

Minutes for Personnel Governance Committee August Meeting 8/13/18

Attending: Zale (chair); Shaheed Haamid; Danielle Parks; Ani (notes)

Absent: John Shuck; Don Coughy; Rose Medlock

1. Intros/check-in, meeting guidelines, agenda approval

1.5 Committee Membership

Don has not attended a meeting since April, Rose since December. We remove both for lack of attendance.

John has been absent for the last several meetings due to travel, family, and commitments to his job. If he doesn't attend the September meeting, Zale will reach out to him and confirm his continued interest.

2. June minutes approval (attached); June and July either cancelled or without quorum

Are approved unanimously

3. Bylaw revisions

Danielle would like to see the number of board seats reduced, as the board has struggled to get quorum. Ani asked many NFCB stations how many board positions they have for their governing boards, and its make up.

At this time we think that a range of board seats is a great idea, and may move that direction. If so, we would also need to change the by-law that defines quorum.

Danielle is starting a six-part training on effective board governance with RACC tomorrow.

We will discuss this again in September, following the beginning of that training.

Recommend change to the by-laws: Article V; Sect 4, Notification of Meetings suggest the following paragraph (to add electronic mail and website-- changes in bold, omitting publication in the program guide):

The corporation shall notify members of the place, date, and time of each annual and special meeting in person, or by telephone, **US mail, electronic mail, or publication on the KBOO Website.**

Notification shall be no fewer than fourteen days, or if notice is mailed by other than first class or registered mail, no fewer than thirty nor more than sixty days before the meeting. Written notice is effective when mailed postpaid addressed to the member's address shown in the corporation's records of members, **or when sent electronically to member's email address shown in the corporation's records of members.** Notice of an annual meeting shall include a description of any matter or matters which must be approved by the members under Chapter 65 of Oregon Revised Statutes. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

The original language read:

Section 4. Notice of Meetings. The corporation shall notify members of the place, date, and time of each annual and special meeting in person, or by telephone, mail, or publication in the Program Guide. Notification shall be no fewer than fourteen days, or if notice is mailed by other than first class or registered mail, no fewer than thirty nor more than sixty days before the meeting. Written notice is effective when mailed postpaid addressed to the member's address shown in the corporation's records of members. Notice of an annual meeting shall include a description of any matter or matters which must be approved by the members under Chapter 65 of Oregon Revised Statutes. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

In further thoughts we are interested in pursuing members' voting via email / electronically. This will save on postage and printing costs, encourage more participation, and a faster, more efficient process. We have a concern about ensuring members vote only once in elections.

Zale will ask Jenka and Del about security issues in electronic voting

Ani will ask NFCB and GRC lists about voting practices at other stations

Article VI; Section 11. Special Meetings. (additional text in bold)

Special meetings of the board of directors may be called by the president or any four board members, or by written demand delivered to the secretary signed by at least five percent of the members of the corporation and describing the purpose or purposes for which it is to be held. Notice of special meetings shall be delivered to each board member personally, by telephone, **or by text** not less than two days prior to the special meeting, or by mail, with a postmark of not less than four days prior to the special meeting.

Adjourned at 8:01 pm

Table for September Meeting:

4. Board exit interviews
5. Policy revisions (Conflict Res., others)
5. more?