Governance and Policy Comm October 2021 minutes
In attendance: Zale, Tim, Layla, Celeste, Emma, Jenna

1. Check-in/meeting guidelines/agenda approval
   - Eugene will not be able to join us.
   - Everyone doing well
   - Agenda approved!

2. Approve September minutes (linked [here](#))
   - Jenna moved to approve minutes. Emma seconded.
   - Minutes unanimously approved!

3. Report back from the election
   - All bylaw revisions passed
   - Now this is the "Governance and Policy Committee"

4. Update on [PAC Policy Review](#).
   - Zale reported back to Azia. Policy Review is being put on hold until maybe January when she has more time to look at it. Zale would like to have the board approve policy #6.
   - Layla will take Policy #6 to the board

Tim - Question - is this committee going to continue to be monthly or is this going to become a workgroup and the committee meets quarterly?
   - Jenna and Celeste - Some committees may reduce the number of meetings per year. This is to address burnout and operational efficiency.
   - Emma - The committees have been a way for the members and programmers to get involved in kboo governance and operations.
   - Celeste - Bylaw definition says that committees are for the function of the board. Orgs our size should not have working boards, so we should separate out operational and board level activities.
   - Zale - Ideally, committees have board members, so committees are the work of the board. KBOO policy says that committees are a way for members to be involved in governance at KBOO.
   - Emma - Disagrees and sees the committees as a function of the foundation.
   - Jenna - thinks that members are not being limited in their participation by being a function of the board.
   - For now, this committee will continue as it's been meeting monthly

5. Renumber Policies

- Zale - Policies are numbered in order of creation. Idea is to renumber the current policies as listed on website. New policies would not be in numerical order. Is this something we want to do?
- Jenna - Likes this idea. Would like to see policies renumbered.
- Tim - is there a way to archive the prior policies? "Policies formerly known as…"
- Zale - For current policies, we could note the old number on the policy
- Jenna moved that we recommend to the BOD that we renumber the policies in the order they are listed in the table of contents. Tim and Emma seconded.
- Motion unanimously passed!

6. Development Committee Policy Review (policies 9: Fundraising and 19: Underwriting)
- Policy 9 update
- Policy 19 (current policy linked here) from Sept. meeting:
  - Notes from previous meeting:
    - *the language we use is not exactly what's written here; need to allow for more flexible wording that follows FCC guidelines*
    - *Jenna: perhaps we don't want to list all of the contact information, the way the current announcement is worded.*
    - *pausing discussion here until next meeting*
  - Section V
    - Jenna - thinks we should strike the specific language for on-air language because there are lots of restrictions
    - Zale - We could add for example, "must comply with FCC and CPB"
    - Jenna will propose language for this section that is less limiting and takes into consideration the function of staff in creating this language.
  - Section VI
    - Zale - why would we want to remove this?
    - Celeste - We need to do some research about the tax eligibility for underwriters since the underwriters are getting something in return.
    - Zale - Should we strike this? or keep it and update the language to be accurate?
    - Zale will research this section and then we'll come back to it.

Emma - a few months ago, proposed a balanced budget but hasn't heard of anything moving forward with it. Would like to have an open conversation about it in this committee.
- Zale - it's on the September workplan
- Jenna - this was discussed at a previous finance committee meeting
- Emma - would like to be part of discussion about this policy since she was the one to propose it
- Zale - remembers that there was discussion that this idea was more of a policy idea than a bylaw

7. TABLED FROM JUNE: New Policy: Conflict of Interest Policy for the board.
- Sample from KKFI

- [Sample from the IRS](#)
- [Sample from NAO](#)
- [Sample from KSQD](#)

- Emma - Where have we seen conflicts of interest in the past at KBOO?
- Zale - IRS says we need to have this policy. Examples at KBOO, a person at a law firm that represented KBOO wanted to be a board member. Hiring contractors. Thinks this should apply to board and staff.
- Jenna - new handbook will have a conflict of interest policy.
- Zale - would like to see similar language for staff and board
- Celeste - not always advisable to have the language match because staff and board have different duties
- Emma - Culture question, is there a way to draft policies that uplift and support as a community organization rather than just going over things that are prohibitive.
- Zale - Likes this idea. In the new year, we could come up with something like a mission statement.
- Emma - Create policies that are the opposite of a conflict of interest
- Zale - For example, if there's a board member who can supply a service to KBOO at a discount, this should be encouraged but also disclosed so those outside of the organization see that we recognize a conflict of interest.
- Committee members should look at the sample policies so we can look at it more meaningfully during the new board year.

Zale moved to adjourn the meeting. Tim seconded the motion. Meeting adjourned!