

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 ^o .	<p style="text-align: center;">Agenda for Wednesday, September 18th, 2024 at 5:30pm</p> <p style="text-align: center;">Zoom Meeting Access Link: https://csus.zoom.us/j/83340347271</p>	Presenter	Action
I.	Opening	Wheeler	
	<p>The meeting was called to order at 5:30pm and the land acknowledgement was provided by Susan Catron.</p> <p><u>Members</u> Susan Catron Martin Clevenger Stacey Hunter Schwartz Frank Maranzino Leslie Cornick – left 7:30pm Mashariki Lawson-Cook Rob Crawford Jeff Holden Nick Llanos – left 6:47pm Erike Young Jim Bolt</p> <p><u>Welcome New Members!</u> Steven Karp – CSU Humboldt Rep Colin Kemp – Sac State ASI Student Rep</p> <p><u>Absent</u> Mark Wheeler Kenneth Johnston Jim Richardson Lynn Belzer Annie Lam</p> <p>a) Approval of Agenda (or add items for discussion only) The agenda was updated on 9/17 in accordance with Ed Code, however the bylaws discussion will be in open session. If the question is of a legal nature, the Board will</p>		

	<p>move into closed session.</p> <p>The agenda was approved as presented.</p>		
II.	Open Forum	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>a) Public Comment None</p> <p>b) Open Forum for Board Members Stacey reiterated that it would be in the organization's best interest for all board members to donate so that CapRadio can state it has 100% Board participation. This is often required for grants and limits the organization's opportunities for funding. Members are encouraged to donate any amount to any station: CapRadio, NSPR, or HSU.</p> <p>Last session, the Board addressed a letter received regarding community engagement. Another letter had been received since this session, which has been distributed to the Board at large. Susan reminded the members that if they wish to discuss this topic further, they can bring it to the agenda.</p>		
III.	Approval of Minutes	Wheeler	
	<p>a) To be provided next session</p>		
IV.	Staff Reports	Wheeler	
	<p>a) General Manager's Report CapRadio just ended the Fall Fund Drive. Many donors stated that they had donated to their preferred presidential candidate rather than CapRadio. This did impact the fund drive, and donations received were under expectation. NSPR will be holding their fund drive from Sept 19th-26th.</p> <p>The first SacState intern interview for Tech/Ops happened today. More are expected to occur over the next week.</p> <p>CapRadio leadership is working with SacState to hold U-Nite! at the CapLive building (1010 8th St.). This event is scheduled for Nov 15th however may be extended to two nights depending on public interest.</p>	Maranzino	
V.	Committee Reports	Wheeler	
	<p>a) Executive Last session, the committee discussed the upcoming Board retreat. The issue of travel funds/reimbursement for members out-of-town was discussed at length. The position of</p>	Catron Hunter Schwartz Clevenger	

prior board was not to reimburse; however, Chair Wheeler will be reaching out to out-of-town members to see individual planning and funding.

The date for the retreat will be Sat Oct 26th, likely from 9am - 4:30pm.

Additional updates from the Executive Committee on legal matters will occur in closed session.

b) Governance

The Governance Committee had been working diligently on the updated CapRadio bylaws, which were ready to present to the Board. The Board was informed again that any questions for legal or anything related to litigation should be noticed in advance so they could be addressed in closed session.

Highlights of significant changes:

- **Article 3** – Additional language was added to align bylaws with policies in the CSUS/CapRadio operating agreement.
- **Article 5** – After discussion in the Executive and Governance Committees, the committees decided on a reduction of the public members to 7-17, with a cap of board members being 25 total. Additional language was included to allow for a Board to be reconstituted by a sole director in case of emergency.
- **Article 6** – Added language to allow for voting by email. Proxy voting was omitted from the bylaws per Bruce’s recommendation.
- **Article 7** – Additional protections were added preventing the General Manager from entering into contracts without approval from the Board based on thresholds outlined in Sac State policy.
 - Members requested more robust language for this section be added and approved by Bruce.
- **Article 8** – Added language outlining ad-hoc committees per Bruce’s recommendation.

It was decided in-session that the Governance Committee would be responsible for establishing practices for on-boarding non-Board members to committees. This policy would be produced outside of the bylaws draft.

MOTION 2024-09*28 to approve the bylaws with the amendments made during session was moved by Leslie & seconded by Jeff. This motion will require a report back on these changes to ensure that they will be approved after submitted to the President.

This motion passed unanimously.

c) Finance

The Finance Committee most recently tackled the issue around bank signatories, which will be discussed for vote later this evening. Monthly financial statements were presented in committee, and continued discussion around the committee charter occurred. The Finance Committee will be working on developing a standardized statement package for presenting financials to the Board as a whole.

d) Audit

The Audit Committee planned to meet next week. Tabitha shared a number of reports for the committee to review. The Audit Committee expected to set a meeting schedule for the rest of the year.

Cornick
Johnston

	<p>e) Development The chair for Development was not present; therefore there was no additional report.</p>		
VI.	Action Items	Wheeler	
	<p>a) Authorized Signatories Marty explained the need for new bank signatories and the preference for these to match SacState’s signatories. The committee had a thorough review and recognized this practice was a means of creating a process with internal controls. The committee voted to recommend approving the authorized signatory request of the Accounting Dept.</p> <p>MOTION 2024-09*29 to adopt authorized signatories in compliance and alignment with CSUS practices, understanding that these signatories would sign checks on behalf of the organization.</p> <p>No objections – motion passed unanimously.</p>	Clevenger	
VII.	Discussion Items	Wheeler	
	<p>a) 24/25 Board Schedule The Board currently has a twice-monthly meeting schedule, however most of the critical items to be addressed have been solved. Thus, it would be best to move to a monthly schedule. This does not prevent the Board from having additional meetings as needed.</p> <p>b) CSUS Audit Observation 3 – Endowment Mashariki provided a review of the policies and procedures that have changed in relation to Observation 3. Funds are now being funneled into UFSS rather than the CapRadio Endowment. UFSS will be charged with reporting to CapRadio on the status of these donations.</p> <p>c) CSUS Audit Observation 5 – Educational Mission Capital Public Radio has partnered with UEI to flesh out its educational component. The introduction of interns to both CapRadio and NSPR is ongoing. 1010 8th St is being utilized as a learning lab for Sac State’s various departments. SacState’s U-Nite! will be held at 1010 in November to kick this partnership off.</p> <p>d) CSUS Audit Observation 6 – Governance The Board had discussed the bylaws in committee reports, but this observation included the operating agreement and functions of the auxiliary as well. Committee charters will also serve as corrections to this observation, however the CSU understood that charters were still in the works. In the meantime, they’ll pull information on committees from the bylaws.</p> <p>e) CSUS Audit Observation 7 – Policies, Procedures, and Observation This item served as a catch-all for policies and procedures that needed to be implemented. The CapRadio team had been working over the last year to develop these procedures, be they cash handling, procurement, payroll, or AR. These procedures are being compiled and will be sent to the Chancellor’s Office as the correction to this observation.</p> <p>f) CSUS Audit Observation 15 – Property and Equipment</p>	<p>Catron</p> <p>Lawson-Cook</p>	

	<p>The audit identified significant risk in the lack of equipment tracking. CapRadio will be transitioning to campus CFS to track inventory. The team also considered CSU rules and procedures for procurement, retention & tracking, and disposal of equipment. CapRadio will be providing a complete inventory and procedure for equipment as a correction to this observation.</p> <p>g) Board Retreat The date for the retreat has been set as Saturday, Oct 26th, from 9-4:30pm. Mark will be reaching out to out-of-state board members to discuss travel accommodations. The retreat will be discussed further in the Executive Committee later this evening. The Executive Committee hoped to have an agenda draft for members by Oct 2nd.</p> <p>The retreat will focus on orientation for the Board on public media, running a radio station, and understanding CapRadio as an organization.</p>	Catron/Maranzino	
VIII.	Adjournment to Closed Session	Wheeler	
	<p>Colin moved to enter closed session and was seconded by Stacey. The board moved to closed session at 7:00pm.</p> <p>Closed Session Items</p> <ul style="list-style-type: none"> a) Property Matters b) Property Matters c) Personnel <p>The Board rose to report at 7:37pm.</p>	Catron/Maranzino Maranzino Hunter Schwartz	
IX.	Reconvene to Open Session	Wheeler	X
	<p>Announcement of Closed Session Actions Taken</p> <p>Stacey informed the public that the Board discussed two property matters and a legal matter. Action was taken authorizing the ad-hoc legal committee to move forward on negotiations & produce a proposal for the full Board to approve regarding a property matter.</p> <p>The Board adjourned at 7:40pm.</p>	Hunter Schwartz	
X.	Adjournment	Wheeler	X

