

KBOO BOD Meeting Minutes 04/27/15

Attending: Del, Joe, Mic, Mel (MP), Jeff, Michael W. (MW), Raoul, Timothy, Sekoynia, Lesly

Absent: Mark, Jen, Michael P.

Guests: Gene Bradley, Erin Yanke, Ani Haines, Zale Chadwick, SW Conser

1. Welcome
2. Introductions
3. **Public comments**
 - a. Gene – saying a few words in memory of Melody Silver Wolf, co-founder of Positively Revolting, who passed away last week. Knew Melody from time they served on the board together. Never missed a board meeting – read everything and remembered everything. What distinguished her was her love of KBOO – she was able to keep everyone centered and keep KBOO where it needed to be. She is loved, remembered, and missed.
 - b. Ani – membership drive coming up – May 6-16
Need help supervising, there are also 2 pitching workshops tomorrow night (6-7:30) and night after (7-8:30)
4. **Approval of agenda** – 7-0-0
5. **Station Manager's report**

Highlights:

 - a. Preparing for spring membership drive – it's possible we'll eliminate days from the drive (public goal = \$95k, internal goal = \$80k)
 - b. Met w/ C4 Strategies developing new website – scheduled to be done before July Blues Festival
 - c. New IT contractor – Tancred is leaving/training our new IT contractor, Abe Conway
 - d. Next foundation application focus on funding current training program; transitioning analogue archives to digital – 50 years of programming
 - e. 2015 messaging objectives – ensure plan includes each of the ways to support KBOO multiple times. Putting messages into monthly newsletters and promos
 - f. Focus on developing effective social media in 2015 – including policy drafting, communications plan, strategy; ensure essential skills/duties of development director = social media management
 - g. Drive dates – fall raised \$85k (\$5k over goal), special Dec drive – \$28k pledged, winter drive (Feb) – raised \$57k of \$85k goal, spring drive – \$80k internal goal
6. Del – moving forward w/ **vision and mission statement work** – May 30, noon-4pm at Subud house (3185 NE Regents Dr) – facilitating conversation with members, survey is currently online and hard copies at station, there's a whole process
 - a. Board/Staff Retreat on June 13 (all day) at Rose Lynn's house on 9th and Ainsworth
7. **Monthly "Meet the staff"**: Erin Yanke, Program Director
 - a. programming folks getting ready for drive
 - b. Erin technically in charge of everything (focus on music) that happens on air but Kathleen and Jenka share some of that responsibility (news & public affairs)
 - c. steam radio syndicate – boat remotes (tugboat down the Mississippi) – event on bank of Willamette north of St. John's bridge
 - d. currently broadcasting jazz fest from New Orleans – first time, no complaints
 - e. more podcast planning
 - f. picked artist in residence for next year but haven't announced it (radio theater project and multimedia installation)
 - g. Becky and Erin went to NW Community Media summit – follow up on relations, mostly cable-access TV but a lot of radio folks there
 - h. a lot of interesting discussion around tension between serving listeners and serving producers – need to balance. Meeting w/ Metro East folks and PMC folks this week
 - i. want help documenting and expanding what we get to do for our 50th anniversary
 - j. working w/ libraries to find effective models to replicate for archiving/storage of files
 - i. Del – Amber Brookshire? (volunteer) has degree in library science

Break

8. Update from Michael Brown on Chehalis

- a. 80% of time doing FCC applications
- b. 4 full-power applications in 2007 in KBOO's name, including Pendleton and Chehalis
- c. Status of what's happening in Chehalis – construction permit is expired but expiration is tolled for 6 mos until final decision is made on application for review
 - i. Religious broadcaster in Chehalis/Centralia was an applicant
 - ii. Racked up bills w/ Melody Virtue from Garvey, Schubert, Bear? fighting/application to deny
 - iii. No FCC decision yet – there could be one tomorrow or it could sit there forever
 - iv. KAOS radio w/ Ruth Brownstein as GM is interested in acquiring but would be in much better to do so next year
 - v. Not going to rattle FCC cage or ask Chehalis Valley to withdraw
 - vi. Once final decision is made, CP will expire 6 mos from when decision is made
 - vii. Not particularly enamored w/ design/site – found good abandoned site and tracked down current owner of that land, building and 80-foot tower w/ power going right to it – rent could be as little as \$250-\$450/month
 1. Relayed to Ruth B who said that's great but we don't want to deal w/ it until next year
 2. KBOO ≠ transfer construction permit (CP) to any other party until this application for review is settled
 - viii. Since this was done in settlement agreement, no limitation to what we can charge in transfer to KAOS (will want to at least recoup costs)
- d. 2 of the 4 parties agreeing to withdraw their applications are owed \$8500 total
- e. CP is for if we keep it to build a tower – within 5-7 days after finalization of application, we have to transfer \$8500 to those 2 parties
- f. KAOS folks/Ruth would like to wait until 2016 – most likely the application for review will just sit there anyway
- g. Board needs to understand financial obligations, options around trying to figure out what to do w/ this CP
- h. There's also a MOU w/ Common Frequency (CF) – once finalized, the station gets transferred to CF – some discussions w/ CF about just paying them off to tear up the agreement
 - i. FCC ≠ seen this MOU, no one outside this room really knows it exists
- i. Tim: idea about what it would take to make MOU go away? Asked for number from Jeff
 - i. But he hasn't come up with a number
- j. Signal doesn't hit Centralia very well – as it sits now, at Chehalis site with some challenges
 - i. Can view coverage map at radio locator
 - ii. Site we have (that MB is looking at w/ abandoned tower) would hit both cities well
- k. If our intention is to sell to KAOS, then it's really about their preferences – we don't need to worry about what the coverage is
 - l. Need to talk to CF
- m. Can draw up MOU/contract to sign w/ KAOS
- n. Not prohibited from building it right now – only KBOO could build it, even if we had KAOS run it, we'd still be the licensee
- o. MW – whoever builds it will have to come up w/ transmitter, antenna bay, etc.
Cost = \$20k, assuming no major renovation of building
just a little 400w station above the city
- p. told him we don't need building, just don't want him to tear down the tower – but didn't get any firm commitment from the landowner
- q. Jeff – what's KAOS's offer?
 - i. They haven't made an offer – originally thinking the money needed to make everyone whole (\$8500+CF+all our costs defending+\$5k for unknown costs) = about \$35-\$40k

- r. most likely scenario = have to shake some trees to get this application for review to go away – first, try to get party that filed it to withdraw it = make FCC go away
- s. build in money for transfer of control – draw up contract to sell CP to KAOS
- t. KAOS is owned by Evergreen (State) College
- u. If deal w/ KAOS goes away, put it out on open market – KUOW?
- v. Joe – Very important that it not fall into the hands of the religious broadcaster/right wing propaganda
- w. Zale – in 2012, BOD voted to stop any expenditures/staff time on Chehalis
- x. Probably the best thing we should do is get all docs in a row, figure out what we want to charge, get docs written up, if at end of year nothing has happened, that's when we start making a move – confirm w/ KAOS that we're ready to move and then rattle the FCC
- y. **We need to:**
 - 1. push CF to come up w/ number to get out of alleged MOU
 - 2. internal audit to figure out our projected costs
 - 3. more substantial talks w/ Ruth about a timeline

MW Motion: board approve spending up to \$5k on Chehalis project – if we want to recover anything we'll have to

Joe seconds

Approved 8-0-1 (Sekoynia abstaining)

- z. Jeff: KEXP? Alternative station in Seattle?

MW Motion: approve co-managers and staff pursuing the sale of Chehalis frequency to KAOS-FM. Permission to explore this

Joe seconds

Approved 8-0-1 (Sekoynia abstaining - Sekoynia clarifies she's abstaining for more time to process/consider this large amount of info)

- aa. Ruth had discretionary \$20k LY but since then her budget has been cut (from College), never mentioned the \$40k to her

9. Board Liaison Committee Reports

- a. **Governance** – see revised language
 - #63 Legal Matters – change language from “majority vote of” to “with concurrence of” the board (re: handling legal matters/engaging legal representation)
 - #14 KBOO Holidays – Zale revised policy to reflect station closures on the 11 recognized holidays, as drawn from the union contract. Also changed the statement that when Caesar Chavez Holiday falls on weekend, it will be celebrated the following Monday, as opposed to the Previous Monday as stated in the Union Contract
 - #49 Terms of Board of Directors – proposal change to 2nd sentence from “to serve until the next annual election” to “to serve the remainder of the original 3-year term”
 - Changed policy to match Article VI, §7 by-law revision from 2008?

MP withdraws motion to approve revisions – tabled until next meeting to give folks more time to consider revisions

- b. **Nominating** – haven't met since last BOD meeting – next scheduled meeting 5/7 at 5pm
- c. **Program** – Erin asked Raoul to work w/ some staff to coach them on membership drives, etc., Del wondering if possible to join committee – could join as member? Not in by-laws that there can only be 2 board members, but policy states such...
 - i. Erin covered most of the things Raoul wanted to mention
 - ii. Raoul will be helping training for membership drives, etc.
 - iii. Raoul is youngest member of programming committee (55) – wants to see younger folks/broader age range represented, so new ideas are considered

- iv. Mic feels a lot of the young people focused on programming that are consistently here – Erin, Sekoynia, and Del all have their fingers on the pulse of that
- v. Joe says if such a candidate were to make that commitment, he would drop out of that committee
- vi. Joe – they asked staff to make decisions about new programmers/programs
- vii. Raoul – they had slot to fill, but he couldn't make recommendation b/c no audio was included – need to hear program w/ own ears
- d. **Finance** – see Treasurer's report/notes
- e. **Personnel** – still working on revising Mic's job description – more to come (next meeting)
- f. **Events** – community tapworks event 5/5, good in the hood pickathon, blues festival, culminating in annual membership meeting – see Jen's report, still doing consistent events at Clinton St. – *Shake the Dust* (hip hop movie produced by Nas) coming up May 23/24 – opener w/ multimedia presentation on African hip hop caravan + lots more
Working on tri-fold display, in addition to standard materials
Sekoynia working on parade stuff for pride and good in the hood
- g. **Executive** – met briefly – conversation around everyone getting up to speed on what was happening w/ Chehalis, ensuring presence of mind about obligations/how to proceed w/ Chehalis situation
- h. **SPSWG** – Jeff, Monica, Gene, Moe, Conch talked about the survey, having hard copies at station, divided up work for upcoming retreats, how to spend money we got from board for food and drink. Next meeting is May 4 – meeting ahead of time to finalize everything for retreats

10. Mid-year budget review

- a. Basically same thing we looked at last month – see MW's reports for details

MW Motion: board approves mid-year budget revision

Budget approved 8-0-1 (Lesly abstaining)

11. Discussion about board culture

- a. Del – hearing condolences on board appointment
- b. Joe – history and animistic attitude – pain associated w/ gain. Need to speak proudly of the work we're doing
- c. Raoul – we're digging ourselves out
- d. We need to message the positive work we're doing
- e. Jeff – controversy w/ KBOO from day 1. Democratic org – run that way, it gets messy
- f. Sometimes we celebrate our craziness – being on the board is a community privilege – hope to inspire people who want to be involved – view KBOO as the crucible of community. A place where people find space they don't find anywhere else
- g. Lesly got comments from people out in the world – told them about her positive experience so far as a board member
- h. Joe – root issue in conservative community (Portland fundamentally is) – we're the only left media outlet
- i. Sekoynia – agrees w/ Jeff that there will always be infighting, headbutting but what matters more now is having effective communication
- j. Jeff – in his 3 years has seen almost a complete disassociation from the chaos from when he first came on – doesn't really see dysfunction on this board anymore
- k. Mic – this is a good meeting, wants to excuse self for dinner
- l. MW – all we can do is prove them wrong – if KBOO functions well and board functions well, those stories will go down. An involved volunteer who left emailed MW several times to try to get him to undercut staff and get board members involved in some upheaval – told the person if s/he has concerns like that, thing to do is talk to managers
- m. Tim – conscious effort by staff, board, station managers – beloved community meetings, building respect, getting everyone on same page, heading in positive direction
- n. Zale – evolving well – we're a bunch of controversial people taking controversial stands – maybe we'll but heads but we have a new focus, everyone wants to get along, not compromise but reach goal of good communication

- o. Sekoynia – KBOO has a wonderful history of being weird and don't want to change that culture but it needs to be more professionally managed – still that crowd but a little more tailored
 - p. Tim – continue to touch base on board culture at future meetings
 - q. Del – continue getting together outside of meetings – wants to do something free/cheap
 - i. Tim volunteers his house
 - r. Joe – everyone should feel safe to express what they need/want to
12. Discussion about requesting a different staff member to attend board meetings
- a. Up to staff to decide rotation – this is in motion – trust staff and station managers to figure out the schedule and it's up to us to ask the respectful and honest questions to better get to know their jobs
13. Jeff handed out **board calendar** – if anyone has anything to add, to revise, feel free
- a. Del – add racial justice trainings and monthly ally skills group discussions
 - b. Make a digital calendar – Google? Embed calendar that everyone can edit in website
14. **Closing comments**
15. **Adjourned at 8:36**