

KBOO Foundation Board Meeting Minutes

July 28, 2014 6:00 pm

KBOO: 20 SE 8th Street

Chair: Adin Rogovin

Minutes: Matthew

1. Welcome KBOO Members and Visitors

2. Introductions

Board Members Attending: Adin Rogovin, Matthew Bristow, Michael Papadapoulos, Joe Uris, Timothy Welp, S.W. Conser, Michael Wells, Sue Bartlett.

Board Members Absent: Jen Davis, Lyn Moelich, Jeff Kipilman, Mark Sherman

3. Opening Public Comments [none]

4. Minutes Approval June 23, 2014 [Approved. Unanimous.]

5. Discussion and approval of the agenda [Approved. Consensus.]

6. Station Manager(s) Report:

Staffing Assessment & Recommendations [provided in writing by Mic]

KBOO IT Report - Sova Novak

7. Board Liaison Committee Reports

A. Finance Committee:

Treasurer's Report: Michael W.

Stock in Mutual Fund

Motion: Authorize administration of Charles Schwab account by Treasurer (Michael Wells), Finance Coordinator (McRae Bogdanov), Station Managers (Monica Beemer & Michael Crenshaw.) Two agents approval are required for sales. [Approved. Unanimous.]

2013 Auditor presentation and discussion

Kris Oliveira from Kern & Thompson, LLC

The financial statements present fairly, in all material respects, the financial position of The KBOO Foundation as of September 30, 2013, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

B. Strategic Planning Support Work Group – Conch

ITEM: Review of Committee (By-Law) Charges [Discussion]

C. Governance Committee

D. Personnel Committee:

E. Nominating Committee: Annual Meeting planned for Sept. 20th

Motion: Approve the potential use of ballot counting services and expense of League of Women Voters, with the understanding that further research into an alternative (i.e. our auditor) is underway. Executive Committee finalizes choice. [Approved. Unanimous.]

F. Program Committee:

G. Development Committee:

H. Member Engagement Committee: meeting/building

I. Technology Steering Committee:

8. **ITEM:** Review Goals of the Current Strategic Plan

[Joe will operationalize further.]

9. **ITEM:** Placing Bylaw Revision Language on 2014 Ballot – Election Statement of Interest Deadline

SPONSOR: Nominating Committee

PURPOSE: To place on the ballot for the 2014 annual meeting of the KBOO Foundation membership a revision to Article VI, Section 5, of the KBOO Bylaws.

DECISION TO BE MADE/PROPOSED MOTIONS:

The Board of Directors agrees with the Nominating Committee that KBOO Foundation members should be given the opportunity to consider a revision to Article VI, Section 5, of the KBOO Bylaws, extending by two weeks the period of time between Board candidates' statement of interest and the KBOO annual meeting, and that this proposed revision language

be placed on the ballot for the 2014 annual meeting of the membership, with the Board's recommendation in favor of passage of the revision.

BACKGROUND: The Nominating Committee of the Board of Directors recommends that Article VI, Section 5, of the KBOO Bylaws be amended as follows:

Current Version: **Section 5. Election.** At each annual election, the members of the corporation shall by ballot elect one-third of the members of the board, the nominees receiving the most votes being elected. Candidates may run for election by submitting a statement of interest to be received by the Nominating Committee, or its designee, at least ***seven calendar weeks*** prior to the election. The board of directors shall be responsible for ensuring that an adequate number of candidates representative of the diversity of the corporation's members are nominated. The election shall be conducted by mail and at the annual meeting. The election shall be concluded at the annual meeting by a count of ballots returned by mail and ballots cast at the annual meeting. The results of the election shall be announced by the president, or the president's designee, at the annual meeting.

Revised Version: **Section 5. Election.** At each annual election, the members of the corporation shall by ballot elect one-third of the members of the board, the nominees receiving the most votes being elected. Candidates may run for election by submitting a statement of interest to be received by the Nominating Committee, or its designee, at least ***nine calendar weeks*** prior to the election. The board of directors shall be responsible for ensuring that an adequate number of candidates representative of the diversity of the corporation's members are nominated. The election shall be conducted by mail and at the annual meeting. The election shall be concluded at the annual meeting by a count of ballots returned by mail and ballots cast at the annual meeting. The results of the election shall be announced by the president, or the president's designee, at the annual meeting.

The Nominating Committee believes that the additional two weeks provided by this bylaw revision would benefit the KBOO Foundation, compensating for the recent changes in USPS third-class mail delivery and ensuring that KBOO members can receive and return their election materials in a timely and reliable manner.

[Approved. 7-1-0.]

10. Closing Public Comments [none]

11. CLOSED SESSION: Re: personnel and finance. [Yes. 7-0-0.]

(Informational conversation, no decision to be made in closed session.)

12. Adjourn