



Petaluma
Community
Access

A 501.c3 Public Benefit Corporation

Board of Directors Minutes
Tuesday, October 16, 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
Vacant – Secretary (temporary, Bertucci)
Domenica Giovannini
Richard Alpert - **absent**
Dana Porteous
Jason Lopez - **absent**
Tim Williamsen – City of Petaluma Designate
John Bertucci –Executive Director

1. ROLL CALL – 6:00 P.M.

2. PUBLIC COMMENT

- None

3. BOARD OF DIRECTORS COMMENTS & ANNOUNCEMENT

- None

4. AGENDA APPROVAL

- Williamsen moved to approve October Agenda, Murphy seconded, Approved: 5/0

5. APPROVAL OF MINUTES

- Porteous moved to approve September Minutes, Murphy seconded, Approved: 4/0, Giovannini abstained

6. TREASURER'S REPORT

- Giovannini reported on September Financials, negative balance due to up-front annual insurance payments & absence of annual fundraising revenue
- Bertucci reported on recent TV costs (new camera & go-pro) unanticipated radio costs (extended Access installation & BMI dues), also PEG Fees (Comcast up \$500 from last quarter, ATT down \$500 from last quarter – both down \$1500 from same time last year)
- Bertucci to introduce Giovannini to Torkelson's for future audits, financial reviews/tax returns

7. EXECUTIVE DIRECTOR'S REPORT

Topics: Members' Mtg 10/11 - PCA election - Board photos: 3 pics, 2 bios - Community Outreach: City election coverage; PDA event, 10/17; PCF nonprofit survey - Radio Project status: Automation status; SSU survey; Marketing: Radio Flyer in PDA campaign; Events: Phoenix concert #2, 11/10; Funding: underwriting plan, talking points; Handbook work - IRS password issue.

Petaluma Community Access
205 Keller St., Suite 102, Petaluma, CA 94952
P.O. Box 2806, Petaluma CA 94953-2806
707) 773-3190 Fax: 707) 773-4252 www.pca.tv

8. CONSENT CALENDAR

None.

9. REPORTS OF COMMITTEES

A) Executive Committee (Thomas, Murphy, vacant, Giovaninni)

- report on 9/25 mtg: work on ED job description & Board recruitment strategies

B) Finance Committee (Giovannini, Lopez)

C) Nominating Committee (Alpert, Porteous, Lopez)

D) Policies & Procedures (Williamsen, Thomas)

- report on 10/16 mtg: membership eligibility per P&P definition of "immediate vicinity"

E) Outreach & Development (Thomas, Giovannini, Alpert, Murphy, Porteous)

- report on 10/9 mtg: PCA Members mtg, pop-up proposal form, Nov 10th Phoenix concert, proposed KPCA T-shirt contest, signature fundraiser at hotel

10. OLD BUSINESS

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

- discussion of proposed ED job description as a part-time position (24 hrs weekly, at \$29 per hr) to permit full-time positions w/benefits for existing staff

- Gioviannini to research group health benefits plan

- Murphy moved to approve job description w/desired modifications by Gioviannini, Porteous seconded, Approved: 5/0

- Executive Committee to prepare posting of open position at next mtg

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

- Bertucci reported on Bay Alarm installation quote & was directed to proceed with card reader/door mods, PCA to install cameras & video archiving system

11. NEW BUSINESS

A) Discussion and possible action on 2018 Board Election (Murphy)

- Gioviannini moved to approve 2018 Election results (Cindy Thomas elected to 3 year term), Murphy seconded, Approved: 5/0

B) Discussion and possible action on appointments of Board Directors (Thomas)

- Thomas moved to appoint Judy Kirschner to one year seat on Board, Murphy seconded, Approved: 5/0

- Thomas moved to re-appoint Dana Porteous to one year seat on Board, Williamsen seconded, Approved: 5/0

C) Discussion and possible action on appointment of Board Officers (Thomas)

- **Murphy nominated Thomas as Board Chair, Williamsen seconded, Approved: 5/0**
- **Murphy nominated himself as Board Vice-Chair, Williamsen seconded, Approved: 5/0**
- **Kirschner nominated herself as Board Secretary, Murphy seconded, Approved: 5/0**
- **Thomas nominated Gioviannini as Board Treasurer, Williamsen seconded, Approved: 5/0**

D) Discussion and possible action on Marketing & Events (Gioviannini)

- **Gioviannini explained agency ownership of logo & responsibility to police its use, independent use cannot be permitted as successful branding requires consistency**
- **Gioviannini discussed urgent need to develop successful fundraising plans, in particular an Underwriting plan & rate sheet/ brochure, and the mechanism for soliciting, documenting & delivering efficient performance; discussion also covered a 'Friends of KPCA' donation drive, a radio marathon to raise funds, and**
- **Porteous to work as Board liason with Radio Manager to draft initial plan/brochure, beginning by meeting KWMR (Point Reyes) radio staff to learn how they operate their Underwriting system**
- **item carried for further discussion as Old Business**

- **Williamsen moved to adjourn to Closed Session, Murphy seconded, Approved: 5/0**

12. ADJOURN TO CLOSED SESSION – 7:45 P.M.

A) Discussion only on personnel issues (Bertucci)

13. REPORT OUT OF CLOSED SESSION

- **confidentiality of Closed Session discussions affirmed, in relation to this personnel issue & its resolution, as discussed in previous Closed Session**

- **Gioviannini moved to adjourn, Murphy seconded, Approved: 5/0**

ADJOURN – 7:58 P.M.

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