

## 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.

N <sup>o</sup> .	<b>Agenda for Wednesday, June 19, 2024 at 5:30pm</b> Zoom Meeting Access Link: <a href="https://csus.zoom.us/j/83340347271">https://csus.zoom.us/j/83340347271</a>	Presenter	Action
I.	<b>Opening</b>	Wheeler	
	<p>Dr. Wheeler called the meeting to order and provided the land acknowledgement.</p> <p>Absent Members: Nataly Andrade-Dominguez, Rob Crawford, Nick Llanos, Erike Young</p> <p>An amendment to the agenda was made; the board chose to remove the closed session discussion items as there was no new information to provide. The board also wanted to postpone closed session until confidentiality statements had been collected from all members. This amendment was approved unanimously.</p>		
II.	<b>Open Forum</b>	Wheeler	
<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 allow for 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 an 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>Public Comment:</p> <p>Mike Montgomery, former employee of CapRadio – Thank you to the board for creating a comfortable environment for the public to attend. Mike hopes to continue attending board and committee sessions.</p>		
III.	<b>Approval of Minutes</b>	Wheeler	
	<p>a) 4/17/2024 Minutes                i) A correction has been made to reflect a member’s absence.</p> <p>b) 5/1/2024 Minutes            c) 5/15/2024 Minutes</p> <p>These minutes were approved unanimously.</p>		X
IV.	<b>Staff Reports</b>		




<p>Regarding the draft budget, most of the members hope to have a draft to present to the committee by the end of next week. Based on this, the committee will likely meet around June 27<sup>th</sup>. The budget will then go to the President to approve before going to the board for final approval.</p> <p>c) Governance – Next Session 6/25/24, 11-12pm The Governance Committee had not met since April, when they had discussed the healthcare issue. The committee’s upcoming session will center around the committee charge and delegating responsibilities related to the rewriting of the CapRadio bylaws. The committee is also working on processes for onboarding new members from recruitment to serving.</p> <p>d) Development The Development Committee report was provided by Jeff Holden: the committee’s last session centered around developing talking points for the members to discuss with donors. This initial meeting also covered the general performance of the station and how board members may be able to review their professional connections in order to identify potential development opportunities that may benefit the station.</p> <p>e) Audit – Next Session 6/26/24, 3-4pm The Audit Committee last met June 5<sup>th</sup> to discuss the overview of the CSU September audit findings. The Committee talked about the bylaws and their charge as the audit committee; however, it was determined that there were inconsistencies around the responsibilities of each committee.</p> <p>Tabitha has been working with the auditors to get the 22/23 FYE audit finalized. She expected that it’d be 2-3 weeks before final submission. The Committee’s goal for their next meeting was to review a draft charter to submit to the Governance Committee.</p> <p>The Audit Chair asked if there were any board members willing to serve on the committee as their current numbers weren’t enough to establish quorum. Dr. Wheeler volunteered to serve until new members could be added to the board.</p> <p>f) Ad Hoc Committee Vice Chair Catron provided an update regarding the one-time ad hoc group, whose focus was on establishing general board operations. This team met on May 24<sup>th</sup> to standardize the agenda format &amp; request clarification from Bruce on clear meeting laws. It was determined that the CapRadio board is regulated under the Education Code and not the Brown Act. The committee also pushed the committee chairs to look at the bylaws and draft committee charters over the summer. These would be collected and reviewed at a Fall retreat for approval.</p> <p>This group also looked into potential retreat options and how previous retreats were conducted. Bruce recovered a retreat agenda that will be helpful in structuring this. These items are expected to be released to board members to get feedback on these materials. Documents are being gathered and stored on a Microsoft Sharepoint, which will serve as a general board page. This will be populated with relevant information for the members, but will not be released until all members have signed their confidentiality statements.</p>	<p>Schwartz</p> <p>Johnston</p> <p>Cornick</p> <p>Catron</p>
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VI.	<b>Action Items</b>		
	<p>a) Audit Correction #16 – Personnel &amp; Payroll  This correction covers personnel and payroll procedures. This finding contains four separate items to close: written payroll procedures, clear management review and approval for payroll hours, documented monthly payroll recons, and documented procedures for non-discrimination training that will occur annually.</p> <p>Lynn requested clearer review periods when establishing procedures going forward. She will work with Jonathan to better define these periods within our documentation.</p> <p><b>MOTION 2024-06*23 to approve the release of policies and procedures related to audit finding #16 to CLA as an institutional correction.</b></p> <p>Lynn moved to approve this motion and it was seconded by Jeff Holden.</p> <p><b>This motion was passed unanimously.</b></p>	Bowman	X
VII.	<b>Discussion Items [with hyperlinks to related documents, if applicable]</b>		
	<p>a. April 2024 Financials &amp; Cash Flow  Tabitha provided an update on the April 2024 financials and CapRadio’s ongoing Cash Flow. She reported that as of this session, CapRadio did not have a going concern and was operating strongly considering the impacts of the audit and other ongoing issues. There were some questions regarding NSPR funding; Leslie offered to work with Mark and Frank to strategize ways to bolster this revenue.</p> <p>Tabitha introduced Cindy Mortenson as CapRadio’s Auxiliary Account Manager, who handles the day-to-day finances of CapRadio. She will be included as a staff member to the Finance Committee.</p> <p>b. Change in Board Personnel  Jonathan Bowman will be delegating his seat to SacState’s Audit Manager, Mashariki Lawson-Cook. This is due to a potential conflict of interest as Jonathan serves as CFO to SacState, and therefore must prioritize his fiduciary duty to the university.</p> <p>Frank Whitlatch announced via email that he has accepted a role outside of CalPoly Humboldt and will no longer serve as their representative going forward. His replacement was unknown at the time of session.</p> <p>Thomas Karlo also announced that he would be departing from the board due to the expiration of his CSUS Appointment. Tom was disappointed in this lapse; however, he will seek candidacy as a member of the public.</p> <p>c. CapRadio/CSUS Operating Agreement  Over the past few months, Susan and Jonathan have diligently worked on refining the language for the operating agreement. While most revisions have been completed, the process has been extended due to a recent change in the standardized template for operating agreements between SacState and its auxiliaries. As a result, there has been a delay in presenting this document for final approval by the board. An updated version of the operating agreement, aligned with the new template, has been provided to Bruce for final edits before submission to the chancellor’s office and subsequent approval by the board</p>	<p>Leeds</p> <p>Bowman</p> <p>Bowman</p>	

	<p>d. Confidentiality Agreements – Emergency Addition 6/17/2024*</p> <p>In reference to the Ad-Hoc Committee report wherein it was established that the board was regulated under the education code, Bruce further clarified that the board should conduct its business based on regulation outlined in the McKee Transparency Act, specifically section 89913.</p> <p>Bruce provided a brief explanation of the confidentiality agreements and explained these were required for members if they wished to learn about the forensic exam prior to its release. Martin requested that an updated version be drafted for staff and non-board members who still participated in board operations. These agreements would be sent to members via AdobeSign.</p> <p>Due to the amendment of the agenda, all remaining items for discussion were tabled for next session. No closed session occurred. This meeting was adjourned at 7:20pm.</p>	Scheidt	
<b>VIII.</b>	<b>Adjournment</b>	<b>Wheeler</b>	<b>X</b>

\*Please note an item has been added to the discussion topics to be covered in this session. Members will receive information on confidentiality notices and will be requested to sign and return these notices as soon as possible. This was added as a last-minute item due to the critical nature of this notice in relation to pending litigation items.



07/18/2024

Approved by Stacey Hunter Schwartz