



**Board of Directors Meeting Minutes**

**Tuesday, March 16, 2021**

**6:00 PM**

**Location: Zoom Video Conference:**

[Click Here to Join the Meeting](#)

or go to [www.zoom.us](http://www.zoom.us) and enter Meeting ID 825 1505 3077

Passcode: 247326

**For Audio Only, Dial:**

1-669-900-6833

and Enter Meeting ID 82515053077#, \*247326#

**BOARD OF DIRECTORS**

Cindy Thomas – Chair

Domenica Giovannini – Vice-Chair

Ronda Black – Secretary

Randy Stewart – Treasurer

Fred Carroll

Vacant Seat

Vacant Seat

Ingrid Alverde - City of Petaluma Designate

Vacant - Petaluma School District Designate

**1. ROLL CALL – 6:15**

All present

**2. PUBLIC COMMENT**

Andy Sewell- tech for St. Patrick's day of Irish music. Resource to LPFM, not just content but music. Station staff to reach out to organization for membership.

Automation notes from members meeting in Jan: Members need more board members they are trying to help get them. Hard to get members to participate in meetings. Concerns over bylaws, confusion over language. Requesting board minutes for 2018 and prior to bylaws being updated. Clarify terms of board roles and recruit new board members.

**3. BOARD OF DIRECTORS COMMENTS & ANNOUNCEMENTS**

-None

**4. AGENDA APPROVAL**

- Stewart 1st / Black 2nd / All Approve

**5. APPROVAL OF MINUTES**

Minutes for February 16, 2020 PCA Board of Directors Meeting

- Stewart 1st / Carroll 2nd / All Approve

## 6. TREASURER'S REPORT

Report for February 2021 Financial Statements (Stewart)

## 7. EXECUTIVE DIRECTOR'S REPORT

Report for February 2021 (Belway)

Jenny applied for a grant for art institution 5k nonprofits who deal with arts and nonprofits Industry - California humanities. Rent for PCA storage is going up \$20 a month. Suggest staff go through the items and recycle; keep boxes for equipment in case we need to move, tax stuff, she's going to go down with Jeff and her sons to go through what they can recycle now. Spoke with Joshua Simmons (Petaluma Civics) and he wants to work with PCA and could connect with the younger community. Attended two meetings with an associate at KRCB who is affiliated with NPR that would like to work with us. She set a calendar reminder to send e-copies of the monthly ED report the Friday before the board meeting.

## 8. CONSENT CALENDAR

-None

## 9. REPORTS OF COMMITTEES

- Executive Committee (Thomas, Giovannini, Black, Stewart) telview, development calendar, time card program.
- Finance Committee (Stewart, Black) Jenny is going to talk to Nellie tomorrow about income.
- Nominating Committee (Giovannini, Carroll, Alverde) no meeting
- Policies & Procedures (Thomas, Giovannini, Alverde) no meeting
- Outreach Committee (Thomas, Black, Carroll) Changed 'Boxed Lunch with Bach" event to a weekend-long event celebrating Bob Dylan's birthday, to begin at midnight 5/22 until midnight on 5/24 featuring Dylan related music and material on air during that time. Steve Rustad has agreed to create the poster. Committee, Rob, Andy, is actively seeking volunteer members to contribute content.

## 10. OLD BUSINESS

A) Implementation Plan Review - Standing Item (All)

Dominica has requested the plan be added to the PCA website and would like to go out to members in a communication to hold board accountable for goals set. Made clear it's a living document, versus set in stone.

B) Development Calendar Review – Standing Item (All)

Per Jenny, the underwriting packet is ready and waiting to be sent out. 'Artist on the Street' project is on hold. More interns are needed. Jenny is going to submit a hard copy update plan.

C) Discussion and possible action for reopening PCA post Shelter in Place – Standing Item (All)  
Studios are still not ready for reopening at this time. No action.

D) Discussion and possible action to approve the draft Operations Manual (Belway)

The operations manual is not ready to present to the board. Rob's portion are still in the process of being completed. Nellie has completed her portion. No action, tabled for April meeting.

E) Discussion and possible action to approve an attendance policy (Exec Committee)

Consensus to remove the incentive language from the draft policy. Add language to require an MD note after an absence of 5 days or more. No action, tabled for April meeting. .

F) Discussion and possible action to purchase attendance tracking software (Exec Committee)

Dominica and Ingrid both reiterated that employment standards are for the organization to have software for tracking would like to see a program for tracking of hours and payment. Cindy looked into webbased software for timekeeping (hours worked, sick time, vacation time, and other leaves of absence). Jenny states she already has a tracking method and will forward the spreadsheet to the board for review. No action, tabled for April meeting.

#### **11. NEW BUSINESS**

A) Discussion and possible action to hold a Board Retreat, Part #2 (Thomas)

Cindy feels a follow up to the recent board retreat would be beneficial to the new board members and the ED. Suggested an agenda to include review of Parliamentary Procedure, review of the RM Brown Act, review of the organizational flow chart and roles of each layer. It was also suggested that we discuss how to get the operations manual completed. Cindy to email board members for availability and to schedule a date before April board meeting. No action, tabled for April meeting.

B) Discussion and possible action to hire a consultant for Strategic Planning (Thomas)

Cindy and Ingrid met with consultant Sue Buskey who suggested that PCA hire a consultant to develop a strategic plan. She feels the organization needs to change direction by setting goals that will make it viable (community media center vs TV/radio station) to include production services and training for all the community. Idea is that peg fees will go down as more people will no longer use cable. Sue Buske's fee would be in the area of \$17-18K. Sue stated that there are grants available to help cover the cost of such fees.

C) Discussion regarding PCA Board vacancies (Belway)

An open discussion between the the board, the ED and member Andy Sewell took place. The board was told there is confusion amongst the PCA members around the language of Article VII, Section 7.05 (b) of the of the PCA bylaws. This was the first time this information had been shared with the board. Previous and current boards have always viewed this language as being intended for the founding board, however the ED feels it applies to the existing board and insists that it be applied. Cindy acknowledges that she would be the only director affected if that were the case as she has been elected/re-elected by members for more than two 3-year terms having been a board member since 2002. It was decided that this item was to be continued by a subcommittee of members/directors coordinated by Ingrid and to include Andy. No action, at this time.

#### **12. ADJOURN TO CLOSED SESSION:**

None.

#### **13. REPORT OUT OF CLOSED SESSION**

#### **14. ADJOURN**

- Stewart 1st / Carroll 2nd / All Approve  
Adjourned at 8:26pm

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