



Board of Directors Minutes
Tuesday, November 20, 2018

Board of Directors Meeting
Location: Petaluma Community Center
320 N. McDowell Blvd.
Petaluma, CA 94954

BOARD OF DIRECTORS

Cindy Thomas – Chair
Dennis Murphy – Vice-Chair
Judy Kirschner – Secretary - **absent**
Domenica Giovannini - Treasurer
Richard Alpert - **absent**
Dana Porteous
Jason Lopez
Tim Williamsen – City of Petaluma Designate
John Bertucci –Executive Director

1. ROLL CALL – 6:03 P.M.

2. PUBLIC COMMENT

Public comment on issues not on the agenda. Time for comment on agenda items will be made available during discussion of those items. No action can be taken by the Board on issues raised in any comments; however, the Board may refer questions to PCA Management for review.

None.

3. BOARD OF DIRECTORS COMMENTS & ANNOUNCEMENT

Directors Comments, Announcements

None.

4. AGENDA APPROVAL

Requests for modifications, deletions

Williamsen moved to approve November Agenda, Porteous seconded, Approved: 6/0

5. APPROVAL OF MINUTES

Minutes for October 16, 2018 PCA Board of Directors Meeting

Murphy moved to approve October Minutes, with 10.C moved to next meeting, Giovannini seconded, Approved: 6/0

6. TREASURER'S REPORT

Report for October 2018 Financial Statements (Giovannini)

Giovannini reported on balance, still showing deficit (-27,489) but PEG Fees were deposited last week (\$58,427). Bertucci noted annual payments made in first half of fiscal year & critical importance of PEG Fees.

Bertucci and Giovannini will meet w/Torkelson's next week to complete Financial Review FY17/18.

7. EXECUTIVE DIRECTOR'S REPORT

Topics: Volunteers: radio scheduling & CD library - Office design progress – Thanksgiving Schedules - Website issues - Community Outreach (PDA annual mtg 10/17; Veteran's parade 11/11; PVP social media mtg 11/16) - Radio Project status (Extended Access installation; Technical: electrical work, new automation; Social Media: KPCA posts on PCA fb pg; Events: Phoenix concert 11/10; Funding: Fabulous Women grant submission) - FCC rule change - Staff reviews

Gioviannini noted that PCA website still shows signs of malware, Dreamhost must complete their work.

Williamsen commented on FCC threat to PEG Fees.

8. CONSENT CALENDAR-

None.

9. REPORTS OF COMMITTEES

A) Executive Committee (Thomas, Murphy, Kirschner, Giovaninni)
- report on 10/23 mtg

Thomas reported on items discussed, Murphy read from Minutes taken by Gioviannini.

Some confusion about email transmission, is everybody getting PCA email or are they missing some.

B) Finance Committee (Gioviannini, Lopez)
C) Nominating Committee (Alpert, Porteous, Lopez)
D) Policies & Procedures (Williamsen, Thomas)
E) Outreach & Development (Thomas, Gioviannini, Alpert, Murphy, Porteous)
- report on 11/13 mtg

Porteous reported on items discussed, read from Minutes taken by Nellie.

Further discussion carried to 11.A.

10. OLD BUSINESS

A) Discussion and possible action on ED succession plan (Thomas)

Executive Committee will review the submitted applications at next meeting (11/27), begin interviewing & bring recommendation for hire to full Board for approval (12/18).

Murphy is giving a training on pop-up procedures on Monday, Dec. 2.

Relations to be kept open with hotel for eventual black-tie fundraiser, but focus in 2019 will be on May 20 Lagunitas event, bands to be confirmed in January.

B) Discussion and possible action on extended access policy (Porteous)

Bertucci covered operational progress in ED Report, item to be removed from next Agenda.

C) Discussion and possible action on Marketing, Fundraising & Events (Gioviannini)

Carried to next Board meeting, Dec. 18.

D) Discussion and possible action on appointments of Board Director (Thomas)

Gioviannini moved to appoint Lopez to the Board, Murphy seconded, Approved: 6/0

11. NEW BUSINESS

A) Discussion and possible action on functionality of Outreach Committee (Thomas)

Gioviannini moved to split existing Outreach into 2 separate committees: Fund Development, and Outreach & Events, Lopez seconded, Approved: 6/0

B) Discussion and possible action on Board committee appointments (Thomas)

Carried to next Board meeting, Dec. 18

C) Discussion and possible action on Sebastopol City meeting contract (Bertucci)
After discussion of the proposition, Board directed staff to continue negotiations with Sebastopol.

D) Discussion and possible action on Staff and ED performance reviews (Thomas)
Bertucci reported on recent staff reviews. No action taken for Board & ED reviews.

E) Discussion and possible action on member jurisdiction/radius (Thomas)
Discussion of whether PCA can or should serve non-Petaluma residents, and what distance constitutes eligibility for user membership. No action taken, carry as Old Business to next mtg.

F) Discussion and possible action on Pet-a-llama benefit participation (Bertucci)
Murphy moved to approve PCA participation as sole beneficiary in this fundraising event, Lopez seconded, Approved: 6/0

12. ADJOURN TO CLOSED SESSION

13. REPORT OUT OF CLOSED SESSION

Williamsen moved to adjourn, Giovanniin seconded, Approved: 6/0

ADJOURN – 7:42 P.M.

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