

Governance and Policy Comm December 2021 minutes

Attending: Ruba, Tim, Zale, Layla

Excused Absence: Emma

1. Agenda approved.
2. October minutes approved.
3. Report back from October and November board meetings
 - The “committee” will meet quarterly. “Workgroup” [without board member(s)] continues to meet monthly.
 - Full committee meeting dates:
 - December (to ensure we have board member input as we develop our annual workplan)
 - March (to send any bylaw revisions to the board so they can appear on the ballot)
 - June (for any final, last-minute bylaw revisions)
 - September (to wrap up any policy revisions for the board's approval)
 - Committee business has not been brought to the board. Ruba will take two items to the November board meeting (after Zale sends her the official document links):
 - approve revisions for Policy 6 (Program Committee Responsibilities)
 - renumber policies
4. Work plan for FY 2:

January

- Possible bylaw revision: three consecutive meetings can include workgroup and committee meetings.
- Bylaw revision: "KBOO shall maintain a balanced budget. As a small nonprofit organization, we the board of directors recognize the imperative of ensuring the long term sustainability of the KBOO foundation. In order to keep KBOO healthy and sustainable as a non profit business the board of directors shall not pass a budget which is not balanced. As a matter of practice the board will also be encouraged to maintain a margin of about 5% above the anticipated annual budget in reserve for savings and unanticipated expenses."
- Bylaw revision: prohibit board members or former board members from serving as station managers. It seems that 5 of the last 8 or so station managers have been or were board members and some think this is a huge problem in terms of nepotism and creates a serious conflict of interest.
- Bylaw revision: **ARTICLE VI: BOARD OF DIRECTORS. Section 5. Election.**
Remove language stating that electronic voting must conclude one week before the election date:
At each annual election, the members of the corporation shall by ballot elect one-third of the members of the board, the nominees receiving the most votes being elected. Candidates may run for election by submitting a statement of interest to be received by the Nominating Committee, or its designee, at least nine calendar weeks prior to the election. The board of directors shall be responsible for ensuring that an adequate number of candidates representative of the diversity of the corporation's members are nominated. The election shall be accomplished by mail through a paper ballot or, if the member consents, by

electronic ballot, or both, as authorized by the Board. A member who agrees to vote by electronic means in an election is not bound to vote by electronic means in a future election. The election shall be concluded at the annual meeting by a count of paper ballots returned by mail **and** electronic ballots ~~returned one week before the annual meeting,~~ and paper ballots cast at the annual meeting. The nominees receiving the most votes will be elected. The results of the election shall be announced by the president, or the president's designee, at the annual meeting.

February

- Review policy revisions from Finance Committee (previously set for January)
 - [Check-signing](#) (No. 51) Did the finance committee approve our revision?
 - [Spending outside the budget](#) (current version)
 - W 39 Spending Authority Outside Budget working version.docx (revised version)
 - Did the finance committee consider whether to define emergencies?
 - [Budget Process](#) (current policy) [revised policy](#)
 - [New policy](#) about use of the KBOO credit card.
 - [New policy](#) about online bill paying.
- [Development Committee Policy Review](#) (policies 9: Fundraising and 19: Underwriting--in process)
 - Fundraising Policy revision updates.
 - Underwriting Policy revision updates.

March

Finalize bylaw revisions; committee votes to send to the board.

Reassess and continue on with the following items, in order, as we get to them:

- Conflict of Interest Policy for the board (in process)
 - [Sample from KKFI](#)
 - [Sample from the IRS](#)
 - [Sample from NAO](#)
 - [Sample from KSQD](#)
- Policy: [hiring policy \(no. 53\)](#)
 - Update the part about station manager hiring committees: to include 1 staff member to give guidance during the process. And 1 community member to be present. Same POC and women composition as staff hiring.
- New Policy Idea: Volunteer Rights and Responsibilities (TABLED FROM JULY)
 - The on-air volunteers information was added to the programmer's contract, and the non-air volunteer info was added to that document. Would it be a good idea to get that information back into a policy? Maybe one main volunteer policy, plus separate info for on-air programmers and non-air volunteer contract. Tim had these concerns: how are changes transmitted; how does the decision to make changes get made; who provides input?
- Outside vendors/contractors/bids.

Jenna: Would be nice to have a policy about contractors and bids.

Input from KBOO employee: HR companies will be used for general questions with no more than \$200 being spent a month. Managers shall consult kboo's union for hr issues. Managers must have majority vote of board members to hire outside lawyers and HR reps. A new

vendor cannot be hired without a process. We need to create a process. I would also like to add that managers must consult our insurance reps (on the case of HR matters) and volunteer pool before paying for outside consultants.

- House rule policy No. 68: Keep KBOO clean--pick up after yourself. Ramifications of not picking up after yourself?
- Policy (new): Whistleblowers.
- Policy (new): Safety and Protection of Youth in the Building.
- Policy Revision: Conflict Resolution (#5):
A request from a staff member to consider an update regarding discrimination/harassment/intimidation complaints against staff. Consider including parameters for determining validity of complaint. Some input: clarity on the timeline of the investigation (ie. 5 business days for notification, max 2 weeks for investigation, findings meeting etc) - and also there should be transparency on HOW the investigation will be carried out (ie. by following the steps of: interview of complainant, informing alleged perpetrator of the nature of the complaint, interview of witnesses, interview of alleged perpetrator, criteria for assessing credibility of complaint, independent review of final report, AND a clear timeline for each of these steps!). Here are clear guidelines on how to carry out an investigation:
<https://www.shrm.org/hr-today/news/hr-magazine/Pages/1214-workplace-investigations.aspx>
x

Next meeting: January 10

Meeting adjourned at 7:20pm