

*An introductory packet for prospective Board Members...*

**Petaluma Community Access, Incorporated**  
**(PCA)**

PCA is a non-profit Public Benefit Corporation approved by the California Secretary of State.

In 1996, PCA negotiated a Professional Services Agreement with the City of Petaluma to operate the city's Public, Educational and Government Channels (PEG). This Agreement with PCA has been renewed regularly by the City, the most recent renewal being signed November 30, 2010, effective for five years, December 20, 2010 through December 19, 2015.

PCA's mission is:

TO develop and promote community use of the cable communications system and telecommunications media;

TO provide individuals and organizations the necessary resources and support to produce programming for the access channel(s), including training, equipment, production facilities, and channel time;

TO maximize the general use of and programming on access channels by residents of the City of Petaluma and the immediate vicinity;

TO serve the community with programming reflecting the activities, concerns, and interests of the residents of Petaluma and viewers; and

TO develop funding resources and administer such funds in order to promote access programming.

The three PEG channels programmed and broadcast by PCA are:

**PUBLIC** (cable channel 26) – Locally created programming, viewer sponsored programs created elsewhere, and on-air bulletin-board announcements of public events and PCA information.

**EDUCATION** (cable channel 27) – Tape replays of Petaluma School Board meetings programs of educational interest and training, satellite broadcast feeds of news & cultural information, and educational material requested by the school district.

**GOVERNMENT** (cable channel 28) – Live and tape replays of Petaluma City Council sessions, other City meetings, County Board of Supervisors meetings, and Community Interest Government programs.

Initial funding for the establishment of the facility and operation of PCA was provided for through the cable franchise agreement established between the City of Petaluma and the cable provider Viacom Cable/TCI. The cable franchise agreement was later transferred to AT&T, and the current cable provider for Petaluma is Comcast. With the introduction of the Digital Infrastructure and Video Competition Act of 2006 (DIVCA), Petaluma was opened to television programming provided via the internet, such that PCA is now available to viewers on AT&T U-verse.

The City of Petaluma has enacted an ordinance that defines 1.24% as the percentage of returned revenues due as "PEG Fees" under DIVCA. The actual dollar amount delivered to PCA in quarterly checks depends on the subscriber base and subscription levels served by the cable and internet television providers, and fluctuates over time. Accumulated PEG Fees generally represent 96% of the organization's annual operational budget.

PCA is a membership organization, and the members have full rights under the California Corporation Code for Non Profit Agencies. The primary operating documents that define the structure, functions and policies of PCA are contained in a binder issued to each Board member; they are also available for review on the PCA website [www.pca.tv](http://www.pca.tv) .

*We very much appreciate your interest in PCA – the following describes what your participation in a vital and effective Board of Directors would involve...*

## **BOARD GUIDELINES**

A Board of Directors should be as diverse as the city they serve, and qualified according to their skills, depth of experience, and broad understanding for the work involved and the goals to be attained.

The Board will have a vested interest in insuring that public access continues and flourishes. One of the Board's functions is the creation and implementation of a development plan that includes fundraising through annual appeals, grant writing for foundation or corporate funding, and local business underwriting.

Governance excellence requires members who can think conceptually and do so with a long-term perspective, able to welcome a diversity of opinions and abide by group decisions. They must be able to speak on behalf of the ownership rather than merely from their own or some sub-group perspective. They must avoid conflicts of interest, placing organizational accountability above personal interests. They must be able to view the Board's task of assuring performance at arm's length - through setting expectations, delegating to the Executive Director, and monitoring.

### **Meetings**

The PCA Board of Directors meets regularly on the third Tuesday of each month, from 7PM to 9PM. The meetings are currently convened at the Petaluma Community Center and are open to the public (unless defined by the Board as a Closed Session meeting). The PCA Board follows Robert's Rules as the guide for

the meeting process and observes the requirements of the Brown Act. Once a quorum is achieved, the Chairperson calls the meeting to order. Meetings are recorded on video for broadcast on PCA .

Special meetings of the Board may be called in accordance with the Bylaws.

## The Meeting Agenda

Any Board member may submit agenda items - up to five days prior to the next meeting - to the Secretary for selection. The Secretary may consult the Chairperson and/or the Executive Director to finalize the *official agenda*.

The Secretary will distribute the official Agenda via email, and PCA staff post a copy at the office and on the PCA website, at least two days prior to a regular meeting.

Any late items must be presented in New Business.

## Attendance

If, within any six (6) month period, any Director incurs three (3) absences from regular meetings, the Chairperson shall formally contact the Director to express the Board's concern about the excessive absences.

Failure of a Director to participate in three (3) consecutive Board meetings may be deemed a voluntary resignation from office.

PCA Board Members will be directly or indirectly responsible for:

- Determining and enforcing PCA policy
- Developing short & long term plans & priorities
- Hiring Executive Director and monitoring staff performance
- Providing general direction to Executive Director
- Monitoring the operational budget & financial stability of PCA
- Developing and actively pursuing fundraising goals & initiatives
- Assuring that IRS, annual audit & all financial records are in order
- Providing a Chairperson & Secretary for meetings
- Setting meeting times & agendas and maintaining minutes
- Providing Board-sponsored programming
- Maintaining and altering of facilities

A Board member will be expected to:

- Attend all meetings
- Attend any special meetings called
- Familiarize themselves with PCA documentation
- Have a strong sense of responsibility for the station
- Take an active part in the work of the Board

## Personal Qualifications

**Activism** - Board members must be willing and able to attend Board meetings, serve on committees, and promote the well being and continued growth of PCA.

**Expertise** - Ideally, each Board member should bring to the Board some valuable expertise in one or more aspects of PCA's operation, such as corporate development, public relations, government relations, fundraising, business management, technical operations, or personnel management.

**Restrictions** - Board members must be 18 or older, and members in good standing of PCA.

## Board Committees

There are six Committees operating within the PCA Board, incorporating Board members and PCA members. With reasonable notice, the Committee Chair calls meetings, and delivers reports of Committee activity to the Board at each regular meeting. Participation in two or more committees is required:

- **Executive Committee:** *The Executive Committee shall have the power to act as the Board of Directors in between Board meetings with limited authority.*
- **Finance Committee:** *The Finance Committee shall review all financial statements, approve annual audit reports, approve the budget, and the selection of an independent accountant.*
- **Nominating Committee:** *The Nominating Committee shall carry out it's duties of Board perpetuation in accordance with the Bylaws.*
- **Policy & Procedures Committee:** *This committee shall review all policy changes as requested by the Executive Director, review all changes to the Bylaws as requested by the Board, and adjudicate any disputes or complaints.*
- **Outreach & Development Committee:** *This committee shall initiate and supervise efforts to expand public awareness and participation in PCA, develop fundraising goals and initiatives.*
- **Members Advisory Committee:** *This committee's duties shall be to represent the interests and concerns of PCA Members to the PCA Board, and to organize member volunteers for specific projects.*

## *Attached documents:*

- **Board Application Form**
- **Director Skills Survey**