

Minutes of the KBOO BOARD OF DIRECTORS

(Approved)

Special Board Meeting

July 15, 2013

Prepared by Mark Sherman

Proposed Special Board Meeting Agenda - July 15, 2013:

Board Members Susan Bartlett, Jeff Kipilman, Mark Sherman, and Timothy Welp are calling for a special board meeting to meet on the 15th of July, at 6:00 pm for the expressed purpose of attending to the following items of importance and timeliness.

1. Address the sending of an email by Hadrian Micciche to several media outlets.
2. As KBOO may be facing a larger than expected deficit, the board is being asked to consider reallocating the executive director to focus full time on fund raising for the immediate future.
3. Reinstate the old board policy manual and place the current policy manual in abeyance until revised by the BPM work group.
4. The board must appoint 3 members to the work group committee recognizing the urgency in having this body begin work on revising the BPM.
5. The board instructs the staff to democratically elect a representative to the work group as well as an alternative to ensure staff input to the revisions authorized by the board.

Background

The overall purpose of this meeting is three fold:

1. Clearly the KBOO Foundation needs to improve its governing structures in response to both member concerns and to respond to a larger than expected deficit.
2. Discussion of reallocation of staff to support fund raising to resolve our deficit in the shortest reasonable time. Other staff may need to be reallocated to work on other strategic projects such as the FCC license renewal. The board needs to asses where KBOO is, what is working and what is not, make changes and recommendations, and deal with a serious financial shortfall.

3. Discuss the appropriateness of at least one email sent by Hadrian Micciche to various media outlets in Portland. Did sending this email conform to the standards of conduct set forth in KBOO's bylaws, its active board policy manual, and any ORS 65 statutes.

Board Members Attending

Susan Bartlett	Mark Sherman	Tim Welp	
Lisa Loving	Lyn Moelich	Matthew Bristow	Rabia Yeaman
SW Conser	Jeff Kippleman		

Board Members Absent:

Paula Small

1. Address the sending of an email by Hadrian Micciche to several media outlets accusing 3 board members of wrong doing. Email is included below as Attachment 1.

Motion: Table discussion of this agenda item.

Seconded

Motion withdrawn

Motion: “to restrict discussion to Hadrian and not other board members from discussion of Agenda Item #1.”

Seconded

“

In Favor 9, Opposed 0, Abstentions1 Motion Passes

Motion:“Address the sending of an email by Hadrian Micciche to several media outlets accusing 3 board members of wrong doing and restrict discussion to Hadrian and not other board members from discussion of Agenda Item #1.”

Seconded

In favor 7, Opposed, 0, Abstentions3 Motion Passes

Motion: Censure Hadrian and restrict him from speaking to the press for the duration of his term.

Seconded

Withdrawn

Motion: for the KBOO Board of Directors to reaffirm the Director's duty of loyalty as stated in the Board Policy Manual.

Seconded

In favor 2, Opposed 6, Abstentions 3

Motion failed.

Motion: Remove Hadrian from the Board of Directors for cause.

Seconded

In favor 8, Opposed 1, Abstentions 1

Motion Passed

2. As KBOO may be facing a larger than expected deficit, the board is being asked to shall consider reallocating the executive director to focus full time on fund raising for the immediate future.

: As KBOO may be facing a larger than expected deficit, the board is considering reallocating the executive director to focus full time on fund raising through September 30 2013, when the Board of Directors will revisit the financial needs of the foundation and determine whether the full-time focus on fundraising is still needed.

Seconded

In favor 7, Opposed 1, Abstentions 1

Motion Passed

Straw poll in favor of redirecting Lynn Fitch to focus on fundraising. The board president says he will communicate with Lynn Fitch regarding the will of the board in regard to this matter.

Straw poll passed.

Motion

3. Reinstatement of the old board policy manual and put the current policy manual in abeyance until revised by the BPM work group.

Motion

Reinstatement of the previous policy manual and put the current board policy manual in abeyance until revised by the BPM work group with the exception of leaving the New HR Policy in place. HR policies currently in the New Employee Handbook are subject to collective bargaining and can not be changed during the contract negotiations.

Other policies not related to wages, benefits, hours and working conditions “may” be reinstated at that time.

In favor 9, Opposed 0, Abstentions 1

Motion passed.

4. The board appoints 3 representatives to the work group committee recognizing the urgency in having this body begin work on revising the BPM.

Amendment: Allow all directors may participate in Board Policy Workgroup as members of the Foundation

In favor 10, Opposed 0, Abstentions 0

Motion Passed

Motion: Appoint Jeff Kipilman, Sue Bartlett, and Michael Papadapolous as board representatives to the Board Policy Manual Work Group.

In favor 9, Opposed, 0, Abstentions 1.

Motion passed

5. **Motion:** The board instructs the staff to democratically elect a representative to the work group as well as an alternative to ensure staff input to the revisions authorized by the board.

In favor 9, Opposed 0, Abstentions 1

Motion passed.

Emergency business

6. Item 1

Motion: The next regular board meeting shall take place on July 29, 2013 at 6:00 pm at KBOO.

Seconded
In favor 10, Opposed 0, Abstentions 0
Motion passed.

7. Item 2

Guidance on getting mediator for Lynn Fitch.

Motion to enter closed session

In favor 8, Opposed 0, Abstentions 2

Motion passed.

Board enters closed session
Board re-enters open session

Board Adjourns 9:56 PM

The foregoing minutes were approved by the Board of Directors on August 26, 2013.

Mark Sherman

Secretary