

MINUTES OF THE KGNU BOARD OF DIRECTORS MEETING

Monday, April 8th, 2013

700 Kalamath, Denver, CO

Board Members Present:

Barry Gilbert, Chair

Meredith Carson, Vice-chair

Chris O'Riley, Secretary

Sam Fuqua, Ex Officio, non-voting

Ken Fricklas

Robin Van Norman - via phone

Board Members Absent:

Basit Mustafa, Treasurer

Jon Walton

Guests:

Arleigh

6:25pm - Meeting called to order by Barry Gilbert

March 2013 minutes approved.

PUBLIC COMMENT: None

STATION MANAGERS REPORT: Sam Fuqua

Membership Drive

After two weeks of on-air reminders and the April SOLR rolls, our Spring 2013 Drive total is near \$150,000. We will continue with two post-drive mailings to non-renewals, and additional on-air reminders. The May & June SOLR rolls will bring in \$ 10-15,000. It is unlikely that all of this will get us to our goal of \$200,000. The reminder calls from board members, tentatively scheduled for the third week of April, will be particularly important this time around.

We may need to lengthen the Summer 2013 mini-drive, set for the second week of July.

35th Anniversary Events

May 2013 marks 35 years on the air for KGNU! We have a few special anniversary events next month:

- Noam Chomsky - Tuesday, May 7th at 7 PM, Central Presbyterian at 1660 Sherman St. We've sold 140 tickets so far, and one sponsor is on board. Please continue to push the event to your networks. We want to fill all 900 seats.
- Blues Legacy Live Remote - Friday, May 10th, 6:00-9:00 PM at Café Sole in South Boulder. Local blues performers will play live. Kenneth is selling sponsorships.

- Birthday Open House - Wednesday, May 22nd—we'll have a special retrospective program during the morning news from 8:35-9:30 AM, and invite the public to come by the Boulder studio for birthday cake.

License Renewal

We have successfully completed our broadcast license renewals with the FCC. They have granted KGNU permission to broadcast for another eight years.

BUDGET COMMITTEE REPORT: Sam Fuqua

We will have full report in May due to this being a busy time of year for our accountant. We are looking for new health care provider by June 1st.

DEVELOPMENT COMMITTEE REPORT: Robin Van Norman

DevCom members are doing research about possible business/organization sponsors for the Noam Chomsky event. We have one sponsorship so far. Let the committee know of any suggestions for additional sponsorships.

We are going to send an email to our Volunteer list telling them about our Capital Campaign and asking for suggestions of people we can contact who might contribute to the Campaign.

The committee is brainstorming ideas to increase fundraising, memberships, and donations to KGNU.

We have scheduled two nights of thank you calls over the next two weeks to new members and others who pledged during the spring drive. The nights are 4/11 & 4/16.

Next DevCom Meeting – April 24, 2013

BYLAWS COMMITTEE REPORT: Arleigh

Bylaws Review Committee purpose statement:

To review bylaws ratified in 2006, to bring revised draft bylaws to board for consideration and vote, to codify successful operating procedures, and to keep the language of the bylaws plain and simple.

We are just about to begin copy editing of the document. One of our committee members has already done an initial copy-editing read-through.

The document needs to be inspected by our legal team before we can present this to the public and board.

One of the reasons this has taken so long is that we have tried to envision every possibility, every angle, and every possible wording.

We did some re-arranging of the Articles, with the final total at 15. We added a short article titled Article XIV, Policy File. This will be a board-maintained set of policies that aren't part of the bylaws. The first policy for the file will be the Redress Procedure, formerly the Grievance Procedure. The Redress Committee is one of the standing committees, with its purpose statement written into the bylaws.

Article VII, Committees, has been cleaned up quite a bit. We distinguish between standing, ad hoc, and subcommittees. Standing committees have their purposes written into the bylaws. The board will now "rubber stamp" all ad hoc committees at the annual meeting, where all investigation and discussion concerning them has already happened at another meeting. This gives the board a chance to review a committee and make recommendations. There are 5 standing committees, and they are listed in this Article.

Another larger change is Article IV, Nomination and Election of Board Members. The process we are recommending is streamlined in a series of clear steps: **an applicant --> becomes a candidate by nomcom vote --> becomes a board member by board vote**. We are going to recommend that the board only votes on nominated candidates. This means the nominating committee interview and vote is a point through which the applicant must travel. Nom com, then, will no longer have a vote in the final election that takes place in the board meeting.

We added some emergency measures, called Special Cases, for situations when we suddenly don't have, or are about to not have, enough board members. We added language for Leaves of Absence, clarification of terms and term limits, and remote attendance.

We've added a little tracker to the end of the document that will be the place where the secretary makes note of date and synopsis of ratified changes made to the document.

OTHER BUSINESS: Barry Gilbert

Barry gave an update on the Station Manager hiring process:

The hiring committee currently has seven candidates that will be interviewed via Skype the 3rd & 4th weeks of April. We are developing a list of questions, with a few different questions for in house and out of state candidates. From this group of candidates we will winnow it down to between 2-4 finalists. We are hoping to schedule the 'meet and greet' between the finalists and the public on May 10. Closed interviews with the finalists and the board will take place on May 11th.

The board will hold a special meeting on May 20th to vote on the selection of the new station manager. We will take into account input from the entire KGNU community. We hope to make an offer to our selection by May 27th, with the new manager in place by June 30th.

7:41pm - Meeting adjourned

Membership Drive

After two weeks of on-air reminders and the April SOLR rolls, our Spring 2013 Drive total is near \$150,000. The post-drive mailing to non-renewals goes out tomorrow. We will continue with the on-air reminders, we'll do an extra email campaign and the May & June SOLR rolls will bring in \$ 10-15,000. But it is unlikely that all of this will get us to our goal of \$200,000. The reminder calls from board members will be particularly important this time around. We plan to go deeper into the list of non-renewals. Board reminder calls tentatively scheduled for the third week of April—Nikki will be in touch with you.

We may need to lengthen the Summer 2013 mini-drive, set for the second week of July.

35th Anniversary Events

May, 2013, marks 35 years on the air for KGNU! We have a few special anniversary events next month:

- Chomsky

We've sold 140 tickets for the Tuesday, May 7th Noam Chomsky benefit (7 PM, Central Presbyterian), 1660 Sherman St.). One sponsor is on board. Please continue to push the event to your networks. We want to fill all 900 seats.

- Blues Legacy Live Remote

Café Sole in South Boulder is hosting a special live broadcast of Blues Legacy on Friday, May 10th, 6:00-9:00 PM. Local blues performers will play & sing live from the café. Kenneth is selling sponsorships.

- Birthday Open House

On our actual birthday—Wednesday, May 22nd—we'll have a special retrospective program during the morning news (8:35-9:30 AM) and invite the public to come by the Boulder studio for birthday cake.

License Renewal

We have successfully completed our broadcast license renewals with the FCC. They have granted KGNU permission to broadcast for another eight years.

Sam Fuqua

Bylaws Committee
Report to the Board
April 2013

Bylaws Review Committee purpose statement:

To review bylaws ratified in 2006, to bring revised draft bylaws to board for consideration and vote, to codify successful operating procedures, and to keep the language of the bylaws plain and simple.

I promise, we're at the end of our process.

We are just about to go into copy editing mode with the document. One of our committee members has already done an initial copy-editing read-through. I believe one of the board members will be assisting with this step too. I think we'll be making little copy editing corrections until the last minute.

The document needs to be inspected by our legal team (GF and DW) before I can present this to the public and board.

I'm not sure how we're going to present this to the board. I hope the board will remember that one of the reasons this has taken so long is that we have tried to envision every possibility, every angle, and every possible wording. This process could go into double overtime if the board rehashes every idea. There are many tiny changes, and a handful of larger ones.

We did some re-arranging that made sense. For example, Article V is Officers: Nomination, Election, and Duties. We smushed together and relocated Article VII and Article VIII.

We still have 15 articles, because we added a short one toward the end: Article XIV, Policy File. This will be a board-maintained set of policies that aren't bylaws. The first policy for the file will be the Redress Procedure, formerly the Grievance Procedure. The Redress Committee, by the way, is one of the standing committees, with its purpose statement written into the bylaws.

Speaking of which, Article VII, Committees, has been cleaned up tons: We distinguish between standing, ad hoc and subcommittees. Standing committees have their purposes written into the bylaws. And the board will now "rubber stamp" all ad hoc committees at the annual meeting. SF used a phrase that makes sense, "Consent agenda," which basically means that all investigation and discussion has already happened at another meeting so that all that's left to do is vote. This gives the board a chance to review a committee and make recommendations.

Another larger change is Article IV, Nomination and Election of Board Members. The process we are recommending is streamlined: first this, then this, then this. It's written (I hope) clearly, so that someone who is considering applying for the board can read through the list of requirements for each step. We are going to recommend that the board only votes on nominated candidates. This means the nominating committee interview and vote is a point through which the applicant must travel. Nom com, then, will no longer have a vote in the final election that takes place in the board meeting.

Here is the short version:

an applicant --> becomes a candidate by nomcom vote --> becomes a board member by board vote

We added some emergency measures, called Special Cases, for situations when we suddenly don't have, or are about to not have, enough board members. We added language for Leaves of Absence, clarification of terms and term limits, and remote attendance.

I've added a little tracker to the end of the document that will be the place where the secretary makes note of date and synopsis of ratified changes made to the document.

Right now we've just finished a read-through and we're fixing up little things here and there—most recently, the recall process and the definitions.

One point about the presentation of the document to the public and the board: I don't feel comfortable putting a draft document online. Until it's in a final format—the actual final version that will be up for vote—I'd like to keep it privately shared to you as a google document or physical document available by request (by anyone) at the boulder offices.

Thank you,
Arleigh

Here is the Development Committee report for April.

Thanks,
Robin

Development Committee Report for April:

DevCom members are doing research about possible business/organization sponsors for the Noam Chomsky event. Looking at progressive firms/organizations such as law firms, renewable energy companies, labor unions and credit unions, etc. If anyone has any suggestions for us, please let me know.

We are going to send an email to our Volunteer list telling them about our Capital Campaign and asking for suggestions of people we can contact who might contribute to the Campaign.

The committee is brainstorming ideas to increase fundraising, memberships, donations to KGNU and will discuss this further at our next meeting.

We have scheduled two nights of thank you calls over the next two weeks to new members and others who pledged during the spring drive.

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