



## BOARD OF DIRECTORS MEETING MINUTES

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**Date:** Monday, 12/19/2022

**Present:** Board members: Emma, Ona, Joyce, Malik, James, Jill, Layla (*by text*)  
Board applicant: Mike Frost  
Station Manager: Chris Merrick  
Staff: Phil Garfinkel, Drew Alcoser, Ender Black, Arthur Rizzotto,  
Zale Chadwick

Guest: Diablo, Janet Unruh

**Note taker:**

Jill

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### WELCOME

### INTRODUCTIONS & CHECK-IN

### HOUSE RULES & MEETING GUIDELINES

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

### HOUSEKEEPING

- Facilitator - Emma
- Time Keeper - Zale
- Note taker - Jill

### APPROVE AGENDA

- Ona: motion to approve
- Malik: second

- December meeting agenda approved

## **PUBLIC PARTICIPATION**

- Diablo
  - Attended the last Program Advisory COmmittee (PAC) meeting and had 2 suggestions:
    - The 3 month window for grievances is too short
    - The programmer contact list needs to be kept up to date

## **APPROVE NOVEMBER BOARD MEETING MINUTES**

- Ona: motion to approve the minutes
- Malik: second
- November 2022 minutes approved.

## **COMMITTEE REPORTS**

- Finance Committee
  - Operating Reserves
    - Request to the board: please approve the following policy item
      - Emergency Operating Reserves - The KBOO Foundation shall increase its annual operating reserves from \$215,000 to \$270,000.
      - The operating reserves were not adjusted when the annual budget (increased) was approved.
      - This change is to keep in line with the current operating budget.
        - 3 months of reserves now equals \$270,000
    - Ona: motion to approve increase in operating reserves from \$215,00 to \$270,000.
    - Jill: second
    - Operating reserve increase approved
  - Joyce and Danielle are meeting weekly to work on reports
    - There is now a month-by-month expense/income report
  - 401K
    - There is an issue with ADP language vs. CBA

- Back-pay is owed to some staff and some previous staff
- Development Committee
  - End-of-year Fundraising Campaign
    - Board is doing well with the contact list of 174 members
      - all but 7 have been contacted by phone, email or mail.
      - Jill will contact the remaining folks.
    - Jill will provide an update at the end of the week for the last week of the campaign.
- Nominating Committee
  - Annual meeting
    - Reviewed successes and challenges
  - Recruitment
    - Starting recruiting in January
      - Volunteer/member/listener/community curriculum
        - How to become a KBOO board member
        - Finance for board members
        - Meetings & meeting guidelines
        - More...
- Facilities
  - HVAC
    - Work was postponed (again), this time due to weather and the holiday
    - Air room and Engineer's office not getting air in the meantime
  - Storm damage update
    - Insurance filing for the
      - Uninterrupted Power Supply (UPS)
      - Batteries
    - Grounding did not cause and would not have prevented this
    - The damage was due to PGE
  - Diablo suggested disaster preparedness plan
    - Arthur questioned whether KBOO needs to have the resources to provide disaster service to the community or let other stations handle that.
    - Diablo clarified that it is more about keeping KBOO on the air

- Program Advisory Committee
    - Diablo
      - PM News
        - Back 2 days a week
        - Wednesdays & Fridays
      - Production outside the station]
      - Election night was a success
      - Updating discipline code
      - Diversifying committee members
      - Public Affairs
        - Main goal, primary goal for January through March: new people. There is a new board op packet
        - Syndicated content getting good feedback
        - WSUV Washington State University project in January
          - Working with The Ole Mole Variety Hour
  - Transmitter
    - Ships 1/9/2023
    - Engineering is figuring out when they will be able to complete the installation.
    - Will they need to store in KBOO storage unit and need to rent a truck or store in POD by Stonehenge
- Governance
  - No November meeting due to attendance
  - December meeting tomorrow, 12/20/2022
  - Currently working on
    - Conflict resolution policy
    - FinanDevelopment Director
    - Waiting for the Union to respond
    - ce policies
- Management Bargaining Committee
  - Working to finalize the job descriptions for
    - Web/tech
    - Social media/fundraising coordinator

- Closed session item
  - \*\*The Board gave Staff an additional week off at the end of the year\*\*

## **STATION MANAGER'S REPORT**

- Development Director job, final request went out on Friday
  - Once approved post internally for 10 days , then open hire
  - The Bargaining Team is preparing a counter to the job description
  
- Interim web/tech
  - Matthew Broderick was hired, referral from Sherry
    - Started work today, 12/19
    - Will work for KBOO for 90 days
  
- IT
  - “S” Drive is now up to speed
  - “O” Drive is connected to the automation system in the air room
  - Next project: hook up Ender and Althea’s computers directly to the automation system
  - Tech meeting to be held once a month going forward
  
- Cuba Trip
  - 1st trip - 12/3/2022
    - 20 people went to Cuba to raise funds for KBOO
    - Charles Bittner, the tour guide, gave a good report
    - KBOO’s net about \$19,000
  
  - 2nd trip - 3/5/2023
    - Need at least 8 people
    - KBOO will promote the March trip on the air and on kboo.fm
  
- CSG report
  - Awaiting a \$68,000 check from CPB
  
- Community Advisory Board, CAB
  - Happening this Thursday, 1/22
  - KBOO is required to hold 1 per year
  - Azia is heading this up

## NEW BUSINESS

- Background check policy
  - Emma explained the need to have a policy for board members
  - Zale informed that there is background check policy that hasn't been followed.
    - Due to management transition there is currently no one to review the background checks.
  - Policy# IC17: KBOO performs background checks including national sex offenders registry on all paid employees and paid interns, also checks all volunteers and performs full background check on volunteers handling money, driving or supervising youth...
    - Board members are KBOO volunteers
  - Emma's background check report needs to be reviewed, so does Chris.
  - Ona's report may have already been checked.
    - Ona will take training to review background checks
    - Ona will review background checks for the board
    - Ona will review Chris' background check
      - Chris will review staff background checks
  - We will not check all Board members' background unless per the Background Check policy
  - Zale voiced concern to uphold KBOO's values based on what turns up in the background check report.
  - Ona concerned about privacy and storage of the reports.
  - Arthur stated that all board members should get a background check due to the immense amount of power they hold over the organization. If it is necessary for Staff, who have less power than board members, as a precautionary measure, board should have background checks as well.
    - Arthur continued: seems silly for the background check to be a requirement for staff and not the board
    - Arthur explained: there have been board members in recent history who have abused their power.

- Emma noted the board has heard the staff say this twice. It is an unusual request for board members in general, but the KBOO board will discuss it during the closed session.
- James Marsh Property
  - Closing on Wednesday, 12/21
  - \$415,000 sale price, cash offer
    - The house would have required \$50,000 - \$175,000 in repairs to bring it up to the Zillow listing of \$500,000
  - Tenants were working to secure a loan, but they were not approved for \$75,000 in repairs
  - OnPoint account
    - Need to find another financial institution for FDIC purposes
  - Chris reminded us of Danielle's suggestion to put the money in a higher-yield bank account.
  - Joyce looked into banks that Dan recommended, range from .9 APY to 3.1 APY savings accounts for a business and good rates on CDs.
    - Joyce will continue to look into this.
- COVID Policy
  - Request from staff, review current policy, shall there be a new policy?
  - Majority of staff support this proposal: masks required, vaccinations on the honor system, posting on building door "if you are not feeling well, do not enter the station".
  - Emma is will to move forward with this proposal
  - Jill asked for the minority opinion
    - Request proof of vaccination
  - Ona moves to accept this policy as is
  - Joyce seconds

- Drew asked for clarification of what we are voting on
- Phil notes that we get into privacy issues, explained by a scenario where staff overhears that someone is not vaccinated. Where does the safety of the community come up against the good of the individual.
  - Staff are empowered by the policy
- Ender - have all programmers who have been involved stay involved regardless of vaccination
- Chris stated that the majority of staff want: masks mandatory, vaccinations on the honor system
- Ona withdrew initial motion
- Ender clarified we would no longer be keeping copies of vaccination cards
- Zale explained the policy as it is written, no one will ask to see your vaccination card
- Arthur wants the policy to have teeth so staff can enforce if they need to
- Joyce reminded us that we can revisit this policy at any time but we need a policy to open up
- Malik noted that vaccination cards are not required at the doctor's office, the dentist or the grocery store. It is State policy not to have vaccination cards. We are guilting someone who doesn't have their vaccinations with this policy.
- Emma pointed out that vaccinations have been a part of public health policy, we want our Staff to be safe
  - an effective instrument of health.
- Malik doesn't understand why we would need to show a vaccine card. Malik wants what the staff wants but it sounds like they are divided on what they want.
- Phil remembers [vaccination@kboo.org](mailto:vaccination@kboo.org)
- Arthur, no one actively checks this account



- Chris, Azia may be doing this for programmers
      - Ender, yes cards are checked
      - Policy works as it is
  - Drew
    - What defines “vaccinated” - whole series?
    - What about new staff coming in?
  - Emma: we will leave the current policy as it stands
    - Email vaccination card to [vaccination@kboo.org](mailto:vaccination@kboo.org)
    - Masks required
    - Post sign on station “do not enter if you are not feeling well”
  - Phil, 6 staff members have had COVID in the last 6 months.
    - It is hard to mandate truth
  - Ona pointed out that we live and work in a “beloved community”.
    - Let’s continue to take care of each other
  - Arthur also pointed out the shared microphone use as a hazard at the radio station
  - Jill, and the HVAC doesn’t work
  - Emma: KBOO will keep the policy the way it is
- Station re-opening discussion
  - Mid-January opening
  - Limited re-opening
    - Focused on programmers and volunteers
  - Scheduling software for when people are in the building and how they use the station
  - RFID cards for volunteers
    - No need to reach out to Jenna regarding the system KBOO has but doesn’t use
      - Arthur explained, KBOO has equipment and instructions

- Software has been decommissioned so we can't access our system
    - Chris is looking at remote software installation or they can send it to be installed on site
  - The station is looking great, especially the paint
- Diablo
  - Comment - several committees are missing minutes on the website, requirement for CPB
- Board Secretary
  - Sherry will remain on the board but will no longer be Secretary
  - We need to appoint someone to the secretary position
    - Jill volunteered be the Secretary for 2 months
      - Invited other board members to join her and learn about the position to take over in March
  - Jill motioned for herself to take on the Secretary role
  - Ona seconded
  - Jill is the Board Secretary
- For the next board meeting:
  - New board members
  - Strategic planning
  - 2023 Board Calendar

## **CLOSED SESSION**

## **OPEN SESSION**

## **NEXT MEETING**

- Monday, 1/23/2023
- 6pm

**ADJOURN**