



BOARD OF DIRECTORS MEETING MINUTES

Date: Monday, 8/28/2023
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

WELCOME

INTRODUCTIONS & CHECK-IN

IN ATTENDANCE

Board members: *Emma Lugo, Jill Blanchard, Mike Frost, Sherry Morisch, Carmen Garnica, Ona Harshaw, Joyce Nance, Charles Shambry, James Draznin, Josh Roberts, Jessica Almroth*

Station Manager: *Nathan Vandiver*

Staff: *Zale Chadwick*

Members/Volunteers:

HOUSE RULES & MEETING GUIDELINES *(5 minutes)*

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

HOUSEKEEPING *(5 minutes)*

- Choose Facilitator
 - Emma
- Select time keeper
 - Josh
- Designate note taker
 - Zoom recording (transcribed by Mike)

APPROVE AGENDA Approved. Quiet consensus was achieved.

PUBLIC PARTICIPATION

- No public comments

APPROVE KBOO BOARD MEETING MINUTES

- July 2023 meeting minutes approved. Quiet consensus was achieved.

KUDOS & APPRECIATION

- *Jill*
 - *Sheri has impacted my life in so many ways and picked up the ball when I have dropped it. I feel very fortunate to work with you. Carmen, every time I've worked with you I am more and more impressed. Thank you for all the things you do!*
- *Sheri*
 - *Jill, back at you! Carmen, Josef, Josh, and I (and everybody) all look to you for guidance and you are there 110%! Thank you! Emma for being so supportive and Nathan for taking us all on.*
- *Emma*
 - *Thank you Jill, for going above and beyond in dealing with the block party while dealing with your personal situation back in Ohio.*
 - *Charles thanks for sticking with us after having gone through such a significant event in your life.*
 - *Nathan for keeping us all updated on what's going on, and keeping the station running*
 - *Thanks to Mike for taking notes*
 - *Thanks to Ona for putting together the People's Institute training*
 - *Thanks Josh, for meeting with me for breakfast to talk about the budget*
- *Ona*
 - *We appreciate you, Emma!*
- *Mike*
 - *Thanks to Jill for guiding me through the new responsibility of being Secretary*

NEW BUSINESS

- Management Bargaining Committee (5 minutes)
 - COVID policy
 - *Emma - Thanks to Jill for suggesting that we get a labor lawyer. It has taken a few months and has cost us about \$6k but It has really paid off. It has led to a much smoother bargaining process with the union and culminated in an agreement on mask and vaccination policy at the station.*
 - *New policy - We encourage mask wearing but it is no longer required. If you feel sick, please mask.*
 - *Staff won't be asking anyone if they have been vaccinated, and will not enforce mask-wearing. We still have a sign on the door that says masking is encouraged in the station.*
 - *Policy is a result of several things - AC being fixed, there were some changes in union bargaining committee makeup, and our lawyer did a great job.*
 - *Nathan - we will still keep masks and hand sanitizer and sanitizing wipes on hand. We will also keep our air purifiers working and will maintain signage encouraging people to mask. Staff will retain the option to require masking in their offices.*

- *Mgmt bargaining committee is made up of Ona, Jill, and Nathan*
- *Josh - we should keep an eye on COVID variants and outbreaks - it pays to keep our staff informed as best we can.*
- Station Manager Report (5 - 10 minutes)
 - Facilities:
 - HVAC complete
 - COVID policy update - masks are strongly encouraged, but not required
 - Engineering
 - Transmitter installation is complete - HD functionality is not yet available but is coming in the next few weeks. Special thanks to:
 - Volunteers
 - Gray Haertig
 - Larry Holtz
 - Robert Rogers
 - Contract Engineer
 - Mike Johnson
 - Chief Engineer
 - Arthur Rizzotto
 - Website
 - We are working to upgrade our current website. We have been losing some functionality, and while we would like to do a full website upgrade, our current assessment is that the best course of action is to update the current site until we regain some of its functionality, then focus on a new site. Please stay tuned in coming months for more news on website progress.
 - Fundraising
 - New membership director is onboard as of August 22.
 - Development Director hiring is ongoing with interviews to happen soon
 - Engagement Coordinator search is reactivating
 - *Josh - curious about the quality of the Development Director candidates*
 - *Nathan - happy, looking good*
 - Summer mailers
 - Remotes - donation appeal to be mailed out in September.
 - Membership renewals were mailed June 30.
 - Our data coordinator Mike is working with Arty on the mailers and other functions, and helping Nathan get up to speed with our membership practices - Extra special thanks to Mike!
 - Fall Drive
 - Planning is in full swing for a Sept. 23 start date to coincide with the Block Party. The Drive will run through Oct. 28.
- Finance
 - FY24 budget buildup

- Engineering Committee (5 minutes)
 - Transmitter up and running!
 - Quote for UPS install should arrive next week
 - Will move forward with STL install now that the transmitter is online
 - Josh - *what is happening with Sonitrol -*
 - Nathan - *work to install the keypad is ongoing, should know about the install date by the next board meeting.*

- Finance Committee (10 minutes)
 - August financial reports
 - [FC Report 8.17.2023.xlsx](#)
 - We are operating at +163k of the FY23 budget at the Lo moment
 - Membership Director has been hired and started - will have positive effect on the revenue going forward's in
 - Changed primary bank account due to Onpoint fraudulent charge
 - OnPoint Quickly responded and informed us that changing accounts will protect us from the originator of the fraud
 - Kudos to Danielle for identifying the fraud and helping us act fast
 - Received the Melvin estate check - deposited the entirety (\$206k) into Unitus account on Aug 4
 - Transmitter is now in operation
 - Revenue operations team is working to send mailers seeking donations, and planning the 2023 Fall Drive, as the new Membership Director onboards
 - KBOO Station Manager and Full Charge Bookkeeper met with KBOO's auditors to discuss the timing of the FY22 audit. The auditors explained there will be a disclaimer of opinion
 - And regarding KBOO's expenses in FY22, and they are investigating a potential concern regarding KBOO's financial outlook. The auditors said they will make progress on completing our audit in the next two weeks.
 - Hi work continues on the budget. Actual revenue to date = \$801,717.71 giving us a net profit of \$160,356.04 (this includes the Marsh Trust) This means we are \$236,567.93 over budget and if you take the Marsh Trust out of it we are about \$30k over budget.
 - Total cash now is \$1,072,323.40
 - Nathan - *We are good on cash at the moment even though our expenses are high, but with a full fundraising staff we hope to turn that around. As you look at the budget, there is a tab that shows Budget vs. Actual for the full Fiscal Year, which is important to take note of.*
 - Emma - *We didn't actually spend a deficit last year and may not this year even if we pass a deficit budget.*
 - Block Party Budget - Board Vote
 - Budget document: [📄 55th Birthday Block Party 08282023](#)
 - Jill - *Everything has increased in cost since the last time we threw this event. Would have preferred to go with a different company*

than West Coast Productions but they are very professional and have great project management. Next time we hold an event like this we should give ourselves much more time to plan (1 year?). The cost will be lower with more advance planning. If we use volunteers for tear down and load out we will save a lot of money.

- *Emma - Did you get in touch with the Portland Peace team?*
 - *Jill - Yes we followed up and they will provide security.*
 - *Ona - is this all inclusive (bands and all)?*
 - *Jill - yes.*
 - *Emma - Did the rapper get back to you?*
 - *Jill - still trying to come to grips with family friendliness*
 - *Jill - motion to approve \$23500 for the party, seconded by Ona*
 - *Ona, Mike, Emma, Charles, Josh, Jill, Jessica, James, Carmen voted Yes (Unanimous)*
 - *Josh - should we consider purchasing some of this equipment?*
 - *Ona - We don't have storage.*
 - *Jill - Generator would be the biggest cost*
 - *Mike - that kind of equipment comes with maintenance costs*
 - *Mike - This event is special for the 55th anniversary, but is there any reason we shouldn't have a "block party" event every year?*
 - *Josh - Agree it would be a good revenue generator*
 - *Nathan - interested in Boo Ball*
 - *Mike - if you have these events at a venue, it removes much of the burden of planning since the infrastructure is already there.*
 - *Emma - Put that on the list of things to consider*
 - *Josh - So the next birthday is the 60th?*
 - *Emma - There was a 50th and now we are celebrating the reopening of the station. But we could have one every year if you want.*
-
- *2023-24 Draft Budget Review (15 minutes)*
 - *Joyce - Does this include any capital items*
 - *Nathan - no, just income and expenses*
 - *Joyce - at some point you should mention if you are buying capital items since it would affect the cash*
 - *KBOO has about \$1M in the bank which is pretty groovy*
 - *Melvin and trusts make up about 60% of this*
 - *We expect to bring in \$906000 which results in a deficit of over \$300000*

- *There was an over \$200000 deficit predicted for this year which ended up at about \$30k positive*
- *Goal of a non-profit is to end up around zero*
- *The deficit was not realized due to the understaffing and we recieved gifts from estates and trusts*
- *If there had been a deficit (and the projected deficit) it is due to staffing (\$850k)*
- *Since we have cash in the bank, we should look at the coming year as a time of rebuilding.*
- *In Joyce's opinion, if we reach monthly revenue goals that is a good success story. We should be able to make up the deficit by making the steady revenue of small donations and not have to count on the large windfalls we have seen.*
- *Joyce recommends that we pass the proposed budget*
- *Josh - are there any opportunities to invest our cash?*
- *Joyce - playing the market is risky. We are getting close to 5% with CDs. The best way to make cash work for us is to invest in our business which is community radio. Could look into T-bills which are not very risky.*
- *Josh - on the expense side - how often are we renegotiating with vendors?*
- *Jill - that's always something to work on.*
- *Nathan - great suggestion, this has been on my mind. Some of these contracts have not been reviewed in a long time and present an opportunity. Discussed 3 month/6 month budget reviews, will be able to go back and get more accurate numbers before the budget is finalized.*
- *Emma - I can't vote for a deficit budget again.*
- *James - \$300k is a high percentage of deficit. We are locked in to the staff expenses which are the majority of the expenses. Planned giving is not reliable and can't be thought of as a given. I would ask the finance committee to grind down the expenses and boost the revenue. We need to think more seriously about annual revenue sources. Need to zero out unnecessary expenses. If asked to vote to pass this budget today I would be against it.*
- *Emma - Either the revenue team produces results or we will have to renegotiate the CBA. We cannot do this every year. We may be able to do it this year.*
- *Nathan - Clarification - we have to renegotiate next year in any case. There will be 2 finance committee meetings this month to get the most accurate estimate possible.*
- *Jill - In September the board meeting happens 2 days after the annual meeting. Emma says we really do need to meet that day to pass the budget.*
- *Joyce - I agree with James in that we need to take another look at the expense and kill anything we don't absolutely need.*

- **Development & Events Committee (5 minutes)**
 - Fall fundraising drive
 - 55th Birthday Party
 - Volunteer opportunities

- *Jill - there are SO many opportunities. Please join us from 1-2PM for the meeting. If you can come from 11-1 or 2-3 that would be great. Street clothes are expected - no snazzy t-shirts but you may get a snazzy lanyard.*

- **Programming Committee (5 minutes)**
 - *Josh - We are going through the code of conduct for programming staff. Will bring that to the board when it is finished.*

- **Governance/Policy Committee (5 minutes)**
 - *Zale - We talked about a youth safety policy. Nothing for the board right now. We will definitely have a report in September.*
 - *Emma - Criminal background check for youth coordinator contractor? We want to make sure going forward that youth are protected.*
 - *Proposal to send a \$250 gift certificate to support the youth coordinator in recovery - Ona made the motion, Jill seconded. Motion carried.*

- **Nominating Committee (5 minutes)**
 - **Recruitment**
 - *Jill - Barukh (Steven) Kioroglo is next up for board election to replace Malik - done all the things he needs to do - will send his board application before the next meeting.*
 - *Zale - please fill the seat as soon as possible. We need a stable board. Will work with Nathan*
 - **Annual Meeting and Elections**
 - *Jill - Same day as the block party. The candidates will either read their statements or tell the audience something they don't already know about them. Sheri will talk about a summary of the community survey and recommendations. Ona will introduce Nathan V to the audience and Kat Meow will host.*
 - **Board Orientation**
 - *Emma - Traditional to do the board retreat in October. Usually about ½ day or so. Last year we did it at Open Signal.*
 - *Sheri landed a job as Political Campaign Coordinator with Honest Elections Oregon and may have to miss board meetings occasionally. Emma suggested that KBOO can do some advocacy, and if Honest Elections can table at the block party.*
 - *Board meeting is Oct 23. Suggest Board retreat Oct 14*
 - *Emma will reach out to Kat Meow Garcia to see if Open Signal is available on 10/14*

- **Strategic planning Workgroup(5 minutes)**
 - **Review and evaluate 2017 - 2020 Strategic Plan**

- *Had a review. Need to write a final report.*
 - Community Survey
 - *Need to review and evaluate.*
 - Goal setting
 - *Need to set goals soon.*
 - Timeline
 - *Emma suggests making our goal to release at the new year*
- Board Administrative (*5 minutes*)
 - Proposal | Remove Sherry Morisch from Board Secretary position
 - Motion approved by silent consent
 - Proposal | Make Mike Frost Board Secretary - Ona moved and Josh seconded.
 - Motion approved by silent consent
- Board Outreach (*5 minutes*)
 - "Grassroots Radio Conference"
 - Proposal | send Emma to represent KBOO at the Grassroots Radio Conference - approximately \$900.
 - Jill - motion to send Emma. Josh seconded. Motion approved by silent consent.
 - *Ona asked if staff can attend - Nathan said yes*
 - *James - Can we hold a joint meeting of the finance and development committees?*
 - *Jill - yes we should do that*
 - *James - Let's put our budget on the web*
 - *Zale - If you don't have a meeting, you don't have to do anything other than remove announcements. Nothing wrong with inviting the development committee members to the finance committee meeting. Making the budget public is a great idea and we have done it before.*
- Emma - Special thank you to Jessica Almroth

NEXT MEETING

Monday, 9/25/2023
6pm - 8pm

ADJOURN

Meeting adjourned.

Submitted by Mike Frost, Board Secretary 9/18/2023