



KBOO Board Final Minutes  
August 26, 2013 6:00 pm  
KBOO: 20 SE 8th Street

Facilitator: John Brush  
Minuter: Mark Sherman

## 1 Welcome KBOO members and visitors

## 2 Introductions

**Board Members Attending:** SW Conser, Matthew Bristow, Mark Sherman, Sue Bartlett, Lisa Loving, Adin Rogovin, Michael Papadapolous, Jeff Kipilman, Timothy Welp

**Board Members Absent:** Lyn Moelich

**Attendees:** Bruce Silverman, Judy Hadley, Alan Weider, Jill Severson, Per Fagereng, Hershel Soles, John Poukkula, Dave DeAngelis, Kate Welch, Paul Roland, Leila Bristow, Marian Rhys, Ed Kraus, Louis Sowa, Rebecca Nay, Alexander Roberts, Joe Uris, Allen Wheeland, Nancy Newell, Robin Ryan, Ani Haines, Zale Chadwick, Kristin Yount, Grace Marian, Rolf ?, Celeste Soles.

## 3 Announcements and Upcoming Events

- 3.1 Board Candidate Interviews: Aug 20 – Aug 26 5:30 – 6:00 pm
- 3.2 KBOO In The Park - Candidate Meet and Greet: August 25th, 12:00 - 4:00 pm  
Peninsula Park, N. Albina at Ainsworth
- 3.3 Union Negotiation Aug 30th at 6 PM located at the CWA Union Hall
- 3.4 Annual Meeting: September 15, 1:00 – 4:00 pm, Matt Dishman Community Center –  
Closed session.

## 4 Agenda Approval (10 min)

Michael: Allow for public comment during discussion of motions.

Matt: Will create for a longer meeting.

**Motion:** Add an agenda item for Michael Papadopoulos' request to allow members to speak to issues when they are being discussed.

**5-3-0 Motion Passed**

**Motion:** Approve meeting agenda.

**7-1-0 Motion Passed**

## 5 Allow for public comment during discussion of motions.

**Motion:** Allow for public comment during discussion of motions for 30 seconds for 3 minutes.

**2-6-0 Motion Failed**



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## 6 Opening Public Comments (10 min)

- Bruce Silverman: Made copy of volunteer list. Phone numbers are available on Internet. No policy on volunteer list. Bruce shredded copy of list, calls stopped. Calls for policy to be developed on volunteer list.
- Dave DeAngelis: Finances and current budget – Request for board treasurer to make summary information available to the membership along with action items.
- Marian Reese – Urges board to get as many members to vote. Supports public comment during agenda items.
- Joe Uris – Concerned about fear mongering related to Andrew Geller's volunteer email regarding corrupted database.
- Nancy Newal – Concern that she renewed and didn't receive her ballot. Questions as to whether Andrew Geller can mail her a ballot. Board clarified policy in response. Andrew needs to receive the money first.

## 7 Minutes Approval August 8, 2013 (10 min)

**Motion:** Approve August 8, 2013 minutes  
**7-0-1 Motion Passed**

## 8 Minutes Approval July 15, 2013 (10 min)

**Motion:** Approve minutes with attached documents as a separate record not to be included in the body of the minutes.

Adin: Minutes should only include the motions and actions. Audio transcript exists.

Matthew: Attachments should be on file but not included in the minutes.

**6-0-2 Motion Passed**

## 9 Committee Reports (20 min)

### 9.1 Finance Committee

Matthew: At committee meeting, discussed process and time frames for committee action. Insurance broker can talk regarding directors and officers insurance, meeting can be planned. Financial statements for June/July can be released to the public. Suggests new treasurer obtain additional quotes.

### 9.2 Programming Committee

Sue: Updated board on Thom Hartmann status. Thom Hartmann is scheduled for a 3 month pilot from Sept to Dec. It will temporarily replace Democracy Now!.

### 9.3 Governance Committee

Jeff: Met Aug 12 – Jeff Kipilman is chair, Ani Haines is secretary. Discussed remote access for board members to participate in committee meetings. Board liaison needs to be appointed.

### 9.4 Personnel Committee

Scheduled to meet next month.



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9.5 Nominations Committee

Sue: Handout of proposed League of Women Voters (LWV) agreement to manage and count election ballots. Keys for P.O. box and ballot box is with attorney Craig Colby and will be turned over to LWV. Pending on SW Conser for signature. Costs for LWV support - \$500 donation to LWV and \$500 in kind.

9.6 Development Committee

Jill Severson: Attended development committee meeting in May, which was the last meeting until August 5. Thanks KBOO for approval for the book and record sale scheduled for Sept 28. Jill asked the board appointees are? Great ideas are in the works for fundraising. Book/Record sorting parties Thursdays 12-4 . Needs volunteers.

9.7 Outreach Committee

No report available

9.8 Membership Engagement Committee

Hasn't met yet.

**10 Staff Report (10 min)**

Ani Haines: Refer to the staff report submitted to board.

**11 Executive Director's Report (10 min)**

Advertising \$250 per month at the Academy Theater?

No report available

**12 Board Reports (15 min)**

12.1 **FCC Renewal Update:**

S. W. Conser: Has delegated to staff. Mark Johnson requires \$500.00 for transmitter renewal document.

Zale: Everything is going according to plan. Pilot Walk frequency KBLU is currently silent. They can't catch our signal. We are working to get their public file up to date. Next deadline/action item is end of September when KBOO needs to file a change of ownership report. Included in this report are the names of all board members and their contact information. EEO report is also being prepared.

Michael: Asked questions regarding KBLU construction permits.



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- 12.2 **Union Negotiations:** Timothy Welp: Deferred to item 12.
- 12.3 **Board Policy Manual Work Group:** Sue: BPM outline exists and sections are being assigned for updates. The work group meets on the 2nd/4th Sundays at 5:00 pm.
- 12.4 **Web Server Update:** Sue: Asked for meeting with Nat and Rabia. Michael Wells has many excellent contacts who can help us in migrating/designing a web server. Moving/changing web server will take a significant expenditure. We should prioritize what needs to be done to stop the crashes. More information is needed and an update will be provided.

### 13 Bargaining Update and Discussion (30 min)

- 13.1 **Sponsor:** Board's Bargaining Team
- 13.2 **Purpose:** To update Board members of what has occurred with contract negotiations with KBOO Staff and to discuss board priorities for contract negotiations.
- 13.3 **Comments:** Timothy: Negotiations are on track, bargaining sessions are set. Jeff: Suggests a review of the proposed contract by legal counsel.

### 14 Select new board meeting location (10 min) - Withdrawn

- 14.1 **Sponsor:** Mark Sherman
- 14.2 **Purpose:** To consider holding board meetings in a location that can hold up to 75 people.
- 14.3 **Proposed Motions:** The board shall hold its regularly scheduled board meetings at the SEIU union hall located at 6401 SE Foster Rd.  
  
Straw pole of the audience suggested that the SEIU hall was too far to hold meetings. A suggestion was made to hold meetings at the Jupiter Hotel or at another venue close to KBOO.

Break 7:38-7:50

### 15 Meeting requirements for committees (15 min)

- 15.1 **Sponsor:** Sue Bartlett
- 15.2 **Purpose:** Ensure that members can participate in committee meetings.
- 15.3 **Decision to be made/Proposed motions:** All committees of the board and "other" committees as defined by the bylaws shall meet no less than once per month. At a minimum, regardless of quorum, minutes indicating who attended the meeting will be created and submitted to the board secretary.



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15.3.1 **Background:** To support the membership's participation, all Standing Other Committees shall meet no less than once a month. If there is no business or there is not a quorum, one of the members of the group will take attendance and file the minutes writing the names of attendees and note which new members became voting members at that meeting. This allows members of KBOO to meet the requirements to become a voting member after three consecutive meetings within three months maximum.

15.4 **Comments:** Michael: All meetings need adequate notice. All members should be noticed so they can choose whether to attend.

**Motion:** Refer to governance committee.

**7-1-0 Motion Passed**

**16 Appoint a board treasurer (10 min)**

16.1 **Sponsor:** Mark Sherman

16.2 **Purpose:** Appointment of a board treasurer for the completion of Paula Small's term.

16.3 **Decision to be made:** Move to appoint Adin Rogovin as board treasurer.

**Motion:** The board affirms that the treasurer has direct access to the staff, finance committee, and the financial data and finance computer including Peachtree.

**8-0-0 Motion Passed.**

**Motion:** Appoint Adin Rogovin as board treasurer.

**9-0-0 Motion Passed**

16.3.1 **Background:** The bylaws state: "A vacancy in any office shall be filled by the Board of Directors at the first meeting following the vacancy for the unexpired portion of the term".

**17 Nominating Committee (10 min)**

17.1 **Sponsor:** Sue Bartlett

17.2 **Purpose:** Seek board approval for expenses related to the annual meeting and the KBOO in the Park event.

17.3 **Proposed motions:** Approve various annual meeting expenditures

**Motion:** Approve the following: Peninsula Park Rental: \$180, Matt Dishman rental \$325.00 with a possible \$250 damage deposit, League of Women Voters ballot support \$500 and \$500 in kind contributions.

**9-0-0 Motion Passed.**



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## 18 Establish Development Work Group as acting Development Committee (10 min)

18.1 **Sponsor:** S.W. Conser

18.2 **Purpose:** To recognize the currently active KBOO Development Work Group as the official Development Committee for the KBOO Foundation.

18.3 **Proposed motions:** The Development Work Group shall be recognized as the official Development Committee for the KBOO Foundation.

1-5-2. Motion Failed

18.3.1 **Background:** The KBOO Development Work Group has been meeting since August 5, 2013, for the purpose of strategizing fundraising initiatives for the KBOO Foundation. They would like to be recognized as KBOO's official Development Committee, retroactive to August 5, 2013.

18.3.2 **Comments:**

Sue: Board rep, not officially assigned to the committee.

Jill: Establish Aug 5 as an official committee meeting.

Adin: Doesn't see the need to retroactively approve the meeting of this committee. Lyn and Matthew were not there as official members meeting. Situation is confusing. Reaffirm who the official representatives are.

Ani: Meeting took place at normal meeting time. Didn't know who active committee members are. Issue is whether this meeting counts for gaining membership.

Tim: Against – creates contradictions.

Mark – The board announced the meeting at the last board meeting.

**Call the question: 6-2-0 Motion Passed.**

**Motion:** to add one more board member to the development committee.

**5-2-1 Motion Passed.**

**Motion:** Request that the development committee continues to meet in September as stated in the bylaws and adding a new member.

**6-0-1 Motion Passed**

**Motion:** Appoint Lisa Loving to the development committee.

**8-0-0 Motion Passed.**



## 19 Board Members Endorsing Board Candidates (15 min)

19.1 **Sponsor:** Adin Rogovin

19.2 **Decision to be made:** Identify or consider creating a policy to restrict board members from endorsing candidates for the board other than themselves.

19.2.1 **Background:** Concerns have been expressed by current board candidates that current board members are publicly endorsing some candidates for the board and that this is not ethical or proper.

19.2.2 **Comments:**

Adin: Board candidates/members feel it is unethical for sitting board members to endorse candidates other than themselves for the board election. Can't find a policy that addresses this. Discuss whether we need a policy.

**Motion:** Table this discussion.

**4-3-0 Motion Fails.**

19.2.3 **Summary:** Most board members felt the board itself should not endorse candidates. Individual board members were free to endorse candidates.

## 20 Emergency/New Business (10 min)

20.1 Approve recommendation for a labor attorney to review the labor contract.

Jeff: Stoel Rives – choose a lower priced attorney to represent us. Victor \$500.00 vs \$200.00. Clarifying terms of engagement.

**Motion:** Accept Stole Rives as our legal counsel at \$200.00/hour.

**5-2-2 Motion Passed.**

20.2 Personnel Committee

Timothy: The committee needs to begin meeting.

Matt: Personal committee advises the board.

Adin: Who is on the committee?

Matt: PC was put on hold with the new BPM.

Zale: Develop job descriptions for current interim positions of interim station manager, chief engineer, and program director.

**Motion:** Request that the personnel committee restarts and begin in September

**8-0-0 Motion Passed.**

## 21 Closing Public Comments (10 min)

- Jill: Development committee hasn't met since May. Lynn Fitch made a verbal decision to not meet.
- Zale: will email everyone regarding when the personnel committee will meet. Jeff Kipilman is on the committee.



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- Ben Hoyne: Requested that ballot keys be kept with LWV or attorney.
- Ani: Thanks the board for our efforts.
- Conch (addressing Ben's concern): Key issue was resolved a week ago.

## 22 Preparation for Return to Work by Interim Station Manager (ED) (45 min) (closed session)

- 22.1 **Motion to enter closed session:** Based on employee confidentiality.

**Michael left meeting: 9:28**

**7-0-0 Motion Passed.**

Break: Return 9:50

- 22.2 **Sponsor:** Adin Rogovin

- 22.3 **Purpose:** To consider a performance evaluation and redefinition of the position description, responsibilities and relationship with the board and staff of the Interim Station Manager (ED).

- 22.3.1 **Decision to be made/Proposed motions:** Establish a process for a performance evaluation and clarification of the job description, responsibilities and accountability of the Interim Station Manager (ED).

- 22.3.2 **Background:** The current Interim Station Manager (ED) has been on medical leave. The board had directed her to focus on fund raising and addressing the projected deficit. No plan currently exists. The board should have a plan to address these concerns with the Interim Station Manager (ED) upon her return.

**No Motion Taken**

## 23 Consideration of job description for the position of Station Manager (20 min)

- 23.1 **Purpose:** Discussion of the need for an up-to-date job description for the permanent position of KBOO Station Manager, which is due to be submitted for open hire in the coming months.

- 23.2 **Sponsor:** Adin Rogovin





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- 23.3 **Motion:** Discussion, with possible referral or instruction to a relevant committee, such as Personnel or Governance, or to a separate work group. (Possible closed session.)
- 23.3.1 **Background:** KBOO's Interim Station Manager position runs through February, 2014. Best practices would demand that a notice of open hire for permanent Station Manager should be posted well before the end of calendar year 2013. In advance of the open hire, a job description would need to be composed and approved within the next few months.

No Motion Taken

**24 Finance Committee Process and Procedures (20 min)**

- 24.1 **Sponsor:** Mark Sherman
- 24.2 **Decision to be made:** Determine what needs to be done to ensure KBOO's finances are properly managed, the 2014 budget is created with input from staff, and improve communication between the finance team and the board.
- 24.2.1 **Background:** At least 9 people participate in the finance committee. With Lynn out on leave, Paula's resignation from the board and as treasurer, Debbie's departure as a volunteer, the finance committee may need additional input and guidance from the board in order to perform the functions mandated in the bylaws.

No Motion Taken

- 25 **Open session:** Meeting adjourned.