

## Governance and Policy Committee June 2022 minutes--Approved Sept 20, 2022

Attending: Nathaniel, Ruba, Emma, Zale

Called to order at 6:25pm, due to Zoom account access issues.

1. Agenda approved

2. No revisions to April notes.

3. Bylaw revisions for discussion:

- "KBOO shall maintain a balanced budget. As a small nonprofit organization, we the board of directors recognizes the imperative of ensuring the long term sustainability of the KBOO foundation. In order to keep KBOO healthy and sustainable as a non profit business the board of directors shall not pass a budget which is not balanced. As a matter of practice the board will also be encouraged to maintain a margin of about 5% above the anticipated annual budget in reserve for savings and unanticipated expenses."
  - Emma: Right now we're in a great position, including the \$500,000 house, but it's not everyday that we're so flush. We often spend all of our money: take care of radio transmitter, pay employees well, etc. We could go into the hole fast. As a homeowner and business owner, I know it's hard to get out of that hole. We should never pass a budget that's in the red, and we should never spend over the budget. It's really a survival mechanism, especially in a nonprofit. If you're smart about the budget you put money in for emergency expenditures. Spending over budget has not been a problem for us.
  - Nathaniel: I don't know if by codifying something that we've been doing anyway, it could have unforeseen ripple effects.
  - Zale: we have passed deficit budgets.
  - Emma: Our starting wages are embarrassingly low, because we can't get control of our money/budgeting.
  - Zale: Having low starting wages is a decision, but I'm not sure it's evidence of us not being in control of our money. I think the board and finance committee can come up with lots of reasons to deny staff good wages.
  - Zale: in a non-profit like ours, where we make revenue projections based on unknown fundraising returns (instead, for example, on sales being the same as last year's sales), a budget is an appropriate work plan. It's not based on super solid information and needs to be flexible. If we were required to have a balanced budget, then we'll just increase our projected revenue to match our projected expenses, and we may find ourselves in the same financial difficulty anyway.
  - Zale: with a balanced budget, the station doesn't get the stuff it needs (because we estimate revenue will be too low to afford the stuff). Boards and/or management may be of a mindset to project membership drives will fail, or may not believe in getting grants, or may not want to approve new revenue streams.
  - Ruba: As a new homeowner, I see the value of a balanced budget, but I also agree that it can be too rigid in case there are things we need.
  - Emma: I appreciate everyone's points, but I think KBOO members should vote on this. It should go to the board at least.
  - Nathaniel: thinking about the malleability of the budget, and that you can intentionally over- or under-shoot, and the effects of that. We might be taking a tool out of our pocket that we might need in the future. We can operate with the ethos of havinThis is not limited ourselves; it's actually giving yourself an opportunity, because you know what your projected income and expenses are. KBOO needs this kind of stability. A part of the reason we're in a good spot now, is because we have a policy that requires we have 3 months' expenses in reserve. You can't think long-term without it.

- Emma moves to send this bylaw revision to the board for their consideration to appear on the annual ballot.
  - Ruba: seconds
  - Vote: For: Emma, Ruba; Against: Nathaniel, Zale
  - Motion did not pass.
- Prohibit board members or former board members from serving as station managers. It seems that 5 of the last 8 or so station managers have been or were board members and some think this is a huge problem in terms of nepotism and creates a serious conflict of interest.
    - Emma: from my experience at KBOO and on the board. It's like a rotating door. Something like 4 out of 5 managers came from the board. Board members are supposed to be caretakers of the organization, which makes them feel like they can also be station manager. Boards are places where people try to settle scores. Would be great if we all got along, but that's not the way it is. Del served on the board, then became station manager, then was fired by the board. And now she's interim station manager again. Celeste had been on the board years ago, and then was appointed interim station manager. After Del leaves, we should not hire a current or former board member.
    - Emma moves to send this bylaw revision to the board for their consideration to appear on the annual ballot.
    - Nathaniel seconds
    - Zale: Can only think of one board member who became a station manager (Del. [Remembers that Celeste had been on the board years ago.] Ruben and Danielle were board pres and vice pres, then appointed themselves interim station managers, but that was against the bylaws and probably against ORS for nonprofits. Not sure it's really a problem that needs to be in the bylaws; if people decide to go against the bylaws, having more bylaws in place won't stop them.
    - Nathaniel: I don't know that I feel super strongly one way or another. My understanding is that the station manager role is a highly volatile position. Can see advantages (you'd know about the operations) and disadvantages. Seems more like a matter of individuals. Not sure it would matter if it's in the bylaws or not.
    - Emma: KBOO is myopic, and hiring former board members as station managers doesn't help with long-term planning. Need someone as manager with a long-term vision. Moving up at KBOO makes sense, but lateral moves are not a good idea.
    - Emma: calling the question.
    - Ruba: feel like it might be limiting.
    - Vote: Emma, Nathaniel; Against: Zale, Ruba
    - Motion does not pass.

4. Fundraising and Underwriting policy revisions approved by Jill, Tom, and Zale:

- [Fundraising Policy draft revisions](#)
- [Underwriting Policy draft revisions](#)
- Emma moves that we send these revisions to the board.
- Nathaniel seconds
- Vote: Emma, Nathaniel, Ruba, Zale in favor
- Zale will get the info together to send to the board

5. [Conflict Resolution Policy](#)

- Time limits on reporting conflicts: what about situations when new info comes to light later on? Three days is too short.
  - Nathaniel: An older regime didn't act on a conflict between volunteers at the station that today staff thinks should have acted on, and since then new information has come to light (not from people within the conflict). A resolution had been agreed upon,

- maybe because one person just wanted it to be over (thinks one of the parties just stopped being a programmer). This may have been at a time when there was no volunteer coordinator (2019, 2020).
- Zale: there has to be some kind of deadline
  - Emma: needs to be longer than three days, that's not long enough. What about a microaggression, it might take longer to figure out what sort of trauma you're experiencing.
  - Zale: there is a different practice for discrimination: you've got 30 days to report it.
  - Zale: I don't know the thinking around 3 days, but I think it might have to do with people having to continue to work with each other when there's a conflict. Maybe it should be extended.
  - Zale: I like the idea of a simple, straightforward policy, so that the process can be followed without difficulty. Instead of adding a section to the policy regarding new information coming to light after a conflict has been resolved, maybe what's happening is a second conflict.
  - Nathaniel: looking at it that way, maybe the policy is fine as is.

Meeting adjourned at 7:58pm.