

Capital Public Radio Board of Directors Meeting

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.

N°.	Agenda for Wednesday, July 3rd, 2024 at 5:30pm Zoom Meeting Access Link: https://csus.zoom.us/j/83340347271	Presenter	Action
I.	Opening	Wheeler	
	Mark Wheeler provided the land acknowledgement at 5:38pm <u>Present</u> Mark Wheeler Susan Catron Martin Clevenger Stacey Hunter Schwartz Frank Maranzino Jeff Holden Mashariki Lawson-Cook Tom Karlo Jim Bolt Rob Crawford Jim Richardson Erike Young Annie Lam (left at 6:30) Kenneth Johnston Lynn Belzer <u>Absent</u> Nick Llanos Nataly Andrade-Dominguez Leslie Cornick <u>Staff</u> Chris Bruno Tabitha Leeds Bruce Scheidt Ashley Morrison Approval of the agenda was motioned by Jeff Holden and seconded by Martin Clevenger. It was approved unanimously.		X

II.	Open Forum	Wheeler	
<p><i>During open forum, each community member in attendance may address the Board for up to three minutes. Time guidelines ensure that all participants will have an opportunity to speak, as well as allow for the Board to resume their business in a timely fashion. A director or manager may briefly respond to statements made or questions posed, but no actions or determinations can be made on items brought up during open forum. If desired, the Board may look to add an item raised during open forum to a future Board meeting agenda in which an action or determination can be made. We ask that all speakers be respectful and observe general rules of decorum by not engaging in any argumentative or disruptive behavior. And we thank all participants in advance for bringing organizational matters, questions, or concerns to the Board and management. Please understand that once the Board begins deliberations, there will be no further opportunity for public comment unless expressly invited by the Board.</i></p>			
	<p>a) Public Comment Patti Stoltz, Donor Engagement Coordinator: CapRadio United has a bargaining date for next week, and the bargaining committee looked forward to working with CapRadio leadership. Patti hoped negotiations would proceed quickly.</p> <p>No board members utilized the open forum.</p>		
III.	Approval of Minutes	Wheeler	
	<p>a) June Minutes will be Provided at Next Session</p>		
IV.	Staff Reports	Wheeler	
	<p>a) General Manager’s Report The CapRadio Management Team is excited to start collective bargaining. The first meeting has been scheduled for July 12th onsite at Folsom.</p> <p>Vicki Gonzalez will be out longer than we anticipated. We wish her the best in her recovery. Recognizing this, the newsroom may need to post for a temporary position for Insight Lead in order to support the team in Vicki’s absence.</p> <p>July 1st CapRadio welcomed our new Senior Engineer, Robert “Bob” Kay. He will be traveling from Merced to the Oregon border servicing the stations and helping rebuild the studios. CapRadio also welcomed Political Reporter, Megan Myscofski. We expect our second Political Reporter, Laura Fitzgerald, to start July 15th. Chris Nichols has been promoted to Politics Editor.</p> <p>Openings for Communities Reporter and Membership Coordinator are still posted.</p> <p>b) Chief Marketing and Revenue Officer’s Report Chris Bruno and Jennifer Halm met with the John Mohme Foundation last week. The team is working with the Mohme Foundation to submit a grant request, which Chris felt positively about after this meeting.</p> <p>Chris and Nia Towne also met with the James B McClatchy Foundation. The team is working to develop a follow-up funder briefing from the March 15 event at Sac State. Their goal with this is to fund journalism expansion and partnership opportunities in the Central Valley, as well as funding opportunities through the Press Forward initiative.</p> <p>Chris continued to work with the PR Ad-Hoc Committee to evaluate and procure a PR firm to help prepare for the release of the forensic exam.</p>	<p>Maranzino</p> <p>Bruno</p>	
V.	Committee Reports	Wheeler	

<p>a) Executive</p> <p>The Executive Committee met after our last board meeting to discuss hiring a local PR firm. Martin provided a summary of this: a select group of members and staff have met regarding the procurement of a public relations firm and are moving forward with the screening process. The team expected to engage a firm within the next 5-10 business days.</p> <p>Kenneth requested a list of firms that the team was looking into: Intesa has been working with us currently. Martin explained that the team had reached out to a number of firms in order to provide proper due process. These have been narrowed down to three firms: Donna Lucas/Lucas Public Affairs, Nancy Heffernan/LPA, & Pro시오 Communications. The members have left these options with Chris Bruno to further vet these firms and make a decision on the firm to engage.</p> <p>Jeff Holden asked about an RFP and if CapRadio was required to go through a formal bidding process, but it was determined that an RFP wouldn't be required if the contract was under \$50k. That said, the Exec Team would be looking into this to ensure proper compliance.</p>	<p>Wheeler</p>
<p>b) Finance</p> <p>The Finance Committee met last week to review and approve a charter for the committee. However, due to time constraints, the meeting primarily centered around the review of the 24/25 CapRadio budget. The development of a budget is difficult when there isn't proper historical data, and utilizing the previous year's budget wasn't an available option for management when developing this year's budget. There was a line-item detailed review of the revenue and expense buckets. Appropriate modifications were made based on conservative estimates. The committee was able to approve the budget for the board's review, which will occur later this session.</p>	<p>Clevenger</p>
<p>c) Governance</p> <p>The Governance Committee met last week to work on the committee charge based on historical data. They delegated the bylaws by section to begin the redraft process, which should be completed by July 23rd. Any revised bylaws can be approved outside of the formal review period with the CSU, but the bylaws state that the CSUS President shall receive these for his approval 30 days before CapRadio Board approval. The team is also working on board on-boarding and identifying holes in board membership. A concern for the committee was the termination dates of the current board members as most were on-boarded in the same session, and thus have the same termination date.</p>	<p>Schwartz</p>
<p>d) Development</p> <p>The Development Committee met on June 4th for a brief discussion of opportunities for strategic partnerships and how to maximize the support from our current donors. The team also discussed the opportunity to develop an elevator pitch for the organization. One of the committee requests is the opportunity to get to know the staff and stations better in order to understand the ins-and-outs of the organization.</p> <p>Frankie offered to provide the board with some fundamentals of the stations and how the organization is structured. He acknowledged a need to do a better job educating the board on the station and the radio-business in general.</p>	<p>Johnston</p>
<p>e) Audit</p> <p>The Audit Committee has started giving feedback on the Audit Committee charter,</p>	<p>Cornick</p>

	<p>discussing if the charges put together are aligned with the bylaws and CSU guidance. The Team’s goal is to have a draft by month-end to present to the board in August. The Committee learned that the financial statement audit for 22/23 is nearing its end. The focus at this point was on adding notes to the audit that will provide context to the events that had occurred over the past year.</p>		
VI.	Action Items	Wheeler	
	<p>a) Approval of the 24/25 budget</p> <p>Tabitha Leeds provided a thorough review of the CapRadio budget as it was approved by the Finance Committee. She explained that the numbers provided were an estimate based on internal knowledge, on-going contracts, and rough historical data. Typically, a budget is built on multiple years of tracked revenue and expenses; however, the team wasn’t able to walk through this process as previous years’ data could not be relied upon. Frank worked with his management team to determine what their annual costs and income were in order to establish this budget. These numbers were then reviewed by Accounting Services and the Finance Committee to determine if they were appropriate based on conservative accounting.</p> <p>Tabitha explained that items that could not be counted on were left out of the budget, such as the CSUS/CapRadio service agreement, which will be reviewed in December. Due to this review, it is unknown how much the university would be providing to CapRadio, so this item was left blank until a firm number could be presented. Tabitha assured the board that these items can be added into the budget at the time we receive funds, and that the budget is a fluid document that can be adjusted based on the actualities of operation.</p> <p>Members asked why CPB funds were not included as revenue. The board was informed that CapRadio does not expect to receive any funding from the CPB this fiscal year, and thus this item was left blank.</p> <p>When discussing expenses, Tabitha outlined the highest cost items and broke down the reasons for these costs. Salaries and programming were the largest of these items, both of which were required for ongoing operations. Funds were also set aside for interns, with the hope that more could be funneled into this line item later in the year.</p> <p>Frank walked through some of the tech expenses, specifically a new de-icer for one of the towers and the costs of a website rebuild. These costs are one time and will decrease significantly once the website is completed.</p> <p>MOTION 2024-07*24 to approve the 24/25 CapRadio budget to send to the President’s office for review & final approval.</p> <p>This action item was brought to board by committee, and thus does not require a second to the motion for the board to vote.</p> <p>This motion passed unanimously.</p>	Leeds	X
VII.	Adjournment to Closed Session	Wheeler	X
	<p>A motion for the board to move into closed session was moved by Jeff Holden and was seconded by Lynn Belzer. This passed unanimously.</p> <p>Closed Session Discussion Items</p> <p>a) Pending Litigation – Forensic Examination</p>	Maranzino	

	<p>A motion to extend the clock to 8:00pm was moved by Jeff and was seconded by Jim Bolt. This passed unanimously.</p> <p>b) Personnel Matters – Union Update</p> <p>A motion to extend the clock to 8:05pm was unanimously passed.</p> <p>c) Property Matters – Elverta Tower/CPRE/KVIE</p> <p>d) Pending Litigation – General Legal Update</p> <p>A motion to rise out of closed session was moved by Jeff and seconded by Susan. Motion to adjourn Kenneth, second stacey</p>		
VIII.	Reconvene to Open Session	Wheeler	X
	<p>Announcement of Closed Session Actions Taken: The board discussed important matters that were outlined in the agenda. A legal update was provided by counsel. No actions were taken in closed session.</p> <p>A motion to adjourn the session was moved by Jim Richardson and seconded by Susan. This session adjourned at 8:04pm.</p>	Catron	
IX.	Adjournment	Wheeler	X



07/18/2024

Approved by Stacey Hunter Schwartz