

MENDOCINO COUNTY PUBLIC BROADCASTING

Board of Director's Meeting

ZOOM – Meeting ID 861 6178 0759

January 27, 2026 - 5 PM

Meeting Minutes

A CALL TO ORDER 5:02 PM

B AGENDA APPROVAL See Consent Calendar notation

- Motion by MG 2nd JZ by Passed unanimously
- KZYX BOD in attendance SK, MS, MG, JZ, KO, KW, CW, DS
- Johanna Cummings 2026 Election Coordinator
- Meagan Demitz – Guest Speaker
- Members of the public in attendance Eileen Russell, Jim Beatty, Scott Miller, Marta McKenzie Burton Segal, Jill Hanum

C PUBLIC EXPRESSION

- Eileen Russell reported that KRCB Santa Rosa has completed their station move. Maybe visit their new station location in the future. GM de Channes is in contact with members regarding their move and their experience with same. He has been to their new facility.
- GM de Channes has been in touch with their ops director. Has inquired about possibly sharing of resources.
- Jim Beatty wanted to thank everyone that supported his Dancing Grandpa playdate event.

D REPORTS FROM COMMITTEES

D.1 Finance Committee – Treasurer Golden

- Gave financial accounts balances report
- As of December 31, 2025 the balances in the KZYX checking accounts were:
 - SBMC operations checking account (#3934) – \$379,258.65
 - SBMC concert checking account (#3543) (unrestricted) – \$30,860.45
 - SBMC building fund checking account (#9654) (restricted) – \$415,019.55
 - Redwood Credit Union Savings (unrestricted for time being) - \$2001.43
 - RCU Operations savings account - \$0
 - RCU Building Fund savings account (restricted) - \$0Net operating income YTD is \$90,657.26 compared to -\$16,900.14 for the same period in 2025.
- As of January 19, 2026 the balances in the KZYX accounts are:
 - SBMC operations checking account (#3934) – \$372,453.51
 - SBMC concert checking account (#3543) (unrestricted) – \$30,860.45
 - SBMC building fund checking account (#9654) (restricted) – \$380,630.75
 - 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 December 31, 2025 – \$22,583.05
- As of January 16, 2026 the mortgage loan balance for 390 W Clay is \$310,476.70. Loan is at 4.5% (per audit) and resets in October 2026 at a new rate.
- Didn't get financial reports in time
- Building Fund Capital Campaign funding requirement goal is \$500k

- Fiscal report update moving from provisional to approved. As of this afternoon received reports from EB, pending questions need to be addressed. Only 5 outstanding questions remain. Once addressed, this will allow financial reports to be pulled for approval.
- Monthly financial reports for approval should be available before the February 2026 BOD meeting.
- Reports standardized so budget to actuals show up. Revise budget to be more operative.
- Audit is upcoming. CPA has requested 26 items. GM de Channes is pursuing those items.
- IRS forms due May 15, 2026. EB will assist with 1099's.
- After late payment(s) to vendor(s), will process payments every week vs. bi-weekly. Perhaps use ACH.
- Check scanner is working well
- Underwriting revenue is \$29k less than same time last year.
- EOY donations are \$26k less than previous year.
- KZYX previous credit card being replaced with a debit card. No liability to BOD members. More visibility to EB.
- Central administrative server is up and running.

D.2 Executive Committee (January meeting)– President Baird

- Continuing work with Meagan Demitz, with one focus being addressing database issues
- Received report from GM about future news coverage ideas
- Election update
- Prepared for upcoming monthly BOD meeting

D.3 Election Update – Johanna Cummings, Election Coordinator

- Have four applicants for BOD
- Will be certified EOM January 2026 by board secretary
- One application District 3 Marc Komer Willits
- Two applicants for Ukiah area: Eileen Russell and Roger Foote
- No applicants for District 4 Ft. Bragg
- Application from Elise Cox does not meet requirements as ex-employee
- Inquiry from Burton Seagal
- Capturing feedback to assist with updating future elections policy.
- Will recommend revisions to election policy for the future
- Put timeline on policy that prior KZYX employees cannot run for BOD positions.
- Discussions with Shanks regarding membership data. Need to update email and phone numbers of members. Looking to automate the review process.
- Ran announcements regarding membership change deadline requirement to qualify for voting in elections. Not sure how many renewed their memberships in response.
- Karen recorded promo regarding encouraging participation in elections.
- Treasurer Golden questioned if email addresses updates are getting into MailChimp.
- Treasurer Golden brought up IRS guidelines as a major reason the board made former employees ineligible for holding office.
- Johanna Cummings asked for more information on the IRS policy.
- Johanna Cummings questioned if it is reasonable to not allow ex-employees from decades ago
- President Baird said we should table this to a future board meeting as not pertaining to upcoming election. If IRS provision not cited in the policy it may be a good idea to revise.
- Director Zolitor questioned how many members have come in recently? GM de Channes said under a dozen.
- Director Strock questioned the sequencing of board members coming up for election at the same time.

- Johanna Cummings clarified used to have rotation of three board members up for election every year.
- President Baird commented on the process to change the KZYX by laws to address election process changes. Can be problematic and expensive for KZYX.
- Question was expressed to identify who is classified as an employee. President Baird speaking with lawyer for definition.

D.4 Building Fund and Development Committee – Presentation of Development and Capital Campaign Plan and Project Launch Work Plan – Meagan Demitz

- Introduced by President Baird
- Presenting development strategies
- Reviewed slides (see attached)
- How to cultivate new donors
- Goals to establish a sustainable fundraising strategy for capital campaign
- Strategic development long term donor development
- Growing the fundraising capacity of KZYX
- Trying to reengage with lapsed donors
- Program should be attractive and easy for donors
- Donor development
- Define what is a major donor?
- Strengthening major donor relationships
- Outreach cultivation
- Connectivity between KZYX mission and community.
- Clarify differences between donor and members
- Events ROI and community engagements
- Working with GM de Channes to develop events calendar and events review process
- Standardizing acknowledgement process
- Map appeals out. Change format to increase appeal ask.
- Make sure appeals are not in conflict with each other.
- Develop metrics to facilitate evaluation of success levels. Membership pie.
- Director Wilder questioned staffing requirements to support proposed strategies
- President Baird stated that the process will require time to implement
- Treasurer Golden clarified internal systems will support the process.
- Director Wilder stated that we should re-visit this in a few months
- Meagan Demitz: create plan and identify the required balance for staffing. BOD and volunteers will be required to support.
- Trying to map out tools of engagement
- Director Wilder questioned how we will have staff buy in to support the strategy.
- Working on donor statistics
- Campaign phases
- Where do grants fit in this process? Answer: grants for capital projects are unusual.
- Director Zolitor questioned level of confidence that process can be implemented and successful.
- Director Ottoboni questioned if we can historically ID previous donors. GM de Channes said Allegiance data goes back to 2013.
- Ms. Demitz stated the concern around major donors who are not acknowledged for their donations.

D.5 Building Project – Director Spindler

The latest project deliverables that have been completed

- Pictures from our project manager Alexis Vincent were shown.
- Interior Doors Hung
- Flooring Installation
- Anchoring IT racks
- Low-voltage wiring
- Professional cleaning
- Installation of window coverings (already purchased)
- Irrigation System installation

Due up this Spring

- Tower erection
- Mounting antennas and running coax into the building
- Trenching for the parking lot electrical and backup generator
- ADA Walkways
- Assembly of studio furniture

E REPORTS FROM STAFF

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

- Late last week, 91.5 began experiencing audio drop outs due to the STL (studio transmitter link) from Cold Springs Mountain in Philo. There were wires dangling in front of the STL transmitter dish on Cold Springs which were removed, as well as bit errors showing up from the STL transmitter to Laughlin Peak. That STL transmitter was pulled and replaced with our spare.
- It looks like the aging of the equipment's components are starting to affect its overall performance. The "efficiency" (performance, losses) of capacitors and resistors matters significantly in electronics, affecting power loss (heat), speed, accuracy, and circuit function, with capacitors needing low internal resistance (high Q-factor) for energy storage and resistors impacting current flow and timing.
- Going to take the STL transmitter we pulled from service and replace most of these components, and hopefully see an improvement in performance. This equipment is no longer manufactured, and buying used units which all have high hours of use (these are on 24/7) is proving to have its own issues.
- We in the process of upgrading the Internet service in Fort Bragg studio, which is currently DSL. MCN only recently began offering upgraded service at that location. Audio via Internet at that studio is prone to dropping out if programmers are downloading streaming audio on their computer for their show, as well as simultaneously uploading the audio via Internet to Philo through the Tie Line.
- Our stream quality has been improved, and separately our App has been updated and improved with more options to engage with KZYX content. Update it, if you have not already.
- Starting web portal for programmers to drop their programs in one place. Target date February
- Katharine has decided to step back from her duties regarding her Underwriting role, and will continue with her Music Director duties. I have started a search to replace this position. Katharine has graciously offered to help in this transition, as well as continue some of the duties until we have someone in the position. We are working on a plan for what that looks like, and she has offered to help in the recruiting and training process.
- Work continues the database project and much progress has been made. We have sent Allegiance a list of what reports and queries we need to get from the database on an ongoing basis, and some clean up some of the classification codes, as well as adding some codes that will help integrate our receivables into QuickBooks.

- Treasurer Mary Golden and I also had a meeting with another CRM company and spoke about taking a subset of our database that would allow researching possible contributors and donors to our Building Fund Campaign, and would possibly allow board members to access a web-based interface so that they could get and record information in real-time.
- Demo coming from potential CRM vendor.
- Depending on how this goes, we may eventually move our whole database over to a different CRM.
- We are gathering information and documents for our upcoming annual financial audit.
- 1099s have been sent out to KZYX vendors
- CPB has finished their liquidation. KZYX will receive \$22,300 as a result but it is restricted to building out digital infrastructure.
- Director Wilder asked if there is a job description for the underwriting director? Answer is yes.
- Director Zolitor questioned if underwriting sales could be on a commission basis? Answer is yes

F CONSENT CALENDAR

F.1 Approval of December 2025 Minutes

F.2 Receipt of Financial Reports December 2025 - Treasurer Golden stated that didn't actually get them in time to distribute to the board.

Motion by JZ 2nd DS Passed unanimously

G MATTERS FROM BOARD MEMBERS

Treasurer Golden questioned if anyone on the board has a scanner/printer that could be used for KZYX. Director Wilder said she has one to donate.

H CLOSED SESSION – Contract Negotiations relating to resolution to retain Mendo Voice for news coverage

I ANNOUNCEMENT OUT OF CLOSED SESSION 7:04 PM

J ANNOUNCEMENT OF NEXT MEETING: Tuesday, Feb. 24, 2026, 5 pm via Zoom

K ADJOURN 7:05 PM

Date:

Recorded: __Mark Spindler, Director District 1/KZYX Board Secretary____