Board of Directors Meeting Minutes
Tuesday, August 17, 2021
6:00 PM

Location: Zoom Video Conference:
Click Here to Join the Meeting
or go to www.zoom.us and enter Meeting ID 825 1505 3077
Passcode: 247326
For Audio Only, Dial:
1-669-900-6833
and Enter Meeting ID 82515053077#, *247326#

BOARD OF DIRECTORS
xCindy Thomas – Chair
xDomenica Giovannini – Vice-Chair
xRonda Black – Secretary
xRandy Stewart – Treasurer
xFred Carroll
xTim Williamsen
Vacant Seat
Ingrid Alverde - City of Petaluma Designate
Vacant - Petaluma School District Designate

1. **ROLL CALL – 6:00 PM** started and recorded on Zoom
x marks present above.
Ingrid reported attending another City meeting.

2. **PUBLIC COMMENT**
Public comment on issues not on the agenda. Time for comment on agenda items will be made available during discussion of those items. No action can be taken by the Board on issues raised in any comments; however, the Board may refer questions to PCA Management for review.
None.

3. **BOARD OF DIRECTORS COMMENTS & ANNOUNCEMENTS**
Directors Comments, Announcements
None.

4. **AGENDA APPROVAL**
Requests for modifications, deletions
RS moved and RB second, unanimous.
TW moved amend agenda item 10D to include item to appointment of election inspector.

5. **APPROVAL OF MINUTES**
Minutes for April 20, 2021 PCA Board of Directors Meeting
Minutes for June 16, 2021 PCA Board of Directors Meeting

Minutes for July 20, 2021 Board of Directors Meeting
RS moved, Fred second, approved.

6. **TREASURER'S REPORT**

Report for July 2021 Financial Statements (Stewart)

PnL summarized. $taping and membership dues, $4111.28
$20,092.11 expenses.
Nothing out of the ordinary. No access assistants, OT paid. No exec Dir.
CT - no budget ex draft, but we look ok. RS confirmed.
HEPA filters and cleaning supplies - not paid but in process.
Balance sheet - moved $5k to cover lacking Comcast check.
TW - Comcast always late, Covid more excuses. More concerned about long term trend.

7. **EXECUTIVE DIRECTOR'S REPORT**

Report for July 2021 (Thomas)

CT meets with staff (no ED) at noon, holding down the fort.
New admin asst. doing great, cleared probation. Learning to do web site updates.
Prior to Covid Delta, planned to open studio; abandoned, to be determined, day to day, depends on OSHA and County
Some programmers cannot produce from home, tech contingencies in place.
Discussed rate changes (more later in the agenda), office hours.
Tax bill received, discuss with Torkelson.
Some movement on PSA; City acknowledged proposal and proposed amendment.

8. **CONSENT CALENDAR**

None.

9. **REPORTS OF COMMITTEES**

- Executive Committee (Thomas, Giovannini, Black, Stewart)
- Finance Committee (Stewart, Black)
- Nominating Committee (Giovannini, Carroll, Alverde)
- Policies & Procedures (Thomas, Giovannini, Alverde)
- Outreach Committee (Thomas, Black, Carroll)

Only Nominating, on the agenda, discussed later.
Amended ED report -.

10. **OLD BUSINESS**

A) Implementation Plan Review - Standing Item (All)
Nothing discussed.
B) Development Calendar Review – Standing Item (All)
No action, no discussion til we get ED.
C) Update on reopening PCA post Shelter in Place (Thomas)
See ED report.
D - or - G) Discussion and possible action on Board Election (Giovannini)
Met Friday, recommendation to nominate Fred for 3yrs.
Aggressive School Bd.
Remove Brown Act requirements.
Advisory Board - didn't hear.
DG - won't run, may consider appointment.
Added vote to appoint Jude Mion as election inspector. RS moved, RB second all in favor.
CT - change bylaws to require Petaluma residency to include Cotati and Rohnert Park residents.

CT - Sonoma County and Northern Marin County.
DG - had discussed with Fred, suggests going through this after elections. Include Brown Act adherence changes.
Straw poll - defer til after the annual election. Hold a special election.

E) - H) Discussion and possible action to approve 2021 Budget and Annual Report (Thomas)
Tabled, waiting on the City

F) - I) Discussion and possible action on hiring an Executive Director (Giovannini)
DG - would like to move an interview the 2 candidates. Proposes interviews on last full week of August, include at least one staff. CT - proposes Jeff, who agreed. OK to proceed.

11. **NEW BUSINESS**
A) Discussion and possible action on timeline for annual audit (Thomas)
Not required this year, only the review by City contract.
RS to take on working with staff and CPA firm.

B) Discussion and possible action on committee appointments (Thomas)
CT - concern over Outreach Committee, members expressed Board should not participate in Outreach.
DG and CT feel ED should take that topic on.
No action taken.

12. **ADJOURN TO CLOSED SESSION:**
RS moved, DG second
A) Personnel Matters
RS moved adjournment, RB second.

13. **REPORT OUT OF CLOSED SESSION**

ADJOURN

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