

**Boulder Community Broadcast Association, Inc.**  
**KGNU Studios - Boulder, Colorado**  
**Regular Board Meeting - October 9, 2007**

**Attendance:**

**Board Members:**

- Present: Shareef Aleem, Steven Boemker-Sherman, Wendy Emrich, Sam Fuqua (Station Manager, Ex Officio), David Kane, Chris Mohr, Basit Mustafa, Michael Shuster, Marge Taniwaki, Judy Trompeter (Elected).
- Absences: None

**Public:** Joy Barrett, Clover, Guy Ericson, Chad Gronoff, Nile Southern, Judy Trompeter, Kathryn Harley, Bob McFarlane, Yukari Miyamae, Thomas Lenk, Leslie Lomas, Greg O'Brien, Jon Penman John Robbins.

**Staff:** Faye Lamb, Development Director

**Meeting commenced at 6:03PM**

**Agenda and September Meeting Minutes**

- Motion (Chris Mohr) to accept and approve Agenda. Approved unanimously.
- Motion (Steven Boemker-Sherman) to approve September minutes as submitted with no changes or additions. Approved unanimously.

**Public Comment:**

- Clover requested that Board be diligent about publicizing Board meetings on-air. Sam stated that meetings were being announced on the Community Calendar and daily at other times.

**Station Manager's Report:**

- Submitted by Sam Fuqua (Details contained in attached report). Primary focus is the Fall 2007 Pledge drive that will occur from Weds. Oct. 17 through Sat. Oct. 27. Pledge goal: \$200,000. Voluntary suggested training for on-air volunteers and shift captains to be conducted by Shawna Claiborne, Membership Coordinator. No further discussion.

**Nominating Committee Report:**

- Joy Barrett and Nile Southern (Co-Chairs) with committee member Thomas Lenk presented the nomination of Judy Trompeter to the Board. Approved unanimously.
- Welcome Packet (Nile) was briefly reviewed and discussed with focus placed on various necessary improvements before approval of final packet. Michael Shuster recommended that the documents provided to the Board and Nominating Committee by David Kane titled "Building an Effective Board of Directors" be adapted for KGNU and incorporated in the Welcome Packet. In addition, the Board agreed that all meeting minutes from the past year should be provided to all new Board members on CD-ROM, and at Clover's request, paper copies should remain available to those requesting them. Chris Mohr also stated to Nominating Committee Co-Chairs Barrett

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and Southern that Strategic Plan has scheduled the completion of a Board Manual/ Handbook for October 1, 2007 (Table 9, Pg. 29). No further dates were discussed regarding the expected completion date by Nominating Committee and no responsibility was assigned to provide oversight to complete the handbook.

**Executive Director/Station Manager Search:**

- Discussion held on a proposal to extend Sam's contract as interim station manager for one year from the date of the end of his interim appointment. Current appointment extends until June 2008, and would be extended to July 2009. Currently, Sam has no contract with the Board, and he requested that under such an extension that the Board allow his contract to make him "Station Manager," effectively dropping the "Interim" from his title.
- Further discussion was held regarding making Sam's appointment permanent rather than continuing to extend the contract. Marge Taniwaki and Shareef Aleem voiced general support for the proposal to make Sam's position permanent stating that they felt Sam was the best candidate for KGNU based on his long employment with the station, the advantages of continuity, disadvantages of a new manager unfamiliar with KGNU Staff, Board, and Volunteers, and the cost savings (~\$2,500) budgeted for FY 2008. Wendy Emrich, Chris Mohr, and David Kane voiced support for the station manager contract extension proposal, but did not support abandoning a national search until at least a completion of a performance review (no later than March 1, 2008; see Strategic Plan p. 23) and completion of the review of the job description.
- No action has been taken by the Board to further evaluate and review the station manager job description. The Board agreed at its September 2007 meeting that an ad hoc committee chaired by former board member Chip Grandits with Board members David Kane, Wendy Emrich, Chris Mohr, two volunteers, and one staff member would undertake this evaluation and review process. The ad hoc committee has not met to date.
- Sam stated, as he had in the previous September board meeting that he favors a national search to determine the best candidate for the station manager position based on any revised job description.
- Further discussion and action was referred to the Executive Committee.

**Development Director's Report:** Faye Lamb (no written report submitted).

- Progress on development remained unchanged from development report submitted in September 2007. Faye stated that the responsibility for pledge drive challenge grant calls for the pledge drive had shifted from Joanne Cole to her due to Joanne's change to part-time status that began Oct. 1. Faye also reported that the matching grant requests had generated good response to date. Faye and Michael S. also thanked Chris Mohr for hosting a classical music house party for the 1390 Campaign and noted that Chris had another such party scheduled for October (Grateful Dead party). Faye is also continuing her ongoing conversations with lenders, and indications are that 2008 payments may be reduced by one lender by \$175,000 leaving about a

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\$231,000 payment balance for 2008. Other lenders will continue to be approached about making loans into gifts, or reducing the interest amount (already low on most loans), or the extending payment period

**Development Committee:**

- Chris Mohr, Committee Chair, reported he had drafted a poster for the KGNU 1390 AM campaign, and the artwork was to be coordinated by Yukari Miyamae. Yukari is currently seeking input for the poster, which will be posted in the hallway near the phone bank during the upcoming Fall Pledge Drive.
- Chris also noted that other smaller fundraisers and energies (e.g., Shareef and David Easton hip hop party fundraiser) were being put forth, but nothing scheduled to date.
- David Kane stated that major sponsors for the 30th Birthday fundraisers were still continuing to be approached for the various events.
- Nile stated the Board's need to be aware that he held responsibility for the KGNU Games License (e.g., raffles, etc), and requested that anyone considering such an event involving any kind of gaming, that he should be contacted to be sure that KGNU complies with legalities and stipulations of the license.

**Endowment Fund:**

- Follow-up from discussion tabled in September 2007 Board meeting due to Wendy Emrich's absence. Wendy and Faye wanted to be sure that such a fund was established in case KGNU receives a gift in the form of an endowment. Without specific legal and financial parameters established, KGNU may be left unprepared for a situation that could result in a lost opportunity for receiving a major endowment gift. Wendy and Faye did not advocate active fundraising for this fund, but that the Board continue with establishing one fund through the Denver Foundation or the Boulder Community Foundation. A motion (Chris Mohr) to authorize a simple endowment be set up in the name of KGNU was made. Approved unanimously.

**Board and Development of the Executive Committee:**

- David Kane led discussion based on his discussions held in Sept. with Rich Male (Rich Male and Associates), Chris Mohr, and Wendy Emrich, and further discussions held with Michael Shuster and Sam. David opened the discussion about stating the need to strengthen the Executive Committee (EC). David proposed that the EC could and should play a more active leadership role in communication, goal-setting and planning, fundraising, ensuring accountability and follow-through of the Board, and being a more visible face for KGNU.
- David's discussion also focused on whether the roles of Chair, Vice Chair, Secretary, and Treasurer (Board officers) were adequately defined. He stated that the Board should have more open discussion among themselves about strengthening the EC in advance of receiving the Nominating Committee's proposal for a slate of officers for the November annual meeting. David also noted that this type of discussion is not

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uncommon among boards, though it historically has not occurred at KGNU, and would fit well with the transparent and open culture fostered by KGNU.

- Opinions on the role of the EC varied about the need to strengthen the EC's role:
  - David stated that a more active EC would be important towards KGNU's success, and that Board members who are interested in the EC positions should be willing and able to commit energy and time beyond the traditional 15-20 hours per month currently expected of Board members. He emphasized the the multitude of challenges facing KGNU in the coming year in terms of managing its debt, meeting growing operating expenses, and expanding staff to raise membership as well as meet the subsequent needs of new and increased numbers of volunteers and membership. David opined that by clarifying EC roles and responsibilities could be more effective in its decision-making and accomplishing what he believes is an expanding Board workload. He also offered that because the Strategic Plan was to expand the board to its full 15-member capacity in 2008, that the EC's leadership would need to communicate and be better prepared to facilitate the Board's ability to conduct business more effectively.
  - Marge stated concern that it felt like the changes in the EC and Board proposed by David were moving the Board to be more "corporate." Wendy stated that rather than "corporate" in the multi-national corporation sense that these changes could be viewed as making KGNU more professional. Wendy further stated that this was necessary at a time when so many actions have to be executed and achieved professionally to ensure that the Denver expansion continues and remains viable.
  - David also stated that that Boulder County Broadcast Association is a corporation organized under the the IRS and Colorado state tax laws, and thus the station must meet its obligations for operations, required filings, and actions as a 501 (c) (3) organization and under the Colorado Corporation Code. In addition, David stated that the use of the word "corporation" is contained throughout the bylaws.
  - Nile Southern (Co-Chair, Nominating Committee) stated that the job descriptions would be helpful but they could probably not be completed in time and reviewed by the Nominating Committee to help propose the new slate for the annual meeting in November. David Kane stated that such descriptions could be outlined quickly to be used as guidance in developing the next slate of officers.
  - Basit Mustafa offered the EC should be filled by board members who fit the job description, and not fitting individuals to the jobs before individuals could be discussed and selected. Basit with David Kane's assistance agreed to take responsibility for the preparation of a document listing job skills, knowledge, and personal characteristics that would be considered for the EC position. This document would be sent to the board and nominating committee to further discussion before the November meeting.
  - Faye also stated that the Board needs to take a closer look at the current bylaws as they pertain to the Board. Currently, for example, there are no provisions

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establishing how decision-making power passes from the Chair position aside from the Vice Chair filling in during the Chair's absence. Faye also suggested that the Board may want to consider provisions (in terms of an amendment) to allow for the temporary appointment of qualified members within the KGNU community to serve on the Board when vacancies exist. Faye pointed out that this would be especially important in a situation where the board falls below the minimum number of required board members (no fewer than seven). No further action taken by board.

**All Station Retreat:**

- Sam proposed the Board use the retreat to focus on outreach. Motion (Shareef) to have discussion tabled until November meeting with friendly amendment to have Board continue to hold discussion personally and through email to develop a potential agenda. Approved unanimously.

**Other Business:**

- Listener member and on-air Volunteer Bob McFarlane requested that the board ask Sam to review a DVD that he provided to Sam regarding the September 11, 2001 terrorist bombings of the World Trade Towers in New York City. Mr. McFarlane stated that KGNU had not, in his opinion, been vigilant in maintaining the visibility of this topic regarding the U.S. Government's role in conspiring to commit the attacks. Sam stated that KGNU still continues with coverage of the incidents of Sept. 11, but acknowledged that perhaps it had not been as much of a focus of the News and Public Affairs Department as Mr. McFarlane would like. Basit recommended that Mr. McFarlane hold further discussion with the Programming Committee as he was referred to previously, also stating to Mr. McFarlane that the board does not take an active and direct role in setting programming. Shareef invited Mr. McFarlane to his Tues. Oct. 16 Metro call-in show where Shareef was scheduled to hold further discussion of issues surrounding the Sept. 11 bombings. No other action taken.

**Motion to adjourn (Chris). Adjourn at 9:13 PM.**

Respectfully submitted by:

David P. Kane, Interim Board Secretary