sup> with some crossover time with Ms Polkinghorne.*

**J ANNOUNCEMENT OF NEXT MEETING:** Tuesday, June 24 2025, 5 PM. In Person, Willits Center for the Arts

**K ADJOURN** – *The meeting was adjourned at 6:41 pm*

# KZYG FINANCIAL PLANNING — CONCERNS

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**Elise Cox**

Sat, May 24,  
9:50 AM

to KZYG, me

Dear Members of the KZYG Board,

Thank you, Dina, for sharing the attached spreadsheet.

I wanted to share one observation from my experience working the room during our recent pledge drive that may be relevant to our ongoing financial planning. During the pledge drive I learned that recurring pledges were not counted toward our fundraising goal—only new or increased pledges were included. This can make it difficult to assess our actual revenue picture, especially with a rotating group of phone volunteers and inconsistent data collection. I understand Shanx is continuing to work on post pledge-drive reporting, but I'm wondering how the board is evaluating our current revenue situation given these challenges.

Since February, I've expressed interest in attending Finance Committee meetings to better understand the financial picture and provide input, particularly on behalf of the News Department. While I've been told I'm welcome to attend, I've only received an invitation to one meeting, which I was unable to attend. Most recently, I was informed that the committee would not be meeting this week due to incomplete financial data for March and April. If only the first half of the fiscal year is currently reconciled, I'm concerned about the level of uncertainty this introduces.

I understand that the guidelines for public meetings tied to CSG eligibility may be phased out in the next few years. Nonetheless, open subcommittee meetings remain a best practice in nonprofit governance and would be helpful in reinforcing transparency and trust.

I am particularly concerned that cuts to local news programming were among the first considered, even before we had a complete financial picture. Community members have demonstrated their strong support for local journalism—both through donations to the general fund and to the building campaign. Board members have reinforced this commitment with matching funds during the pledge drive. Local news is a central pillar of our public service and is prominently featured in our outreach and development materials.

Yet, news programming was targeted for reductions ahead of other potential cost-saving measures, such as satellite interconnect fees or discretionary marketing expenses. These discussions also occurred alongside proposals to create or fill other staff positions, raising the concern that we may be prioritizing internal operations over core mission-driven programming.

The timing of these discussions was also unfortunate. The community had just given generously—well beyond the projected shortfall for July and August should rescission occur. While I understand that some funds are allocated toward building-related costs, the threat of rescission was known prior to the pledge drive. If it posed a serious risk to the News Department, we could have been transparent with donors and encouraged direct support. In the past six months alone, \$26,000+ was raised through the News Department's independent efforts. A coordinated campaign involving board and management could amplify that impact many times over.

Even in the worst-case scenario, modest adjustments—including the proposed furlough, the interconnect fee, and a portion of the Instagram budget—could close the gap. Moreover, I believe members who contributed during the pledge drive, particularly to the matching fund for local news, expect those contributions to support the very programming they value.

I deeply respect the effort and care each of you brings to this work. I know that everyone is acting with the best intentions in a difficult environment. That said, I respectfully urge the board to ensure that our financial decision-making process is inclusive, transparent, and informed by those closest to the day-to-day operations.

At this moment, financial oversight should not rest solely with an outgoing staff member, a new incoming manager unfamiliar with our systems, or volunteers without real-time access to data and staff insight. Strengthening internal collaboration and transparency will help us avoid the kind of missteps I've seen in other public institutions, including the County of Mendocino where delayed reporting and insufficient systems led to serious, unintended consequences.

Thank you for your time and for your continued commitment to the health and sustainability of KZYX.

Best regards,

Elise

P.S. For full transparency, please include my correspondence with the board in the minutes of the upcoming meeting