

## Personnel/Governance Committee DRAFT Minutes, March 8, 2020

Attending: Ruba, Zale, Gene, Emma, Shaheed, Tim/Diabo (members) Jenna (guest)

Chair: Zale; Notes: Zale

Meeting called to order at 6:03pm.

Gene has attended three consecutive meetings, and is now an official member of the committee.

### 1. Agenda approved

### 2. February minutes

- Small revision to remove Zale's notes regarding her memory of the meeting.
- During the discussion on the minutes we spoke a little on the topic of a potential new policy: Board member contract stating they will not spend money without following policy.
  - ORS 65 says that's the law. Is a board-member contract necessary?
  - We discussed this, as we have had problems in the past. Zale says even if a board member signs a contract, they won't necessarily follow that, if they're choosing to act outside of policy. Others mentioned that in the past, board members did this thing, even against the advice of finance committee.
  - Shaheed suggested we need to increase checks and balances. If people are going to ignore things, how can they be enforceable? How do we prevent this from happening in the future.
  - There are legal avenues: people could sue the board.
  - Gene will bring this to the finance committee, along with the other finance committee policies, then bring recommendations to this committee in April.
- February minutes approved.

### 3. Review action items from February (**bold items have yet to be completed**):

- Jenna will send an employee handbook draft in pdf form for the March meeting: done
- Gene will ask the Finance Committee to talk about the finance policies we've scheduled for April at their next meeting: will do
- **ACTION ITEM: Ruba (Board liaison) will ask the board to ask the Development Committee to review Fundraising (#9) and Underwriting (#11). Do they need modernizing? How do they work with our current staffing plan?**
- **ACTION ITEM: Zale will re-send draft revisions to EEO policy to management, asking for discussion in June.**

### 3b. Additional action items from this meeting:

- **ACTION ITEM: The committee will look at the Employee Guide in depth before the April meeting, and bring back comments.**
- **ACTION ITEM: Zale will create a proposed bylaw revision to cover proposed changes to the PAC bylaw and send it to the committee for review before the April meeting.**
- **ACTION ITEM: Zale will create a proposed bylaw revision, renaming the committee to the Governance and Policy Committee, along with the language mentioned above, and send it to the committee for review before the April meeting.**

- **ACTION ITEM: Gene will forward some language on clarifying the powers of the president to Zale for distribution to this committee before the April meeting.**

#### 4. Employee Guide:

- Jenna gave some history: started by previous interim manager, and also includes info from a 2008 guide and from the CWA CBA. Other parts are from other manuals Jenna looked at. It's not complete, e.g., benefits are not included. Also, a progressive discipline policy will be included. Figured this is enough to get us started. Trying to find a balance between including enough information and TMI. It's a pretty "standard" manual. Some other stuff could be added. This is specifically geared toward non-contractors. The guide talks a little about union and non-union employees (e.g. probationary period, discipline). Getting help from Celeste and Gene.
- Emma: how long should we spend on this, before we approve it?
- Jenna: This is a monthly meeting, so she's thinking it's multi-month project.
- After it's finished at the management/committee level, then it will go to our attorneys, then back to us and management, then to the union. Some back and forth as needed to come up with a final version to be adopted by management.
- Gene: It's basically a negotiating document between management and the union.
- It was noted that the volunteers are governed by the volunteer handbook, and this document is for paid staff.
- Gene: this document could apply to management, if the board decides to apply some of the pieces, e.g., rules on taking leave, to management.
- Tim: some of this info will apply to volunteers, like no animals. KBOO's had a culture where people can bring their animals. Is this about safety? Health needs?
- Jenna: All of the above. Studio two is a no-animal zone, but really it should apply to the entire building. We don't have a culture of people cleaning up after their animals. Fur gets sucked into the HVAC system. People have left KBOO because of the amount of animal fur/dust/dander. Unsafe for the equipment. Shocked, as a manager, that she was the one whose job it was to clean up after pets. Also, barking is a problem. People have allergies, have serious adverse health/psychological effects from animals. We have expensive equipment and people bring their pets because we let them.
- Jenna read the part from the manual that allows service animals: An employee who requires the help of a service animal (defined by 28 CFR 36.104 as "any dog that is individually trained to do work or perform tasks for the benefit of an individual with a disability") will be permitted to bring a service animal to the office, provided that the animal's presence does not create a danger to others and does not impose an undue hardship upon the company.
- Tim: offered some information about other groups he works with: even a service animal could be excluded if the animal misbehaves or is not looked after.
- Consider conflicts with the Conflict Resolution policy (No. 5) once a more final draft Employee Handbook is available.
- **ACTION ITEM: The committee will look at the Employee Guide in depth before the April meeting, and bring back comments.**

#### 5. Committee Bylaw Revisions:

- Article VIII, Section 4a Programming Committee (take CAB out and add in another place)
  - Consider adding to this section: PAC shall reach out/help bring together the CAB.

- CAB currently made of non-KBOO people; specifically non-KBOO members. People who listen to KBOO or aware of what's going on in their community, with a goal of getting an understanding of how KBOO interacts or is perceived to interact with the community.
  - **ACTION ITEM: Zale will create a proposed bylaw revision to cover all of this and send it to the committee for review before the April meeting.**
  - Article VIII, Section 4c Personnel Committee (refine role)
    - Gene recommends changing the name to the Governance Committee
    - Gene offers this language “shall advise the board of directors regarding the committees policies and practices regarding volunteers and members.” Basically, remove reverence to personnel.
    - problem with calling it the personnel committee is because it can't deal with employees
    - Specifically, governance: what are the functions of this committee.
    - Jenna: Governance and Policy Committee?
    - Tim: if we're not doing stuff with staff, then why are we working on the Employee manual? Answer: as a courtesy to management.
    - The way the bylaw currently reads, and with the name “Personnel”, people might think this the group that problem-solves conflicts, like, an HR group.
    - The committee used to coordinate the evaluations of staff.
    - **ACTION ITEM: Zale will create a proposed bylaw revision, renaming the committee to the Governance and Policy Committee, along with the language mentioned above, and send it to the committee for review before the April meeting.**
  - Policy: Program Committee Responsibilities (No. 6) (serve as work group?)
    - PAC is currently working on this and we will get a report from them for our April meeting.
6. Bylaws: Article VII, Section 6 President (clarify powers)
- Gene would like to run some language by the committee, to include Shaheed, as he has served as president.
  - **ACTION ITEM: Gene will forward some language on this matter to Zale for distribution to this committee before the April meeting.**

Adjourned at approximately 7:45. Next meeting April 12.