

## Personnel/Governance Comm May 2021 Minutes

Attending: Emma, Gene, Jenna, Zale

Program Director Azia Hawthorne presented info on the PAC Policy Review

Celeste observed for a little bit.

### 1. Check in:

Zale shared that Shaheed is not well, and he might be in his final days. KatMeow wrote: “his wife just called and let me know he's not long for this world.”

Kind words and hopeful feelings were shared regarding Shaheed. He's done a lot for KBOO, and let's hope he recovers.

Zale also shared that Ruba's brother is among protestors at the mosque in Jerusalem (one of the holiest spots for all muslims) where Israel plans to remove all Palestinians. Ruba is basically watching a live stream of events in Palestine and keeping in touch with family. She will not be at tonight's meeting.

Emma would like the committee to think about adding a bylaw that the board shall always pass a balanced budget, and that 5% should always be put into the reserves. She wants KBOO to have a culture of not spending more money than it has.

Zale said she would note this on the minutes, and on June's agenda.

During agenda approval, we talked about when does the ballot language need to be printed. Zale: basically, we're thinking it's an opt-in to having a printed ballot, and that printed ballots don't need to be finalized until end of July, early August, for a meeting in September (date has not yet been determined).

Gene: Let's change bylaws article 5 section 4, from “publication on in the Program Guide” to “...on the website.” Gene will send this language for us to approved at the June meeting, so we can get that on the ballot.

### 2. Approve April minutes (linked [here](#))

Approved.

### 3. From the April board meeting: our bylaw revisions passed!

### 4. Discuss Whistleblower policy, plus more on Employee Guide.

Jenna: A lot of stuff happened this month, but we have the whistleblower policy. Template created by the National Council of Nonprofits, and no other changes were made other than to include KBOO-specific language (“KBOO” “Station Manager”).

Since 2017, nonprofits by law were supposed to have this policy. For now we'll put this in the employee manual, so it only covers employees.

Zale: why not extend to volunteers?

Jenna: Up to the board. Trying to understand how other orgs deal with it. Don't seem to have the same legal protections. KBOO should work on it, to extend to all volunteers, but let's get the low-hanging fruit now (and make fruit salad).

The committee found no problem with the language of the policy.

5. Discuss bylaw revision to clarify the powers of the president (linked [here](#)).

Emma: KBOO's values are based on cooperation, egalitarianism. The language around "president" seems like banking technology, not KBOO. I like Gene's proposed language, but it doesn't go a long way, but not far enough.

G: This is our legal document. We're running a nonprofit organization. It would be great if we had people with institutional memory who could be there 3 or 4 or more years, so that the bylaws would not have to be as strictly written.

There have been times when we haven't even had enough people for quorum, or even more seated board members than are required for quorum, so it's important that the language place this power with the presidency.

Emma: why does the president have to preside over the meetings? We should be nonhierarchical.

Gene: Every new board has the ability to determine how to do business. If you or people on the board have that language, let's look at it. I really respect where you're coming from.

Emma: Thanks, Gene. I'll not block this language.

Jenna: moves to approve this bylaw revision

Approved by the committee; to the board at May meeting.

Rationale KBOO Board of Directors asks the membership to approve the following bylaw revision...to better reflect KBOO values.

Celeste has joined the meeting. Here to observe.

6. Review policy revisions from Finance Committee?

Next time: new policy: use and control of KBOO credit card

Budget process re-order.

7. Review policy revisions from Program Advisory Committee (linked [here](#))

Azia presented the revisions PAC has been working on:

- Policy 6:

First thing is obvious. Updated the positions that define "program staff," the previous positions listed no longer exist. Cleaned up the language in A8, but is the same premise. Added an item, B6, that adds workgroups to the structure of PAC. Section C has been updated to match the by-law revisions to be voted on in the Fall, regarding the inaccurate description of PAC performing as our CAB. C5 references the implementation of workgroups. Removed D2, concerned that it violates the By-laws, gives the Board Operational overreach. This may have been implemented to support diversity goals or apply to the structure of CAB, but does not work well for PAC.

Clarified D5, to protect PAC Members voting rights if their absences were excused.

We added Section E, to define the process and structure of Workgroups.

- Side note: Cleaning up the on-air contract, for PAC to review tomorrow. Currently, due to social distancing, the portion of the on-air contract that you sign, is a separate electronic signature, we thought it made the most sense to refer to the document holding the regulations be referred to as the On-Air Handbook. It looks different but has all the same info from the original contract with a few updates that we have been discussing in PAC. We just cleaned up the language, removed redundancies, and restructured the layout.

- Policy 22:  
Cleaned up language on A1, but does not change the meaning. “Not following the mission or approved program description,” is defined in the on-air contract. Section B was a mess to revise, we may want to consider re-writing the procedure from scratch. We removed the stipulation about inviting the programmer to PAC, since this could create a very toxic meeting environment. GENE: Maybe the program staff brings the recommendation to PAC, and PAC gives input. PAC would like help from Governance to define an Appeal procedure, for a programmer that believes the Program Staff’s call was unjust. The last piece of Section B was removed, again due to Board overreach. We scrapped “program Change Criteria,” because it is redundant.

Zale: These policy revisions are going to go back and forth between PAC and Per/Gov Comm. I would like to take a more meaningful look at these things.

- Policy 34 Indecency:  
change safe harbor to the correct time. Remove disclaimer, as it’s not going to keep us safe from the FCC, and would take a lot of effort to roll out. Gene: take it out! That change must have happened in the 90s. Thanks for checking with Chris Merrick (that’s archeology).

Azia: PAC is going to approve these changes tomorrow night, and then we’ll send the final revised versions to Per/Gov Comm.

Zale: We’ll look at them, decide if we think there should be changes, and then send it back to PAC. Everyone will agree on the policy before it goes to the board. Policies only need to be approved by the board, not by the membership (like bylaw revisions).

Community Advisory Board:

Gene: Who picks them? Did some research about how they do it at KMUN, what their experiences were. Spoke to some people in the Bay Area. Maybe a new policy strictly about CAB, who should be on it, recruiting. Look at the language at the FCC and CPB.

Zale will look again to see, plus contact Ernesto.

Jenna: CPB dictates their minimum. Not sure what else, except a minimum amount of meetings (2), and curious to hear what other stations do.

GENE: each were different. At KMUN, the CAB are community fundraisers for the station. For the policy, might want to include who is selecting them? For example, at one radio station, the board selects CAB members from resumes sent in.

Jenna: For the last few years, it's just been Erin appointing someone. A person was supposed to be on CAB for 18 or 24 months. Pretty informal: show up, provide feedback, Erin would ask questions (do you listen to KBOO). Meetings last about an hour. Hoping that PAC could appoint members. Right now, it's up to Celeste and I.

Gene: hesitation that PAC would recruit members, not clear PAC members have knowledge of communities outside of KBOO.

Jenna: Yep

Zale: will add this to our work plan!

8. Create/approve rationale for the two bylaw revisions passed by the board, to appear on the September ballot.

Zale will create this language and send around for folks' approval in June.