

FRESNO FREE COLLEGE FOUNDATION

BOARD OF DIRECTORS MEETING Draft Minutes

8/17/10 1914 hours

Present: Sue Kern, Leni V Reeves, Rych Withers (ED), Dave Gendron, Eduardo Stanley, Jan Slagter, Rick Flores

Call to order Determination of Quorum

I Agenda adopted with the following changes: addition of Election Procedures to Old Business; addition of discussion of Hasan Johnson's Board position to Old Business tabled to next meeting; removal of Discussion of programming decision from New Business in the absence of any complainant.

II Excused: Vickie Fouts, Alex Vavoulis, Mark Hernandez, Gerry Bill

III Minutes of 6/18/10 approved (unan.)

IV No public comment

V Reports

1) President - no report due to family emergency

2) Executive Director/Programming Director - verbal report given

3) Chief Engineer - verbal report given

(Content of reports not officially part of minutes but summarized here for convenience: KPFA payment up to not including July has been made. KFCE ~28,000 in the black, FFCE ~19,000 in the red due to bookkeeping phenomenon of settling up at end of year. Decisions on revenue division from events and the current 80/20 split between KFCE and FFCE on bills like rent and utilities and when all this is "paid" may need to be considered by Budget Committee.

Renewal notices will be sent tomorrow.

June Board and Staff List has membership expiration dates for Board members.

No attempted break-ins from outside but an interior door has been jimmed and a mixer stolen; door not yet fixed. New locks in progress.)

VI Committees

Budget Committee - did not meet (2nd Weds. 1:30)

Fundraising - did not meet (2nd Weds. 6:30)

Community Outreach - did not meet (1st Tues. 6)

Programming - written report given

Governance Committee- written report

Personnel - did not meet

KFCE Representative to KPFA LSB Rych did not attend: car trouble

VII Consent Agenda: adopted, including Governance Committee Policies on Complaint Procedure and Use of FFCF Studio and Equipment. (Below) M- LVR, 2nd RF, Unan.

Complaint Procedure

If any staff member, Board member or Foundation member has a complaint about an action taken by a Foundation representative, including but not limited to the Executive Director, paid staff, Board members, volunteer programmers and other volunteers working on behalf of the Foundation, the complaint should first be submitted in writing to the Executive Director or, if the ED is the subject of the complaint, to the Board President. If the Board President is the subject of the complaint, it can be submitted to the Full Board.

The ED (or Board President) should provide a written response to the complaint within two weeks of receiving it. If the initial response by the ED or Board President is that further investigation is needed, the ED or Board President will provide the complainant with a projected timeline for processing the complaint.

If the complainant is dissatisfied with the decision made or action taken by the ED (or Board President), an appeal of the decision can be brought by submitting a written agenda item to the full Board, along with a proposed remedy.

Policy on Community Use of Fresno Free College Foundation Studio & Equipment

If a community member or organization wants to use the Foundation studio or equipment for a purpose not directly related to the operation of the Foundation or its projects, a request should be submitted in writing to the Executive Director.

The ED will evaluate whether the requested use is in line with Fresno Free College Foundation's mission and if it is to be used for a purpose consistent with our 501(c)(3) non-profit status.

If not, the ED can only authorize the request if the person or organization pays for the use.

If so, the ED can either allow the use without charge (based on equipment and staff availability) or request that the individual or organization agree to reimburse the Foundation for its expenses. All use must be supervised by staff or an authorized volunteer appointed by the ED.

If the person or organization is dissatisfied with the decision of the ED, an appeal can be placed on the FFCF Board agenda by submitting a written agenda item to the Board Secretary or President.

VIII Old Business

a) Banquet: Sunday November 7. Timeline tabled to next meeting.

b) Hasan Johnson's resignation: if final, discussion of filling position tabled to next meeting.

c) Election Procedures for 2010 discussed and adopted as follows:

M - JS, 2nd DG, Unan.

FRESNO FREE COLLEGE FOUNDATION/KFCF ELECTION PROCEDURES 2010

SECTION A: NOMINATION OF CANDIDATES FOR THE BOARD

1) A candidate must be a qualified member as defined by the current Bylaws of the Fresno Free College Foundation, which are available at www.ffcf.org or from the FFCF office. The date of record for eligibility is established as August 31 in each election cycle to

meet legal requirements to conduct elections under the present Bylaws.

2) The nomination period shall last 45 days commencing September 1 2010. Completed nomination papers must be submitted by hand or email to the Foundation offices no later than 5PM October 15 or postmarked by midnight October 15 2010.

3) The Executive Director will continue to be an ex-officio (non-voting) member of the Board, and shall not run for an elected Board seat.

4) Slates of candidates shall not be permitted.

5) FCC rules prohibit anyone convicted of a felony from being the licensee of a broadcast station, and, since the Board serves as the licensee of KFCF fm, anyone convicted of a felony may not serve.

6) Per the Bylaws, " If after the close of nominations the number of people nominated for the Board is not more than the number of directors to be elected, the Corporation may without further action declare that those nominated and qualified to be elected have been elected."

SECTION B: CAMPAIGNING AND BALLOTING (ELECTION PERIOD)

1) The election (official campaign and voting) period shall begin upon the mailing of ballots October 31 2010 (to allow candidate validation and ballot preparation time and last 30 days or until the close of the election. Campaigning is prohibited until ballots are mailed.

2) All candidates confirmed at the end of the nomination period shall be requested to submit a 1 minute candidate statement to be aired on KFCF during the campaign period. KFCF staff will assist candidates in creating carts for such purpose and carts will be aired on a rotating basis daily during local programming periods.

3) KFCF will produce and air at least one live candidate forum, which will include calls from listeners to ask questions of the candidates. The date and time will be coordinated by the Election Committee to allow maximum participation. Community groups, should they desire, may host additional public forums, with the requirement that all candidates should be invited and allowed to attend; however candidate participation in such forums shall not be mandatory. Candidates knowingly participating in forums at which all candidates have not been invited nor allowed shall be disqualified.

4) Aside from scheduled forums and carts, all other on-air discussion of the election must be confined to encouraging members to vote for candidates of their choice.

5) Candidates shall provide, with their nomination papers, brief answers to a set questionnaire prepared by the Election Committee as well as a brief statement of qualifications and vision. These materials shall be posted on an official election website established by the Election Committee. This information shall also be distributed with all ballots.

SECTION C: BALLOTS

- 1) Paper ballots shall be issued.
- 2) Write-in candidates will be counted provided they are members of record and are otherwise qualified. None of the Above or nonexistent persons will not be counted.
- 3) Ballots will be distributed with a premarked return envelope. Completed ballots must be returned in this envelope.
- 4) Ballots, which must be enclosed in the return envelope, may be hand delivered to the station office no later than 5PM on December 1 or postmarked by midnight December 1 2010. Ballots received without being placed in the return envelope shall be discarded uncounted.
- 5) Ballots will be counted within 10 days of the election and the results posted upon completion of counting and certification by the Election Proctor. Any challenges to the Election Proctor's counting and certification must be communicated in writing to the Board of Directors in a timely manner and as prescribed by law.
- 6) Within 60 days of ballot certification, the Board shall vote and may validate the election.
- 7) Per the Bylaws, "If the required quorum of ballots is not received by the Elections Close Date then the Elections Close Date shall be extended by two additional weeks. If no quorum of ballots is obtained by the extended date, then those Directors whose terms would have expired upon the election of new Directors shall remain in office until the next regularly scheduled Director election." Quorum is 10% of membership.

SECTION D: APPLYING TO RUN FOR THE FRESNO FREE COLLEGE FOUNDATION BOARD OF DIRECTORS.

INFORMATION FOR CANDIDATES

Nomination Packets: (Please use a separate sheet for each of the following.)

- A) Candidate campaign statement (150 word limit.)
- B) Answers to the candidate questions. (See below, also posted) (not more than 350 word total)
- C) A signed declaration of candidacy or self-nomination. (see below)

Electronic submissions with hard copies are encouraged and welcomed. (Email, 3.5 floppy, CD or DVD. Text or MS Word format please.) Completed declaration of candidacy, questionnaire and statement must be received no later than October 15 2010 at:

FFCF/KFCF offices
1449 N. Wishon
Fresno CA 93709
or
FFCF/KFCF

PO Box 4364
Fresno CA 93744
or

rwithers@kfcf.org

If you do not receive confirmation that we have received your Nomination Packet please contact Rych Withers at one of the above addresses.

NOMINATION PACKET INFORMATION

A) CANDIDATE STATEMENT

Please provide a statement of not more than 150 words. This will be included with the ballot materials and will also be posted on the FFCF/KFCF website.

B) CANDIDATE QUESTIONS

1. Please provide a brief background statement with the skill, experiences, and connection with Fresno Free College Foundation that you would bring to the Board as a Director.
2. Please describe your perception of the value of KFCF 88.1 FM and KPFA to Central California.
3. How could KFCF local programming better serve its listeners?
4. What, in your opinion, is the proper role and responsibility of a Board member?
5. How would you propose to increase the size and diversity of the KFCF listening audience?
6. Do you have time to attend monthly Board and committee meetings?

C) DECLARATION OF CANDIDACY

Your declaration of candidacy should contain an affirmation that you are standing for election to Director of the Fresno Free College Foundation.

EXAMPLE: I, (name), am both qualified and eligible to run for the office of Director of the Fresno Free College Foundation.

Include on the declaration the following information:

Name

Mailing Address

Phone Number(s)

Email address if any

This information is required in order for you to be contacted about candidate events and election activities as well as to verify your eligibility as a member.

IX New Business

a) Personnel issue: health insurance (closed session)

Into Closed Session for Personnel Matters at 2056 hours

Reconvene Open Session and Adjourn 2105 hours