



BOARD OF DIRECTORS MEETING MINUTES

Date: Monday, 12/18/2023
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, Barukh Kioroglo, Yousef Mayel, Carmen Garnica, James Draznin, Joyce Nance, Ona Harshaw, Josh Roberts*

Station Manager: *Nathan Vandiver*

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

Members/Volunteers:

HOUSE RULES & MEETING GUIDELINES (5 minutes)

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

HOUSEKEEPING (5 minutes)

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

APPROVE AGENDA (5 minutes)

- Approve December 2023 Board Meeting Agenda

- Josh moved to approve
- Mike seconded
- Motion approved

PUBLIC PARTICIPATION (10-15 minutes)

APPROVE KBOO BOARD MEETING MINUTES (5 - 10 minutes)

- Approve November 2023 board meeting minutes
 -  November_2023_Board_Meeting_Minutes
 - Jill moved to approve
 - Josh seconded the motion
 - Motion approved

KUDOS & APPRECIATION (5 minutes)

- Jill
 - Thanks Nathan for helping wrestle the kegs
 - Huge thank you to the entire staff for making this a great year - so much happened. It was a fun year! So happy to have the experts in every staff position.
- Josh
 - Kudos to fellow board members and staff that have helped me learn more about KBOO.
- Emma
 - Thanks to Ona who got together volunteers for the Community Advisory Board and Azia for help
 - Thanks to Danielle for the great work on finances.

NEW BUSINESS

- Station Manager Report (5 - 10 minutes)
 -  Station Manager Report December 2023.pdf
- Engineering Committee (5 minutes)
 - STL work was the focus of Engineering last month
- Finance Committee (10 minutes)
 -  FC Report 12.14.2023 - Cover Sheet.pdf
 -  FC Report 12.14.2023
 -  Cash Management Change Rec.
 -  Financial Mgmt Value Statement
 - Motion: We transfer the month in the Advantis MM operating reserves (\$212,307 earning at .08%) to the Rivermark MM which is currently earning at 4.5%. This

proposal with the 2 contingencies 1: that I can email finance cmte about it and get no objections from them. 2: The document that we signed about board signers works to update all the signers on Rivermark.

- Additional info
 - We talked during finance about fears for locking too much of our cash in certificates, and we aren't ready to do that.
 - There is currently \$465,000 in Advantis and \$925 at Rivermark - so this will get us back to NCUA insurable levels and both institutions.
 - Currently we only have Emma and Althea on the Rivermark account. The resolution should solve this though.
 - We will need to see if we will get penalties for a low amount in the Advantis MM prior to the transfer
- Emma - would it make sense to move all cash to Rivermark to take advantage of the interest rate? Danielle - some of that cash is locked in a CD.
- Joyce moved that we move \$212,307 to Rivermark
 - Josh seconded the motion
 - Motion approved

- Development & Events Committee (5 minutes)
 - Local business relationships
 - Waiting for major funders to be identified so we can decide what to do with them

- Programming Committee (5 minutes)
 - [12052023 Program Advisory Committee Meeting Agenda](#)
 - Yousef has a friend with content about Portland transportation he would like to present on KBOO - will forward info to Josh
 - Nathan - Feel free to copy me on this request
 - Jill - What is the process for a board member to facilitate people who want to get content on KBOO - Nathan says please forward to me, feel free to forward to the appropriate person and copy Nathan

- Governance/Policy Committee (5 minutes)
 - Meeting tomorrow so no report today

- Nominating Committee (5 minutes)
 - Mentors - We have assigned mentors. Will get together beginning 2024 to decide how to proceed. If you don't have a mentor or are not a mentor, you can always change your mind.
 - Josh - is the idea of alternates still on the table? Jill - can you come to the meeting to discuss? Emma - This is in our by-laws. Zale - this needs to go through a committee, might be better to go through a governance committee or

both Nominating and Governance Committees. Josh will write something up and bring it to the committees.

- Training schedule - Working board meeting Monday Jan 8 for Board Processes
 - Zale will send some light reading for us
- Joyce - Could we require that board members take the FCC class and a beginning financial class so that new board members will have better understanding?
 - Yousef - I'm so glad that Joyce brought this up. Would like to understand finances more - am I legally responsible for KBOO finances?
 - Emma - Only if you engaged in some action that harmed KBOO for your own benefit. Only responsible for voting for the budget and knowing what is in it.
 - Joyce - Legally KBOO has insurance to protect against lawsuits. But you need to know enough to vote responsibly.
 - Danielle - If anyone is going to prison, it's me. As a board member you have a responsibility to make sure KBOO is not financially harmed.
 - Joyce - We will set up a basic finance class

ADMINISTRATIVE

- Discussion of the frequency of board meetings.
 - James plans to make a motion that the full board of directors meet bimonthly--in the odd numbered months (Jan., March, May, etc.)--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 (see below).
 - Emma - asked if we can wait until next board meeting
 - James - asked Zale to check in Robert's Rules about the second meeting rule - would be happy to push it out to the next meeting.
 - Zale - not sure if it's in Bob's rules, but it's a known good idea to give it some time.
- Board 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
- Executive Committee members
 - James recommends that we include the board *Secretary* with the Pres. VP, Treasurer, and At-large board member. 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 - Good proposal but it needs to go to the Governance committee and then to the board for a vote.
- Delegation of note-taking
 - James suggests 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. 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 we want staff to do this, we would need to negotiate with the union.
 - Jill - Why not ask a volunteer to do this?

CLOSED SESSION

ANNOUNCEMENTS

NEXT BOARD MEETING

- Monday, 1/22/2023
- 6pm
- At KBOO and on Zoom

ADJOURN

- Mike moved to adjourn the meeting
- Josh seconded the motion
- Motion approved