



BOARD OF DIRECTORS MEETING MINUTES

Date: Monday, 7/29/2024
Time: 6:00pm - 8:00pm
Location: KBOO Community Radio
20 SE 8th Avenue
Portland, OR 97214

and

Zoom:

<https://us06web.zoom.us/j/81283710721?pwd=aNC71rejhFbl7gNDb7Sjg3i8Eb2wbo.1>

Meeting ID: 812 8371 0721
Passcode: 288778

WELCOME

INTRODUCTIONS & CHECK-IN (10 minutes)

IN ATTENDANCE

Board members: *Emma Lugo, Jill Blanchard, Barukh Kioroglo, Yousef Mayel, Joyce Nance, Charles Shambry, James Draznin*

Station Manager: *Nathan Vandiver*

Staff: *Zale Chadwick*

Members / volunteers: *Dan Shramek*

Guests: *Jo (?)*

HOUSE RULES & MEETING GUIDELINES (5 minutes)

- [KBOO House Rules & Meeting Guidelines](#)
 - Technical difficulties prevented a reading of the house rules and meeting guidelines
 - The board discussed their importance and we will resume reading them in August

HOUSEKEEPING (5 minutes)

- Choose facilitator - Emma
- Select time keeper - Emma
- Designate note taker - Jill

APPROVE AGENDA (5 minutes)

- Approve July 2024 Board Meeting Agenda
 - Motion to approve - Jill
 - Seconded - Charles
 - Motion is approved

PUBLIC PARTICIPATION (10-15 minutes)

- Jo visited the board meeting to speak about concerns but first asked if there were any people in attendance of the meeting who were not board members.
 - Emma explained that there were indeed people other than directors in attendance.

- Jo introduced themselves without pronoun preferences and without a last name but stated they were a KBOO member.

- Jo requested the following before the end of the meeting:
 - Bylaws
 - changes going as far back as KBOO has records
 - proposed bylaw revisions going back as far as KBOO has records
 - Who proposed the changes
 - How did individual board members vote

 - Board meetings
 - How individual board members voted on proposals for the past several years
 - Board meeting minutes for the past several years
 - Board meeting transcripts
 - Board meeting recordings

 - Jo said, s a member, they have a right to this information
 - And went further to say “failing to provide access to those records is a violation of KBOO bylaws, as I understand them”
 - Jo wanted to know who would be responsible for obtaining all of this information.

 - Emma explained that Jo would not receive this information before the end of the meeting., partly because the board was in the middle of a scheduled meeting.
 - Jo was told that most of the information they were seeking can be found on kboo.fm.
 - KBOO is required by the FCC to provide meeting minutes to the public
 - KBOO does not provide transcripts and recordings

- Emma also explained that there was 1 proposed bylaw change this year but it was voted down by the board so the proposal will not go to the membership for a vote.
- Zale agreed to provide information on bylaw changes and proposed updates.
- Jo wanted Emma to provide a deadline for gathering this information
 - Emma declined to provide a deadline as she did not know how long it would take to obtain this information.
 - Jo insisted that there be a deadline and proposed 3 weeks
 - Emma agreed to 3 weeks
- Jill asked why Jo was seeking all of this information
 - Jo responded that they have anxiety and concerns about transparency at KBOO
- Jo noted that the meeting ID's/zoom links for board committee meetings have changed over the past 9 months and asked if this was intentional.
 - Emma explained that the board was trying to get all board and committee meetings onto 1 account rather than several people's personal accounts
- Jo mentioned that they had contacted the Web Coordinator to offer help with the maintenance of the current website/construction of the new website but did not hear back
 - Emma explained that staff have a different responsibility to volunteers than the Board of Directors does.
 - Staff will/can respond depending on their workload. If they don't get to volunteer correspondence before their hours are filled for the week, it is not meant to be disrespectful.
 - Directors do have an obligation to respond to members' requests.
- Jo apologized for their tone and explained they were disgruntled after seeing what happened to other cooperatively governed structures in the PORTland area including Food Front grocery co-op and City Bikes workers co-op. Jo said they were very nervous.
- Jo said they heard KBOO passed a deficit budget for 2 cycles and said that that was concerning to them.
- Jo asked if there were records of how Directors voted on these budgets
 - Emma explained that there are records of the budget votes in the Board Meeting Minutes and that the budget vote usually occurs in September or October
- Jo suggested to the board that all meetings be recorded and the transcripts be made available to members and that members vote on the budget.

- Jo went on to state that the FCC requires KBOO to provide records of the meetings and that the level of transparency at KBOO was not what they hoped for.
- Emma told Jo that she needed to stop Jo there because the Public Participation speaking time was up as 15 minutes had passed.
- Emma thanked Jo and said the members voting on the budget is a good idea and suggested they take it to the Governance and Policy Committee.
 - If Governance and Policy recommends the proposal to the board, the board will vote
 - If the vote passes the proposal it will then go to the membership during the Annual Meeting or they could convene a special meeting of the members.
 - 5% of the membership is required for quorum.


APPROVE KBOO BOARD MEETING MINUTES (5 - 10 minutes)

- Approve May 2024 board meeting minutes
 - [May 2024 board meeting minutes](#)
- Approve June 2024 board meeting minutes
 - [June 2024 board meeting minutes](#)
 - Motion to approve May and June minutes - Jill
 - Seconded - Yousef
 - Motion approved



KUDOS & APPRECIATION (5 minutes)

- Emma
 - 2 live remotes took place in July and they were impressive
 - Nathan rode his bike to Cathedral Park from Sellwood!
 - Thank you to Azia, Arthur, Nate, James, and Nathan
 - Thank you to the board members who helped out
- Jill
 - Echoing Emma, thanked everyone for their hard work on these community events and expressed appreciation to board members who showed up as ambassadors for KBOO.
 - Thank you to The Nominating Committee: Joyce and Charles for their work on the Annual Meeting and Elections.
 - Thank you to Sherry who is always happy to help me pick up loose ends.
- Charles
 - Thanked Jill for being organized and keeping us on track
 - Thanked Joyce for being funny and for great ideas

- **Staff presentation:**
 - No presentation from KBOO Staff this month

- **Station Manager Report (5 - 10 minutes)**
 -  Station Report - 2024-07.pdf

- **Engineering Committee (5 minutes)**
 - No report from the Engineering Committee this month
 - July had the Waterfront Blues Festival AND The Cathedral Park Jazz Festival AND The Columbia Gorge Bluegrass Festival live remote broadcasts

- **Finance Committee (10 minutes)**
 -  FC Report 20240718
 -  FC Report 20240718 - Cover Sheet.pdf
 - The board will dedicate at least ½ of the next board meeting to reviewing the budget proposal

- **Development & Events Committee (5 minutes)**
 - Tabling opportunities at live remote broadcasts
 - Vanport Jazz Festival
 - Hawthorne Street Fair

 - Art Walk
 - KBOO is bringing back the Art Walk this First Friday of August (8/2)
 - Local artists will be featured throughout the station
 - The station will be open to the public for this gathering
 - This is a great opportunity for board members to shake hands with donors/potential donors.

 - Policy proposal
 - Sherry and Jill will work on a proposal around intoxication while tabling for KBOO at events
 - They will contact the board before meeting to see if other board members want to join in the discussion

- **Programming Committee (5 minutes)**
 - No report from the Programming Committee this month

- **Governance/Policy Committee (5 minutes)**
 - Currently working on the youth safety policy and it will be submitted for legal review before it comes to the board of directors.
 - In June, the Governance and Policy Committee approved revisions to the policy regarding how we handle the credit/debit card information of donors. The revisions reflect KBOO's actual current practices. The board needs to approve this policy before it takes effect.
 - [Revisions to Cardholder Security Policy.docx](#)
 - The Board did not have quorum to vote in June
 - July vote:
 - Yousef - abstain
 - Barukh - approve
 - Charles - approve
 - Joyce - approve
 - James - approve
 - Emma - approve
 - Jill - approve
 - The revisions to the cardholder security policy were approved
- **Nominating Committee (5 minutes)**
 - Annual meeting
 - Will be held Saturday, 9/21 at 1pm
 - We are working to finalize plans for a venue this week
 - Board recruitment
 - The Nominating spoke to a total of 16 people throughout the recruiting process
 - Applicants
 - 5 people submitted applications
 - The Nominating Committee will review applications and contact references in the next 2 weeks
 - Elections
 - Announcement for board elections and annual meeting will go out the week of 8/12
 - On-air announcement
 - kboo.fm
 - Constant Contact emails
 - Social media posts
 - Ballots will be electronic, members can vote online

- Members can request a paper ballot by calling KBOO Membership
 - On-air Candidate Forum will be recorded the first week of September
 - Candidate forum will air the week of 9/16 - leading up to the elections
- Board member profiles on kboo.fm
 - Now is a great time if board members want to update their personal statement online
 - To say more about the work they do on the board rather than why they should be elected to the board - the original candidate statements
 - Photos can be updated as well
 - Jill will send out a reminder email to board members

ADMINISTRATIVE

- September 2024 board meetings (there are 2)
 - Annual meeting & board elections
 - Saturday, 9/21 at 1pm (come early to help set up)
 - 4 new directors will be elected
 - Monday, 9/23 at 6pm
 - The board will vote on the FY25 budget
 - We will say goodbye to 3 board members and thank officers

CLOSED SESSION

- No closed session during this meeting

ANNOUNCEMENTS

- No announcements

NEXT BOARD MEETING

- Monday, 8/26/2024
- 6pm
- At KBOO and on Zoom

ADJOURN

The meeting adjourned at 7:25pm