

MENDOCINO COUNTY PUBLIC BROADCASTING

Board of Director's Meeting

ZOOM – Meeting ID 861 6178 0759

December 30, 2025 - 5 PM

APPROVED MINUTES

A CALL TO ORDER 5:02 PM

Present SB, MS, JZ, MG, KO, SD, DS, CW, KW

In attendance GM De Channes, Johanna Cummings, Roger Foote, Hiedy Torres, Admin for KZYX. Stephanie Remington, Jeff Swet

President Baird took a moment of silence to acknowledge the passing of Tom Dow, a longtime KZYX supporter, generous donor, previous KZYX board president, and trusted advisor to KZYX.

B AGENDA APPROVAL

- Motion by JZ 2nd MG. Passed unanimously.

C PUBLIC EXPRESSION

- None

D REPORTS FROM COMMITTEES

D.1 Finance Committee – Treasurer Golden

- Director Ottoboni questioned if the Tesla stock has been sold. Yes was the response.

As of December 23, 2025 the balances in the KZYX accounts are:

SBMC operations checking account (#3934) – \$384,416.73

SBMC concert checking account (#3543) (unrestricted) – \$30,860.45

SBMC building fund checking account (#9654) (restricted) – \$415,019.55

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 November 30, 2025 – \$22,743.31

As of November 30, 2025 the mortgage loan balance for 390 W Clay is \$311,203.31 Loan is at 4.5% (per audit) and resets in October 2026 at a new rate.

D.2 Executive Committee – President Baird

- Executive Committee met on December 11th
- Report from Andre De Channes
- Are now in phase of reaching out to the public to advise of upcoming elections
- Next meeting on January 15th
- Discussed the consultation with Meagan Demitz
- Proceeded as authorized by the board to engage Meagan Demitz
- Amount of engagement not to exceed \$15k
- Planned upcoming December board meeting
- Director Ottoboni questioned if revised proposal from Meagan Demis has been received? President Baird clarified that it is a two-part proposal. Still waiting for final version of her work plan which will replace her original proposal. Two categories; 1) Strategic development framework and 2) Building fund capital campaign. Short term project just several weeks for her engagement. Her workplan will be shared with the board once it has been finalized
- Discussed having an all-board dinner for EOM January 2026

D.3 Election Update – Johanna Cummings, Election Coordinator

- Are now in phase of reaching out to the public to advise of upcoming elections

- Members must be current members in good standing in order to vote in elections
- Ms. Cummings recommended that the Board extend the deadline for being a member in order to vote to January 15th to allow more on-air publicity about this deadline.
- Outreach on air announcements of upcoming elections are to run over the next months.
- Treasurer Golden questioned current elections policy and how a member in good standing is defined. Ms. Cummings intends to do a post mortem on the elections policies and procedures and this might be a topic to clarify.
- Deadline for declaring candidacy for the board is January 31st , 2026
- KZYX elections information now available on website
- Recommendation for changing deadline for being a member is January 15th

D.4 Building Fund and Development Committee – President Baird

- Next meeting on January 8th, 2026
- Brief meeting held December 3rd
- New member Marc Komer introduced during that meeting. He has chosen volunteering with KZYX as his way to help protect democracy.
- Introduced Meagan Demitz to the committee
- Public Media Bridge Fund Grant request was denied but will keep application active in the case of future opportunities. The Fund was put together by major donors to help replace funds lost from demise of CPB.

D.5 Building Project – Director Spindler

Director Spindler reported the following updates:

- Sheetrock installed
- Interior paint completed
- Cabinets installed (countertop measurements taken)
- Irrigation system in front installed
- Lighting fixtures, “on air” lights and other fixtures installation in progress
- Interior Signage (exit, bathroom) and fire extinguishers (purchased, and in the process of being installed).

The next 30-60 days should see the following:

- Interior Doors Hung
- Interior Trim installed
- Grounding system installed
- Flooring Installation
- Anchoring IT racks
- Low-voltage wiring
- Professional cleaning
- Installation of window coverings (already purchased).

Next up – Early Spring 2026

- Tower erection scheduled
- Mounting antennas and running coax into the building
- Trenching for the parking lot electrical and backup generator
- Treasurer Golden suggested that we share a picture of the interior work completed, and specifically the “on air” signage.
- What are the building designations? Building 1 is the broadcast on-air studios (west side) and Building 2 is the admin side (east side).

- Treasurer Golden suggested that the project budget document be classified as project construction budget.
- GM De Channes stated that the counter tops have been installed and cabinetry.
- Johanna questioned if power and Internet loss occurs will KZYX still be on air? GM De Channes clarified yes for power. Director Spindler clarified that current Internet is subject to Comcast power requirements. Future fiber could eliminate losing Internet during a power failure.
- Project budget as developed by the PM has been released to the entire BOD.
- Plan is to have Project Manager Alexis Vincent give presentation during a 2026 BOD meeting in the near future.
- Special event for tower erection?

D.6 Personnel Policy and Procedures Revisions Status Report – Director Wilder

- In the process of updating and revising guidelines for personnel policies. Hiring, annual reviews, promotions, etc.
- Piloted updated interim review process with GM de Channes
- Director Wilder clarified next iteration will involve full board participation
- Next steps to make the process (not documents) available to the public.
- Director Ottoboni questioned if staff in 6 months review would be involved? Full annual reviews will include staff.

E REPORTS FROM STAFF

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

- Laughlin Peak transmission line temporary fix has been repaired. Line pressurized replaced connectors.
- Ft Bragg transmitter repaired and installed
- Philo studio lost power during most recent storm. Backup generator kicked in. Two types of UPS pure sign wave and simulated sign wave. Pure sign wave UPS is required. Generator is to be inspected.
- EOY fund raising appeal emailed out late November 2025.
- Yvonne social media coordinator has resigned for other opportunities. Will not be replaced at this time.
- Director Ottoboni concerned that KZYX does not have a stronger FaceBook (FB) presence. GM de Channes said Sarah Shankman is handling now. Should be part of our community outreach. FB coordinator is not a full-time job. GM de Channes said he will talk with Sarah Shankman.
- Director Wilder said the FB presence needs to be very responsive for those that are on the coast. GM de Channes said staff needs to have a larger role in managing the FB presence.
- FB can be used to notify listeners of KZYX updates, emergencies, etc. Should be part of KZYX emergency plan.
- Director Zolitor said it is possible to have FB pass updates to IG
- GM de Channes said that Mr. Witter has offered KZYX a matching grant of \$50k per year for three years for KZYX news operations. This offer took place via a recent phonecon among the GM, Mr. Witter, and Tom Dow.
- President Baird clarified that KZYX must raise the initial \$50k for the Witter matching grant to kick in. It was noted that the community is supportive of the KZYX news department.
- Fundraising for this purpose was briefly discussed.
- Hiedy is working out of Ukiah location
- Check reader installed and working well
- Work flow discussions with Hiedy. Looking to streamline work flows working with Shanks.

- Getting P.O. box in Ukiah to migrate business operations
- Underwriters to mail checks to Ukiah; ultimately, donors and utilities as well.
- GM held membership database discussion with Meagan and Shanks, with a focus on Shanks's workflows. Identifying challenges in Shanks working with Allegiance.
- GM de Channes meeting with Meagan weekly.
- Looking at late January for database clean up completion.
- Testing new version of Jukebox. Integration into website program schedule page.
- KZYX app to be updated to be more streamlined. Will be able to see what song is playing in real time.
- Budgeted underwriting increase of 25% may be a problem. Broadcast industry is experiencing downturn following poor economic conditions. Need to re-visit.
- Director Zolitor questioned if there are other underwriting strategies? GM de Channes clarified possible options for increasing underwriting support, such as using tiered goals for underwriting as an alternative.
- Suggestion: rewarding programmers for bringing in new underwriters? Director Ottoboni said that previously the programmers were a good source of bringing in increased underwriting support.
- Director Ottoboni questioned how the emergency response was during the most recent storms. GM de Channes is monitoring with W Dan and Eddie. What about a PSA to inform community of emergency response procedures?

F CONSENT CALENDAR

- F.1 Approval of Nov. 2025 Minutes
- F.2 Receipt of Financial Reports Oct. and Nov. 2025
Motion by JZ 2nd DS passed unanimously

G CONDUCT OF BUSINESS

- G.1 Motion and vote to extend deadline for KZYX membership to vote in March 2026 board elections to January 15, 2026, with corresponding extension of PSA airing announcements.
Motion by JZ 2nd KW; passed unanimously

H MATTERS FROM BOARD MEMBERS

- Treasurer Golden questioned revised policy regarding public expression. Where is this updated policy expressed? What document is this change reflected in? How do board and staff access it? President Baird clarified Item C in agenda. Hiedy will check to ensure this is recurring in agendas.
- Director Ottoboni questioned which current board members will be running for re-election. Looking to notify community of upcoming elections for the seats in Districts 2, 3, 4, and 5. Director Wiederholt will be running again for District 5. Open seats for which current board members are not running again: President Baird's (District 2); Director Strock's (District 3); and Director Dickson's (District 4). Efforts are under way to encourage members to run for these seats.
- President Baird mentioned a plan for all board member get together for dinner at her house; she will send an email regarding data options and member availability.

I CLOSED SESSION: Development matter - GM de Channes

J ANNOUNCEMENT OUT OF CLOSED SESSION at 6:48

K ANNOUNCEMENT OF **NEXT MEETING: Tuesday, Jan. 27, 2025, 5 pm via Zoom**

L ADJOURN at 6:49