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°.	Agenda for Wednesday, June 19, 2024 at 5:30pm Zoom Meeting Access Link: https://csus.zoom.us/j/83340347271	Presenter	A c t i o n
l.	Opening	Wheeler	
	Dr. Wheeler called the meeting to order and provided the land acknowledgement.		
	Absent Members: Nataly Andrade-Dominguez, Rob Crawford, Nick Llanos, Erike Young		
	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.		
II.	Open Forum	Wheeler	

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.

	Public Comment: 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.		
III.	Approval of Minutes	Wheeler	
	a) 4/17/2024 Minutes i) A correction has been made to reflect a member's absence. b) 5/1/2024 Minutes c) 5/15/2024 Minutes These minutes were approved unanimously.		x
IV.	Staff Reports		

	a) General Manager's Report The CapRadio budget was underway and on schedule to submit to the finance team.	Maranzino
	The station continues to work on establishing an internship program. With the defunding of LAEP (Learning-Aligned Employment Program), management has been working with SacState to see if CapRadio would be able to utilize the California Intern Network.	
	The Broadcast Engineer position and the Statehouse Reporter positions have all been filled. These positions were expected to start July 1 st . We're still looking to fill the Audience Insights and the Politics Reporter positions.	Bruno
	b) Chief Marketing and Revenue Officer's Report For CapRadio News, average weekly listening audience was up 40% compared to the 14-month average. Our P1 listening audience (listeners whose number 1 choice is CapRadio) was double our 14-month average, and the highest level we've seen in nearly two years. This is particularly important because the P1 audience is the most likely to support us as members.	Бішіо
	For music, the average daily time spent listening was ranked #1 in the Sacramento market at 2 hours and 13 minutes. Daily listening sessions was also ranked #1 in the Sacramento market.	
V.	Committee Reports	
	a) Executive The Executive Team has been focused on working for the future of public media. Members of the team attended the Press Forward at Sierra Health event in order to help facilitate this goal. Members have been looking for other media partners that could coordinate/work with CapRadio to create more opportunities. The team has been in discussions with KVIE leadership & CPRE regarding the future of media and how to move forward on some of the issues these organizations are currently facing.	Wheeler
	Dr. Wheeler plans to travel up to Chico and Humboldt with Frank in order to facilitate a blending of our organizations.	
	The CSU is expecting a new draft of the forensic exam, which has created delays in its release. The team had thought this release would've occurred earlier in the year but new information has been uncovered that needed to be incorporated to the draft. There was no expected release date at the time of session.	
	b) Finance The Finance Committee last met in late April to review the personnel benefit analysis. There had not been a formal meeting since that time. An attempt to schedule was deferred due to personal hardships. The committee has been able to draft a charter, setting forth the role of the committee and its members with a focus on communication and operating within budget. The committee anticipated holding their next session within 3-4 weeks in order to develop a list of items that the committee has a responsibility to report to the board.	Clevenger

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 27th. The budget will then go to the President to approve before going to the board for final approval.

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.

Schwartz

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.

Johnston

e) Audit – Next Session 6/26/24, 3-4pm

The Audit Committee last met June 5th 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.

Cornick

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.

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.

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 24th to standardize the agenda format & 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.

Catron

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.

VI.	Action Items		
	a) Audit Correction #16 – Personnel & 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.	Bowman	х
	Lynn requested clearer review periods when establishing procedures going forward. She will work with Jonathan to better define these periods within our documentation.		
	MOTION 2024-06*23 to approve the release of policies and procedures related to audit finding #16 to CLA as an institutional correction.		
	Lynn moved to approve this motion and it was seconded by Jeff Holden.		
	This motion was passed unanimously.		
VII.	Discussion Items [with hyperlinks to related documents, if applicable]		
	a. April 2024 Financials & 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.	Leeds	
	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.		
	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.	Bowman	
	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.		
	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.		
	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	Bowman	

	d. Confidentiality Agreements – Emergency Addition 6/17/2024* 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. 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	Scheidt	
	would be sent to members via AdobeSign. 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.		
VIII.	Adjournment	Wheeler	х



^{*}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.