

**Board of Directors Meeting, Foundation for Creative Broadcasting
Minutes – 11/4/04**

Attending: Lil Espinoza, Kathleen Williamson, Jim Lipson, Tom Spendarian, Phred Bartholomaei, Mary Buckley, Ben Changkakoti (left at 7:25), Debbie Friesen, Jean Paul Genet (left at 7:30), Dave Olsen, William Poorten, Tom Shook, Jim Hannley (arrived 7:05). Excused absence – Elaine Schramm

Meeting called to order at 6:40. Next scheduled meeting for 1/13/05. Location TBA

Last months minutes amended to reflect Lil Espinoza was absent (excused) and that Dave Olsen was present. Motion to approve amended minutes by Espinoza. Second by Genet.. Unanimously approved.

GM report – Subject items include: Liability insurance; digital transmitter grant; translator update; car donation program; Queen Ida, Dave Alvin and KXCI CD release concert update; yearly budget profit and loss review.

7:10 pm – Executive session to discuss staff budget issues

7:35 out of Executive Session

Old Business:

Town Hall – The town hall is scheduled for Thursday, November 19 at the Stone Ave. Temple. The format will be questions & comments with one or two KXCI personalities serving as moderator. Specific topic items will include: programming; concerts and events; By-laws; BOD & elections. Larry will also make a brief presentation on translator update for NW reception. The TH will begin at 6 pm with food and informal meet & greet and will begin approximately at 6:20 and go no later than 8:30 pm

BOD election policy – Motion to approve the election policy (attached) by Poorten. Second Spendarian.

Discussion – an election sub-committee will be composed of FCB volunteers selected randomly. The committee will have three volunteers, two staff people and one member from the BOD. Spendarian moves to approve as amended. Shook seconds. Unanimously approved.

Budget

Larry presented a budget for the new fiscal year that increases our budget from \$673,443 to 808,750. He intends to increase underwriting revenues by \$110,000. This will happen with rate increases and by hiring a new underwriting staff person. We'll also look to cut costs in several ways including making the newsletter available on-line.

Motion to accept the budget by Buckley. Second by Bartholomaei.
Unanimously approved.

New Business

BOD elections. To be in compliance with the new by-law changes we need to elect three additional BOD reps. We could do this in January or elect 6 people when the regular election cycle comes around in May.

Spendarian moves to adopt a special January election to bring in three new BOD members and for 2 and one half year terms. Lil then scheduled a special meeting to adopt this by-law change for the Town Hall on November 18 at the Stone Ave. Temple at 6 pm.

Discussion: It is noted to elect a BOD member for less than a three year term would call for a change in the by-laws. To change the by-laws it was also noted that notice must be given and that by-laws cannot be amended until the following meeting.

Lipson proposes the board serve notice of its intent to amend the by-laws allowing for the election of three new BOD members in January of 2005 with a term of two and one half years, thus allowing these members to work into an election cycle that will allow for the election of three BOD seats every spring. Williamson seconds. Jim Hannley opposes, all others approve as motion passes.

Code of Conduct

Larry presented a code of conduct that would govern how we deal with each other in meetings and other station communication. This is basically adapted from the Pacifica station in Houston.

Discussion – Do we really need this as isn't most of this common courtesy and do we already have the authority to remove people from meetings if they are threatening or violent? ? Isn't it like legislating morals? Do we need item number 10 calling for a neutral arbitrator to be called in? Would it not be difficult to implement?

Motion to table adoption of this by Espinoza. Second, Buckley.

Call to the Audience

#1. Taking pains not to acknowledge the DI. Isn't that silly? TH should be mandatory for BOD attendance; is there a conflict of interest in having BOD member Elaine Schramm on the air on a public affairs show and is this putting the station at risk; who can trust an independent arbiter appointed by the BOD; have never heard any inappropriate language at a BOD meeting; re the code of conduct and the internet—we cannot control what people say to each other on the net; why should bod members have input on concerts; digital transmitter—is staff

somehow making money on this; elected members are elected and that should be their qualifications; this venue for meetings is not good.

8:35 – motion to adjourn by Spendarian. Second Williamson.
Approved.