



## BOARD OF DIRECTORS MEETING MINUTES

**Date:** Monday, 5/22/2023

**Time:** 6:00pm - 8:00pm

**Location:** KBOO Community Radio  
20 SE 8th Avenue  
Portland, OR 97214

*and*

**Zoom:**

<https://us02web.zoom.us/j/89928501027?pwd=TVhpbTF3WnlEdkxxM2tPOWhWYTJzZz09>

**Meeting ID:** 899 2850 1027

**Passcode:** 794568

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### WELCOME

### INTRODUCTIONS & CHECK-IN

#### IN ATTENDANCE

Board members: *Emma Lugo, Carmen Garnica, Ona Harshaw, Joyce Nance, Josh Roberts, Mike Frost, Malik Hale, James Draznin, Jill Blanchard*

Station Manager: *Nathan Vandiver*

Staff: *Ender Black, Danielle Schira, Zale Chadwick*

Members/Volunteers: *Chris Merrick, Tim (Diablo) Nakayama*

### HOUSE RULES & MEETING GUIDELINES *(5 minutes)*

- Mike Frost read the House Rules and Meeting Guidelines
  - <https://kboo.fm/kboos-house-rules>

## **HOUSEKEEPING** (5 minutes)

- Choose Facilitator
  - Emma
- Select time keeper
- Designate note taker
  - Zoom read.ai (edited by Jill)
- Interim Secretary
  - No volunteers
  - Jill will remain acting Secretary

**APPROVE AGENDA** Approved. Motion to approve - Josh, second - Jill

## **PUBLIC PARTICIPATION**

Moved after Engineering Committee Report

## **APPROVE KBOO BOARD MEETING MINUTES**

April 2023 meeting minutes approved. Motion to approve - Josh, second - Jill.


## **KUDOS & APPRECIATION**

- *JILL*
  - *Emma - for keeping momentum behind all of the hiring committees.*
- *Emma*
  - *Chris - thank you for all his work as interim station manager*
  - *Nathan - thank you for making it through the interview process and for accepting the position of Station Manager.*
- *Josh*
  - *Kudos to Nathan on his hire.*
  - *Sherry - thank you for all your work leading the Strategic Planning Workgroup*
  - *Chris - thank you, it was great to meet you and hope to see you around KBOO*
  - *Emma - thank you for your leadership*
  - *Jill - thank you for your support*
- *Zale*
  - *Thank you to Chris. As a senior staff member, she has worked with Chris in the past and was pleased to learn he would be the interim station manager again. It was great to work with someone I knew would know what was going on.*

## NEW BUSINESS

- STATION RE-OPENING
  - COVID - Policy
    - *EMMA: The mask policy stifles people who want to come here because you can go almost anywhere, including hospitals, without a mask and a proof of vaccination.*
    - *Most places are taking the attitude that if you are concerned about COVID you will be responsible for yourself. That is the policy almost everywhere now. That's the policy everywhere. So I'm proposing that policy here.*
      - *This is something we will have to negotiate with the labor union because we are under a set of agreements with the union about work conditions.*
      - *But we can take a vote as a Board to drop the mask requirement and then bring that to the Management Bargaining Committee and see what happens.*
      - *Do you want to make that motion?*
    - *JOYCE: motion to relax the mask mandate*
    - *JOSH: second*
    - Discussion
      - *ONA: objection that she thinks it should be up to the people who work in the building. I'm advocating for staff because we don't live in this building, they do.*
    - VOTE | to remove the mask and vaccine requirements to enter the Station.
      - *Jill - yes*
      - *Joyce - yes*
      - *Ona - abstain*
      - *Carmen - abstain*
      - *Josh - yes*
      - *Mike - yes*
      - *Malik - yes*
      - *James - yes*
    - The Management Bargaining Committee will communicate with the Union Bargaining Committee regarding next steps
- STATION MANAGER HIRE
  - Welcome Nathan Vandiver
- MANAGEMENT BARGAINING COMMITTEE
  - National Labor Relations Board (NLRB)

- The Union Bargaining Committee filed an Unfair Labor Practice (ULP) against Emma (representing Management) with the NLRB
  - Regarding the Sonitrol contract and the cost of KBOO job postings
- The Management Bargaining Committee has engaged legal counsel to work on the response to the ULP
  - JJH Law
    - KBOO has worked with this law firm in the past
- LEGAL
  - VOTE | spend \$3,500 to retain JJH Law
    - Passed unanimously
- INTERIM STATION MANAGER'S REPORT
  - Hiring
    - The Membership Director hiring committee is starting to set up interviews
    - The Engagement Coordinator hiring committee has formed
    - The Web Coordinator position was offered to Michelle Kitt
      - Michelle will start work at KBOO on Tuesday, 5/23
    - Reminder: KBOO is spending between \$800 and \$1000 to post these jobs
  - NFCB Conference
    - 3 staff and the station manager will be attending the National Federation for Community Broadcasters Conference in Denver, CO at the end of June.
      - Need an additional \$2000 in out-of-budget funds to support the trip
  - Facilities
    - HVAC
      - Old equipment was removed
      - New equipment is 95% installed
        - There is an electrical issue preventing completion of the installation
      - Reminder the Northwest Energy Alliance is KBOO's benefactor
        - \$60 - \$70,000 worth of equipment
        - NEA will monitor the efficiency of the heating systems
          - They will have to wait to see if it works
    - Sonitrol
      - The only thing left for staff to do for Sonitrol is to provide the list of about 150 names of volunteer programmers/volunteers to be assigned unique pin codes.

- Next Generation Warning System (NGWS)
  - The CPB received a \$40,000,000 grant to help stations upgrade to a new warning system (replacing EAS systems).
    - KBOO has signed up with CPB and may receive some grant money next year for equipment upgrades.
- FCC EEO Requirements:
  - Chris is retrieving all the hiring and EEO info from last year in preparation for the upcoming report (due 30 September) and documenting our hirings for FY23 (which will not be needed until the end of FY24).
  - Zale has also been maintaining an FCC folder with the 2022 hirings.
- Closing out
  - CPB harassment training
    - Required for all staff
    - Due 9/30/2023
    - In progress
  - Juan Young Trust
    - Incomplete - KBOO has about \$1,400 in last year's grant which we must spend (on the now defunct Youth Collective project) before we could apply for a new grant.
  - The list of contractors/vendors KBOO has vetted is out of date and need revision
- To read the full Interim Station Manager's Report:
  -  INTERIM STATION MANAGER REPORT 052223
- Discussion
  - *JOSH - Have you considered looking at service contracts for maintenance?*
  - *CHRIS - I have not looked into them, no.*
  - *JOSH - It may be worth looking into to see if there are opportunities to save money.*
- ENGINEERING REPORT
  - Transmitter
    - New transmitter has arrived
    - Installation in progress
      - Installation has been slow because:
        - Need to order a few additional special parts
        - 2 of the engineers working on the installation were on vacation for the entire month of April
        - Installation needs to be complete in June before live remote broadcasts begin

- STL
  - Waiting on tower climbers' schedule to set a date
- UPS
  - To be installed
- Live remotes
  - Juneteenth
  - Good in the Hood
  - Waterfront Blues Festival
  - Cathedral Park Jazz Festival
- Air boards
  - There are 3 air boards in storage
    - Too big to fit KBOO's counter/cabinets
    - Mike has been/will be work on them to take parts of the air boards in storage for updates to the current air boards in the station
- Discussion:
  - *Emma - I believe Arthur could benefit from support*
  - *Jill - Maybe we can put out a call for an experienced engineer with lots of time to give in our Volunteer newsletter and through Galaxy?*
- PUBLIC PARTICIPATION
  - Tim Nakayama
    - We can always use more people on the Engineering Committee
    - Tim was looking for meeting notes note posted on kboo.fm
      - Reminder it is a CPB requirement to post the meeting minutes from all open meetings on KBOO's website
    - Question: Do former employees still have access to the Station.
      - Question for Chris?
      - Tim had some property stolen from the Program Director's office and is concerned if former employees have access and no one can track their activity coming and going from the station.
    - Tim is in full support of the station re-opening. He suggested microphone covers and developing a policy around safety
- FINANCE COMMITTEE
  - NFCB Conference
    - Vote | approve an additional \$7000 to send 3 staff members, 1 board member and the station manager to the National Confederation of Community Broadcasters (NFCB) Conference in Denver, CO at the end of June.
      - Passed unanimously

- Monthly finance report
  - Spending is down to budget expectations
    - About \$65,000
    - Mostly due to staff vacancies
      - Our savings in salary has jeopardizes sustainability of funding
  - KBOO is behind on revenue compared to the budget at this point in the year
    - Partly due to open revenue-generating staff positions
      - Development Director
      - Membership Director
      - Engagement Coordinator
    - The Spring Fundraising Drive was postponed/canceled due to lack of staff support from the positions listed above
- Policies
  - The Finance Committee is working with the Governance & Policy Committee on 3 policies:
    - Check Signing
    - Spending
    - Purchasing
      - They will be presented to the board for approval soon
- Audit
  - Ongoing
    - KBOO missed the deadline to submit the audit for CPB funding
      - Fines will impact KBOO in 2025
- 2023 budget discussion
  - KBOO will not meet its FY23 budget needs with planned FY23 revenue
- Anticipated bequest
  - KBOO has communicated with the legal team for the estate
  - KBOO now knows to expect approximately \$100,000
- DEVELOPMENT COMMITTEE
  - The Development Director Hiring Committee is meeting Tuesday, 5/23.
    - Reviewing 2 more applicants
    - *Emma - We want to fill the position but it is our duty of due care to be thoughtful about this process and the candidates it produces.*
  - Revenue opportunities
    - Fully-supported fundraising drives
    - Grant funding
    - Events like the Bluegrass Marathon
    - Donor appreciation
    - Planned giving

- Discussion
  - *Emma: James, what is OPB's budget?*
  - *JAMES: \$40 million*
  - *Emma: Together we can raise 1/40th of OPB's revenue*
  
- Collins Foundation
  - The next deadline to submit a Letter of Inquiry (LOI) for a Collins Foundation grant is Friday, 6/9.
    - Jill, Emma and Carmen will work to complete the LOI requirements together,
    - Instructions say to be general in asking for operating costs rather than for a specific project
      - The Foundation understands that organizations have to remain flexible as they recover and re-establish themselves after COVID
  
- 55th Birthday Block Party
  - Scheduled for Saturday, 9/23
    - Noon - 10pm
    - The annual meeting will take place for an hour or so during the early afternoon
  
  - The 1st meeting of the planning committee is scheduled for Tuesday, 6/13 at 5:00pm
    - All are welcome to join.
  
- PROGRAMMING
  - Ender - Held an event with the Asian Pacific American Network of Oregon (APANO) the past weekend
    - First time working with this organization
    - Some technical difficulties in the first hour or so
    - Many interviews
  
  - Program Advisory Committee
    - Next committee meeting in June
  
- GOVERNANCE & POLICY COMMITTEE
  - Next committee meeting in June
  
  - Will bring policy revisions to June Board meeting
  
- STRATEGIC PLANNING WORKGROUPS
  - 1 workgroup is reviewing/evaluating the 2017-2020 strategic plan to see what was accomplished and what we still want to carry forward into the next strategic plan.
    - The review is mostly complete
    - Next step: draft report for membership to close out the last strategic plan



- 1 workgroup is working on a community input survey that will launch in June.
- **NOMINATING COMMITTEE**
  - Annual Meeting
    - Saturday, 9/23
      - During the birthday block party
  - Election schedule
    - Friday, 7/21 - board applications due
    - 7/24 - 8/24 - paper notices mailed to members
    - Friday, 9/8 - last day for 1st electronic notice to be sent
    - Wednesday, 8/30 - record candidate forum
    - 9/17 - 9/23 - air candidate forum
    - Saturday, 9/23 - elections during the annual meeting
  - Board application
    - The current board application has not been updated in years
    - The committee proposed a new “Board applicant survey” to go with the same personal statement questions.
    - Vote | Approve new Board Application
      - Passed unanimously
  - Board training and development
    - The Executive Committee is looking into facilitation training for Board members so we can share power during board meetings.
- **OTHER**
  - Cleaning KBOO
    - Has anyone been contacted yet?
      - Jill will send quotes from April to Nathan
  - Secretary position
    - Sherry is on Leave of Absence
      - Does anyone want to be acting Secretary
        - No volunteers

## **ADJOURN**

Meeting adjourned

*Board of Directors Meeting Minutes submitted by Jill Blanchard, acting Secretary 6/26/2023.*