



Petaluma
Community
Access
A 501.c3 Public Benefit Corporation

Board of Directors Minutes
Tuesday, June 12, 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, Treasurer
Richard Alpert
Véronique Pelletier – **absent**
Dana Porteous – **absent**
Jason Lopez
Tim Williamsen – City of Petaluma Designate
John Bertucci –Executive Director

1. ROLL CALL – 6:04 P.M.

2. PUBLIC COMMENT

- None

3. BOARD OF DIRECTORS COMMENTS & ANNOUNCEMENT

- Bertucci informed Board of Pelletier's intention to resign, letter to follow

4. AGENDA APPROVAL

- Alpert moved to approve Agenda, Williamsen seconded, Approved: 6/0

5. APPROVAL OF MINUTES

- Giovannini moved to approve May 15 Minutes with modifications as indicated, Alpert seconded, Approved: 6/0

6. TREASURER'S REPORT

- Giovannini reported on Financials, noting Access Fees trends & membership growth
- Bertucci responded to Alpert's question about meaning of 'indemnification' clause in PCA By-Laws, and Board discussed their fiduciary responsibility in general
- Bertucci reported on Budget review of past 11 months & the current status of 3 PCA bank accounts - confirmed intention to move \$25K from savings acct. to operating acct., and that staff reorganization as previously outlined will start in new fiscal year -

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7. EXECUTIVE DIRECTOR'S REPORT

- Topics: Board business cards, photos... 2 new Access Assistants, Dahlia Rodriguez & Naomi Takeuchi - Replacement for Access Coordinator position/staff reorganization - Request Board assistance (with Nellie) for Insurance policy review - Community Outreach: B&E Parade video almost; Reich/Woolsey on air, Ellsberg/Coyote 6/10 (Copperfield's/LiteracyWorks) - Radio Project status: Technical (electrical loads, UPS back-up batteries) Programming (expanding schedule 6am/midnight/7 days) Mandatory Stakeholder mtgs; Handbook update, Underwriting plan
- **Board portrait photos will be taken by staff at office, or submitted photos, directors to call ahead to be sure staff is camera-ready, head shots with neutral b/g (such as solid colors walls in office) with short bios**
- **Thomas will assist Nellie with insurance review, in particular, looking at legal coverage for "Employment Practices" (claims against management/unfair practices)**
- **General discussion of radio stakeholders' meetings, citing need to reinforce developing Rules & Regulations, initiate collaborative quality control & required volunteer hours**

8. CONSENT CALENDAR

9. REPORTS OF COMMITTEES

- E) Outreach & Development (Thomas, Giovannini, Alpert, Murphy, Pelletier, Porteous)
- **Thomas reported on 6/5/18 Outreach mtg: TEP 2019 will not be at Mystic, Petaluma Hotel will be approached as venue – upcoming events were reviewed (4th of July staffing needs to be confirmed, Rivertown Revival will not be attempted, dates for eventual Lagunitas event will be requested for late May, early June 2019)**

10. OLD BUSINESS

- A) Discussion and possible action on ED succession plan (Alpert)
- **No action, discussed job description timeline, carried to next mtg.**
- B) Discussion and possible action on extended access policy (Porteous)
- **Porteous absent, discussion carried**

11. NEW BUSINESS

- A) Discussion and possible action on 2018 Election process (Bertucci)
- **Item to be carried to next meeting**
- B) Discussion and possible action on radio equipment purchase (Thomas)
- **Alpert moved to authorize staff to spend up to \$20,000 for additional radio equipment before the end of June, Lopez seconded, Approved 6/0**
- C) Discussion and possible action on marketing & fundraising planning (Bertucci)
- **Discussed need for a comprehensive marketing/fundraising/underwriting plan, to be initially developed by Executive Committee, date TBD for first mtg in early July**

12. ADJOURN TO CLOSED SESSION – 7:16 P.M.

- **Williamsen moved to adjourn to Closed Session, Thomas seconded, Approved 6/0**

13. REPORT OUT OF CLOSED SESSION

A) Discussion and possible action on member issue (Bertucci)

- **Bertucci reported on status of member issue, referring to ED statement submitted May 31**

B) Discussion and possible action on staff reorganization (Thomas)

- **Tabled, no discussion**

ADJOURN – 7:33 P.M.

- **Thomas moved to adjourn, Giovannini seconded, Approved 6/0**

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