

Governance and Policy Committee June 20, 2023, minutes

Attendees: Nathan (new station manager), Nathaniel, Zale, Emma, Diablo (Tim), Arthur, and Janet

Next meeting: July 18, 6PM, workgroup meeting (we don't approve anything).

Agenda:

1. Check-in/[meeting guidelines](#)/agenda approval
2. Officially approve [March Committee Minutes](#)
 - The meeting minutes are approved.
3. Policies to be sent to be sent to the board:
 - Rescind [KBOO holidays](#)
 - Policy 1.C.3
 - The subject of this policy is covered by the CBA.
 - This committee officially approves rescinding this policy.
 - [Ticket Giveaways](#)
 - Policy I.C.10
 - Zale worked with the program director and the promotions coordinator on this.
 - Note: the ticket giveaway policy is referred to in the disciplinary policy - an infraction of the ticket giveaway policy is a disciplinary matter.
 - The Governance Committee (GC) officially approved of the revisions on policy I.C.10 (formerly #33).
4. Finance policies:
 - [Check Signing and Limits](#)
 - Policy II.D.5
 - Discussion re: whether the Treasurer can sign checks.
 - One view: the Treasurer should not be on the bank account because they are in charge of reconciliation.
 - Bylaws trump policies, so it is okay.
 - We modified the last sentence.
 - See screenshots #2 and #3, below.
 - The committee approved the changes. This will go to the board for approval.
 - [Spending Authority Outside of Budget](#)
 - Policy II.D.4
 - Updates from the Finance Committee: About Spending Authority Outside Budget, see below, screenshot #1.
 - Example of an emergency expenditure is when a water main breaks.
 - Danielle said that the Finance Committee will look it over and then it will go to the board next month.
 - Note: Executive Committee can approve emergency expenditures prior to the next board meeting by email or phone.
 - The GC officially approved this policy.
 - Emma will bring this decision to the next board meeting.

5. Bylaws Subcommittee

- Should we have a Bylaws Subcommittee?
- Ona Harshaw called Zale and said she and a group of people recently reviewed the bylaws for the NAACP. Ona asked Zale if the GC is the place to discuss such a review of KBOO bylaws and policies, and Zale said yes. Ona will ask Emma to approve her to become a member of the GC immediately.
- Ona and the Bylaws Subcommittee would review KBOO bylaws, and if there was substantive change desired, she would bring it to the GC. Ona would be the liaison.
- The GC would review the proposed revisions and then if approved, the changes would go to the board for approval.
- Question: does the GC approve this review? It could be substantial.
- The process: The Bylaws Subcommittee would present revisions to the GC, who would approve them, then the revisions would go to the board for approval. Two-thirds of the membership (who return an election ballot) would also need to approve the revisions.
- The union would probably have to sign off on the revisions.
- We also need to work with the union on reviews of the bylaws and policies. Sometimes there are conflicts. We have said that workplace rules always trump the bylaws and policies.
- Concern: how long would this take? We need a timeline. We want ample time to review the work of the Bylaws Subcommittee in order to have the revisions ready for approval by the membership in time for September elections. (But it won't happen this year.)
- Find out from Ona how long it took to review NAACP's bylaws.
- We should look at the recently revised NAACP bylaws to see what they came up with.
- Would the Subcommittee be open to other members? Would she put out the call to KBOO membership?
- It should be a work-in-progress, an iterative process. The GC should look at the work while it's being done.
- We should ask for a proposal. Janet will put together a proposal template and send it to GC. We also want to know if they're volunteering.
- Motion - Emma: We will ask Ona's group for a proposal. Second - Janet.

6. NEW: Youth Safety Policy

- The Youth Collective is starting up in July again. We will be cooperating with KPBS - the Benson HS student radio station. Nate would like to have a sample of the safety policy to discuss with them. They're also a natural group to recruit to KBOO.
- Zale will contact GRC and NFCB and they might help get the Youth Collective going.
- Nathan will look for similar youth groups in radio while at the conference next week.
- Diablo, by chat:

Might be good to chat with Erin Yankee to see if there were any internal Youth Collective policies/codes of conduct from when she ran it

- Zale will contact Erin.

7. Revise [Station Access policy](#)
 - Policy I.C.9.
 - Let's review this policy before the next meeting.
 - There was an issue with a disruptive person who pounded on the door during a meeting. Our new Web Coordinator couldn't leave because of this person's harassment. The public should be allowed to attend meetings - we have open meetings - but we need some guidance to avoid this kind of situation.
 - We need to ensure people's safety. Not just physical safety, but perceived safety, too.
 - Zale, Emma, Jill, and Nathan have been discussing banning people from the station - does that also mean that we can ban them from public meetings?
 - Zale contacted CPB to find out if we can exclude people who are known to be disruptive. No response yet. She will do some research.
 - Nathan: let's review what we have and think about how to appropriately ensure the safety of people.

8. Revisit [2022 work plan](#) and update for 2023.

Draft agenda (prior to meeting)

1. Check-in/[meeting guidelines](#)/agenda approval
2. Officially approve [March Committee Minutes](#)
 - We unofficially approved the March minutes in April, but need to officially approve them at this meeting.
3. Policies to be sent to be sent to the board:
 - Rescind [KBOO holidays](#)
 - The subject of this policy is covered by the CBA.
 - [Ticket Giveaways](#)
4. Bylaws subcommittee
5. Finance policies:
 - [Check Signing and Limits](#)
 - [Spending Authority Outside of Budget](#)
6. NEW: Youth Safety Policy
7. Revise [Station Access policy](#)
8. Revisit [2022 work plan](#) and update for 2023.

Screenshot #1.

POLICY #39	Working Document	Approved by: Board of Directors
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1. Any emergency requiring an expenditure of more than \$5000 shall require approval in advance by the Board of Directors or the Executive Committee (EC) of the Board. Any emergency expenditure of ~~less than~~ **up to** \$5000 shall be approved by the Station Manager and does not require advance approval from the Board. **The station manager shall inform will notify the EC within 24 hours of approving the emergency expenditure.**
2. Any unbudgeted non-emergency expenditure of **more than** \$3000 or more requires the prior approval of The Board of Directors, following review and recommendation of the Finance Committee to the Board. Any unbudgeted non-emergency expenditure of \$3000 or less can be approved by the Station Manager.
3. The Station Manager shall advise the Finance Committee of all **unbudgeted expenditures over \$1,000** at its next regularly scheduled meeting and discuss how the expense affects the budget's net income.
4. Following **approval/review** of any unbudgeted spending, the Finance Committee shall review effects on the approved budget and advise the Board.
5. The ~~finance department~~ **Finance Coordinator** shall keep a record of all approved emergency/non-emergency expenditures outside the budget, which can be incorporated at the midyear budget review.
6. **A Staff Member, a Board Member or Station Manager who does not follow this policy shall have created grounds for termination.**

Screenshot #2

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the **Treasurer** and countersigned by the President or Vice President of the corporation.

Screenshot #3

Check Signing and Limit

1. All checks over \$1,000 must be signed by at least two authorized personnel.
2. All spending must conform to spending authority outside budget and purchasing policies. ~~Spending on items over \$1,000 must be approved by the Board of Directors.~~
3. KBOO shall maintain at least three authorized signers for any the checking account. Except as necessary in accordance with Article IX, Section 2, of the KBOO Bylaws, neither the bookkeeper nor the Treasurer shall be an authorized check signer.

Reviewed by FC 1/20/2023

Approved by GaP 3/23/23