



KBOO Board Minutes
September 23, 2013 6:00 pm
KBOO: 20 SE 8th Street

Facilitator: Brush
Minuter: Mark Sherman

1 Welcome KBOO members and visitors

Brush

2 Introductions

Board Members Attending: Sue Bartlett, Adin Rogovin, Jeff Kipilman, Matthew Bristow, Timothy Welp, Mark Sherman, SW. Conser. Michael Papadopoulos

Board Members Absent: Lyn Moelich, Lisa Loving

3 Announcements and Upcoming Events

- 3.1 Book and Record Sale - Sept. 28th 9:00 am – 4:00 pm Musician's Union Local 99, 325 NE 20th, Portland, OR
- 3.2 PSU Event: Youth Guns and Violence – October 1, 2013 First Unitarian Church, Downtown Portland, SW 12th Street and Taylor. Contact POB4011@juno.com 503.222.2974 for more information. (Lou Church)
- 3.3 Bill McKibben will be the guest on the Abe and Joe Show Tuesday morning, September 16, at 8:00 am.

4 Agenda Approval

Motion: Remove items 15, 16 (postpone election of officers and appointment of committee members) as they are inconsistent with the bylaws. Move Development report until after break once board has a chance to read Andrew's report.

In favor 6, Opposed 1, Abstentions 0 - **Passed**

Motion: Approve the agenda

In favor 6, Opposed 0, Abstentions 1 - **Passed**

5 Opening Public Comments

- Gene Bradley – Thanks the entire board for stepping up.
- Joe Uris – Real focus on gaining members and building listenership.
- Paula Small – WORT discussion about the current environment community radio operates.
- Dave Hammock - KMUZ board radio – wants to work with us to get KMUZ on air as soon as possible.

6 Minutes Approval August 26, 2013

Motion: Approve the minutes as written



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In Favor 6, Opposed 0, Abstentions 1 – **Passed**

7 Committee Reports (25 min)

7.1 Programming Committee

Rabia – Thom Hartmann wants to wait until February to air on KBOO. Erin is communicating with his team. KXRY also wants to air Thom Hartmann.

7.2 Governance Committee

Jeff Kipilman – Reviewing the issue of how often committees must meet to allow foundation members to become voting members. Researching conference calling.

7.3 Personnel Committee

Jeff Kipilman – Looking at finance coordinator job description. Planing to invite Madylin Elder CWA president to speak at the next committee meeting to discuss how job descriptions can be defined wrt to union organization. - Second Monday of the month, 7:00 pm.

7.4 Nominations Committee

Mark Sherman – Thanked Sue for work on the annual meeting, getting it moved for Yom Kippur, refreshments.

7.5 Development Committee

Matthew Bristow – Book and Record Sale, KPFA screening, merchandise for future fundraising.

7.6 Membership Engagement Committee

Timothy Welp – No activity yet. Work with Adin.

8 Staff Report

Adin Rogovin – Website issues resulted in a proposal from Jenka to manage the website and to make it more stable. Andrew did not include a winter pledge drive in his budget for 2014.

9 Development / Membership Report

. This item was postponed.



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10 Finance Committee Report:

- 10.1 **Sponsor:** Adin Rogovin
- 10.2 **Purpose:** Review financial statements for August, 2013 budget issues, 2014 budget status.
- 10.2.1 **Discussion:** Mark and Sue were promoted to finance committee members. 2014 budget, membership budget and input from other departments. The budget is not ready to be approved at this time. Health insurance plan has been renewed with staff approval. Reduced cost increase from 26% to 4%. Possible options for lower D&L insurance.
- 10.3 **Proposed Motion:** Approve August financial statement. Motion approved by consensus.

11 Board Reports

11.1 FCC Renewal Update

Zale Chadwick – Conch signed off the last documents, filing will happen this week. Issues – Filed 3 different applications based on which translators are active. KBLU is a separate license. Philomath (sp) – There may be a timing issue pending on a FCC ruling. Contingencies are in place to update our application if FCC ruling requires this.

Motion: (Michael Papadapolous) 2013 Ownership report submitted to the FCC be amended to provide residence if option information for any director that wishes, all directors have zero percent of interest in the corporation.

Question called: In favor 6 Opposed 1, Abstentions 0 - **Passed**

Vote on original motion: In Favor 2, Opposed 3, Abstentions 2 - **Failed**

Dave – KMUZ – Wants the Corvallis translator moved to Salem to reach more listeners and they would lease the translator. Original application occurred 10 years.
MichaelP – translator was created with funds raised from Corvallis community.

11.2 Union Negotiations

Timothy Welp – Negotiations are going very well. Discussing economics at this time. Oct 4, 2013 is the next bargaining meeting. Job descriptions are not on the table at this time.

11.3 Board Policy Manual Work Group

Sue Bartlett – Structure is coming together. The preamble is being written. The station manager description is being worked on.

11.4 Web Server Update

Sue Bartlett – Several good people are now involved in getting the server to be stable. Recommend it be moved off of Amazon. Considering a 0.5 to 1.0 web engineer. Progress being made. Jenka has done an excellent job of filling in.



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11.5 Executive Committee Report

SW Conser – Conch has been filling in as manager and filling requests as needed. Supported Jenka in taking over as web master.

12 Station Manager Vacancy

12.1 **Sponsor:** Mark Sherman

12.2 **Purpose:** Discuss options in redefining the role of a future station manager and the process needed to hire a new station manager.

12.3 **Decision to be made/Proposed Motions:** Determine if we need an interim station manager in the short term (30-90 days).

Motion: Appoint an adhoc committee with at least (two board members and two staff members) to develop a job description and specify the expectations for an interim manager. Staff appoint their reps at next staff meeting.

In Favor 6, Opposed 1, Abstentions 1 - **Passed**

Motion: The board appoints Mark Sherman and Jen Davis to be assigned to the adhoc interim search committee.

In favor 6, Opposed 0, Abstentions 1. - **Passed**

13 Frequency of Committee Meetings

13.1 **Sponsor:** Jeff Kipilman

13.2 **Purpose:** To define more fully when committees should meet in order to provide opportunities for members to serve.

13.3 **Proposed Motion:** All Standing and Other Committees (as defined in the by-law Article VIII Section 3 and Section 4) of the board should meet monthly, at a regularly scheduled time. Meeting times will be posted in BKOO's lobby, and on the website.

If the meeting is rescheduled or canceled, notice of such change will be posted a minimum of 72 hours in advance of either the regularly scheduled or the rescheduled meeting date, whichever comes first.

If a committee has frequently canceled or rescheduled meetings, the board should investigate the situation.

13.4 **Decision:** – Directed Governance Committee to roll in the other two policies on the books for committee attendance and make one coherent policy along with this one.

13.4.1 **Background:** Members who want to become committee members have had trouble joining because of committees not meeting regularly. (I.E. Development Committee).



14 Outreach Committee Status

- 14.1 **Sponsor:** Mark Sherman
- 14.2 **Purpose:** It is not clear whether this committee has any members or is active. I recommend that this committee be disbanded as this committee overlaps both the development committee and the membership engagement committee
- 14.3 **Motion:** The board moves to disband the Outreach Committee.
 In favor 6, Opposed 0, Abstentions 1 - **Passed**

15 Election of New Board Officers

- 15.1 **Sponsor:** Mark Sherman
- 15.2 **Purpose:** The bylaws require the board to elect new officers at the first board meeting after the annual meeting.
- 15.3 **Motion:** Re-elect the same officers.
 In favor 6 Opposed 1 Abstentions 0 **Passed**

16 Election of Board Committee Members (Time: 15 minutes)

- 16.1 **Sponsor:** Mark Sherman
- 16.2 **Purpose:** The bylaws require the board to appoint board representatives to committees at the first board meeting after the annual meeting.
- 16.3 **Motion to table:** In favor 2 opposed 5 - **Failed**
- 16.4 **Motion:** The board shall appoint make the following appointments to committees.
Passed by consensus

Committee Name	Liasion	Additional Board Members
Nominating Committee	Sue Bartlett	Mark Sherman
Program Committee	Lyn Moelich	
Finance Committee	Adin Rogovin	Matthew Bristow
Development Committee	Lyn Moelich	Matthew Bristow
Governance Committee	Jeff Kipilman	Adin Rogovin Michael Papadopoulos
Engineering Committee	Mark Sherman	
Membership Engagement Committee.	Timothy Welp	Adin Rogovin
Personnel Committee	Jeff Kipilman	



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17 Policy and Practice Regarding the KBOO Volunteer List

- 17.1 **Sponsor:** S.W. Conser
- 17.2 **Purpose:** To consider whether new policies instituted to ensure confidentiality of the volunteer list are sufficient to safeguard this list from unauthorized use.
- 17.3 **Decision:** Referred to the governance committee.

18 Emergency/New Business

- 18.1 Recommend that we discuss board behavior and expectations at the annual board retreat. This would include setting boundaries between the board and staff/members and the public. The board must ensure we act according to the highest standards possible. Timothy Welp.
- 18.2 **Motion:** Authorize the secretary to check the status of candidates elected, subject to them being found qualified, they are certified to serve as directors on Oct 1. - MichaelP
In favor 5, Opposed 0 Abstentions 2 - **Passed**
- 18.3 **Motion:** Appoint two board members to coordinate with Andrew/Staff to resolve ambiguities with the number of ballots that can be sent to a family member. In addition, the board appoints Jen Davis and Mark Sherman to be the members coordinating this effort.
In favor 6, Opposed 0, Abstentions 1 - **Passed**

19 Closing Public Comments (10 min)

- Paula Small – review ORS on ballot issues FYI
- Kurt Lauer – various comments regarding Lynn Fitch and savekboo

20 Meeting Adjourned – by consensus

21 Members Present:

Eugene Bradley
Allen Wheeland
Joe Uris
Zale Chadwick
Linda Olsen Osterlund
Joe Meyer
Paula Small



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Kurt Lauer
Marian Rhys
Robert Rogers
Jen Davis
Dave DeAngelis
Paul Roland
David Hammock
Lew Church
Louis Sowa

The foregoing minutes were submitted by the board secretary on Oct 8, 2013.

Mark Sherman

Secretary