



## BOARD OF DIRECTORS MEETING MINUTES

**Date:** Monday, 7/24/2023

**Time:** 6:00pm - 8:00pm

**Location:** KBOO Community Radio  
20 SE 8th Avenue  
Portland, OR 97214

*and*

**Zoom:**

<https://us02web.zoom.us/j/89928501027?pwd=TVhpbTF3WnlEdkxxM2tPOWhWYTJzZz09>

Meeting ID: 899 2850 1027

Passcode: 794568

### WELCOME

### INTRODUCTIONS & CHECK-IN

#### IN ATTENDANCE

Board members: *Emma Lugo, Jill Blanchard, Mike Frost, Charles Shambry, Sherry Morisch, Josh Roberts, Joyce Nance, James Draznin, Ona Harshaw*

Station Manager: *Nathan Vandiver*

Staff: *Danielle Schira, Zale Chadwick*

Members/Volunteers: *Janet Unruh, Carlton, Steven Kioroglo, Tim (Diablo) Nakayama*

### HOUSE RULES & MEETING GUIDELINES *(5 minutes)*

- Jessica read the House Rules and Meeting Guidelines
  - <https://kboo.fm/kboos-house-rules>

### HOUSEKEEPING *(5 minutes)*

- Choose Facilitator
  - Emma
- Select time keeper

- Jill
- Designate note taker
  - Zoom recording (transcribed by Mike)

**APPROVE AGENDA** Approved. Motion to approve - Ona, second - Mike

## **PUBLIC PARTICIPATION**

- Steven K. - Provided business plan to the board earlier in the afternoon of 7/24/23 Has 2 ideas for new streams on the HD digital channels that have become available. One channel would be in English for the immigrant community with one hour per week for each nationality. The idea is to create a cultural non-profit business development community and economic hub in conjunction with the World Trade Center. This will lift up the level of Portland's non-profit leaders that work with immigrant communities. The other channel would be specifically for the Ukrainian community.
  - Jill suggested that we review the proposals and have Steven attend our strategic planning meetings to discuss the best way to use the HD channels
  - Emma mentioned that the allocation of the HD channels will be the decision of the station manager and that there are others who have expressed interest in creating content for the new channels. Also that there will be additional resources needed to implement and monitor the new channels.
  - Steven suggested that KBOO is his preferred channel to start and then he could potentially move to another station once the concept has been proven
  - Emma asked Steven to get in touch with Nathan since he will be the authority for this.
- Sherry M. - A producer in the Facebook volunteer group mentioned that the broadcasts are taking a couple of days for their shows to appear on KBOO. Wondering who can help?
  - Nathan - We are definitely aware of the issue and it is due to a problem with the automated process for uploading and they are being uploaded manually. It will be fixed but we don't know when. Will jump on the FB group to let them know we are working on it.

## **APPROVE KBOO BOARD MEETING MINUTES**

June 2023 meeting minutes approved. Motion to approve - Mike, second - Jill.

## **KUDOS & APPRECIATION**

- Jill
  - *Kudos and appreciation to everybody who has been working so hard to make the remotes happen. The volunteers may or may not show up, but the staff is there, from beginning to end, every day and it's incredible the amount of work that goes into these things. Nathan, Nate, Azia, Arthur, and all.*
- Ona
  - *Was listening to the remotes on the radio and they just sounded terrific and I appreciate all the work that goes into making them happen, it's beautiful.*
- Emma
  - *Would like to say she appreciates Arthur, Nate, Phil, Azia, and all the staff that work so hard and do such a good job putting the remotes together.*
- Jill
  - *Thanks to Steven who translated the community survey into Russian and Yvonne Rivero who translated the survey into Spanish. This was a lot of work above and beyond the programmer's regular duties, so thanks a lot, a lot, a lot.*
- Emma
  - *Thanks to the Melvin Family Trust who contributed \$211,000 dollars to KBOO*
- Ona

- *Nathan, you have been here only a month and you are doing fabulous!*

## NEW BUSINESS

- STATION MANAGER REPORT
  - Remote Season
    - Waterfront Blues and Cathedral Park Jazz Festivals completed. Thanks to all who helped out, especially with a volunteer shift to make it happen. These remotes represent a significant amount of staff and volunteer effort, and are an important part of our mission. They provide a high level of visibility to the community and garner appreciation and even a few donations.
    - Next remotes:
      - Montavilla Jazz Festival, September 1
  - Public Affairs Department
    - Kudos to new PA programmer TK Taparura, host of The Global Sail. On July 5th, he had a live show with Ukrainian guest Mariya Klimenko. Very educational and entertaining episode!
    - Currently in process of creating a new AAPI collective
    - Host Lisa Loving will interview Sonali Kolhatkar (from Rising Up With Sonali) live (phone) on Thursday Aug 3rd, 8am
    - KBOO will broadcast Sonali Kolhatkar's live book event at Powell's City of Books, on Mon Aug 7th, 7pm - It will be an interview with Sonali, facilitated by author Evette Dionne. Event will feature an audience Q&A
    - Public Affairs is building relationships with two NFCB connections: KUYI 88.1 FM out of Hopi Nation, and Native activist/podcaster Darrah Blackwater (Spectrum Sovereignty researcher)
  - Volunteer Updates
    - Next volunteer orientation scheduled for Wed, July 26 has 26 people enrolled and counting. This is more than double the number of signups over past sessions and seems to be attributable to engagement at our recent live remotes.
    - Over 450 volunteer hours went into the production of our last four live remotes: Juneteenth, Good in the Hood, Waterfront Blues Festival, and Cathedral Park Jazz Festival. Thank you, KBOO volunteers!
  - News Department
    - From KBOO News Director Althea Billings:
      - Last week, in part due to independent news coverage like KBOO, City Commissioners Dan Ryan and Rene Gonzalez backed off a controversial proposal to undermine the charter change Measure 26-228 which passed with 58% of the vote. This is a landmark measure that the KBOO Board took a stand on last November because of what it means to have the opportunity to shape a representative and responsive local government. Volunteer KBOO reporters were on the scene for the rally against the measures, and in the Council Work Session afterwards.
      - Tuesday 7/25 (tomorrow) at 5 p.m., Totality of Circumstances will be hosting an hour long call-in panel show with members of the Police Accountability Commission. The group is in the last stretch of work before their final proposal for a police oversight body goes before the City Council at the end of August. If the plan goes through as proposed it will create the first civilian body with the power to discipline police in the city's history, and would be unique in the nation.
  - Youth Collective
    - Staff met with parents and prospective Youth Collective members July 19 to share info about the program
    - The YC begins fully this week
  - Finance
    - Working with auditors to complete KBOO Foundation's Form 990

- CPB audit work continues with our auditors with an updated expected finish date of August 15
  - Budget revenue planning stage: draft revenue estimates
    - Finance committee will meet twice in August - the 10th and 24th - to review budget recommendations from the staff
  - Financial and management staff continue to work through updates to financial practices to improve oversight and transparency in accounting procedures. Current areas of focus:
    - Payroll
      - Reviewing and reconciling employee leave balances and processes
    - Accounts Payable
      - Reviewing accounts payable reconciliation process through the aging payables report and payment approvals
- Fundraising
  - Summer mailers
    - Remotes - donation appeal to be mailed out in August.
    - Membership renewals were mailed June 30.
  - Block Party
    - Staff is excited and is interested in coordinating the themes of this and the Fall Drive
  - Fall Drive
    - Planning has begun for a late September start, possibly to coincide with the Block Party.
- Hiring
  - Membership Director - this process has been slowed in the final stages, but I'm hopeful we will be able to announce our new membership director any day
  - Engagement Coordinator - in the interview stage of the hiring process
  - Development Director - this position is reposted. Station manager will work with the hiring committee to assess candidates beginning the week of August 7.
- COVID policy
  - With the Management Bargaining Committee
- Front Door Keypad
  - Management is moving forward with Sonitrol on this installation.
- HVAC Installation
  - Transformers have been installed and passed electrical inspection. McKinstry is sending an HVAC tech to go through the initial start up of the system this week. Wednesday is expected, but not confirmed yet.
- UPS
  - Currently seeking quotes from electricians, this is secondary to HVAC and transmitter on the project list at the moment. We are actively looking for a quote for installation and working with the installation company to handle removal of the old system.
- Engineering
  - New Transmitter
    - Our broadcast engineering contractor and one engineering volunteer were able to install a new surge protector for our new transmitter at the Stonehenge site last week. This was an important step in the process of moving our broadcasts over to our new digital transmitter. The next step is to install the "RF plumbing," it's a copper pipe that delivers the radio signal from the transmitter to the antenna. That is currently being scheduled but looks like it could happen the week of July 31.
  - STL
    - Our contract broadcast engineer advised for this installation to follow the transmitter installation
- NFCB Conference
  - Four staff attended the three day conference in Denver, CO June 28-30.

- Attendance included Nathan Vandiver, Station Manager; Althea Billings, News Director; Ender Black, Public Affairs Director; and Michael Ftaclas, Data Coordinator
  - Staff are meeting to prepare in depth reports of what they learned at the conference to share with other staff.
    - How may we share this more detailed information with the Board?
  - My experience: I participated in the pre-conference intensive which covered working with the FCC as well as conference sessions on attracting and retaining talent, major giving fundraising, underwriting, governance, vehicle and property donations, and DEI work. These sessions helped orient me to the issues affecting community broadcasting, and helped me as I think through strategic priorities for leading KBOO.
  
- FINANCE COMMITTEE
  - Net operating is well in the black due to vacant staff positions and the Melvin Estate which was booked this past month
  - Received notification that the Melvin Estate will come in and the board has signed to approve the gift and now we will wait for the check to arrive from the estate.
  - The Board approved a new signing policy reestablishing who may sign checks and for what amount and authorizing three signers on bank accounts
  - June reflects the first month KBOO is receiving interest returns on its new savings CD account at Advantis and new money market savings account at Rivermark
  - Youth Coordinator position has started, so we are now spending down funds from the Juan Young trust
  - Operating Revenues \$ 767,433.66
    - That is \$102,000 over budgeted due to the Melvin Trust
  - Operating Expenses \$ 607,007.98
  - Net operating revenue \$ 160,425.68
  - Other Revenues (Interest and restricted grant funds) \$ 27,431.84
  - Net Profit/(Loss) \$ 187,857.52
  - Cash in bank accounts \$ 830,794.88
    - Of that, over \$400,000 is unrestricted
    - This is over and above the Board operating reserves and the restricted funding
  - Emma - *What is the projected revenue for '23-24?*
    - Nathan - *Draft revenue estimate is \$945,000 which is up about \$200,000 from previous draft estimate*
    - Emma - *reiterated that we need to make the revenue to match expected expenses (to meet CBA requirements)*
  - Ona - *just checking on the change of accounts*
    - Danielle - *Nathan, Jill, and Danielle have an appointment to set up signers*
    - *Transfer the money to OCCU and then close the Rivermark account*
    - *No additional board motions are needed*
    - Emma - *will we transfer more than \$250,000?*
      - Danielle - *Yes, we can deposit more than \$250,000 because OCCU works with nonprofits but we don't want to start all of the CDs at the same time. They need to be staggered to make sure the cash is available when needed.*
      - Nathan - *With this new information we can work it thru the Finance Committee*
  
- DEVELOPMENT COMMITTEE
  - Discussed ways for the Board to fundraise
    - Once or twice a month, the Board would have breakfast with major donors
      - 45 minutes with 3 donors at the table with 1 board member
      - 3 questions on index cards about the future of radio and the future of KBOO
      - Board member has a conversation with donors about the questions

- Everybody eats breakfast
      - Nathan and Emma make a pitch
      - Donors write checks
    - Please provide any other ideas you have
  - Emma - *what about chasing large corporate donations i.e. Nike Foundation?*
    - *Ona - we should dig deeper to find out where the money comes from - we have to stay true to the voices that don't get heard. Can we find foundations that aren't funded by exploitation?*
    - *Emma - Ask Open Signal about their sources*
    - *Jill - Can the Development Committee develop a list of filters for what entities we would accept funding from? What about health care organizations?*
    - *Emma - Talk to Josh about what Advantis did when they hired an agency.*
    - *Zale - Would like to point out that we have an underwriting policy that the board approved. It says KBOO should not knowingly accept underwriting from individuals, organizations, or businesses which are involved in weapons manufacturing, make investments in repressive governments, have been shown to discriminate on the basis of race, color, gender, sexual preference, national origin, age, religion, marital status, or mental or physical disability, have been shown to tolerate sexual harassment, have been shown to use unfair labor practices, have been shown to be environmentally irresponsible, produce or distribute materials deemed offensive on the grounds listed above, are political candidates, are religious organizations (if we accept from one we have to accept from all) or that KBOOs Board of Directors determined would be detrimental to the social responsibilities of the station.*
    - *Mike - How do we confirm those things?*
    - *Zale - I don't know...*
    - *Josh - Is there anything that would preclude us from implementing a bonus structure for the Development director?*
    - *Nathan - We would have to bargain with the union. We had this for underwriting staff in the past but not anymore. Would have to consider the industry standard and our values.*
  - 55th Birthday Bash - 9/23
    - Sherry asked the board to make a video or selfie with a happy birthday note to publicize the party
    - Permits are underway
    - Noticed there are some people living in the space where the party would be
      - We can't move people from their home
      - Invite them to the party
    - Jill would like to have some KBOO swag to give away - earplugs, reusable shopping bags
    - Talking to Nathan and Azia to ask programmers to find bands to play throughout the day
    - There is a native dance group that wants to open the day
    - Immediately following, the Annual meeting will take place
      - Will run about an hour with candidate statements
      - Look back on the year
      - Look forward to 2024
      - Quick peek at the community survey results
    - Looking for a graphic designer to develop a logo to brand the event for swag and social media
    - *Emma - Do we have a Tik Tok channel? We need one*
- PROGRAMMING COMMITTEE
  - There are a number of shows that have been retired

- There are some public affairs and music shows that are starting
- Trying to get in-station trainings started again
- There is an ongoing issue of meeting notes not getting posted which is required by CPB
  
- GOVERNANCE & POLICY COMMITTEE
  - Nothing to report
  - *Zale - Ona, the G&P Committee is happy to have your ad hoc committee review the financial procedures policies and bylaws*
  
- STRATEGIC PLANNING WORKGROUPS
  - Extended the community survey until 7/30
  - 524 (or 542) responses so far
  - Next steps are to analyze the data and prepare reports
    - For staff
    - For members
    - Would like to have by annual meeting
  - Need to write the report on the previous strategic plan
  - With all this info we will begin writing the new strategic plan (meetings TBD)
  - *Zale - When you say everybody, do you mean volunteers and members? It's important to make sure everyone has a say.*
  - *Jill - Yes!*
  
- NOMINATING COMMITTEE
  - Election
    - 4 candidates for election (reelection)
    - Mailer goes out in mid-August to announce the birthday party/annual meeting
    - Email about 30 days prior to the meeting
    - Electronic ballot and candidate statements go out to the membership by email
      - Probably about 3 constant contacts will go out with reminders
    - Paper ballots will not go out unless requested by member
    - Members can call and register their vote
    - *Mike - Do we have more candidates than board positions? Jill - No.*
    - On air forum hopefully recorded on 8/30
    - Week of the elections 9/17 the candidate forum will air on KBOO
    - Meeting and election is on 9/23
    - Should have plenty of time to count ballots while the party is happening
  - Recruitment
    - Charles is hosting his "How to become a board member" class for 2 people
  - Board orientation
    - Sometime in October - on a Saturday (4 hours?)
  - Malik resigned from the board today - thank you for your great work with KBOO!
    - Need to cover his committees
  - *Josh - Could we have "alternate board members?"*
    - *We would have to modify the bylaws*
    - *Zale - when someone couldn't attend we would have to vote that member off and vote a new member on to the board. Mentoring makes sense, but people couldn't just step in and vote.*
    - *Emma - Let's bring this up as part of succession planning at the board retreat.*

## NEXT MEETING

Monday, 8/28/2023

6pm - 8pm

**ADJOURN**

Meeting adjourned. Motion to adjourn - Jill, second - Ona.

Submitted by Mike Frost, acting Secretary 8/17/2023