



- 1 Welcome KBOO members and visitors
- 2 Introductions
- 3 Announcements and Upcoming Events
  - KPFA On the Air: Hollywood Theater - Sun, 11/03/2013 – 7:00pm
  - November Board Meeting – November 15, 2013
- 4 Agenda Approval
- 5 Opening Public Comments
- 6 Minutes Approval September 23, October 6, 2013
- 7 Election of New Board Officers
  - Sponsor: Mark Sherman
  - Purpose: Elect and seat new board officers.
  - Background: The board elected the same officers to continue until the new board members were seated. The board must elect officers at this meeting. Board members serve for up to a year. The term ends when new officers are elected at the first board meeting after the annual meeting or when they are removed/replaced by a majority vote of the board.
- 8 Appoint an at large board member to the Executive Committee
  - Sponsor: Mark Sherman
  - Purpose: The executive committee consists of the President, the Treasurer, and one member appointed by the board.
  - Motion: Appoint a board member to the executive committee.
  - Background: Executive Committee. The Executive Committee shall consist of the President, Treasurer, and one other Board member appointed by the Board of Directors, and shall have and exercise the authority of the Board to act on matters which must be decided before the next regular meeting of the Board of Directors but do not merit a special meeting of the Board of Directors.
- 9 Station Manager's Report
- 10 Committee Reports – skipped due to lack of time
- 11 Membership/Development Report – Postponed / Andrew didn't show
- 12 Staff Report – Postponed / Ani Haines didn't show
- 13 Board Reports
  - FCC Renewal Update (5 minutes)
  - Board Policy Manual Work Group (5 minutes)
  - Web Server (10 min)
  - Executive Committee Report (10 min)
- 14 Finance Committee Report: (20 min)
  - Sponsor: Adin Rogovin



KBOO DRAFT Board Minutes rev 1  
October 28, 2013 6:00 pm  
KBOO: 20 SE 8th Street

Purpose: Review 2014 budget

Proposed Motion 1: Approve September financial statement.

Proposed Motion 2: Approve 2014 Budget

15 Creation of a Web/Tech Committee (15 min)

Sponsor: Sue Bartlett

Motion: Create a Web/Tech Committee

16 Frequency of Committee Meetings – Postponed

Sponsor: Jeff Kipilman

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

Proposed Motion: all standing and other committees ( as defined in the By-Law Article Section 3 and Section 4 and Policy Numbers 47 and 66 ) of the board should meet monthly, at a regularly scheduled time. Meeting times will be posted in KBOO's lobby and on the website. If the meeting is rescheduled or cancelled, 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.

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

17 Appointment of additional board members to committees (10 min)

Sponsor: Mark Sherman

Purpose: Now that Jen Davis, Michael Wells, Adin Rogovin, and Joe Uris are newly seated board members, we should give them the opportunity to represent the board on KBOO's committees.

Motion: Appoint our new board members to committees. Appoint an additional board member to the engineering committee.

18 Union Contract (10 min)

Sponsor: KBOO Foundation Bargaining Team

Purpose: To share information about the Tentative Agreement reached during contract negotiations on Oct 4th, 2013

Background: KBOO Staff filed to become union represented, KBOO Foundation bargained with CWA, a TA was reached on 10/4/13, next steps and Q and A should be scheduled if approved.

19 Emergency/New Business (10 min)

Motion to hire Chief Engineer full time, Tom Hood. Motion withdrawn. The board felt it would be better to research staffing needs and the position needs at the next board meeting.

D&O Insurance premium payment options. (10-15 min) – Submitted by Adin Rogovin.

20 Closed Session: Update On Legal Consultation



KBOO DRAFT Board Minutes rev 1  
October 28, 2013 6:00 pm  
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- 21 Closing Public Comments
- 22 Reference Materials
  - Letter by Marian Rhys



KBOO DRAFT Board Minutes rev 1  
October 28, 2013 6:00 pm  
KBOO: 20 SE 8th Street

Facilitator: Brush  
Minuter: Sobba

Motion votes are of the form - For: Against: Abstentions

**1 Welcome KBOO members and visitors**

Brush

**2 Introductions**

Board Members Attending: Mark Sherman, Adin Rogovin, Susan Bartlett,  
SW Conser, Joe Uris, Lyn Moelich,  
Micheal Papadapoulus, Jen Davis,  
Jeff Kipilman, Michael Wells, Timothy Welp,  
Matthew Bristow

Board Members Absent:

**3 Announcements and Upcoming Events**

3.1 KPFA On the Air: Hollywood Theater - Sun, 11/03/2013 – 7:00pm

3.2 November Board Meeting – November 15, 2013

**4 Agenda Approval**

Motion to add closed session before the break: 10,1, 0

**Motion Passed**

Motion to move agenda item 17 to before item 8 by Lyn, Joe seconds: 10, 1, 0

**Motion Passed**

Motion to approve agenda 11, 0, 0

**Motion Passed**

**5 Opening Public Comments**

- Sova said a few brief words introducing himself and sharing his work on web/IT work for KBOO.
- Letter from Occupy Portland Elder Caucus read to board (Marian Rhys)

**6 Minutes Approval September 23, October 6, 2013**

September Minutes Motion: 8-0-3

**Motion Passed**

October Minutes Motion: 7-0-3

**Motion Passed**

**7 Election of New Board Officers**



7.1 **Sponsor:** Mark Sherman

7.2 **Purpose:** Elect and seat new board officers.

7.2.1 **Background:** The board elected the same officers to continue until the new board members were seated. The board must elect officers at this meeting. Board members serve for up to a year. The term ends when new officers are elected at the first board meeting after the annual meeting or when they are removed/replaced by a majority vote of the board.

**Motion:** Election be conducted by secret ballot 8-1-0 **Passed**

Nominees: Adin and Jen - first round of voting:

6 votes for Adin

6 votes for Jen

Second round of voting

8 for Adin

4 for Jen

**President: Adin Rogivin**

**Jen Davis nominated for VP by acclamation**

**Treasurer: Michael Wells by acclamation**

**Secretary: Mark Sherman by acclamation**

## **8 Appoint an at large board member to the Executive Committee**

8.1 **Sponsor:** Mark Sherman

8.2 **Purpose:** The executive committee consists of the President, the Treasurer, and one member appointed by the board.

8.3 **Motion:** Appoint a board member to the executive committee.

First round of voting:

Joe - 5

Jen - 1

Sue - 4

Jeff - 2

**Motion to appoint Joe Uris: 10-1-1 Passed**



- 8.3.1 **Background:** Executive Committee. The Executive Committee shall consist of the President, Treasurer, and one other Board member appointed by the Board of Directors, and shall have and exercise the authority of the Board to act on matters which must be decided before the next regular meeting of the Board of Directors but do not merit a special meeting of the Board of Directors.

## 9 Station Manager's Report

Victoria Stoppiello

Main thing is there have been a number of meeting between me and members of the board to get a sense of priorities. Before I was hired I understood that the first thing was to bring calm to situation, and the next was to get a handle on financial situation. The third thing was the hiring of a development director. Problem isn't over spending but underfunding.

I'm not hiring a permanent manager, I'm doing the task that the board doesn't have the time or tools to do. Most of the time I have been here has been spent listening to people inside and outside of the organization. If we can tighten up our communications that would be great. Example, questions about length of board retreat, time of meetings. We have lots of work to do that goes beyond small items.

There are technical things in this station that I cannot help with and I would prefer to not get emails about these things. I am also using myself as a barometer as an emotional measure for the organization. I go home impatient and uptight and I have to go lap swimming to try and re-balance. This probably means there are lots of other people under stress. Our volunteer coordinator is going to be gone for a month starting tomorrow. Our administrative assistant will be gone for two weeks.

## 10 Committee Reports – Posponed

Programming Committee

Lyn Moelich

Governance Committee

Jeff Kipilman

Personnel Committee

Jeff Kipilman

Nominations Committee

Sue Bartlett

Development Committee

Lyn Moelich

Membership Engagement Committee (postponed)

Timothy Welp

Engineering Committee

Mark Sherman – See report in reference materials

## 11 Membership/Development Report – Postponed / Andrew not in attendance

Andrew Geller

## 12 Staff Report – Postponed / Ani Haines not in attendance



### 13 Board Reports – Postponed

- 13.1 FCC Renewal Update (5 minutes)  
S. W. Conser
- 13.2 Board Policy Manual Work Group (5 minutes)  
Sue Bartlett
- 13.3 Web Server (10 min)  
Jenka Soderberg
- 13.4 Executive Committee Report (10 min)  
SW Conser

### 14 Finance Committee Report:

- 14.1 **Sponsor:** Adin Rogovin
- 14.2 **Purpose:** Review 2014 budget
- 14.3 **Proposed Motion 1:** Approve September financial statement.  
Did we vote on this?
- 14.4 **Proposed Motion 2:** Approve 2014 Budget

Discussion:

- 1<sup>st</sup> program director maintained at same hours and reverts to full time in March.
- Chief engineer has hours increased to 140 hours, which is about 80% full time as of Dec. 1<sup>st</sup> and full-time in march.
- A finance coordinator role is being filed with a temp (AccountTemps) this contains a suggestion to hire a ¾ time finance coordinator as of Dec at a rate of \$20/hr.
- A hiring of station manager at full-time at \$22/hr as of Dec.
- A hiring of a development director full time in July. Cannot afford to start someone early this year based on the uncertainty of the current revenue stream.

Mark Sherman leaves the meeting.

Motion to approve the budget 9, 0, 0

**Motion Passed**

### 15 Creation of a Web/Tech Committee



15.1 **Sponsor:** Sue Bartlett

15.2 **Motion:** Create a Web/Tech Committee

**Discussion:**

Sue: The essential things this committee would do, because the board has to approve some stuff, the committee would help to decide what changes need to be made to the web, what technologies do we need to get more tech oriented members involved, how do we “get with the times”, and how do we make inroads with the younger tech generation. Road mapping, where do we want to go, and short term, how do we get there and what is it going to cost us? Software people need requirements and might be a subcommittee of the tech.

Adin: I like what I am hearing, and this sounds like it would be an advisor committee to the board because it would have potentially big impact to the budget.

**Motion :** Create a Technology Steering Committee consisting of members of Sue Bartlett and Michael Wells. 8. 0, 0

**Motion Passed**

**16 Frequency of Committee Meetings – Postponed**

16.1 Sponsor: Jeff Kipilman

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

16.3 **Proposed Motion:** all standing and other committees ( as defined in the By-Law Article Section 3 and Section 4 and Policy Numbers 47 and 66 ) of the board should meet monthly, at a regularly scheduled time. Meeting times will be posted in KBOO'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.

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

**17 Appointment of additional board members to committees**





- 17.1 **Sponsor:** Mark Sherman
- 17.2 **Purpose:** Now that Jen Davis, Michael Wells, Adin Rogovin, and Joe Uris are newly seated board members, we should give them the opportunity to represent the board on KBOO's committees.
- 17.3 **Motion:** Appoint our new board members to committees. Appoint an additional board member to the engineering committee.

Committee Name	Liasion	Additional Board Members	
Nominating Committee	Sue Bartlett	Mark Sherman	Lyn Moelich
Program Committee	Jeff Kipilman	Joe Uris	
Finance Committee	Michael Wells	Adin Rogovin	Matt Bristow
Development Committee	Jen Davis	Michael Wells	Conch Conser
Governance Committee	Michael Papadap	Matt Bristow	
Engineering Workgroup	Mark Sherman		
Membership Engagement Committee.	Timothy Welp	Adin Rogovin	Matt Bristow
Personnel Committee	Jeff Kipilman	Timothy Welp	Matt Bristow

**18 Union Contract**

- 18.1 **Sponsor:** KBOO Foundation Bargaining Team
- 18.2 **Purpose:** To share information about the Tentative Agreement reached during contract negotiations on Oct 4<sup>th</sup>, 2013
- 18.2.1 **Background:** KBOO Staff filed to become union represented, KBOO Foundation bargained with CWA, a TA was reached on 10/4/13, next steps and Q and A should be scheduled if approved.  
**Motion to ratify 8-0-2**  
**Motion Passed**

**19 Emergency/New Business**

- 19.1 Motion to hire Chief Engineer full time, Tom Hood. Motion withdrawn. The board felt it would be better to research staffing needs and the position needs at the next board meeting.
- 19.2 D&O Insurance premium payment options. (10-15 min) – Submitted by Adin Rogovin. Please add the following to the Agenda for Monday's Board meeting.



D&O Insurance premium payment options. 10-15 minutes

I have received the invoice for our new D&O insurance policy. It is for \$ 12,111.00 and is due now.

This is a big cash outlay and there are three alternatives the Board can consider.

1. The broker will finance it for us at 6% interest. Could cost us approximately an additional \$700 in interest charges.
2. We can pay it from our reserve account and repay the account out of regular income with no interest.
3. We can pay it from our current regular operations account and only tap into the reserve account when/if the operations account gets too low.

Data:

The Board must authorize any use of reserved account funds.

Operating cash Balance as of 09/30/13	\$ 43,390.
Available from Reserve account above minimum \$200,000	\$ 11,421.
Available distribution from Endowment account.	\$ 8,787.
Total operating funds available as of 10/01/13 operating expense at current rate.	\$ 63,598. = 1.5 Months

I hope to provide additional, updated information at or before the meeting.

## 20 Closed Session: Update On Legal Consultation

**Motion to enter closed session: 10-0-2 Passed**

## 21 Closing Public Comments

- Ren Green – I have been doing this new podcast thing called BooWire and doing interviews of staff. Would like to do interviews of all of you. There has been some resistance (ironically) to people speaking into the microphones for interviews. She will get in touch with all of you.
- Bob? Johnson – want to echo Sue's concern about working quickly on engaging membership and staff support with technology. Action and enabling staff is more important than worrying about funding or the technology committee.

## 22 Reference Materials

- 22.1 Letter by Marian Rhys



KBOO DRAFT Board Minutes rev 1  
October 28, 2013 6:00 pm  
KBOO: 20 SE 8th Street

Dear KBOO Board,

October 28, 2013

Occupy Portland Elder Caucus offers our congratulations to the newly elected and re-elected members of the board, and to KBOO as a whole for the recent successful membership drive. We sincerely hope that this board will work diligently and respectfully together, both as a board and with KBOO staff and volunteers, to help KBOO Radio meet the challenges that now face it. Our members rely on KBOO to provide a progressive, and sometimes even radical, social and political voice, and a diversity of music and culture, that is not available elsewhere in Portland, the Willamette Valley or southwest Washington state.

The social, financial, political and regulatory climate that KBOO now operates in is not the climate in which it was founded. Financial resources are not as stable as they were then, and new and more creative ways of funding community radio may need to be found. Information technology and, more recently, FCC approval of low-power FM, have created new distribution opportunities and new definitions of the word "community" while, on the other hand, more invasive surveillance technologies and stricter government regulations have increased the need for caution; KBOO needs to make sure its policies, procedures and business practices are in line with legal requirements. We do not want to see KBOO's future jeopardized by careless or injudicious management of its resources.

We Occupy Elders urge all KBOO board members, staff and volunteers to dedicate themselves to preserving KBOO as a progressive institution and to put the long-term needs of the organization first, ahead of any short-term or narrow agendas or favored but no longer relevant projects.

We especially urge KBOO to engage and empower young people, not just in token positions, but as the new leaders of KBOO. Although the Occupy Elders are of the Baby Boom generation or slightly older, we recognize that it is time for us as a generation to start to share our positions of power and to mentor and support younger people to take over leadership roles.

This is not a time for nostalgia. It is a time to come together as a progressive community, in all its diversity, across all our divisions, to work toward the common good of us all and of those we seek to serve.

We offer the KBOO board our support in these endeavors and hope you will let us know if there is any way we can be of help. KBOO means a lot to us.

The foregoing minutes were approved by the Board of Directors on 11/18/2013.

Mark Sherman

Secretary