



Board of Directors Meeting – Closed Session

March 28th, 2024 | 6:00 p.m. – 8:00 p.m.

7055 Folsom Blvd, Sacramento, CA 95821

<https://csus.zoom.us/j/82082440021>

Board Members (in attendance unless noted)

Annie Lam (Arrived 6:09, left 7:20)

Erike Young

Frank Maranzino

James Richardson (Left 7:00)

Jim Bolt

Jonathan Bowman

Lynn Belzer

Mark Wheeler

Martin Clevenger

Nick Llanos

Rob Crawford

Stacey Hunter Schwartz

Susan Catron

Absent Members:

Frank Whitlatch, Kenneth Johnston, Leigh White, Leslie Cornick, Nataly Andrade-Dominguez

Attendees:

Tabitha Leeds, Ashley Morrison, Margaret Hwang, Patti Stoltz, Mike Halverson, Gina Curry, Cheryl Randall, Jeff Holden

We acknowledge, with respect, the land our campus is on today was, and continues to be, the homelands of the Indigenous people of this area. Northern California and its rivers serve as a gathering place for many local tribes from the surrounding valley and foothills including the Southern Maidu, Patwin, Wintun, Wiyot, and Mechoopda. We recognize these lands and riverways as unceded traditional territories of these Native peoples. We further recognize these California Native nations and respect their sovereignty. By offering this land acknowledgement, we affirm a commitment to build relationships and foster a university environment of success to better serve Native nations and communities.

Meeting to Order:

Meeting called to order and land acknowledgement provided by Mark Wheeler at 6:05pm.

Jonathan Bowman motioned to approve the agenda as provided; Nick Llanos seconded the motion. There were no objections.

Stacey Hunter Schwartz motioned to approve the 3/6/2024 meeting minutes; Susan Catron seconded the motion. There were no objections.

Public Comment:



- Patti Stoltz, CapRadio Employee – Expressed gratitude to the board for taking on the CapRadio situation.

General Manager's Report was not provided as action items required a large amount of time to discuss.

Action Items:

Memorandum of Understanding (MOU) between CapRadio & SacState.

Before Board discussion, Legal Counsel Bruce Scheidt noted that the MOU is straightforward and his only recommendation was to remove Jonathan Bowman as a signer for SacState as Jonathan serves on the board. This signer has been changed to Sebastian Head.

MOTION 2024-03*12 to approve the MOU between CapRadio & SacState.

Jim Richardson moved to approve the MOU between CapRadio and SacState as presented; Erike Young seconded this motion.

Erike stated that the language in this document is standard, and since has counsel reviewed this document should be acceptable.

Jonathan explained the MOU was created as an agreement between CapRadio & CSUS to balance the work and in-kind contributions between the two organizations. The balance of these services is currently to the benefit of CapRadio, but this agreement will need to be reviewed every year to determine these services have changed to adjust this benefit.

Tabitha Leeds outlined the services to be exchanged between both parties. CapRadio will provide the CSU with air and website space to further the initiative of education. CapRadio will also provide internship opportunities for students of the CSU system, as well as the use of the downtown CapRadio Live space for any CSUS needs. In exchange, the MOU outlines a dollar equivalent SacState would provide to CapRadio in order to assist with payroll and larger cash issues that may emerge. This exchange should help keep CapRadio funded through December.

There are currently no internships active at CapRadio. CapRadio had previously offered internships; however, due to employee attrition, it has lost the historical knowledge of how this program operated.



Lynn Belzer was concerned at the lack of a formal timeline for the review of practices agreed to in this document, so an agenda item will be added to future board meetings to establish a clear review date.

Bruce Scheidt clarified that the legislation didn't create CapRadio as a separate entity from SacState, and that SacState has significant control and oversight over both the operations and finances of CapRadio. The MOU details these controls of SacState over CapRadio, specifically outlining the financial oversight. The Education Code states this [CapRadio] auxiliary exists solely for the mission of the CSU System. SacState can determine board members & size, and will be able to create limitations for the board from making decisions without the campus's knowledge or approval.

Martin Clevenger stated that while CapRadio has a close relationship with the CSUS, the board's primary responsibility is to CapRadio. The board needs to recognize its responsibility to provide due diligence in reviewing this kind of agreement. Is the MOU presented based on historical practices, he asked.

Bruce explained that Ed Code 5231 sets out the board's duty of care & negligence standard under tort law. It is expected that leaders can rely on the advice of experts to make decisions. Bruce's recommendation is to defer to the reliability of CapRadio Employees and other members who the board would consider are reasonably informed.

Jonathan explained that an exchange like the one outlined in the MOU has not occurred previously. Working as CFO of SacState, he would be the one CapRadio would negotiate this MOU with. Frank Maranzino was also actively involved in the drafting of the MOU as Interim General Manager and provided the CapRadio rate card for on-air advertising to help produce Exhibit A of the MOU.

Martin expressed concern that this MOU may require a "look back" review to determine if the services outlined had been provided in the period, which may cause CapRadio to owe the CSU for previous periods. Jonathan Bowman reassured him this review would be a "look forward," and that if there is a concern about in-kind not being enough, there will be a buffer period to receive these services outside of the operating period.

Mark stated that CSUS cannot give CapRadio money as it would be considered a gift of state funds. The MOU memorializes the relationship between SacState and CapRadio, allowing the CSU to support CapRadio while remaining in legal compliance.



Motion To Approve

YAY: Jim Bolt, Martin Clevenger, Erike Young, James Richardson, Rob Crawford, Susan Catron, Frank Maranzino, Lynn Belzer, Stacey Hunter Schwartz, Jonathan Bowman, Annie Lam.

Nay: None

Abstentions: None

Motion passes unanimously.

Action Items cont.:

NPR Settlement Agreement

National Public Radio has requested the board discuss the details of this agreement in private; as such, the board is moving to closed session to respect this request.

MOTION 2024-03*13 to approve the National Public Radio Settlement Agreement.

Stacey Hunter Schwartz moved to discuss this action item in closed session and the motion was seconded by Jonathan Bowman. There were no objections.

Board moved into closed session.

Susan Catron motioned to approve the settlement agreement as provided; Lynn Belzer seconded the motion.

Board returned to open session to provide a report:

The board has reviewed a settlement between NPR and CapRadio that allows us to pay back debt over time as long as we continue to work toward paying in full. Since no objections were raised, the board voted unanimously to approve this settlement agreement.

Motion passes unanimously.

Action Items cont.:

Capital Public Radio & SacState Operating Agreement.

MOTION 2024-03*14 to approve the operating agreement between CapRadio & SacState.

Bruce Scheidt provided context to this agreement, stating that SacState is responsible for the control and oversight of CapRadio per Education Code regulations. An operating agreement must exist between the two entities outlining the performance and functions of CapRadio. These functions are identified under paragraph 2. This new agreement lists different functions



to the one currently in place, so Bruce recommended the board review the list of functions and confirm they would be appropriate to adopt in the new agreement.

Jonathan Bowman explained this document is reviewed every five years to update language as necessary. The current urgency to have this new agreement signed is due to the audit findings requiring an updated operating agreement completed by April 5. This date is an internal deadline to provide documentation to the auditor in advance. The audit deadline for this item is April 30, 2024.

Martin identified that the language in section 18 of the operating agreement is in conflict with the language in the MOU. The language in this section is standard for all SacState Auxiliary agreements and is extremely unlikely to be changed. This language has been reviewed by the same auditors currently auditing four other auxiliaries, all of which have this language in their operating agreements.

Susan Catron motioned to include a rider to this operating agreement that updates the primary function of CapRadio to match the primary function listed in previous agreements: “The management and operation of a public radio station.” This rider would also confirm functions 7, 8, 10, 11, & 12 are accurate to the wording in the Education Code.

Motion passes unanimously including rider.

Jonathan motions to extend the clock to 8:30, which was seconded by Susan.

Action Items cont.:

Endowment & CapRadio Operating Agreement

Due to previous and ongoing threats of litigation, the board will be moving into closed session to discuss this action item.

MOTION 2024-03*15 to end the administrative agreement between CapRadio & the CapRadio Endowment.

Jonathan motioned to close the board session and was seconded by Martin

Board moved into closed session.

In closed session, Frank motioned to extend the clock to 8:40 and was seconded by Susan. There were no objections.



Susan motioned to send a 90-day notice of termination to end the current operating agreement with the CapRadio Endowment and it was seconded by Frank.

Motion To End Agreement

YAY: Jim Bolt, Martin Clevenger, Erike Young, Rob Crawford, Susan Catron, Frank Maranzino, Lynn Belzer, Jonathan Bowman.

Nay: None

Abstentions: Stacey Hunter Schwartz.

Motion passed.

Board returned to open session to provide a report:

Susan: A motion was made to deliver a 90-day notice to the CapRadio Endowment informing them of our intention to end the current operating agreement. This does not preclude us from negotiating a new agreement with the Endowment, but due to compliance issues, the board voted with one abstention to end the current agreement.


The board meeting scheduled for April 3 will be canceled. The board will reconvene on April 17 in open session.

Stacey motions to adjourn the session and was seconded by Susan.

End of session

Please note:

This meeting is being held outside of the Corporation for Public Broadcasting (CPB) standard, which requires closed board session topics to be publicly posted ten days in advance of a closed meeting. We were unable to comply with this standard as the topics to be discussed were not provided to the board members until March 20, 2024. These items are time sensitive in nature, and extremely impactful to the organization should a delay in decision occur. As such, the board voted to hold a closed session on March 28, 2024 to take action on these items as swiftly as possible. The CapRadio Board sincerely apologizes for this lapse and fully intends to comply with CPB standard for all future board sessions.

Approved by:  _____

Date: 04/09/2024

Stacey Hunter Schwartz