



Board of Directors Meeting
March 20th, 2024 | 6:00 p.m. - 8:00 p.m.
7055 Folsom Blvd, Sacramento, CA 95821
<https://csus.zoom.us/j/89165953514>

Board Members (in attendance unless noted)

Annie Lam	Lynn Belzer
Erike Young	Mark Wheeler
Frank Maranzino	Martin Clevenger
Frank Whitlatch	Nick Llanos
James Richardson	Rob Crawford
Jim Bolt	Stacey Hunter Schwartz
Jonathan Bowman	Susan Catron
Leslie Cornick	

Members Absent: Kenneth Johnston, Leigh White, & Nataly Andrade-Dominguez

Other Attendees: Bruce Scheidt, Tom Karlo, Tabitha Leeds, Chris Bruno, Tina Pumphrey, Ashley Morrison, Nicole Nixon, Margaret Hwang, Mashariki Lawson-Cook, Cathleen Ferraro, Bena Arao, Jennifer Halm, Ramsey "Buzz" Wiesenfeld, Dr. Greg Sazima

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.

Dr. Mark Wheeler called the meeting to order at 6:05pm and read the Land Acknowledgement Statement above. This statement has been updated to recognize the tribal lands of the CSU Chico and Humboldt regions per the request of Board Member Frank Whitlatch.

Jonathan Bowman motions to add the following items to the agenda and was seconded by Susan Catron:

- CapRadio Committees & Members.
- Capital Public Radio & SacState Operating Agreement.
- Memorandum of Understanding (MOU) between CapRadio & SacState.
- Vote to hold closed session on March 28th, 2024.

These items are being added to formalize board committees, take action on the CapRadio & SacState operating agreement & MOU, and to vote on holding a closed session meeting to take action on matters related to the CapRadio Endowment.

Motion passes unanimously.

Frank Maranzino motions to change the name of an agenda item from “Discussion Items” to “Committee as a Whole”. He also motions to move the action item “CapRadio Endowment” to the first item on that list. Jonathan Bowman seconds this motion after clarifying that there will not be a vote on this item during current session.

Mark Wheeler provides a short explanation of voting procedure prior to vote, stating that for simple items, such as approval of minutes, he will call for objection rather than an individual vote. For large motions, individual votes will be required and collected.

Leslie Cornick moves to update the agenda accordingly and is seconded by Stacey Hunter Schwartz.

Motion passes unanimously.

Jonathan Bowman motions to approve minutes from 3/6/2024 Board Session as provided. Leslie Cornick and Lynn Belzer both second.

Motion passes unanimously.

Public Comment:

- Ramsey “Buzz” Wiesenfeld, CapRadio Endowment, reports that President Luke Wood, Dr. Mark Wheeler, and the CapRadio Board of Directors received a letter from the Endowment yesterday and I’m here to answer any questions related to that or the potential KVIE merge.
- Dr. Greg Sazima, CPRE – Former member of CapRadio Board, here to answer questions with Buzz.

The General Manager’s Report provided by Frank Maranzino

- Received February ratings: 25% increase in weekly listeners, 15% increase to music. Station was fully activated for Super Tuesday with the newly implemented procedures between 25+ people across departments. We provided extensive multi-day coverage both before and after the polls had closed. To support these efforts, we’ve booked five high level analysts for Insight to speak on the election. We’re also focusing on Women’s History Month with multiple interviews and articles focusing on women’s achievements.

- We are looking to hire a Senior Engineer to replace our engineer in Chico that retired earlier this year. We're also looking for a Reporter 2 position for NSPR to fill gaps left by employee attrition.
- Marketing & Revenue report to be provided by Director of Marketing, Chris Bruno
 - Spring Fund-Drive in full swing, operated from March 7th to 21st with full pitching online, on-air, in-person and over the phone. We've also received a one-year grant from the California Healthcare Foundation to fund our healthcare reporter.
 - CapRadio received a historic 61 car donations in February with was a 74% increase from last February.
 - Previously we were only utilizing 18% of marketing evals but now using 97%, most of which can be attributed to Tom Karlo. Not all donations convert into net profit for the organization as the vehicles are sold at auction, but we would normally expect to receive \$900 - \$1,000 depending on the vehicle.

Action Items:

CapRadio Committees & Members.

MOTION 2024-03*9 to accept and formalize committees as presented.

Jonathan Bowman motions to accept committees as presented on the Member Committee List. Stacey Hunter Schwartz seconds this motion.

Committees are expected to meet and decide their own structure and topics of discussion, but the board ultimately makes the decisions on how to move forward on committee actions. The board serves as a conduit between committees; members from any committee are welcome to present ideas or actions for another committee in session. Historical documents will be provided to help provide a template for committee formation; however, these documents should be reviewed thoroughly before implementation.

Motion passes unanimously – Board will need to reaffirm this vote due to Education Code preventing a vote without posting of this agenda item seven days in advance.



Action Items, cont.:
Capital Public Radio & SacState Operating Agreement.

MOTION 2024-03*10 to approve CapRadio & SacState Operating Agreement.

Jonathan Bowman motions to approve the CapRadio & SacState Operating Agreement. Leslie Cornick seconds this motion.

This agreement is highly templated and uses the same language for all CSUS Auxiliaries. This updated agreement is a response to the audit findings, which require an updated operating agreement every five years. These updates are to include any new policies produced by the Chancellor's office that may've occurred within the five-year time period. The audit found CapRadio's operating agreement has not been updated to include newer policies and needs to be brought up to date.

This document is public and has been reviewed by the chancellor's office, although CapRadio legal counsel has not had the opportunity to review. Board member Martin Clevenger raises issues with sections 12 & 18, which will be reviewed by Bruce Scheidt over the next week.

Bruce Scheidt serves as legal counsel to CapRadio and advises the board that actions should not be taken on agenda items without seven day's notice to the public due to Ed Code regulations. He will also look into potential conflict of interest for board members employed by any of the CSUs.

Action is tabled due to Education Code preventing a vote without posting of this agenda item seven days in advance.

Action Items, cont.:
Memorandum of Understanding (MOU) between CapRadio & SacState.

Board is unable to take action per Education Code preventing a vote without posting of this agenda item seven days in advance.

The purpose of the MOU is to establish common practices between SacState and CapRadio, as well as set expectations the University has for CapRadio as its auxiliary.

Exhibit A of the MOU goes over services SacState and CapRadio are providing to each other with their estimated value. This breakout of in-kind services shows CapRadio providing greater value to SacState than SacState provides to CapRadio, meaning SacState may need to make payments



to CapRadio to balance these estimated values. Delaying action on this item delays the value CapRadio would be receiving from the MOU based on this exhibit. The amounts outlined in this exhibit are variable and may shift depending on values of real estate or perceived educational value, etc.

As an auxiliary of the university, SacState cannot pay CapRadio expenses or debts as it would be considered a gift of state funds.

The board's appointment of a General Manager would be addressed in the bylaws and not the MOU. Despite suggestions to have SacState's President appoint the GM, current bylaws do not allow for that and would need to be revisited before that adjustment could take place.

Action is tabled due to Education Code preventing a vote without posting of this agenda item seven days in advance.

Action Items cont.

Capital Public Radio Future Fund - UFSS (University Foundation at Sacramento State)

MOTION 2024-03*11 to approve deposit of future fundraising into UFSS.

Jonathan Bowman motions to approve the deposit of future fundraising dollars into UFSS; Leslie Cornick seconds this motion.

Tabitha Leeds gave some general background on the UFSS

The UFSS is the foundation fund for auxiliaries that has DOA to accept donations on behalf of the CSU auxiliaries. This is different from the CapRadio Endowment, who has operated out of compliance from the CSU policy. This motion will alter procedures to bring them into compliance with CSU policy.

CapRadio is a 501(c)3 that serves to benefit the university, and thus has special status of "auxiliary" due to this. When creating the CSU System, California State specifically outlined the auxiliaries to perform tasks for the CSU and to provide services the university couldn't provide. Due to this, CapRadio must comply with CSU policy as we basically serve as a subsidiary of the CSU.

The audit pointed out that the President of SacState has not delegated authority to CapRadio to allow the Endowment to collect and manage funds. Unless this delegation exists, we must run funds through UFSS



SacState runs their accounting processes based on fund-accounting, so any accounts pulled over from the Endowment would be tracked specifically for CapRadio use and would not fall into a general fund. This information is stored in PeopleSoft which is a service used by all CSUs. The recommended flow of funds into UFSS matches CSU Humboldt's current processes, which moves donations into the Humboldt Foundation.

Future Fund vs Endowment: Future Fund is the umbrella of all donations & funding brought in by CapRadio. The Endowment is an fund whose capital is not sent in full in which interest is The Endowment maintains its principle, and CapRadio only takes out interest earned on the funds donated. CapRadio can occasionally pull funds out of Endowment but typically only for specific reasons or intense need.

Dr. Wheeler gives the floor to Buzz Wiesenfeld to provide context on the Endowment: Tom Karlo explained CapRadio's situation to Endowment back in November 2024. Buzz affirms that the Endowment is a legitimate entity with full authority to assist CapRadio. CapRadio had received significant financial benefits from the Endowment until this situation arose. "This would be the first time," says Buzz, "that the system has asserted itself and demanded that CapRadio enforce this seemingly new CSU policy."

Buzz states that the Endowment owns the KXJZ tower and provides CapRadio cost-free transmission plus rent monies received from the tower. Additionally, the Endowment provides \$70-75k from annuities says Buzz. The Endowment board is disappointed with CSU over the lack of continuity in policy, especially since the Endowment provided ~\$450k to CapRadio recently on the request of SacState.

Tabitha and Dr. Wheeler explained that past audits have noted it has been shown that CapRadio has been acting out of compliance by using the CapRadio Endowment. CapRadio can only accept donations into UFSS. Without working through UFSS, CapRadio cannot accept donations. If SacState creates the fund and the board agrees to deposit money into the fund, that wouldn't prevent people from donating to the Endowment or have a relationship with them. The Endowment would be welcome to form a board through UFSS to manage funds.

Dr. Wheeler states that the lack of communication to the Endowment's members has been due to crises issues with CapRadio. CapRadio couldn't continue a fiduciary relationship with another organization with the issues we were facing at the time. SacState only started being aware of these issues in July.

Buzz expressed concern about the following:

- The Endowment has been told they will no longer have on air presence.
- The Endowment has been told they can't participate in the Big Day of Giving.
- The Endowment has been told that there will be no relationship between them and CapRadio.
- The Endowment would have to do their own fundraising going forward, which doesn't make sense for their organization as these funds would be for the benefit of CapRadio and not the Endowment.
- The Endowment also can't reconcile the tower broadcast and rents.

The authority to merge the Endowment and UFSS is unclear, and would require approval of the Endowment Board of Directors.

Jonathan Bowman yields the floor to Tom Karlo:

Having all funds go to the University Foundation (UF) at San Diego was very streamlined and helpful. The station never had to worry about 990 forms being submitted because UF handled it. Same with audits, the Foundation's audit covered our station and we didn't need to have multiple audits across the organization. There is more money for CapRadio if we roll the Endowment into the Foundation because the Endowment will have an advisory board that will work with the Foundation to suggest where funds go. These services all lower expenses significantly.

The Endowment members state that deferred maintenance and issues with SacState make this merger unattractive for them. They feel the CSU has stone-walled them and they haven't been able to get in touch with members to negotiate. The Endowment would recommend a merger with PBS station KVIE as a way forward for CapRadio.

Leslie Cornick: POINT OF ORDER – Discussion is going over time and out of scope of motion on the table

MOTION 2024-03*11 to approve deposit of future fundraising into UFSS.

Yay: Frank Maranzino, Frank Whitlatch, Jonathan Bowman, Stacey Hunter Schwartz, Erike Young, Rob Crawford, Nick Llanos, Jim Bolt, Leslie Cornick, Susan Catron

Nay: Martin Clevenger, Jim Richardson

Abstention: Lynn Belzer



Action Items cont.

Vote to hold closed session on March 28th, 2024.

Susan Catron motions hold a closed board session on March 28th; Jonathan Bowman seconds.

This meeting is being held to take action on the items presented in this meeting. Delay on these items will cause damage to the organization.

Rev. Jim Richardson will not be able to attend as March 28th is Maundy Thursday, and he will need to oversee religious activities.

Motion passes unanimously.

Jonathan Bowman motions to adjourn meeting. Leslie Cornick seconds the motion.

Motion passes unanimously.

Dr. Mark Wheeler adjourns meeting at 8:15pm

Items on the agenda the Board was unable to discuss in session:

Committee of the Whole:

- Capital Public Radio Endowment.
- Development of governance structure.
- Land acknowledgement introduction.
- Personnel information & development.
- Status of Matsui and McCarthy donations.
- Confidentiality Agreements.
- Financial Reports.
- Real Estate Items.
- Request for list of ongoing legal issues.
- Board insurance policy.

Introduction of Committee Reports:

Approved by: 
Stacey Hunter Schwartz

Date: 04/05/2024