

Foundation for Creative Broadcasting dba KXCI-FM
Minutes of the Board of Directors Meeting
January 15, 2004

Present: Tom Spendiarian, Lil Espinoza, Jim Hannley, Jean-Paul Genet, Phred Bartholomaei, Ben Changkakoti, Debbie Friesen, Jim Lipson, Tom Shook, Juan Restrepo, Kathleen Williamson, Dave Olsen. Absent and Excused: Anne Lawrence.

Staff Present: Larry Bruce, Roger Greer, Randy Peterson.

The meeting is called to order at 6:30 by Spendiarian. Quorum present.

Next meeting announced for Wednesday, February 18th at 6:30 at the Armory Park Center.

I) Review and Adoption of Past Minutes – The board reviews minutes of the 12/11/03 meeting. Williamson moves to accept, Changkakoti second. All agree. Minutes are adopted.

II) Community Advisory Board Report – Greer reported on the CAB, which has held six meetings. The group is working on a survey to assess community needs in relation to KXCI's strategic plan. Greer answered questions from the board on CAB activities. The CAB has eleven members representing a cross-section of Tucson, with backgrounds in the education, non-profit and business communities. The CAB is seeking more members.

III) General Manager's Report – The full report is in the board packet. Bruce started as the new General Manager on January 2, 2004. The audit has been completed. He is currently working on staff job descriptions and performance reviews. The Democracy Initiative committee delivered their petition signatures on January 12, 2004; they are currently stored in our lawyer's safe. Construction and remodeling is progressing on the second floor studio with some delay; expected move in mid-March. The move creates some security concerns that will be addressed. Richard King will be bringing in an assistant during tax season. Larry also discussed the possible impact of 92.9FM's switch to a AAA format.

IV) New Business –

- a) Bruce discussed plans to organize a listener's trip to New Orleans for the Jazz and Heritage Festival. No action required.
- b) The NFCB conference will be held in April in Albuquerque. Expect a budget and proposal at a future board meeting. No action taken.
- c) Bruce discussed building security concerns. He will request proposals and bids to address the concerns and present a budget and proposal at a future board meeting. No action taken.

V) Call to Audience- Scott Egan, John Murphy, and William Risner addressed the board.

VI) Programming Report – Greer reported on programming and explained two recent changes prompted by the programmer's decisions to discontinue their shows. Greer is currently air-checking all programs, with an emphasis on vocal quality. He reported on the recent deejay training classes and outlined the process by which new shows are added.

VII) Membership/Outreach Report – Peterson reported on membership. As of 1/12/04, we have 2790 member families. The next membership drive begins on January 22nd with a goal of \$80,000. The staff has been involved in many outreach events, including distributing more than 4000 items at the Family Arts Festival. Events like the Tucson Peace Fair and Fourth Avenue Street Fair are planned for spring.

IIX) Old Business –

a) Democracy Initiative – Bruce has received more signatures to add to the set received January 12th. After discussions with our attorney, a resolution is needed to direct the staff to move forward with meeting requirements of our bylaws and state law with regard to the petition signatures. The petitioners will bear the costs of certifying the signatures; Bruce is currently soliciting bids for certification. The signatures were not delivered with the proposed bylaw changes. Motion by Spendiarian, second by Lipson, to direct the staff and legal counsel to proceed with a response to the Initiative under procedures set forth in the bylaws and under state law. Discussion. Call the question. All in favor, motion passed.

b) Town Hall Mediation – Motion by Williamson, seconded by Olsen, to proceed with negotiations with Carl Moore. Friendly amendment by

Spendiarian to craft an agenda for the town hall. After discussion, it was determined that the meeting should cover: volunteer representation on the BOD; station policy and procedures; FCC issues; and incorporating conflict and conflict resolution into decision making. The board also discussed the need to have a firm concept of the costs involved in the planned town hall. Motion withdrawn in place of new motion. Motion by Spendiarian to proceed with facilitation, create a contract with Carl Moore, and set a date for the meeting. Second by Genet. All in favor, motion passed.

c) Change of control application – Peterson reported on the transfer of control application filed with the FCC. It is required every time the BOD changes by more than 50%, an event which occurs roughly every 18 months to two years. The last change of control was filed in 2002.

IX) New Business, additional –

a) Motion by Spendiarian, seconded by Espinoza, to direct the staff and legal counsel to review the current bylaw situation and to take the steps necessary to clarify the situation. All in favor, motion passed.

Motion by Changkakoti, second by Genet, to adjourn at 7:49pm. All in favor, motion passed.

Submitted for approval,

Randy Peterson
KXCI-FM