



Petaluma
Community
Access

A 501.c3 Public Benefit Corporation

Board of Directors Minutes
Tuesday, September 18, 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 – **absent**
Richard Alpert
Dana Porteous
Jason Lopez
Tim Williamsen – City of Petaluma Designate
John Bertucci –Executive Director

1. ROLL CALL – 6:07 P.M.

2. PUBLIC COMMENT

- None

3. BOARD OF DIRECTORS COMMENTS & ANNOUNCEMENT

- Williamsen informed the Board that October is National Cyber Security Month
- Thomas reviewed Parliamentary Procedures: comments not for discussion, proper decorum, no personal attacks, clear distinction between operations (staff) and policies (Board), etc.

4. AGENDA APPROVAL

Requests for modifications, deletions

- Lopez moved to approve September Agenda, Murphy seconded, Approved: 6/0

5. APPROVAL OF MINUTES

Minutes for August 21, 2018 PCA Board of Directors Meeting

- Thomas moved to approve August Minutes, Lopez seconded, Approved: 5/0, Williamsen abstains

6. TREASURER'S REPORT

Report for August 2018 Financial Statements (Giovannini)

- Bertucci reported on: annual tax & financial review, PEG Fees, radio costs to date, current video equipment needs (recommending that such expenses be limited given the weaker demand than radio at present), and general financial status: rising expenses & staff resources will eventually require successful fundraising efforts on the part of the Board.

- Alpert asked about negative sum on P&L Performance financial report: due to issues concerning PEG Fees income accounting, Bertucci will pursue issues w/bookkeeper.

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7. EXECUTIVE DIRECTOR'S REPORT

Topics: Access Assts. & interns, pics & 2 more coming - Community Outreach: Huffman town Hall 9/18; Chamber Expo 10/4; Day of the Dead 10/7 opening, 27 procession; Art of Cinema proposal 11/29, 30 - Radio Project status... Members: stakeholder mtgs 9/24, 26, 29; Programming: live pop-up broadcast 9/16, candidate interviews; Marketing: SSU student project, Oct 13th concert cancelled, 5/20/19 Lagunitas; Technical: UPS back-up batteries, office electrical; Funding: underwriting plan, 'ambassador' talking points - PCA Election: date of record Fri 9/14, no other candidates, ballots mailed Fri 9/21 - 2018 Members mtg 10/11.

- **Murphy commented that SSU professor Peter Philips' suggested that KPCA rebroadcast SSU radio programming, Bertucci will direct staff to contact radio class instructor.**
- **Bertucci noted that sole member of public present, Judy Kirschner, is co-chair of PCA Members' Committee and will participate in planning this event: 5 to 8pm at the office on Thursday Oct. 11th, election results announced, open mic during evening radio, champagne accounted for, light buffet to be arranged, etc.**
- **Bertucci also requested & received Board consensus that Kirschner & Philip Lehman-Brown (other co-chair) be included on future Board Agenda email communications .**

8. CONSENT CALENDAR

None.

9. REPORTS OF COMMITTEES

- A) Executive Committee (Thomas, Murphy, vacant, Giovaninni)
 - report on 9/4 mtg

- **Thomas reported that ED transition was discussed, job description & open position post will be prepared for Oct. Board mtg.**

- B) Finance Committee (Giovannini, Lopez)
- C) Nominating Committee (Alpert, Porteous, Lopez)
- D) Policies & Procedures (Williamsen, Thomas)
- E) Outreach & Development (Thomas, Giovannini, Alpert, Murphy, Porteous)
 - report on 9/11 mtg

- **Thomas reported that: Oct 13 concert event has been cancelled, alternate TEP event will be pursued with Petaluma Hotel, live radio field production requests forms were not ready for discussion.**

- **Bertucci circulated copy of draft request form prepared in the interim, inviting comments submitted to staff for inclusion, correction, etc.**

- **Thomas also reiterated standing schedule for committee mtgs:**

- 2nd Tuesday of month, Outreach at 5:30, PCA office**
- 3rd Tues, Board at 6pm, Community Center**
- 4th Tues, Executive at 5:30, PCA office**

10. OLD BUSINESS

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

- **Relevant discussion carried to New Business item A)**

- **Bertucci recommended Board officer continuity & urgent designation of a Secretary, outlining other important areas of responsibility requiring immediate hands-on effort from the Board to maintain & develop PCA through this transition & beyond.**

- B) Discussion and possible action on extended access policy (Porteous)
- Porteous reported that BayAlarm would be best service to engage.
 - Bertucci concurred, Bay Alarm currently provides excellent security service to PCA, and submitted list of action steps required for eventual institution of extended Access.

- C) Discussion and possible action on Marketing and event planning for 2019 (Bertucci)
- TEP cancellation & replacement discussed, and May 20 Lagunitas fundraiser confirmed as important fundraising event, musical component to be planned by Radio Events sub-committee.
 - Underwriting Plan needed, and renewed promotional messaging needed for Members' mtg.

11. NEW BUSINESS

- A) Discussion and possible action on ED hours, payroll modification (Bertucci)
- Thomas moved to approve ED payroll modification to extend transition payroll schedule, Williamsen seconded, Approved: 5/0, Porteous abstains

- B) Discussion and possible action on TEP replacement event (Thomas)
- No action.
 - Porteous will meet with Hotel administration to open dialogue about potential partnership in annual signature fundraiser at the Hotel, and report to Outreach Committee for further planning.

12. ADJOURN TO CLOSED SESSION – 7:03 P.M.

- A) Discussion only on personnel issue (Bertucci)
- Alpert moved to adjourn to Closed Session , Murphy seconded, Approved: 6/0

13. REPORT OUT OF CLOSED SESSION

- PCA will post open position for Radio Coordinator in Oct.

ADJOURN – 7:21 P.M

- Thomas moved to adjourn, Williamsen seconded, Approved: 6/0

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