



BOARD OF DIRECTORS MEETING MINUTES

Date: Monday, 8/26/2024

Time: 6:00pm - 8:00pm

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

and

Zoom:

<https://us06web.zoom.us/j/81283710721?pwd=aNC71rejhFbl7gNDb7Sjg3i8Eb2wbo.1>

Meeting ID: 812 8371 0721

Passcode: 288778

WELCOME

INTRODUCTIONS & CHECK-IN (10 minutes)

IN ATTENDANCE

Board members: *Emma Lugo, Jill Blanchard, Ona Harshaw, Yousef Mayel, Joyce Nance, Charles Shambry, James Draznin, Josh Roberts, Barukh Kiorgolo, Sherry Morisch*

Station Manager: *Nathan Vandiver*

Staff: *Zale Chadwick*

Members / volunteers: *Dan Shramek, Jo, Marcia Hocker*

Guests: *Michael Van Kleeck, Thomas Martinez*

HOUSE RULES & MEETING GUIDELINES (5 minutes)

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

HOUSEKEEPING (5 minutes)

- Choose facilitator - Emma
- Select time keeper - Emma
- Designate note taker - Mike

APPROVE AGENDA (5 minutes)

- Approve August 2024 Board Meeting Agenda (this document)
 - Motion - Mike Frost
 - Second - Jill Blanchard
 - Motion is approved

PUBLIC PARTICIPATION (10-15 minutes)


- Marcia Hocker - I just want to say that it is, it has been a privilege and continues to be a privilege to be a part of KBOO Community Radio. I have had my third class FCC license since 1982. I was nearly 12 years with KMHD as a DJ, and I was also appointed by the station manager as a liaison for 63 volunteers. And I did that for four plus years. And I was pivotal in the transition of KMHD to OPB. And in doing that, I received the highest volunteer recognition award, which was the Jan Henderson Award for Leadership. I have been with KBOO going on, well, eight years. It'll be nine years in spring. And my purpose for coming is not to blame or complain, but rather to share some observations and pose a few questions and offer some suggestions that you may want to consider down the road. And because I'm a person that builds bridges with like-minded and compatible causes for the sake of growth, one of the things I did for KBOO was to build a bridge with Siren Nation, which is also a nonprofit. And as a result of that, for the past three years, they have been making a contribution to KBOO. Three years ago, it was in the neighborhood of \$800. Last year, it was \$900 something. And this year, it was \$1,030 something that was contributed. And I felt really good about that because of two nonprofits. But for me, the continued growth of KBOO and its 55-year legacy is really important to this community. But it has been disadvantaged because of short circuiting resulting from frequent personnel changes, which stunts its ability to grow. That is not a criticism. It's just an observation. And that is by the internationally recognized Jazz Journalists Association. And this, we're not the jazz station, but we've got three DJs that received that award. And so, you know, with that, we have our challenges with our on-air studio. And I'm really grateful to Arthur, who reconfigured it, which makes it so much better to be able to interview people. You're not looking over two screens and fumbling with two keyboards, but to be able to look at them and be able to interview. And I was telling Azia this past week that, I was really, felt really good about us being able to interview a bassist that came in from New York City, and he was performing here in town. That's a real big plus for us at KBOO to be able to do that because one of the things that we have that the other station doesn't have is we have spontaneity. And so we have our, we're alerted and then we make ourselves available to be able to interview these artists. And it really is a plus for KBOO and its presence in the jazz community. So I wanted to share that with you and also in our efforts to raise funds and get grants to upgrade our studio, is it possible that somebody would, or some bodies might be interested in taking a tour of KMHD, if I can swing it, just to see what we are, God bless you, what is possible, what we're looking for, in having an upgraded studio because we're kind of limping along in there. And it's, you know, we want to be professional and

sound professional. And I was so grateful to Azia who came in and rescued me last week because I had two interviews. They were both via telephone. I had to pull the music up on two or three different sites to be able to play the music that's a part of the new release. And it was quite dizzying. I would have never been able to accomplish that without her assistance. So, you know, again, I'm grateful also that line one does not kill my interview anymore because I've had that experience where I'm in the middle of a hot interview and the whole thing goes kaput. And so, anyway, I was grateful that that's been fixed. The phone has been fixed, the knobs, all of that. And thank you for decluttering the library. That has been a really big plus. So I was wondering that the people on the board or whoever it is that goes to make a request for a grant, you know, I you know, call me Pollyanna, but, you know, people like Melinda French-Gate, she has 10.8 billion. You've got Mackenzie Scott, Besos's ex, she has 36 million. And then who are the list of people that have the deep pockets here in Portland that we can go to? And does that script that we have, is it so compelling that they are just so moved to give us a contribution. So those are the kinds of things that I've been thinking about. Okay. And also for the upgrade of the on air studio, you know, when we make arrangements for that to take place, what they did at KMHD was they moved the main studio to another studio while that studio was being upgraded. So I was thinking about that as well. And I just want to thank you so much for just hearing some of the things that have been on my heart and my mind about being able to go out and represent KBOO. Also, Are we allowed to have business cards that have KBOO on them? Because I'm like all over the, not all over, but I'm in a lot of places in the arts community. And they say, oh, you're on KBOO radio. And then I pull out my little trusty pen and pad. And I was wondering, are we allowed to have business cards? I believe we have some generic business cards. Are you asking for one with your name on it and your program? Emma - Yes

- Jo - I just want to ask for clarification. My understanding is that there's several different sets of documents that govern, that determine how KBOO is run and how decisions get made. And so one set is the bylaws, another set is the policies. Another set is the budget, and another set is the collective bargaining agreement with the staff. Am I missing anything besides those four? Emma - We can listen but we won't have time for an in depth conversation. We can follow up later. Jo - I do want to make one other public comment then just in relation to that, um, sometime within the last 12 months, uh, there was a proposal in the policy and governance committee to, um, remove references. And I don't recall if it was in the bylaws or in the policies to remove references to the federal communications act of 19, whatever the year was. And to replace that and other references with, quote, all applicable laws and regulations. And first off, I want to know if anyone recalls whether that was a policy or a bylaw change. And secondly, I want to voice my displeasure and concern about that because for those of you who've been paying attention to Project 2025 know, you know, part of that is basically to gut everything, you know, all federal regulation of all kinds. And so I think it's not in KBOO's best interest to be removing references to federal regulations or saying that to remove references, you know, in our bylaws or policies saying that KBOO has to abide by the Federal Communications Act of 19 such and such, because if those get wiped out, then

KBOO is weaker for it in terms of transparency and Democratic Republic representation in committees and the board. I mean, basically, that's the regulation saying that all meetings are open to the public. And so if that's been removed and replaced with just all applicable laws and regulations, and those applicable laws and regulations go away, then CABU is under no obligation whatsoever to hold any sort of open meeting to anybody, except whoever happens to be on the board happens to choose. So I'd like to request that not only that we, anyway, I'd like to request that we put those regulations in regardless of whether or not the law says that we have to have them. Emma - Jo, I don't know. If that's true or not. We'll find out for you if that is true and follow up with you on that question. Okay? Yeah. Jo - Just wanted also that to be public record as well for other people to see this as part of public record. Great. Sherry - And for clarification, it's the Communications Act of 1934.

APPROVE KBOO BOARD MEETING MINUTES (5 - 10 minutes)

- Approve July 2024 board meeting minutes
 -  KBOO BOARD MEETING MINUTES 07292024
 - Motion to approve - Ona Harshaw
 - Second - Josh Roberts
 - Motion approved

KUDOS & APPRECIATION (5 minutes)

- Charles - I appreciate Jill. She's so awesome, so nice, so patient. She does a lot of work behind the scenes.
- Zale - I appreciate, well, I appreciate you all, but especially I have to commend or question Jill as to why she's here with COVID. Pulling herself out of bed, making herself presentable, showing her face on the camera, making an annual meeting coming up, making elections coming up, all of this that you're doing, and here you are, and you are really, you're just together as any, I'm like any normal person would be, and you've got COVID.
- Sherry - I want to second the kudos to Jill. And I didn't know you have COVID. Now I'm mad because you didn't tell me or anything. So anyways, but kudos to you for all the work you do and to the staff at KBOO and Nathan for all of the improvements that you've done, for staying on top of everything, and Arthur for just being a rock star engineer.
- Jill - Yeah. And I just want to thank, well, the whole staff, but especially the finance committee and people who have been looking long and hard at the budget for some number of weeks now. And we're still looking at the budget long and hard. But it's good to keep up the momentum at this point. And we have a lot of talking to do tonight. But I just want to say thanks, especially to Nathan and Danielle for working so hard on getting these numbers together for us. Thank you.

NEW BUSINESS

- **Staff presentation:**
 - No presentation today

- **Station Manager Report (5 - 10 minutes)**
 - Station Report - 2024-08.pdf
- **Engineering Committee (5 minutes)**
 - No report
- **Development & Events Committee (5 minutes)**
 - Thank you card volunteers - we need them!
- **Programming Committee (5 minutes)**
 - No report
- **Governance/Policy Committee (5 minutes)**
 - No report
- **Nominating Committee (5 minutes)**
 - Annual meeting
 - Annual meeting Saturday, Sept. 21 at Show Bar
 - Announcements
 - Volunteers needed - if you can show up at 11AM we could use the help!
 - Vote!
- **Finance Committee (10 minutes)**
 - FC Report 20240822 - Cover Sheet.pdf
 - FY25 Budget cover - DRAFT 8.22.2024.pdf
 - FY25 Budget - Expense variability table - draft as of 8.22.2024.pdf
 - FC Report 20240822
 - Budget Planning Sheets - updated 8.22.2024
 - Dan Shramek Memo 09192024
 - KBOO Operating Reserves policy
 - There is currently 262,285.34 in the OCCU account which reaches term on 8/27. We are requesting:
 - Transfer \$50,000 to the OnPoint operating account.
 - The account is low on funds, and we may need to transfer depending when the fall drive funds come in.
 - Motion to approve - Ona Harshaw
 - Seconded - James Draznin
 - Motion approved
 - Transfer \$150,000 to Rivermark credit union money market account.
 - This will bring the balance of the Rivermark account to \$244,943 and these funds will be earning at 4.5% and will be low-risk if we need to access it as cash flows change.
 - Motion to approve - Ona Harshaw
 - Seconded - James Draznin
 - Motion approved
 - For the remaining \$62,285.34 - convert it to the OCCU 7-month term CD.
 - This will lock the funds into earning at a 4.75APY. It will also keep this membership active, which could be important when

Advantis and Rivermark merge and we need to decide how to keep our funds within the insurable limits.

- Motion to approve - Ona Harshaw
- Seconded - James Draznin
- Motion approved

○ Reference document:

■ Cash Management Change Rec. - Cash Standing 20240731...

○

ADMINISTRATIVE (45 minutes)

- Budget review and discussion

CLOSED SESSION (30 minutes)

- Motion to end closed session - Ona Harshaw
- Seconded - James Draznin
- Motion is approved

ANNOUNCEMENTS

NEXT BOARD MEETING

- Monday, 9/23/2024
- 6pm
- At KBOO and on Zoom

ADJOURN

- Motion to adjourn - Josh Roberts
- Second - Ona Harshaw
- Motion is approved