



## BOARD OF DIRECTORS MEETING MINUTES

**Date:** Monday, 10/23/2023  
**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 (10 minutes)

IN ATTENDANCE

Board members: *Emma Lugo, Jill Blanchard, Mike Frost, Sherry Morisch, Josh Roberts, Joyce Nance, James Draznin, Charles Shambry*

Station Manager: *Nathan Vandiver*

Staff: *Zale Chadwick, Phil Garfinkel, Arthur Rizzotto, Danielle*

Members/Volunteers:

Special Guest: Dan Meek

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

- [KBOO House Rules](#)
  - Read by Jill Blanchard

#### HOUSEKEEPING (5 minutes)

- Choose facilitator - Sherry
- Select time keeper - Josh
- Designate note taker - Mike

#### APPROVE AGENDA (5 minutes)

- Approve October 2023 Board Meeting Agenda (this document)

- Josh moved to approve both the agenda and the minutes
- Motion approved

## **PUBLIC PARTICIPATION** (10-15 minutes)

- 

## **APPROVE KBOO BOARD MEETING MINUTES** (5 - 10 minutes)

- Approve September 2023 board meeting minutes
  - [September 2023 Board Meeting Minutes](#)

## **KUDOS & APPRECIATION** (5 minutes)

- *Sherry -*
- *Jill - Thanks to all the board members who attended the retreat*
- *Emma - Thanks to Kat Meow for making Open Signal available*
- *Emma - Thanks to Nathan for presentation at board retreat*
- *Emma - Thanks to Development Director*
- *Charles - Thanks Sherry for stepping up to facilitate the meeting*
- *Sherry - Emma thanks for the kudos to remind us*

## **NEW BUSINESS**

Committee assignments:

### **BOARD OF DIRECTORS COMMITTEE ASSIGNMENTS 2023-2024**

- Jill moved to approve the officers as a slate
  - Josh seconded the motion
  - None opposed, motion approved
- Emma moved to approve the committee assignments as a slate
  - Sherry seconded the motion
  - Motion approved

Special Guest Dan Meek of Honest Elections Oregon spoke to advocate for KBOO to endorse initiative petition 9 (2024). It bans contributions by for-profit corporations and limits individual contribution amounts. Also limits what multicandidate PACs can spend. Requires disclosure of contributors.

- Zale brought up that Robert's Rules of Order calls for us to wait a month on new business rather than voting immediately. We have requested that Zale present to the board on proper procedure.
- Emma moved to endorse initiative petition 9
- Sherry seconded the motion
- Motion approved

## **Station Manager Report** (5 - 10 minutes)

- Programming, Public Affairs, & News
  - KBOO staff hosted a field trip visit from KBPS students, Thursday, Oct. 12.

- Live music at KBOO: Wed., Oct. 11, a teenage punk band played live on KBOO Live During Wartime • New staff, Michelle Canada, Arty Wall, and Nathan Vandiver, appeared live on News from the Boo • Staff members, Ender Black, Arty Wall, and Nathan Vandiver appeared live and took calls on Keeping it Real with Lisa Loving to talk about KBOO and the Fall Drive
- Public Affairs is working on special programming for Native American Heritage Month • *Evening News and Locus Focus* covered the “Forests Over Profits” counter-conference to the corporate “Who Will Own the Forest” conference that brought together some of the world’s largest climate polluters, corporate forest clear-cutters and Wall Street giants in Portland at the end of September. Indigenous Elders from Fairy Creek interviewed on KBOO News in Depth
- FCC Issues & Programming quarterly report was posted
- Facilities:
  - Roof leak Mon., Oct. 16: Repaired
  - Quote for annual roof maintenance and cleaning: in Progress
  - Full Building HVAC service agreement: Quoting in progress
  - Computer Server Room A/C is not working: Repair in progress
  - Installation of new local network switches (they enable the sharing of audio in the studio and offices between computers) completed
  - Uninterrupted Power Supply installation: we are very close to having a functional quote
    - Management asked the Finance Committee to advance approval of unbudgeted spending above \$3,000 to this (Oct.) Board meeting to cover the installation costs
  - Management is working to combine the information in two previous Facilities Desk Manuals and past management’s working files on facilities to update and make information as complete and concise as possible
- Engineering
  - Hood River translator equipment: repair in progress
  - New 90.7 transmitter at Stonehenge Tower: operating, and activation of KBOO-FM’s HD simulcast is in progress
  - Studio Transmitter Link: installation scheduled this week (Week of Oct. 23)
- Website
  - Staff is still asking programmers for help recording, editing, and posting their programs to the web while we work to find a fix to the previous auto-archiving function of the website. Web Coordinator, Michelle Canada, is still available to help with this for those who need help.
    - Chief Engineer, Arthur Rizzotto, is working on a tutorial for this
- Fundraising
  - New Development Director, James Neale, started October 2, 2023
    - Has begun work and has met with the Development Committee
  - Engagement Coordinator search is reactivating
  - Fall Drive is ongoing and expected to meet goal
  - Management and staff are working with auditors to complete FY22 audit

- Management and staff met with Finance Committee and discussed an FY24 work plan
- Management is working with an ERISA attorney to identify a “make whole” plan to reimburse staff for missed contributions to 401(k) plans
- Renewing and reviewing KBOO’s Insurance Policies
- Creating a better inventory process
- Working with Board Vice President Ona's Harshaw’s Ad Hoc Committee on identifying gaps in our financial policies
- Current contracts staff and management are reviewing for reduction in cost and/or improvement in service opportunities:
  - Internet service - office and transmitter site
  - Office printer
  - Phone services
- *Sherry - Moses Ross is stepping away from the show and Sherry is taking over the show. Would like to have debates for each district, should I go to Ender? Nathan - please send an email to Ender and CC Nathan*
- Engineering Committee (5 minutes)
  - STL scheduled for this week but rain may stop it
  - Issues with air room 2
  - Putting together a shopping list to rebuild the audio infrastructure
  - Working with development director to get grants for new equipment
  - Just completed the national EAS test and report has been filled out
  - Network repair/upgrade
  - Made good progress on troubleshooting garbled audio
  - One of the programmers (Dale Farr) donated some funding for refurbishment of the turntables
- Finance Committee (10 minutes)
  - October financial reports
    - KBOO Foundation finished FY23 \$187,000 above expectations for the year.
    - KBOO hired four new staff since May 2023, one hire is left to complete before KBOO is fully staffed.
    - KBOO invested \$55,000 in equipment in FY23 -- Studio Transmitter Link, Uninterrupted Power Supply.
    - Still need to calculate depreciation.
    - Updated policies in FY23: Spending, Check Signing
    - In August and September 2023 KBOO Foundation began realizing interest on new CD savings accounts.
    - On advice of KBOO's auditors, accrued second CSG payment (+27,000) and estimated audit expense (-27,000) to Sept. 2023
    - Emma - motion to allocate up to \$5k for UPS install
      - Josh - seconded the motion

- Motion approved
  
- Development & Events Committee (*5 minutes*)
  - We like James - we will give him some time to get his feet on the ground - he does want to work with the board and help direct them in fundraising
  - Fall fundraising drive is looking good, we will likely meet our goal
    - Great work by Arty and Mike Ptaclas
    - \$14k in matching gifts has been a great help
  
- Programming Committee (*5 minutes*)
  - Working meeting
  - Ran thru some aspects of the on-air handbook and discussion with programmers
  
- Governance/Policy Committee (*5 minutes*)
  - Workgroup meeting
  - Made a lot of progress and discussion on the youth safety policy, station access policy, and conflict of interest policy
  - Need to hear back from the insurance company about the youth collective
  
- Nominating Committee (*5 minutes*)
  - No meeting in October
  - Will meet in November
  - Will implement training for board members
  
- Strategic planning Workgroup(*5 minutes*)
  - Plan to meet in December to kick off the plan
  
- Administrative (*5 minutes*)
  - Secretary procedures
    - Reminder email should go out on Friday a week before the meeting
    - Deadline for adding agenda items should be the Thursday before the board meeting
    - Draft agenda should go out the Friday before the board meeting
  -

## **ANNOUNCEMENTS**

**NEXT BOARD MEETING**

- Monday, 11/27/2023
- 6pm
- At KBOO and on Zoom

**ADJOURN**

Motion to adjourn the meeting - Mike

Seconded - Sherry

Motion to adjourn approved