



BOARD OF DIRECTORS MEETING MINUTES

Date: Monday, 1/22/2024
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, Barukh Kioroglo, Yousef Mayel, Carmen Garnica, James Draznin, Joyce Nance, Ona Harshaw, Josh Roberts, Charles Shambry, Sherry Morisch*

Station Manager: *Nathan Vandiver*

Staff: *Zale Chadwick, Danielle Schira, Arthur Rizzotto, Michelle Canada*

Members/Volunteers: Dan Shramek, Jill (KBOO Listener)

HOUSE RULES & MEETING GUIDELINES (5 minutes)

- [KBOO House Rules](#)
 - Jill read the house rules and meeting guidelines

HOUSEKEEPING (5 minutes)

- Choose facilitator - Emma Lugo
- Select time keeper - Josh Roberts
- Designate note taker - Mike Frost


APPROVE AGENDA (5 minutes)

- Approve January 2024 Board Meeting Agenda (this document)
 - Josh Roberts moved to approve
 - Ona Harshaw seconded the motion
 - Motion approved

PUBLIC PARTICIPATION (10-15 minutes)

- Zale Chadwick - Comments about administrative items
 - 1. Change frequency to bimonthly - Board has a lot on its purview and if we only meet bimonthly we won't get as much done. The reports could be done bimonthly to reduce workload
 - 2. Executive committee members - The committee has always had 3 members. Adding VP and secretary can result in consolidation of power.
 - 3. Pas boards have contracted with someone to take minutes at meetings, and that worked well. The board could also seek volunteers for this role. Just to let you know, I'm not interested in the role of note taker.


APPROVE KBOO BOARD MEETING MINUTES (5 - 10 minutes)

- Approve December 2023 board meeting minutes
 -  December_2023_Board_Meeting_Minutes
 - Motion to approve - Jill Blanchard
 - Motion seconded - Ona Harshaw
 - Motion approved

KUDOS & APPRECIATION (5 minutes)

- Ona - It was great hearing the radio all the way thru the storm, thanks to the staff and everyone that helped to keep the radio on.
- Sherry - Thanks to Zale for the Bob's Rules presentation
- Emma - Thanks to Jill for bringing Thai food to the board meeting
- Jill - Recruiting season starts now, getting feelers from the nominating committee about how everyone feels. I appreciate the passion, commitment, work, and heart of all the members.

NEW BUSINESS

- Station Manager Report (5 - 10 minutes)
 -  Station Manager Report January 2024.pdf
- Engineering Committee (5 minutes)
 - UPS install happening 1/23/24
 - We now have a remote OTTO system so we can use it while the UPS is being installed
 - The STL is functioning but needs alignment to get full bandwidth - awaiting better weather and scheduling of labor

- Finance Committee (*10 minutes*)
 - [x FC Report 1.18.2024.xlsx](#)
 - [FY24 Budget Narrative - Q1 Review.pdf](#)
 - [FY 24 Budget v. Actuals Q1 Review.pdf](#)
 - [x FY 24 Budget v. Actuals Q1 Review.xlsx](#)
 - Motion to move \$211k from Advantis to Rivermark
 - Motion to approve - Ona Harshaw
 - Motion seconded - Jill Blanchard
 - Motion approved
 - Discussion of the audit
 - Finance committee will discuss at the next meeting
 - The board acknowledged the audit exists and will have extended discussion at the next meeting

- Development & Events Committee (*5 minutes*)
 - Pride celebration
 - Discussed ways the board can participate in Pride
 - It is the same weekend as the Cathedral Park Jazz Festival
 - Nate says there are definitely volunteers for both events
 - Major donor thank-you cards for >\$500 donations to be signed by Emma, Jill, Ona, etc.
 - When James returns from family leave we will discuss meeting with donors and building relationships

- Programming Committee (*5 minutes*)
 - No report

- Governance/Policy Committee (*5 minutes*)
 - Zale - Station access policy that is up for revision has essentially been the night time policy. Concerns of safety have driven the need to update the policy.
 - Board vote on proposed changes to the station access policy (see document linked below)
 - [w GaP Comm Policy Revision Proposal December 2023--Station Acc...](#)
 - Motion to approve revisions to station access policy - Ona Harshaw
 - Motion seconded - Josh Roberts
 - Motion approved by majority vote

- Nominating Committee (*5 minutes*)
 - Mentor check-ins
 - Mentors have been assigned and we are working on initial checkins
 - February working board meeting/training on 2/5/24 at 6PM

- Joyce will teach us about accounting
- Recruitment strategy FY25
 - We are starting recruitment for September
 - Terms that are ending this year: Emma, Jill, Charles, and Baroukh
- Charles is restarting his “How to be a board member” classes
- If you want to learn more about recruiting, nomination, and election, attend the nominating committee meetings
- Strategic plan will be finished this summer

ADMINISTRATIVE

- Vote on the following motions:
- **1. Frequency of board meetings. A motion that the full board of directors meet bimonthly--in the odd numbered months (Jan., March, May, etc.)**
 - Commentary --rather than monthly. This change would reduce the amount of time staff spend on writing reports and board members spend talking to each other, but also include the expectation that the board agenda and staff reports be completed and promulgated one week in advance of the meeting and board members spend more time as ambassadors
 - Board members who are anxious about reducing their contact with/knowledge of KBOO could connect in other ways, e.g., as receptionists, program hosts, HVAC monitors, but most significantly as KBOO ambassadors. Ambassadorial outreach, particularly face to face contact with community and business leaders, current major donors, and potential major donors, can feel daunting, takes time to set up, but--especially when successful--is a very gratifying board member task. If you can succinctly communicate *your* KBOO story and then stop talking and listen, you can be a successful KBOO ambassador
 - Motion to change frequency of board meetings - James
 - Motion seconded - Carmen
 - James - Yes
 - Joyce - No
 - Carmen - Yes
 - Yousef - Yes
 - Baroukh - No
 - Charles - No
 - Mike - No
 - Josh - No
 - Emma - Abstain
 - Ona - No
 - Jill - No
- **2. A Motion to Change Membership in the ExComm to include the board Secretary with the Pres. VP, Treasurer, and At-large board member.**

- Commentary - (James) First of all, last I checked, Oregon nonprofit boards require only 3 members--Pres., Sect., and At-large. Secondly, the Station Manager should *staff* the ExComm and doesn't need to vote.
- (Emma) if passed this will need to go to the Governance Committee for review and then sent back to the board and then to the general membership meeting in September where bylaws revisions are passed.
 - Motion to send the proposed change to the bylaws to the Governance committee - Jill Blanchard
 - Motion seconded - Josh Roberts
 - Jill - Yes
 - James - Yes
 - Joyce - No
 - Carmen - No
 - Yousef - Yes
 - Baroukh - Yes
 - Charles - Yes
 - Mike - Yes
 - Josh - No
 - Emma - Yes
 - Ona - No
- **3. A motion that the board ask the Station Manager to (delegate to) staff the taking of minutes at the bimonthly board meetings. This task would include about 12 hours of sitting in on meetings, and 5-10 hours of editing notes, about 20 hours a year.**
 - Commentary - (James) The board secretary would review the finished minutes and meet the legal requirements for approving and signing them. With only 12 board members and a typical meeting attendance of 8-10 members, each board member should be able to focus fully on board meeting discussions without the distraction of having to record the minutes. I know we have access to AI recordings, but there are current staff who have unusual knowledge of KBOO By-laws and history.
 - (Emma) If passed this will need to go to the Union Bargaining committee for approval by the Union as an LOA (Letter of Agreement)
 - No motion was made

CLOSED SESSION

ANNOUNCEMENTS

NEXT BOARD MEETING

- Monday, 2/26/2023
- 6pm
- At KBOO and on Zoom

ADJOURN

- Motion to close the meeting - Ona
- Motion seconded - Jill
- Motion approved