



BOARD OF DIRECTORS MEETING MINUTES

Date: Monday, 3/27/2023

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: *Charles Shambry, Mike Frost, James Draznin, Malik Hale, Jessica Almroth, Ona Harshaw, Jill Blanchard, Emma Lugo, Layla Kanaan (by text)*

Station Manager: *Chris Merrick*

Staff: *Danielle Schira, Arthur Rizzotto, Ender Black, Drew Alcoser*

Members/Volunteers: *Brendon Reyes, Joe Rowe, Paul, Tim Nakayama/Diablo*

HOUSE RULES & MEETING GUIDELINES *(5 minutes)*

- <https://kboo.fm/kboos-house-rules>

HOUSEKEEPING *(5 minutes)*

- Choose Facilitator Emma Lugo
- Select time keeper
- Designate note taker Jill Blanchard

APPROVE AGENDA *Approved; Jill-Motion, Ona-Second*

PUBLIC PARTICIPATION

JOE ROWE

Joe came before the Board in February. He believes a mistake was made and he is not getting support from staff. 1 person from the Board is supportive but cannot change the situation. There was a corporate voice on KBOO and they were talking about making profit. Does the board want this voice on the air again - happened in 2018 also. Joes explained that Jill told him that the board would not override the decisions of the staff. Emma reiterated this and suggested the next step of taking the grievance to the Program Advisory Committee.

APPROVE KBOO BOARD MEETING MINUTES

Approved. Jill-motion to approve, Malik-seconded. February 2023 meeting minutes approved.

KUDOS & APPRECIATION

This is a new section of the agenda this month.

- *JILL*
 - *Danielle - thank you for prep and work*
 - *Azia, Ender & Althea - thank you for all the classes to get volunteers back into the station to produce live radio. Also, thank you for the special programming this month.*
 - *Arthur - Thank you for the transmitter work at the tower and the tour. Also, thank you for your work to make the remote broadcast at the Bluegrass Marathon happen.*
 - *Mike Frost - thank you for the internet solution at the Bluegrass Marathon*
 - *Chris - Thank you for keeping the momentum behind all of the hiring committees*
 - *Emma - Thank your your work organizing the Station Manager and Development Director hiring process*
 - *Sherry - Thank you for chairing the Strategic Planning Sub-Workgroup, you are doing an excellent job.*

- *EMMA*
 - *Drew - Thank you for your time and work at KBOO, I'm excited you are going to stay on and help as a volunteer but thank you so much for your work as staff.*
 - *Chris - has been working as a volunteer station manager, an amazing act of service to give your skills and time, even though you have been station manager before, we appreciate what you are doing. KBOO is so much better with a station manager.*

- *JESSICA*
 - *Drew - glad to hang out with you at the Bluegrass Marathon.*
 - *Thank you to the team who produced the live remote for the Bluegrass Marathon, it was exciting to hear it on the radio.*

- *ONA*
 - *Thank you to KBOO Listeners, EStaff and Board - for keeping an alternative voice on the air, it's a labor of love and let's keep doing it.*

- DANIELLE
 - *A lot of staff have been taking advantage of the additional PTO, thank you.*

OLD BUSINESS

- Station re-opening
 - CHRIS - *Station is now open*
 - *Volunteers are asked to get in touch with their staff contact to make an appointment to use the facilities.*
 - *This is posted on the website.*
 - *The front door is still closed and locked.*
 - *Working to replace the front door keypad system tso that staff and volunteers will have individual pin codes to enter the building.*
 - *HVAC things later in the agenda*
 - *There have been more trainings and re-trainings in both Public Affairs and the News Departments.*
 - *Goal to have live news daily, 5 days a week*
 - *Azia has been doing re-trainings.*
 - *KBOO needs to do more outreach to current programmers to bring them back into the station to produce live radio.*
 - EMMA - *The Union Bargaining Committee sent an inquiry as to what “re-opening” means to the Board of Directors*
 - *Management Bargaining Committee responded*
 - *Most of the requests are being already being met. Examples include:*
 - *Announcement that the station is open*
 - *Appointments to use the station*
 - *New front door security*
 - *Someone answering the phone in real time*
 - *COVID policy*
 - *We want more people using the station so that KBOO Is supporting its mission and allowing access to people who don’t have normally access to the kinds of resources KBOO offers.*
 - *One this that would be nice this Spring or Summer would be to have an open house and invite the community in.*
 - *When staff has the bandwidth.*
 - PAUL - *Question: has the decision been made to NOT be open to the public?*
 - *EMMA - The staff do not want the door open the to the public in the way it was before COVID. For security and safety reasons.*

- *PAUL - It's difficult to understand the decisions without knowing how the decision was arrived at.*
 - *ARTHUR - Volunteers with pincodes will have no issues accessing the building*
 - *DANIELLE - there is an understanding that Volunteers with pincodes are trained and know what they are doing in the station. Without reception, there is no control over who is in the station.*
 - *PAUL - We need a receptionist*
 - *DANIELLE - the Volunteer Coordinator is working to find support in this area*
 - *PAUL - Is there a process for potentially opening to the public with receptionist support or has the decision been made to not be open to the public.*
 - *DANIELLE - There is a desire to be open to the public with reception support*
 - *ENDER - It is a possibility to be open to the public, but the safety issue - we want to bring youth to KBOO. We want to create an environment that is inviting and safe for youth.*
 - *EMMA - the thing that has changed at KBOO, we have done a 360 with how we negotiate work on/about the facilities. We negotiate with Staff through the Union.*
 - *We don't want situations where staff is overwhelmed - especially by multiple people coming to them with multiple requests.*
 - *The Union Protects the workers' rights and is negotiating the terms of station re-opening with Management.*
- **Station Manager search**
 - *EMMA - The deadline to apply is April 7th and we already have a good collection of candidates*
 - *EMMA - Trying to use the same process that the Union uses for hiring to the best of our ability. Notes include:*
 - *Not redacting personal information*
 - *Arthur - was added by the union to eliminate unfairness, what is the reason not to redact the resumes/cover letters*
 - *Emma - the relationship between the station manager and board has a different set of conditions.*
 - *Reaching out to people proactively*
 - *Offered position internally*
 - *Candidates gets an automatic 2nd review in the interview process*

- *The board member who has applied was asked to temporarily step down on a Leave of Absence for the hiring process.*
 - *Chris is helping with the interview process as Interim Station Manager*
 - *Except for internal candidate*
 - *To avoid any conflict of interest*
 - *Interviews start the 2nd week of April*
 - *If you know anyone who could apply - especially BIPOC people*
 - *High preference for people with experience with nonprofits, community media, people marginalized in the community and people who uphold KBOO's values.*
 - *Questions?*
 - *DANIELLE - Good luck, we wish you well.*

NEW BUSINESS

- **Station Manager's Report**
 - *ARTHUR - Engineering*
 - *UPS arrive a month and half early, without notice*
 - *Transmitter may be arriving next week, exact date unknown due to customs at the Canadian border.*
 - *Transmitter site is clean and ready, old transmitter has been disassembled and removed*
 - *Bluegrass Marathon was a huge success - wants to do more live broadcasts: hip-hop, metal, etc.*
 - *Working on the remote broadcast schedule for the summer*
 - *CHRIS -Estimate for assistance to install the transmitter - additional expense*
 - *CHRIS - Hiring*
 - *Web Coordinator - 49 applications*
 - *What is the process for choosing people for the 1st interview?*
 - *People sent in cover letters without answering the requested questions.*
 - *If questions aren't answered is the application acceptable.*
 - *Emma will be stepping in to this hiring committee*
 - *We don't want to lose people to would be great additions to KBOO's culture*
 - *Brendon - Question: 1 Social Media/Web Coordinator position?*

- Emma - No, these have been separated into 2 positions.
 - Development Director
 - Cover letter request doesn't have requirements
 - Station Manager
 - 32 applicants so far
 - Deadline = Friday, 4/7
 - Membership Director
 - Drew is leaving
 - Union does not want to bargain the job the current job description
 - Next steps:
 - Form hiring committee
 - Post 10-day internal hire
 - Joined Partners in Diversity - similar goals, values, mission to KBOO
 - KBOO has been posting jobs with PID
 - They also hold webinars and trainings that KBOO can take advantage of
 - Suggestion to use Matthew Broderick's feedback and advice when interviewing the Web Coordinator candidates
 - Working in an hiring / on-boarding spreadsheet
 - FCC has legal requirement for hiring
 - Union has requirements for hiring
- Oregon Nonprofit Management Act
 - DREW - introduced a bill that would directly impact KBOO. It's about modernization. Oregon's nonprofits need to catch up with time. Pay for nonprofit workers would increase.
 - EMMA - Is there Board conversation?
 - JILL - I think KBOO's Board should endorse it.
 - JESSICA - It's such an important cause, every time we get ahead something makes it harder to do our nonprofit work.
 - ONA - sounds like it has solid endorsements, sounds like a grant generator - a way to access more funding.
 - DREW - expedited government money to the nonprofits.
 - JESSICA - It is difficult to receive funding for staff salaries from other grants.
 - ONA - we should definitely endorse it

- *Board Vote: Approved. Ona-motion to approve, Jessica-seconded. KBOO's Board of Directors endorses the Oregon Nonprofit Management Act.*
 - *Drew will fill out the endorsement form and submit it to Emma*
- **Finance Committee Report**
 - *DANIELLE - overall finances look good.*
 - *Operating at a surplus of \$66,000*
 - *We thought we would be at -\$8,000 now*
 - *Due to staffing - open positions*
 - *Over in projected revenues*
 - *Winter Drive exceeded goal*
 - *Currently working on the audit*
 - *10/21 - 9/22 - a period of time when there was a great deal of fluctuation in KBOO's accounting*
 - *In the bank = \$1 million +*
 - *\$702,000 in unrestricted funds*
 - *\$66,000 still to pay on the transmitter*
 - *Also labor costs*
 - *Approximately \$20,000*
 - *\$401K payments for 2021*
 - *Governance*
 - *Updating finance policies on how we spend cash*
 - *EMMA - Joyce is still on Finance Committee as a volunteer but not on the Board as she applies for Station Manager*
 - *Needs a good depreciation schedule - last one from 2019*
 - *Perhaps Brian has a more current one from the last audit.*
- **Finance Committee Proposals**
 - *EMMA - Goal is to move cash into long-term CD or savings accounts to yield higher interest than it is currently earning in its checking accounts.*
 - *Proposal - Move \$250,000 to Rivermark business money market account, move \$270,000 into Advantis CD.*
 - *Board vote: Approved. Jill motion to approve, Ona second.*
 - *CHRIS - Proposal - Sonitrol: new front door system allowing up to 200 people to have pin codes for entry.*
 - *Current system does not work and company no longer provides service in Oregon.*
 - *New costs = \$6024 to install all hardware and software. \$133/month service fee.*

- *6 months to decide, if KBOO isn't happy they will remove the equipment.*
 - *EMMA - essential for security of our staff, encourages board to approve*
 - *ONA - Does the Finance Committee think we can afford this expense?*
 - *Board vote: Approved, Ona - motion to approve, Mike - second.*
 - *Jill - approve*
 - *Charles- approve*
 - *James- approve*
 - *Malik- approve*
 - *Jessica- approve*
 - *Emma- approve*
- **Fundraising**
 - *EMMA - Cuba Trip*
 - *KatMeow is not going on the Cuba Trip*
 - *Trip has been postponed until 2024 until we have a Development Director*
 - *Having a KBOO ambassador, like KatMeow, go along is a fundraising opportunity and a chance to cultivate major donors.*
- **Development Committee Report**
 - *JILL - Planned Giving*
 - *KBOO has marketing materials outlining the process for planned giving*
 - *Emma and Jill want to use them for an educational event so major donors can learn how to leave KBOO their house like James Marsh did.*
 - *Working with Brendon to revive the Event workgroup.*
 - *The Bluegrass event this past weekend was so fun and the energy so great, KBOO can definitely do more of these and build community.*
- **Engineering Report**
 - *ARTHUR - Receiving estimated for the tower climbs*
 - *Transmitter/STL*
 - *Timeline not as strict as we thought to install the STL but we still want to get it in anyway*
- **Nominating Committee Report**
 - *JILL - The Annual meeting will be held on Saturday, 9/23*
 - *Recruitment - several people have some through the HOW TO BECOME A KBOO BOARD MEMBER informational session.*
 - *Election of Josh Roberts*

- *Elected: Emma – move for nomination for Josh to be 12th member of the board, Mike second.*
 - *Jill - approve*
 - *Jessica- approve*
 - *Mike- approve*
 - *Ona - approve*
 - *Malik- approve*
 - *James- approve*
 - *Charles- approve*
- **Program Advisory Committee Report**
 - *DIABLO - Still trying to diversify and add new members*
 - *Looking at the Facebook group, brainstorming about a promo*
 - *Working on the disciplinary code*
 - *Next up: programmer evaluations*
 - *Notices notes aren't posted as required*
- **Governance and Policy Committee Report**
 - *ZALE - Housekeeping to make KBOO policies align with bylaws*
 - *Policy regarding committee memberships*
 - *Bylaws did say: any non-committee member attending 3 consecutive committee meetings will become a member of the committee.*
 - *Some committees only meet quarterly.*
 - *Bylaws now say: any non-committee or workgroup member attending 3 consecutive committee or workgroup meetings will become a member of the committee or workgroup.*
 - *Policy will align with Bylaws.*
 - *Vote: Policy approved. Ona - motion to approve. Emma - second.*
- **Facilities**
 - *EMMA - Electrical*
 - *Want to be respectful to engineering but the board has responsibility for oversight of safety.*
 - *The Board was told last spring, by 3 separate electricians, that the station is not grounded.*
 - *ARTHUR - The electricians did not state the building was not grounded, they gave an estimate TO ground the building. The electricians want to get paid.*

- *We believe that the station IS grounded or the equipment wouldn't be working properly, however, now that the Board has these reports, we need a chain of paperwork stating the station is safe.*
 - *Concerned about health and safety of staff and volunteers*
- *JILL - 3 independent electricians gave bids to ground the station last spring.*
 - *\$15K - Rose City Electric - brought the City into the station*
 - *\$8,800 Mr. Electric*
 - *\$8,200 Ertell's Electric*
 - *My understanding is that it isn't that the building isn't grounded, it is that parts of the building aren't grounded to each other.*
 - *Arthur - that is not correct.*
 - *Jill searched for permits at the City of Portland. Found plumbing and low-voltage but nothing about grounding the building.*
- *ONA - what are the next steps*
- *EMMA - don't want to make moves that offend anyone but the Board needs to do their due diligence.*
- *ARTHUR - spoke to the engineers that were involved in the move into the building. What the plumber found last year was an audio ground. It prevents a hum. KBOO never would have passed inspection in the 1980s if the building wasn't grounded.*
- *DANIELLE - what about the question of insurance if we already know about this*
 - *Also, what is a good investment? To do this work now is less expensive than later.*
- *HVAC - EMMA*
 - *Doesn't anticipate the HVAC work being complete until the summer.*
 - *Has been in touch with Energy 350 and McKinstry*
 - *Not having the HVAC work done is holding KBOO back in fully opening to the community.*
 - *The Board wants staff to feel safe so we want this HVAC work to be done.*
 - *The Board also wants KBOO to be a community station and produce live radio.*
 - *We have had another estimate for the work.*
 - *Energy 350 / McKinstry is free as part of an energy study*

- *At what point does the “free” cost become too high?*
- *Frustration around why the work isn’t complete if the contract was signed in January 2022.*
- *Brendon has someone who can offer services with a nonprofit discount to do the work right away,*
- Strategic Planning Workgroup Report
 - *JILL - Workgroup broke up into 3 sub workgroups*
 - *Review and evaluate 2017-2020 Strategic Plan*
 - *Community Feedback*
 - *Plan Community Advisory Board meeting*

CLOSED SESSION

ADJOURN

Emma motion to adjourn the meeting, Jill second the motion, meeting adjourned

Approved 4/24/2023: Jill Blanchard, Board Secretary