

# 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.

Nº.	<b>Minutes for Wednesday, August 20th, 2025 at 5:30-7:30pm</b> Zoom Meeting Access Link: <a href="https://csus.zoom.us/j/81201962702">https://csus.zoom.us/j/81201962702</a> Passcode: 897691	Presenter	A c t i o n																																						
I.	<b>Opening</b>	<b>Wheeler</b>																																							
	<p>The meeting was called to order at 5:38pm and the land acknowledgement was provided by Dr. Mark Wheeler.</p> <p><b>Members:</b></p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">Mark Wheeler</td> <td style="width: 50%;"><i>Leslie Cornick - Absent</i></td> </tr> <tr> <td>Susan Catron</td> <td><i>Kenneth Johnston - Absent</i></td> </tr> <tr> <td>Stacey Hunter Schwartz</td> <td><i>Annie Lam - Absent</i></td> </tr> <tr> <td>Frank Maranzino</td> <td><i>Machelle Martin - Absent</i></td> </tr> <tr> <td>Mashariki Lawson-Cook</td> <td></td> </tr> <tr> <td>Jim Richardson</td> <td></td> </tr> <tr> <td>Rob Crawford</td> <td></td> </tr> <tr> <td>Jeff Holden</td> <td></td> </tr> <tr> <td>Nick Llanos</td> <td style="text-align: center;"><b><u>Invited Corporate Counsel:</u></b></td> </tr> <tr> <td>Erike Young</td> <td style="text-align: center;">Bruce Scheidt</td> </tr> <tr> <td>Jim Bolt</td> <td></td> </tr> <tr> <td>Steven Karp</td> <td></td> </tr> <tr> <td>Bianca Khanona</td> <td></td> </tr> </table> <p><b>Staff:</b></p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">Ryanne Steele</td> <td style="width: 50%;">Cindy Mortensen</td> </tr> <tr> <td>Tabitha Leeds</td> <td>Sarah Kamiya</td> </tr> <tr> <td>Chris Bruno</td> <td>Mark Jones</td> </tr> <tr> <td>Victoria Hagele</td> <td>David Born</td> </tr> <tr> <td>Tina Pumphrey</td> <td>Patti Stoltz</td> </tr> <tr> <td>Jennifer Halm</td> <td>Amy Jewett</td> </tr> </table> <p>a) Approval of Agenda</p> <p>Mark moved to adjust action item 5-a to a discussion-only item, now item 4-b; and action item 5-e to an insurance topic with an action in closed session. Susan moved to add an Ad Hoc Committee report to section 7, as item F. Susan then moved to approve the amended agenda and Mashariki seconded. This passed unanimously.</p>	Mark Wheeler	<i>Leslie Cornick - Absent</i>	Susan Catron	<i>Kenneth Johnston - Absent</i>	Stacey Hunter Schwartz	<i>Annie Lam - Absent</i>	Frank Maranzino	<i>Machelle Martin - Absent</i>	Mashariki Lawson-Cook		Jim Richardson		Rob Crawford		Jeff Holden		Nick Llanos	<b><u>Invited Corporate Counsel:</u></b>	Erike Young	Bruce Scheidt	Jim Bolt		Steven Karp		Bianca Khanona		Ryanne Steele	Cindy Mortensen	Tabitha Leeds	Sarah Kamiya	Chris Bruno	Mark Jones	Victoria Hagele	David Born	Tina Pumphrey	Patti Stoltz	Jennifer Halm	Amy Jewett		
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<b>II.</b>	<b>Open Forum</b>	<b>Wheeler</b>	
<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 allowing 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 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 stated that the employees of CapRadio were surprised to hear of an eminent settlement of the civil suit against Jun Reina and are anxiously awaiting hearing more. She also advised that donors she speaks with are curious about the criminal case too.</p> <p>b) Open Forum for Board Members Stacey welcomed the newest Board Member, Bianca Khanona.</p>		
<b>III.</b>	<b>Staff Reports</b>	<b>Wheeler</b>	
	<p>a) General Manager’s Report Frank provided a quick update on several current topics. The Transition Task Force has three sub-committees: Development, Technology &amp; Management and Programming. A local survey was sent out by Chico’s Provost, Leslie Cornick, regarding desired programming to best serve the community moving forward. Regarding music, KXPR has been performing very well and the “total time listening” hours have increased to a 5hr 15min average. September is Classical Music month, so programming will be more thematic. The newsroom has been covering the local redistricting, NPR changes and coverage of the special election in Texas. In partnership with KQED, California Newsroom training is ongoing. As part of our educational mission, an ASI student intern has been selected and will begin their Public Radio Experience (PRE) on September 2<sup>nd</sup> as a Producer. The engineering team is currently removing the transmitter tower in Walnut Grove, CA. The CapRadio LIVE Ad Hoc committee has met twice and is working on creating contracts, pricing guides, establishing insurance, and cleaning the space prior to hosting tours or scheduling an open house/showcase. Finally, all preliminary audit documents were submitted to the Chancellor’s Office on August 14, and weekly ongoing meetings are scheduled to prepare for the 2026 audit.</p> <p>b) Chief Marketing and Revenue Officer’s Report Chris reported that the recent focus has been on the announcement of the CPB shutdown, positioning CapRadio as a community leader, with the ability to operate uninterrupted during uncertain times for public broadcasting. This has resulted in an uptick in member support ahead of our scheduled fundraising with messaging beginning on September 4<sup>th</sup>. Last month we received a generous, record-breaking donation. The Membership and Sponsorship teams are being restructured into Member Services and Donor Development. CapRadio is currently hiring two new positions: Data Systems Architect and Member Services Specialist. The nonprofit showcase has been successful so far, with strong continued interest from the community. Finally, the CapRadio App has a tentative launch date of Monday, August 25<sup>th</sup> with a large marketing campaign after the Fall fund drive.</p>	<p>Maranzino</p> <p>Bruno</p>	
<b>IV.</b>	<b>Discussion Items</b>	<b>Wheeler</b>	

	<p>a) New Meeting Format Susan presented meeting models from other local Boards that promote better quality engagement, where eight out of twelve monthly meetings are held virtually via Zoom, and four are required in-person for those with a commutable distance (which is to be determined). The goal of changing the current meeting model is to build better relationships and community, with minimal inconvenience for members. Further discussion of the pros and cons concluded with an agreement to discuss further at a future meeting.</p> <p>b) CSUS Accounting Services Agreement &amp; Amended MOU Susan explained the changes that were requested to the FSA. Final details will be shared well ahead of the 9/10 special Board meeting. Susan also reviewed the MOU and the options of a one (1) year versus three (3) year term. Tabitha provided some additional insight using examples from other Auxiliary groups. The Board will take action on this at the special 9/10 Board meeting.</p>	<p>Catron</p> <p>Leeds</p>	
<b>V.</b>	<b>Action Items</b>	<b>Wheeler</b>	<b>X</b>
	<p>a) Extend Interim GM Contract Susan presented the reasons for extending the GM contract through December 2025. Jim R. moved to extend the GM contract through December and Jeff seconded. Mashariki argued that a six (6) month extension was more appropriate with the upcoming Transition and holidays happening between now and the end of the year. Jim R. amended his motion to six (6) months, through the end of February 2026. Jeff moved to amend the motion to six (6) months and was seconded by Jim R. The motion passed without objection.</p> <p>b) Ad-Hoc Committee to Amend Bylaws &amp; Constitution Stacey explained that the current Bylaws and Constitution will require amendment due to the Transition and is seeking volunteers to better prepare for that process and not be rushed to do so when the Transition happens. Those who volunteered were Tina Pumphrey, Mashariki Lawsone-Cook, Jim Richardson and Erike Young. The motion passed without objection.</p> <p>c) Payment of CPB Determination Letters (3) Frank explained that three (3) letters were received on August 12th identifying the penalties and repayment plans for the grants. The amount due for CapRadio is \$386,670. The amount due for NSPR is \$28,299. The amount due for KHSU is \$25,167. The total is \$440,136, which CapRadio intends to repay in full for all three (3) stations. The Bylaws state that the GM is unable to sign off on anything above \$100k, therefore, the Board's approval is required. Frank moved for the Board to approve repayment and was seconded by Mashariki. The motion passed without objection. At 6:51pm Susan moved to enter the closed session and was seconded by Mashariki. This motion passed unanimously, and the Board moved into closed session at 6:52pm.</p>	<p>Catron</p> <p>Hunter Schwartz</p> <p>Maranzino</p>	<p>X</p> <p>X</p> <p>X</p>
<b>VI.</b>	<b>Closed Session</b>	<b>Wheeler</b>	<b>X</b>
	<p>a) Personnel b) Insurance c) Litigation</p> <p>The Board rose at 7:13pm and Susan reported that it discussed three (3) items and took one (1) action. The Board approved an MOU with the Insurance provider to reimburse</p>	<p>Hunter Schwartz Sheidt Sheidt</p>	

	CapRadio in the amount of \$1.281 million, unrestricted, for thefts alleged in the lawsuit against Jun Reina. The Board also voted in a new Member, David Maxwell-Jolly, who will serve as a Board Officer in the role of Treasurer and Chair of the Finance Committee.		
<b>VII.</b>	<b>Committee Reports</b>	<b>Wheeler</b>	
	<p>a) Executive Susan reported that the last meeting on August 6<sup>th</sup> mainly focused on a litigation update in closed session, a bulk review and approval of the backlogged minutes and creating the agenda for this meeting.</p> <p>b) Governance Stacey reported that the committee's focus is identifying potential new members. The committee is conducting second interviews and as a result will be presenting some potential members for approval at the next Board meeting on September 17<sup>th</sup>.</p> <p>c) Finance Susan reported that most of the last meeting was spent discussing the CSUS MOU and FSA. The committee did not review the monthly actuals as they are still being processed with the end of year close and audit fieldwork currently being conducted. The committee also requested a full debt statement to review at the next meeting.</p> <p>d) Audit Mashariki reported that the last meeting was brief, spent mostly approving the backlogged minutes and discussing the 2026 Audit Readiness Project. Progress towards compliance is being accomplished weekly.</p> <p>e) Development Jeff reported that Leslie and Colleen presented a list of donors for possible Board connections. They also discussed ways in which members can become more involved with donors, such as at station tours and convenings. The recent participation of Stacey at a donor convening was successful. Mark offered to attend a committee meeting to discuss the relationship with CSUS's Foundation.</p> <p>f) Ad Hoc Committee on GM Position Susan reported that the committee is researching prior and current processes of performance evaluations for GM, management and employees. More work is required before a recommendation to the Board can be made.</p>	<p>Catron</p> <p>Hunter Schwartz</p> <p>Catron</p> <p>Lawson-Cook</p> <p>Holden</p> <p>Catron</p>	
<b>VIII.</b>	<b>Adjournment</b>	<b>Wheeler</b>	
	Frank moved to adjourn and was seconded by Susan. The meeting adjourned at 7:14pm.		

Approved by Stacey Hunter Schwartz

