

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, Puhtwin, 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 ^o .	Minutes for Wednesday, December 17th, 2025 at 5:30-7:30pm Zoom Meeting Access Link: https://csus.zoom.us/j/81201962702 Passcode: 897691	Presenter	A c t i o n		
I.	Opening (5mins)	Wheeler			
	<p>The meeting was called to order at 5:31pm and the land acknowledgement was provided by Mark Wheeler.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> <p><u>Members (20):</u></p> <p>Mark Wheeler - Chair</p> <p>Susan Catron</p> <p>Machelle Martin</p> <p>David Maxwell-Jolly</p> <p>Frank Maranzino</p> <p>Stacey Hunter Schwartz</p> <p><i>Kenneth Johnston - Absent</i></p> <p>Mashariki Lawson-Cook</p> <p>Jim Richardson</p> <p>Rob Crawford</p> <p>Jeff Holden</p> <p>Erike Young</p> <p>Jim Bolt</p> <p>Steven Karp</p> <p>Bianca Khanona</p> <p>Juan Cornejo</p> <p><i>Joy Melnikow - Absent</i></p> <p>Gerry Latasa, Jr.</p> <p>Albert Hwang</p> <p>Jenn Galinato</p> </td> <td style="width: 50%; vertical-align: top;"> <p><u>Invited Legal Counsel:</u></p> <p>Bruce Schiedt & Jennifer Scott</p> <p><u>Invited Guest:</u></p> <p>Kai Arellano (Recent PRE Intern)</p> <p><u>Staff:</u></p> <p>Ryanne Steele</p> <p>Tina Pumphrey</p> <p>Cindy Mortensen</p> <p>Chris Bruno</p> <p>Amy Jewett</p> <p>Mark Jones</p> </td> </tr> </table> <p>Susan moved to approve the agenda as presented and was seconded by Gerry. Mark moved to transfer item VIII-B to V-C. Mashariki moved to approve the amended agenda and was seconded by Frank. The amended agenda was approved unanimously.</p>	<p><u>Members (20):</u></p> <p>Mark Wheeler - Chair</p> <p>Susan Catron</p> <p>Machelle Martin</p> <p>David Maxwell-Jolly</p> <p>Frank Maranzino</p> <p>Stacey Hunter Schwartz</p> <p><i>Kenneth Johnston - Absent</i></p> <p>Mashariki Lawson-Cook</p> <p>Jim Richardson</p> <p>Rob Crawford</p> <p>Jeff Holden</p> <p>Erike Young</p> <p>Jim Bolt</p> <p>Steven Karp</p> <p>Bianca Khanona</p> <p>Juan Cornejo</p> <p><i>Joy Melnikow - Absent</i></p> <p>Gerry Latasa, Jr.</p> <p>Albert Hwang</p> <p>Jenn Galinato</p>	<p><u>Invited Legal Counsel:</u></p> <p>Bruce Schiedt & Jennifer Scott</p> <p><u>Invited Guest:</u></p> <p>Kai Arellano (Recent PRE Intern)</p> <p><u>Staff:</u></p> <p>Ryanne Steele</p> <p>Tina Pumphrey</p> <p>Cindy Mortensen</p> <p>Chris Bruno</p> <p>Amy Jewett</p> <p>Mark Jones</p>		
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II.	Open Forum (5mins)	Wheeler			

<p>such appointments to the committees are subject to Board supervision, approval and rejection. If there is concern, someone can raise that to the Board of Directors as an action item.</p> <p>Tina asked about the process for implementing any suggested changes that may be received from legal counsel or President Wood’s office after the Board approves the updated Bylaws. Mark advised that since the Bylaws are a “living document,” any subsequent changes proposed would be brought to the Board directly, in a normal fashion. Susan suggested the Board entertain the issues raised, to ensure they vote on their version of the Bylaws based on advice of their legal counsel.</p> <p><u>Section 5.04-B</u>: Bruce was not familiar with language, “affirmative indication.” It should be replaced by, “affirmative vote.”</p> <p><u>Section 5.02-A</u>: The provision states that, “vacant positions on the board may be filled by action of the board at any duly noticed meeting, or by the university as to university-appointed positions.” Counsel recommended that the board <i>or</i> the university should handle that, but not both. Stacey explained that the intent was to communicate that the vacant public director's positions would be filled by action of the board at any duly noticed meeting, whereas the university-appointed positions would be filled by the university. Legal counsel agreed that this amendment resolves the issue with the current language.</p> <p>Stacey moved to use the amended language for clarity purposes, as proposed by Legal Counsel. This passed unanimously.</p> <p><u>Section 505</u>: Bruce suggested this item be tabled for the next revision of the Bylaws.</p> <p><u>Sections 5.08, 5.09, and 8.05</u>: Bruce recommended updated language regarding meeting attendance, to replace “may” with “shall,” but add that non-attendance will be excused for unusual circumstances beyond the board members’ responsibility or control. He recommended leaving this amendment for the next revision.</p> <p><u>Section 11.02</u>: Newly Added Policies</p> <p>Stacey moved to use Legal Counsel’s proposed language, “will maintain copies of all the policies, past and former.” This passed unanimously.</p> <p>The term “University” versus the terms “CSU,” “CSUS” or “Sac State” for clarification purposes. The board did not have any concerns about editorial work being completed after approval of the Bylaws, to clarify the distinction between the terms above.</p> <p><u>Section 6.02.D</u>: Regular versus Special Meetings were discussed. Bruce recommended using language from Ed Code 89920.</p> <p>Stacey moved to copy and paste from Ed Code 89920 directly into section 6.02.D, as advised by Legal Counsel; and was seconded by Susan. This passed unanimously.</p> <p>Stacey requested a vote on the motion to approve the Bylaws as amended, and the Board approved unanimously.</p> <p>b) APPROVE Erike Young as New Audit Committee Chair</p> <p>Stacey moved to approve Erike as the new Audit Committee Chair and he was approved unanimously.</p> <p>c) Reserve Policy</p> <p>Mark explained there was an email vote to approve the Reserve Policy on October 25th, 2024, but there was no formal record in the minutes. The announcement has now officially been completed and recorded.</p> <p>Jim R. noticed that planned gifts and sponsorships have been omitted from the policy. He felt strongly that the finance committee should review the Reserve Policy and make some edits before officially reaffirming the email vote for approval.</p> <p>David agreed that those elements need to be addressed and felt it is important to review the policy for any changes. A review of the Reserve Policy will be included in the next finance committee agenda.</p> <p>Mashariki moved to enter closed session and was seconded by Gerry. The Board moved</p>	<p>Hunter-Schwartz</p>	<p>X</p> <p>X</p> <p>X</p> <p>X</p> <p>X</p>
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	<p><u>Major Giving</u>: Our new Associate Director of Donor Development, Leslie Oberst, has closed around 80 major gifts with an average increase of 20%. She has also been working on securing a \$60,000 gift to support a music initiative. Some donors have given significant year-end gifts, including several board members. Cherise Harrison and the advancement team also helped us close a complex donor gift of \$35,000 before the year's end.</p> <p><u>Development</u>: We are expecting to secure a couple of large, planned gifts before year-end to close the fiscal year around \$800,000 to \$1,000,000. We are also looking at collaborative opportunities and an initial discussion with Michael Reza in the Advancement Department at CSUS indicates a strong opportunity from a promotional standpoint.</p> <p><u>Sponsorship</u>: Our Sponsorship Specialist, Mary Kate Eola, has recently collected \$50K from past due accounts over 150 days. The team will be diving deeper into strategic planning to prepare for the second half of the fiscal year. One thing currently being explored is that several public media stations in California are trying to lobby for funding from the Governor's budget, to replace the lost CPB funding. There is no guarantee, but we are monitoring the situation for any upcoming opportunities.</p>		
VIII.	Discussion Items (20mins)	Wheeler	
	<p>a) Board Retreat SWOT Analysis Overview and Next Steps Frank shared his SWOT analysis for 4 key areas, strengths, weaknesses, opportunities and threats. The results showed that moving forward the board should focus on fiduciary oversight, risk management, supporting community development, strengthening governance practices and continuing to champion CapRadio's public value and community trust. David charged the development and executive committees to provide a structure and process for engaging the Board members in community and donor events.</p>	Maranzino	
IX.	Committee Reports (20mins)	Wheeler	
	<p>a) Executive: No recent updates. b) Governance: Stacey asked those interested in volunteering as a "new member buddy" to email her. c) Finance: David advised that the committee is currently working on budget revision, and he plans to call a special meeting in early January, ahead of the next Board meeting. d) Audit: No recent updates. e) Development: No recent updates.</p>	Catron Hunter-Schwartz Maxwell-Jolly Young Johnston - Absent	
X.	Adjournment	Wheeler	
	The meeting adjourned at 7:30pm.		

Mackenzie Martin