

June 27th 2022
KBOO Foundation Board Agenda
Via Zoom Meeting: <https://zoom.us/j/466500368>
6:00 PM-8:00 PM

Board: Katmeow, Malik, Jill, Charles, Laurie, Jessica, Ona
Attendance: Delphine, Aurthur, Nathaniel, Tom
Phil, Marcia, Michael, Ari, Celina, Althea, Tom, Jezzi, Dan,
Metasabiya, Holly, AJ, Azia, Shavonne, Eugene

1 Call to Order /Introduction **5min**

- [Review Abbreviated House Rules](#) & KBOO Mission
- Facilitation: KatMeow
- Notetaker: Alyssa
- Stack/timekeeper: Jill

2 Approval of Agenda **1min**

Ona motions to approve; unanimous approval

3 Approval of May meeting minutes **1min**

Ona motions to approve; unanimous approval

4 Candidates to replace ADP: report from PayChex (Josh Herlein)

Jill: invites any question or ideas

Josh: very happy to be here to highlight why PayChex would be good for your org, nonprofit and people focused, a local nonprofit organization that really is not owned by the employees, but really wants to take care of its employees, from my conversations with Brian Setzler, one of the advocates on the board that was really pushing for the idea of utilizing paychecks HR, he and I have teamed up together before to help other businesses with those services. I've been with the company going on five years, just a fantastic company. We're both local here in the Portland metro area, so we understand a lot of the needs of individual organizations and businesses that are for profit or not for not for profit, we can definitely speak to those for you. I understand that it's also a union based organization for the employees. And we do have this proposal to discuss with you.

Holly: (PayChex HR partner) we have a broad offering that is created for organizations like yours that can't really afford or doesn't need a full time HR person, but need all the technology, the tools, and a person that goes along with it to help them meet their organizational goals.

Josh: Have been talking with Brian since about February of the idea of changing from ADP payroll service over to more of a solution-based service like our HR. The reason for that is support for the board in terms of HR, it mentioned that there were ongoing things and HX alone has 500 HR professionals that this is all they do. Local person and someone that you can rely on for not just support on a reactive basis, but more of a proactive basis. Brian also discussed the employees themselves and being able to supply them with tools that will help them grow within the organization if they choose to. And obviously we're going to be able to process your payroll, we've been doing that for 50 years, along with tying in the missing pieces, and to be able to have a person to reach out to for support with those needs.

Holly: Fundamentally PayChex developed a program out of client demand, it is a HR technology suite and assistance without having to pay fortune 500 prices, it's designed for a small organization. The whole goal of the program is to first of all help engage motivate your workforce, I can tell from the kind of folks that you are and the ground rules and everything that's super important. It's going to provide a way for you to not only know that feedback, but you're going to be able to do things like engagement surveys where employees can give anonymous feedback about ways that KBOO can improve and grow. And when employees give feedback, they often have the best ideas, right? A lot of times they're shy to do it, or maybe one person's voice gets overshadowed in a group. But when they can do it this way, it allows for more opportunities to share their knowledge. It's also about keeping engaged workforce. It is also about providing top tier benefits. There is an employee discount program on things like Apple products, even your cell phone service. Financial wellness program that I particularly like because so many of us come out of college with a lot of debt and trying to manage our money and meet our financial goals can be a challenge. There's a lot of predatory lenders, this will give you the opportunity to get some financial counseling and guidance specific to them and not predatory. Even the employee assistance program will help things like if for instance you if you have something going on with your landlord, you can call and get legal assistance for an initial free consultation. It will also help reduce business risk, making sure that the organization is compliant with state, local, and federal law, because there are many regulations that apply to an organization in the state of Oregon, as well as making sure that you have a safety program inside the organization, if you don't already. When you hire and onboard staff, this provides efficient technology where you can gather the employee information, and then when you onboard them, things like the I9 and W4, flow straight into payroll and that will create some efficiencies. Same with 401k in the same place that can be able to they can sign up for the 401k. And it will manage that process for them, with the additional help of an HR professional, who gives you guidance on all the things that you need to know. HR is not a black and white issue, there's a lot of gray. So even if you have somebody who's fantastic in the organization, who really likes to handle the HR, it's important to have this person to bounce ideas off of to make sure that you've thought through all of the different things that might apply the different rules, regulations, and just even how it makes your staff feel when you roll an idea one way versus the other, other way, or policy. This person will also help make sure that you have all the right policies for your organization, and that you're compliant with state, local and federal law. Since I know I'm short on time, do you guys all have the money involved? Or should I be sharing that, as well as what that investment is would take?

KatMeow: I am good with transparency and believe the rest of the board is too.

Holly: so to have this entire program, which can cover all of the standard things like non harassment training, promoting a good cultural environment. But you can also do things like create custom trainings, where you might welcome new hires into the organization, and share your mission through a video or things like that so that people who are coming into the organization are working toward the same goals. There are a lot of things you can do inside that system. This program is a per processing charge, the charges are \$647.88 per processing, for the employees that you have. Initial setup fee of \$2,015 for the implementation, and this also includes timekeeping, to make sure you're compliant with that. That setup fee is \$300. Total setup fee is \$2,315. Now Josh, did you have some more you want to chat with about payroll because I think that I've talked about the big picture. But there's a lot of things about the system that I think that you could talk about being app based and things like that, that would be super helpful.

Josh: Absolutely. So HX has a platform that probably discussed any of the features that are included, the platform is a single point sign on for the administrator and each individual employee. Clocking in and out for shift and breaks, track timekeeping, view the employee handbook, administrators can process the payroll, they're going to be able to see a build out employee profiles, 401k service can come with that with the package Holly just described. If there are existing employees that are utilizing that right now, we will convert that over into the paycheck platform and then we be able to help you onboard new employees, offer those benefits to them. Same thing with your other benefits, so if you're offering an FSA, or if you're offering any medical or dental and you choose to use Paychex for those types of things. Right now, the paychecks platform is available to the administrators through a desktop, app on the smartphone, or through a tablet. Just about anywhere that you can think of a processor can go in and you know, confirm hours for the employees and then submit the payroll for them. There are many different features that are available to you at your fingertips. The administrator or anyone who works with access can go in and have a conversation with an employee, if there's something going on in the station, for instance something OSHA related they can chat with a manager, as well as benefit enrollment, PTO, vacation.

Opens floor for Q and A

Selena: PayChex was contracted by Katie, prior to this, and I'm curious how this will be different because last time it didn't work out. One thing I'm thinking of is the employee handbook. It seemed as if it wasn't really, it was basically just boilerplate not really tailored to KBOO. And that KBOO was charged for something that they couldn't really use or edit on their own.

Holly: I can add to that, definitely our handbook system has changed over time, as technologies have changed. The system now would allow you to modify and edit, you have complete control over access of that. One thing that people want to maybe consider is that a lot of policies in the handbook do seem boilerplate because the legal language is very secure, to protect the organization, and some of that comes from attorneys. But there is an option to add in and write about the culture and the mission of the organization and customize one key differentiator also between this program and what you had prior is it comes with an HR professional, who helps you put that all together. Where before, I think you had something that you had a drive the process a lot more.

Phil: have you made any inquiries into the staff to interview us and find out how we operate as a collective unit?

Josh: I was under the impression that my contact was the liaison for that. So I didn't have much direct contact with anyone from the board or employees yet. Brian was my liaison and I'm currently doing the processing, and I see your services being an add on benefit to what's currently happening. I wasn't questioning that and was trusting that he was making the right communication with the board to be able to have this discussion that we're having today.

Jill: They're what that's my paycheck is here, because we haven't met them either

Phil: Okay, fair enough. I have a follow up if I met. Yes, please, Kate, who has a concise mission statement on what we are about and what we do? How does Paychex mission statement align with capers? Mission Statement, please?

Josh: Well, I know that you are a company that really values, you know, your employees, supported by your members, you know, is a nonprofit organization, and you want to make sure that you're transparent with your employees, and that, you know, opinions and things of that nature that everyone has, or share and value. You're working for Paychex for the last almost five years. And Holly six plus I'm sure that she can also attest that Paychex has those same types of values. We have been awarded many times for our ethics, and that is something that's very transparent, and we're very transparent on, on how we operate. We train and respect our employees very well. And, you know, being a paychecks employee, you know, I'm an employee of this company, and, and I can say that the experience I've had for onboarding has been fantastic. My leadership is great. They're supportive of my efforts within that community. And my leadership, you know, my direct managers, you know, they're there. There's somebody that I can tell a friend, and I've been working with Holly many, many, for many years now, helping businesses out with not just their payroll needs, which is what my primary focus is, but with their HR needs as well. And together, you know, I think that we can definitely help your work. organization with some of those same values.

Holly: I would say also that just add that we are out both about being the best source of what we, the best provider of what we do. And that Paychex another one of your key components. Your mission statement is about underserved and diverse communities. You know, paychecks is also about that we have a strong DEI program, both in the materials that we have, that we produce for our HR group, but also internally. And you know, it's something that we're very passionate about

KatMeow: Thank you so much, Holly and Josh, and I did want to let staff and board know if you do have any questions, I believe Holly and Josh are available for any questions about the process or in depth things going on with paychecks. I want to thank you both for coming to tell us more about it today.

Jill: sending out the presentation.

5 Executive Committee Report

15mins

KatMeow: We have had an executive committee meeting with Jill last week, I believe I was a little out of it, if I forget anything please forgive me. I was dealing with a family emergency at that time. But we wanted to make sure that staff was able to give input your feedback on this process of shifting away from ADP if that's if that's the route we're going. Excited to get done with this process and trudging through and doing our best and it's been going amicably from my perspective anyway. I believe we will also have a finance committee discussion a little bit later. And something I hadn't the announcements but that I could say right now as an executive committee report is that up I got an email letting us know that we are going to be featured in the black United fund workplace giving list so every year they choose 15 mission line bipoc And or female led and serving grassroots organizations and we made the list so you can check

that out, sending an email out to folks after the meeting. So you can check that out that was that was pretty well done. Exciting news. It came in just last week and I got word that those computers that we were talking about before from donation to open signal our IT guy can Bruce is getting those all ready for us doing that first before any other donations you can think about so staffing management, getting 15, do have to purchase the power supply so it will cost about \$1,020 for power supplies for all of them that their Mac book, I believe, so everyone will get a MacBook probably when I returned from Chicago next week. So that's pretty exciting. They're all wiped clean and also physically cleaned. So hopefully that will help some stress because I did hear that kind of technology logically not up to date with our with our computers and I thought I thought right now I'm again I'm sorry if I'm forgetting something. Up next is our interim manager.

6 Station Manager Report

5 min

Delphine: the property that is being donated to us. And so we have to close this week on the 30th. I will need you all in the minutes later to reflect that you are accepting this donation of the property and that you authorize me, the other thing about the property is that it comes with the tenants and the and there is already a company that is managing it. We also need to sign if I have your permission, I have forwarded that to you all today that you permission to go ahead and enter an agreement with that company so that they can continue to manage the property, a conversation that I will need to take on with maybe the executive committee. But we need to move forward on then selling the property. And there is the option, which I have explored till now to try to hire somebody to be a project manager to help us deal with the real estate agent when we choose one, etc. But I also wanted to discuss the fact that there are the folks who are the property managers are also real estate agents, and since they know the tenants that they will also be very well-suited to work with these folks to sell the property and work with us. Requesting that executive committee makes themselves available for this conversation. in the Yeah, in the afternoon, or your I guess that could be the evening for you. That could work. Yeah. So as far as admin administration, talking about being consistent with our background check policy. If you are a treasurer or check signer, and you haven't gone through a background check, they will probably reach out to you to ask you to do that. And then we are also trying to investigate how long the background check should last after people like in my case, for example, in Phil's case, when people are being rehired within just a short amount of time, should we do background checks, so we're trying to get some clarity on the standard. The report we had originally made a an offer to someone for the bookkeeper, she declined that offer so I am checking our references for our second choice. Hoping tomorrow to be making a an offer to somebody named Daniel. I might ask the executive committee to create documentation so that we can add her as on the accounts. I would also need Nancy, to be added also to our accounts that she is going to she's going to step up and help more with certain things. Nancy church because Brian has been signing checks and he might be moving on from doing that. Requesting KatMeow to catch me up next week, when they are back, For engineering, we're working on the waterfront Blues Festival, we've made some new purchases. Arthur is working on making the final orders for the transmitter. We need to for you all we need to start thinking about like, where is this money going to come from and we need to make like a first down payment. We need to bring this up in Finance Committee. I know we are also trying to fundraise for it. And then we are working on demand migration because we are working to try to get all of the computers inside the station working again. We just need to migrate our domain to do that. Because right now, pretty much no staff have able to like enter any of the containers. For programming, the program advisory committee has met, here's the link to the latest minute report all of the programs that was present. I'm a little concerned that there hasn't been a board liaison on that committee. That actually is somewhat interesting, because that usually is the committee that has like the most board members interested in. But it appears that since Shahid has passed, nobody has from the board has actually attended or sat on that committee. I feel like that would be important that you are a select someone to do that. We've worked also quite a little bit on some volunteer conflicts. And we are also working on the waterfront Blues Festival

and other remote planning mostly we're going to do the cathedral Park Jazz Festival. Membership. Gil, thank you for sending us some updates and encouraging everybody to participate. We reached the goal just a little over 56k and our mailer brought in almost 9000 And then next drive is going to be September 15 to October 15. Mark your calendar for that. For development, we received a grant from OCR for \$500. We also apply to 1.2 which is our bank for 5k to try to finance the youth collective and bring it back. We had a special pride t shirt we have right now a waterfront loose festival t shirt. We also are making special banners for their festival and the Cuba trip we have 10 people that are signed up which means that this is actually happening. Facilities I heard that this week there's some toilet issues. I hope they've been fixed. The HVAC folks also are making progress. They came to check the roof and they are not asking me some technical questions about the roof. Might reach out to Arthur about those volunteers. We are saying goodbye to logistics as completely gone and welcoming galaxy, so as a volunteer you should have received an email inviting you to sign. I feel like it's really easy to navigate but it really also showcases how many volunteer opportunities and the diversity of people available. We are trying to repaint the bathroom and we are taking a survey as to what paint on the back room should be. We have also been surveying volunteers about reopening. As far as hiring goes, we have a full time, full charge bookkeeper to hire and I'm checking the references and I'm hoping to make an offer tomorrow or this week. Hiring Committee, I have received seven or eight applications. Asking staff and board members to join me for doing this early July. I am making myself available through April, I am going to be gone this October in France for a month and may work for some of that time. A web and social media started and she rocks. She is not on the website, but she has access to all the social media accounts. We're working on that. I met with our IT consultant and he is working on the migration of domain with Arthur and then we also are going to start looking again at a risk assessment and maybe redoing one. Do you have any questions?

Marcia: Is this property that is being bequeath to us, where it's located, and is going to be an extension of our radio station or warehouse. What is that?

Delphine: It has tenants currently in it, it from somebody who passed away and has donated. We haven't really made it public because it's not yet in our hands, we don't really own it yet. But I think that the decision that the board executive committee has made is that we were going to sell it because we cannot take on another job. Considering hiring a project director this event or project manager and then we are going to start a group talking about what the money would be invested in.

Marcia: are volunteer volunteers considered staff? Because if a volunteer has some ideas that, that they would like to put forth for the stability of the station, or volunteers have the space to do.

Delphine: absolutely and that would be through the strategic planning support work group, and I believe that group meets on Mondays and there will be a group for the property.

Marcia: We have 1980s equipment. And as Arthur is doing an absolutely remarkable, nothing short of remarkable job with the equipment with the equipment that we have, it really is a rickety kind of thing.

KatMeow: we want to be able to have a longer space and time for this conversation.

Delphine: we are prioritizing equipment.

Laurie: Marcia, would be great to see you run for the board. To have your ideas and energy, we're really looking for more candidates for the board of directors. So please join us, Fidel, thanks for that report. And I just want to make sure that we vote on everything you mentioned, I had only seen your message about the minutes to reflect that we accept the donation of the property and appoint you by name and title to sign the closing documents.

Delphine: requesting permission to sign the property agreement. I emailed the agreement and it has been looked over by KatMeow and Brian. As well as adding Nancy Church to be able to access accounts.

VOTE

Ona motions to approve Delphine Criscenzo to sign property documents; Jill second; unanimous approval
Jill motions to reflect that Nancy Church has access to our online accounts; second Malik; unanimous approval

Good afternoon. Can anyone hear me? Yes. Oh, how you doin? Michelle 40 years. Okay. I have some administrative questions as relates to the board. And I know I'll be able to get them all out there. With a

short time I apologize for being tardy, but I just kind of it kind of slipped by me. But I have questions about the board and this desk specifically in terms of Do any of you when you on board it? Did you take the time? Or did you have the time? Or was it part of the requirement of your position to delve into the history of cables? Yes. Is that a yes with everybody across the 1:04:31 board? It hasn't retreat every year after our nominations are are settled and we have our new board members to replace the board seats every year that we go through that retreat we delve into not only the history of cable but also our bylaws. So there may be folks who were seated at some point after that, who haven't gone through that but it's a reoccurring retreat every year. 1:04:53 And in terms of board ship, I'm wondering, is it a valid visitor valid question, or is there a question put to onboarding board members about some of the challenges community radio station may face? Certainly currently with some of the fiscal issues, some of the administrative, administrative issues, some of the staffing issues in a crisis? Is it a prerequisite? Or is it even a question to ask board members about? Well, in a crisis, have you ever dealt with a crisis? With a 5501? C three radio station? If you did, can you go into any detail what that might have been? And then juxtapose that with what cable is currently facing? Because I'm not sure. With the existing gap between volunteers, and their status in the minds of board members, volunteers and their stats that is, in the mind, of stat, if there's some coming together of understanding about we are in a crisis, we're in a fiscal crisis, we're in a pandemic. And we all love the station that we want to see the station in his best moment. But there's not. In my estimation, this doesn't seem to be a narrative, or the narrative is not really descriptive of some of the challenges the station is facing, and to what extent board members have, like fundraising abilities, for example, or they're making sure that your viewership includes making sure the chief engineer has the the, you know, the necessary resources. That means making sure the staff is fully equipped with what they need to do their jobs. And I was efficient manager, I was news director of news and public affairs for four years. So I know how tight things can get very quickly. So I know those questions, probably ultimately taking notes. I know those questions. 1:06:50 I'm sorry, I don't mean to cut you off. But we do. 1:06:53 You are cutting me off, you're so I want to I just want to come up by saying I hope that some of those questions can be considered away from this medium and get back, get back to us at the next meeting where we can do a deeper dive because I do appreciate the board and I do appreciate the staff were you we want to see everyone in their best moments so that we can continue to serve, unserved and underserved populations that are at our best. 1:07:20 1:07:20 Well, you're doing thank you so much. I thank you so much for everything. And and for the comments that you made. I just want to honor that. Actually, this was the time for asking questions about my report. That's why I actually yeah, no, absolutely. Because I think what you were saying was just more like a public comment. So yes, of course, like this would be recorded as come in. And it should be. And thank you for for, for sharing all of that. And I think that the board actually has a meet and greets for folks who are interested in joining the board. So maybe Jill, you want to talk about how you do delve into some of that for for for new board members. 1:08:06 I had no disrespect for you. And I apologize if it was 1:08:09 no 1:08:12 respect. Oh, you did ever never take anything that you do or say as disrespectful, ever. Those zoom meetings are kind of interesting, ya know. So that's why I just want it I just wanted to, to just, you know, bring us back into a full circle of love and understanding. And yeah, let's return to the agenda. Laurie, thank you so much for keeping us on track. And I think my report is done. So Are you all okay, if I bounce?

7 Public Participation

15mins

Person 1: Good afternoon. I have some administrative questions related to the board. When you onboarded did you take the time? Or did you have the time? Or was it part of the requirement of your position to delve into the history of KBOO?

KatMeow: The board has a retreat every year after our nominations are settled and we have our new board members to replace the board seats every year that we go through that retreat we delve into not

only the history of cable but also our bylaws. So there may be folks who were seated at some point after that, who haven't gone through that but it's a reoccurring retreat every year.

Person 1: I'm wondering if onboarding board members are questioned about some of the challenges community radio station may face, like the fiscal, administrative, staffing issues in a crisis, Is it a prerequisite to have dealt with a 501c3 radio station in crisis, if you did, can you go into any detail what that might have been? And then juxtapose that with what KBOO is currently facing? Because I'm not sure about the existing gap between volunteers, and their status in the minds of board members and staff if there's some coming together of understanding about we are in a crisis, we're in a fiscal crisis, we're in a pandemic. We all love the station that we want to see the station in it's best moment, but the narrative is not really descriptive of some of the challenges the station is facing, and to what extent board members have, like fundraising abilities, for example, or they're making sure that your viewership includes making sure the chief engineer has the necessary resources. That means making sure the staff is fully equipped with what they need to do their jobs. And I was efficient manager, I was news director of news and public affairs for four years, so I know how tight things can get very quickly. I want to come up by saying I hope that some of those questions can be considered away from this medium and get back to us at the next meeting where we can do a deeper dive because I do appreciate the board and I do appreciate the staff and we want to see everyone in their best moments so that we can continue to serve, unserved and underserved populations at our best.

Delphine: Thank you so much for everything and the comments that you made. I just want to honor that. I think that the board actually has a meet and greet for folks who are interested in joining the board. So maybe Jill, you want to talk about how you do delve into some of that for new board members.

I was on the meeting a couple months back. And I saw a question regarding the Finance Committee meeting minutes. The last minutes from the finance committee are from August 2021. It's going on a year since we've seen any Finance Committee minutes on the website. So I'm a little concerned about the transparency of people's finances for board members. I also don't see a 2021 annual report on the website. And I was just wondering if you had any information? Are we going to do an annual report? Or had I missed it somewhere? Thank you.

So I can speak to at least there was one finance meeting this year. So far. We've been without a bookkeeper for quite a while. And there hasn't been finance many meetings happening unfortunately. I checked in about where the notes were from the last Finance Committee meeting. And I believe the response I got was that there was trouble logging on to the cable website in order to post them. I'm not sure if that got resolved yet. 1:17:56 Is it possible to have treasurer report? 1:18:00 The website somehow like just the regular just short report from the treasurer. 1:18:08 Our treasurer missed the last finance committee meeting because she's out of the country. But we can find out who took the note. And then Tom, let us know in the chat that the 2021 audit is posted online. 1:18:24 Then it kept me out. Just to let you know, I just volunteered today to post those minutes because there's been a problem with people not being you know, we've not had a web coordinator. So for new folks to be able to post. But as kept me out pointed out there really coordinator. So for new folks to be able to post. But as kept me out pointed out there really haven't been many finance committee meetings, because we haven't had a bookkeeper. But there was a meeting last month, and there are minutes, so I'll get those posted in the next day or two. Thanks very much. 1:19:00 Thank you again, for questions. I believe we had on sale. And then 1:19:08 sorry, I said just a quick addition. So we talked about the annual report. Does the Annual Report going to be on the website? I know there's the financial information, but is there an actual annual report? 1:19:25 I'm going to have to look into that for you, Dan. 1:19:29 And check about that 1:19:31 was something that we've had on the website every year where it just talks about cables strategic planning and direction, both short term and long term in addition to the financial information. 1:19:43 I believe the board voted to extend our previous strategic plan for the next three years two

years ago but I agree an update with you Oh, sorry, we can we finished my bad? 1:20:09 Yeah, I'm all set. Thanks very much. 1:20:12 Thank you. Awesome. Yeah, I really appreciate it. So my name is Tammy and I wanted to be part of the CWA stuff. And part of the zebra CWA willful time 20 791 is here tonight. And so this to us are federally protected rights. And we wait and we'd like to relay a very important to us are federally protected rights. And we wait and we'd like to relay a very important message with our collective voice about a serious topic. I'm going to ask Dale to read our petition which is Protected Concerted Activity under the N L are a sale, if you want. Stage is yours. Thank you. On Thank you, am I on my speaking, you are on and speaking. Thank you. We the workers of the cable staff union CWA Local 790 are here this evening to petition the cable board of directors to express our collective and unified disapproval of brain sets were remaining on the board and to demand his resignation, or an absence of that is removal from the board. Since Brian has been in charge of kBw financial functions, and he has an inappropriately made unilateral changes which have impacted our working conditions. This has resulted in inappropriate attempts to control our work, a great deal of stress and hours of additional staff time devoted to his needs. For the workers who experienced the 2019 trauma of board members interfering in operations. In many ways 2022 has actually felt worse. Brian has indicated that his intentions to change Taegu are far from over and include payroll processes, our strategic vision, and a number of other subjects. He was empowered to take charge of the accounting process and cable contracting his friend for an astronomical sum of \$75 an hour more than tripled with the highest paid cable worker makes while the job should have been done by a bargaining unit. This has not resulted in cables books being better kept but but instead are less transparent and more arduous. Requiring the union to push for months in financial information. Brian has made many changes to cable and he says he would like to make more. However, by Brian's own admission, he has not read famous bylaws, budget policies and or strategic plan in a long time, if ever. In fact, he does not listen to the radio station is so keen to change. The some of our total staff unions experience leaves us unable to identify what it is about KB Brian actually lives. While the workers have extended grace and offered support to Brian and given him opportunities to improve his involvement continues to be greater working conditions. His status as a volunteer is increasingly weaponized, weaponized, as a means of avoiding accountability for things when financial deadlines are missed. We could put forward that we excuse me, we would put forward that accountability is essential to the kind of community the KB tries to foster. Every KB volunteers knows that failing to perform our delegated responsibilities, regardless of intent will include accountability. This is why we are speaking out to demand his resignation. We believe that the many members who contribute to the community in our community radio station deserve to know when a board members actions have caused so much harm, that this will live the rest of the board to hold them accountable and see to their removal from the fourth absolute receipt of confirmation that Brian is no longer on the board. By Tuesday, July 5. We as a union we will be sharing this petition with the press and with our community. Please respect the collective voice of cable workers and do the right thing. Thank you Bill. Joe has handouts. 1:24:47 Thank you. And I would ask for some time to process that. Do you have it in writing? 1:24:59 Yes we'll be delivering the petition after tonight's meeting. 1:25:05 So what I would ask is for some time for the board to process that, read it, talk about it. And we'll get back to you. we'll get back to you. 1:25:14 We have on the petition says that absent receipt of compromise had Brian was no longer on the board by Tuesday. I heard that. That's all I have to say. 1:25:30 Okay, thank you very much, you guys. I really appreciate you bringing that to our attention. I will make sure that we consider this very carefully. We will read your petition again, now that we've heard it, and we will talk about it. Thank you. Thanks. Thank you. 1:25:53 What, three minutes left? Is there any other folks that have public comments? 1:25:58 I just wanted, I wanted to follow up, if that's okay. I'd like to follow up a question that, Mr. Yield. Sure. Just reading into the meeting minutes, I just had a question to you, given what the the offer is. Do you think that in terms of our capacity to stations capacity that that board chair can be filled relatively quickly, or will that plus this again, hemorrhaging moment? 1:26:34 No, I don't

believe I don't believe that we've had a hemorrhaging moment. Honestly, I don't believe that. I don't believe that we're also I also do not believe that we're in a financial crisis. So but I do believe that we are always in a place where we can improve. And I believe that we are always in a place where we can listen to each other. So I appreciate what you are coming to us today with as all of you are coming to us today with so thank you and I this is why we have these meetings. This is why we have community participation and staff participation so I appreciate that should I also have any questions? Comments? Can we talk about the development policy? Because that was next where's the agenda? 1:27:37 I can bring it up. Okay. You're welcome. One more a4 business. Okay. Last one. We've got something from governance and policy committee for development policy revisions. 1:28:06 Okay, yes. So I'm going to share my screen now. Try this one more time. Share your screen 1:28:16 okay. Can I may say it we have been working on this for some time. Basically, it's just Why does it look fuzzy just here we'll be back history may stop this this is documents not working I could share it. If you said helpful. Sorry. No problem Just a minute. Thank you. 1:29:31 My favorite. 1:29:33 Okay, so we have been talking about this for some time to update it to be more in line with what is actually happening. And so the language that has been crossed out it has been there I think since sale 2009 I think was the last time we updated this. Oh, yeah. Yeah. So there were some updating that needed to happen. But now the new language that has been changed The important pieces here are that the station manager and development director are going to be approving projects requiring out of pocket expenses of more than \$5,000. They know what I have. Yes, sorry, fundraising projects require out of pocket expenses shall be approved by the station manager and development director. But if the expenses are predicted to be more than \$5,000, they must be presented to the finance development committees for review. If advanced these projects will require Board approval, project examples include benefit events, major donor events. 1:30:48 I don't know. I'm sorry about that. But I just wanted you all to see that really quick. Sorry. 1:31:06 Well, there you have it. All right. So anyway, all right. Project. Examples include benefit events, major donor campaigns or grants, projects that require no staff volunteers and women and or other cable resources, such as the band donating box office proceeds to K boo, do not need to be submitted to the station manager or the development director. So basically, what that saying is that anybody is going to be spending money on an event that is going to be reimbursed by cable, then needs to be approved first by the development director and the station manager. If they're going to be raising money for cable, and it requires no out of pocket expenses, go for it, please and handover the money when you're done. That'd be great. So that's what that means. And then we moved on to in grants, the development director will provide the development committee and the board with a monthly grant report matrix, including grant submitted, grants pending and grants being researched. And I didn't Thomas working on this for us. It'll have the name of the funding organization, the amount being requested the purpose of the grant, whether it's unrestricted or program restricted, the dates of the letters of intent, the full submission reporting, award notice and status on the grant, as well as a note section with the estimate of any cable resources needed, matching funds, staff time, facilities, partners, etc. So we took out part about the grant will be recorded to the board of directors for approval via the station managers report. Progress on other fundraising projects, projects, such as events or campaigns will be reported monthly by the development director to the development committee and the board. If any development undertaking is determined to be unacceptable, unacceptable by the board vote, it can be cancelled at any time. So if we decided all of a sudden that we didn't want to have broken record sales at the end of second year, we could vote that we didn't want to do that. But we don't have one lined up so. In the absence of a development director, the station manager will fulfill the role of the development director and that is there because we didn't have a development director for some time. We could go through the entire policy. If you would like to read about underwriting, it's very exciting stuff. I highly recommend it's been reading. What did we change? Yes, underwriting and underwriting announcements shall be aired at the beginning of the program. Had top of the hour during the program

or at the end of the program for syndicated programs. Underwriting may also be placed at the natural break in the program such as a music break. Okay, underwriting announcements, maybe pre recorded. Announcements shall use wording that falls within the FCC is legal restrictions. No underwriting announcement shall be recorded or read using unusual exaggerated or disruptive voice. No programmer shall make any comments about elaboration upon any underwriting announcements. And then we change this can't shelter can be maybe aren't maybe eligible for tax deductions, because they're not always efficient with contributions changed his or her to their efforts. Again, we're just updating this to be more reflective of what we are really doing here. And here, download with the underwriting shall be assumed by an employee with base wages and commission established by the board of directors in consultation with the station manager and finance can Ready and in accordance with the union collective bargaining agreement, we recognize the underwriting employee may have different wage structures with other staff contractors. So we added the part about the CBA in there to make sure that we're noting that and then we changed out the business manager to full charge bookkeeper, because they will be the person responsible for billing and bookkeeping payment of underwriter coordination and mission. That's pretty much it. So it's a, we spent I would say, what, nine months working on this? 1:35:43 Yes, I mean, off and on. We all have things to do. But yeah, we've been thinking about it and these things for nine months. 1:35:51 So yeah, it was such a tremendous, and I feel pretty good about it. I mean, I don't know how you feel about it, but I feel pretty good about it. And I would propose that we adopt these revisions. If I can make that 1:36:08 is an emotion or that was sorry. And that was the timer going off? If you have to hear that. 1:36:20 I say Oh, I don't want to not go. I thought I heard a motion to vote. Did I want to motion it? Anyone on the board at all want to make a motion? Make a motion? Motion 1:36:44 to accept the governance and policy committee provisions? Yes. All right. That's Malik. And do I hear a second on that? I'll second. It's Laurie. Laurie seconded. So same thing with when we approve the agenda and meeting minutes and a countdown from five if you are not in favor of accepting these changes from our beloved development and governance committee, or sorry, the Policy and Governance Committee, then speak now by or three to one, we have unanimously approved to accept the governance culture committee and policy revisions. Okay, good job. That's great. We also have another item to vote on a couple of items. We would like to hear if there's a motion to add Delphine, to the donation of the property that we were pleased and appoint her by her legal name, and title to sign the closing document. Do I hear a motion to reflect that? All right, so on a motion, seconded that motion. So again, I'm gonna count down from five if you are in opposition to Delphine accepting the donation of property and signing the closing documents, please. Count down to 54321. That is unanimous approval of Bill two to hurt the property donation and appoint her by name to sign the closing documents. On the same property management agreement, are these the same thing? I'm not sure who added both of these looks like we've got two more things to vote on. Whoever motion to fail to sign Property Management Agreement. All right, Ana moved and Jill. Seconded that someone count down from five, four to one that is unanimous vote to approve Delta signed the property management agreements. And then we have a couple more votes here we've got a vote to reflect that Nancy church has access to our online accounts. Do I hear a motion to add Nancy church to our online accounts? 1:39:31 Sounds like Malik seconded and it looks like Jill motioned the first so a motion by Jill to reflect Nancy Church's access to our online accounts second by Emily. My count down from five if you are against this, please speak up. 54321 that is unanimous as well. And then we have something from Finance Committee. Proposition two Raise doesn't need amount of board operating reserves to 216,000 to reflect the current balance in our advanced savings account. As you know, we have several savings accounts, because we're only allowed to have so much for each savings accounts. And I do see raised hands, but unfortunately, this is the new and old board business portion of the meeting. So we can get to that maybe finish this business. We also have a second thing from the finance committee proposed motion to establish a capital fund. This would designate 25 \$24,757 from our onpoint savings account

for this fun. This money was raised by cable donors during the 2017 to 2018. Year for the purpose of writing initial funding for dedicated capital funds. This was brought to us by our finance. So Ana moves to accept these two proposals from the finance committee. Do I hear a second? 1:41:08 I second, 1:41:10 Laurie seconds. And I'll count down for five you are not in favor of these two propositions from our finance committee Speak now or forever hold your feet down for 54321. And they didn't hear anything. So that is unanimously accepting both proposals from our finance committee. Next up, we have an asked to reinstate working board meetings love this and schedule one for July. So board members could open up their calendars we need to schedule a working board meeting for July. 1:41:53 Is there a time that works best? Not at all or someone stop sharing and look at my calendar. 1:42:01 Nice tense would not work for me at all. 1:42:04 Okay. The first week of July won't work for me. 1:42:09 Thank you. The 16th won't work for me. I'm turning 40 What about a win? Oh, was Wednesday a bad night for anyone? What about Wednesday? The 28th? 1:42:25 Wednesday, Wednesdays I usually see the horse. 1:42:27 Okay. What about? Oh, Thursday? The finance committee? What about? What is the budget? That's union bargaining. About Monday? The 18th. For what about Monday? The 11th? Let me check. Monday the 11th Oh, yeah. What about Monday? The 11th. That's sounding pretty good. That works for me. 1:42:53 So what time? 1:42:57 What time would people prefer? Carbon? 1:43:06 Working board? 1:43:09 Board? I can go for it. I promise meeting. All right. I'm going to add the board right now. Please respond. Yes. So we know you're coming. I can also send these to your personal accounts, if that's helpful as well. And is this a one or two hour meeting? One? Okay. 1:43:30 And can you clarify the time for that place? 1:43:34 It's Monday, July 11 7pm. Until 8pm. Okay, thank you. Would anyone like it sent the invites into their personal account? All right, yes, please. Okay, Monique. And I'm gonna send it here and also Aruba. All right, you see that coming into your inbox now I'm gonna go ahead and add a Google meeting, link but I also would let love to see folks in person to open signal I'm gonna go ahead and reserve the meeting room for us in case folks do want any in person. Nice. 1:44:15 Okay, that would be great. Can you text this nation? That'd be great. 1:44:19 Oh, sure. I know that like a text. We thought Thank you. Got it. We should be getting that sooner rather than later. That should be sent to y'all. Okay, next up on the agenda 1:44:43 we have a program committee. Oh, this is important. So we are down ever since she passed. As I mentioned, there's a alert out so I'm going to mention this. No one has taken his place on the program committee. And it is an important committee. So I would like to have someone volunteer to join this committee. I know a few of us are tapped out on committees, we're on multiple committees. So if there's somebody who's only on one committee really liked we are talking about let me sorry, the program committee needs board representation. Got it? Yeah, we really need to join the Nenets committee. And I'm pretty sure the committee meetings are still online. 1:45:41 Program Committee, we also are shy a few board members. So perhaps some of the interested parties here may maybe want to be seated prior to the election. Since we do have open board seats. Please think about this. I'd really like to have someone seated before the end of July. So I'm not dealing hands right now. But I also can't see everyone. Okay, we have one minute remaining. So if no one's stepping up for the program committee, I'm going to push it to some folks who aren't here, maybe. And maybe we can see some folks prior to our elections in September. Alright, 10 old board business. The training for background checks, I'm still in progress with that I sent an email out daily, I'm not sure if we got it. I sent an email for help from the, from the company that we're using. I went ahead and logged on and everything. But then when I went to take the training, they said they would send me an email and I never received that email. So I reached out to their help desk, and have not heard back yet. From the bank. Sorry, I saw that email and I'm like, I gotta read that email over here. And there's our timer. But yes, I will. You and I will work get together with the training people with intellicode and figure that out. And yeah, that's that's being taken care of. So very important that we background check folks who are dealing with our finances. And I will definitely let Lila know as trigger that she needs to also have a background check as well. Or a new one or other She has won in the past. That's what we have for work

business. We are to comments and announcements and I did already mentioned that we were we're being featured in the black United fund. What I forgot to mention when I told folks that is that in August, they're going to send us any money that comes in for K blew through that through being featured in that workplace giving list. So that's pretty cool. And it looks like Laurie has an ask from Nathaniel. That we need more blues fest volunteers and I can just tell you from my own experience blues fest is just the best it's so fun people I'm really good moods. And last year when I went to blues fest I actually went out to the audience and just started talking to people we got hundreds and hundreds of dollars of donations just from me going out and chatting people people want you as a board member to talk to them about why you love cable and what you do on the board and they love talking to us and then they love giving us their money. So please please please volunteer for the loose fest it's very fun to listen to some great music you'll meet some people who want to give us money is that all Laurie that is there anything else you wanted to add? 1:48:35 No thanks. So I've recruited my teenage granddaughters to go down with me and help table for K boost so hope more board members can can sign up for a slot 1:48:45 night and honestly go out into the audience go out and talk to them too. Don't just sit at the table because you know that interaction you got to get them when they're standing in line for table because you know that interaction you got to get them when they're standing in line for some drinks or something you know get get to chat chat them up. Yes, it's really fun and the volunteers that go to it are really fun. Exactly. You don't have to find a place to sit great points. Great points. Phil. All right. It doesn't look like we have a session or are there needs help hauling equipment also, even with his new fantastic new creation of the mobile unit still definitely needs help out there. So it does look like we have a closed session I do see two hands up from our folks who are joining us and I don't want to ignore you typically we only have public comment during public comment time. Okay, is the board okay with hearing out Marcia and Rashad? Not here I'm fine. Okay, great. I'm not sure whose hand was first, 1:49:54 but Marcia can go first. 1:49:59 Thank you Um, I have a question about what constitutes a community, a volunteer powered community radio station? What constitutes that? And are we that? Did someone hear me? 1:50:29 Yes, ma'am. I'll answer, at least for myself. I'm, I'm a volunteer, and I am working for the station. So I think there's a lot of people that do that. I think that's kind of what we are. As to what constitutes that. I guess it's the people that arrived. That that helped it all. 1:50:52 Volunteer power community radio station? I don't know, just seemed a little bit ambiguous to me. I didn't. A volunteer power. So if it's a volunteer powered community radio station, and the community radio station has paid staff, how is that considered volunteer powered? When we have paid staff? How does it fall into that category? 1:51:26 The firm, and if I could just follow up with my answering as a volunteer, I can only do so much. I don't want to dedicate more time to working since I am retired to doing the nuts and bolts that are paid staff do, I think they're, they're so essential to the operations of the station. We're, we're supporting them as they are supporting us. 1:52:02 Right. So because, again, and I certainly appreciate everything you've done. I mean, I understand and let you continue to do. I'm not implying that, you know, this should be more participation from you or anyone else. I'm just trying to understand the terminology of a volunteer powered community radio station, because to me, that means that oh, that it is, it is volunteer powered. It is powered by volunteers only. So that's why I was just trying to get some clarity around that. 1:52:37 I think xhale Bill's point in the comments is kind of where that nuance lies. Marcia, the volunteers power the radio, because that's his on air for the most part. 1:52:48 The majority of the On Air hosts are volunteers so that if 1:52:53 you look at like NPR or any other radio stations, they have paid DJs doing that work, as well as paid administrative, as well as program director as well as public news and affairs director and all the other folks. 1:53:07 Okay. And I did say that we volunteer radio hosts, our presenting programs, as if we're getting paid the big bucks. 1:53:25 Yeah, definitely. Yeah. 16 hours of editing. Yeah. 1:53:30 I feel you. Rashad, did you have something? 1:53:34 Thank you. Thank you very much. And just to build on Marcy's comment. Yeah. My affiliation with Caitlin not only is a volunteer on program committees, decades ago, building on my 40 years at the radio station programming, jazz

music. And of course, my my staff tenure for years is the news and public affairs director. But I want to say how much I appreciate him for each and every one of you. And I just had a quick question. I saw the name Nancy church, and automatically I got very excited because of the big footprint that she had in our financial life. Back in the time when I was more active at the staff level, who's responsible or influential in bringing Nancy church back into the fold. 1:54:20 Brian actually reached out to Ryan who just stepped down from the board reached out when we couldn't find a bookkeeper after having the vision posted for months. 1:54:31 That's a big reach. That's a nice touch. Thank you. 1:54:36 We definitely want more volunteers to help on the board. So if you are interested, please reach out. We do have open seats. 1:54:43 Yeah, I think maybe like I heard someone say an outreach strategy not just arbitrarily with a specific skill sets that we can consider for board membership would be a good approach. 1:54:55 Yeah. And in the past few years, we've been using a board matrix to see where are we Yeah, 1:55:00 good idea. Thank you. 1:55:04 All right, I appreciate your comments. And we do need to move into closed session. So the way that works is I'm going to move folks back into the waiting room. You're also welcome of course to go and do go about your daily business but the board itself is going to go into closed session, so don't be offended that I'm moving you to the waiting room. I still like you. It just I just wanted to say that I'm going to run out of battery. I have to I guess I hope you're going to you're going to vote for something. But I'm not going to be here to record it or anything. 1:55:33 So I'm leaving 1:55:37 and I'm not gonna be back tonight but good luck and and good meeting and you're there for a long time and that's a lot of work so thank you. But I'm sure my computer will be dead for four years 1:55:55 for sure prepared all the staff that came and other folks from CWA as well and our wonderful members and volunteers. you in a minute, I'm gonna put you in the waiting room.

8 Committee & Staff Reports

15min

Union Bargaining Committee update (5min)

Nominating Committee (5 min): annual mtg, recruitment

Malik: Phil was able to talk with Clinton Street Theater. So we did secure the date.

excellent. The only thing that other than I had was that we were able to secure a DJ as well.

Jill: Annual meeting scheduled for Saturday September 17th, 2022. e holding informational meetings about becoming a board member, if you all know people who would like to attend those meetings, we would love to have them. We had two people come out in June, who are interested in becoming board candidates, they look promising and really enthusiastic. So that's great. We're going to have three more meetings in July: Monday, July 11, at 6, Thursday July 20th at 7 and Tuesday the 26th at 5:30. Hour long meetings, history of KBOO, organizational structure, description of the board, description of the culture of KBOO, and what it really takes to be a board member and expectations, roles and responsibilities, duties and q&a at the end. So people can ask questions and make sure that they are well informed about their decision if they want to move forward. We also were wondering if there are folks who would be willing to sit with candidates over coffee or over zoom or something, and just, you know, talk about your experience on the board and what you found challenging what you found rewarding, what advice you have for them going forward. If you are interested in in helping out like that, that would be really fantastic. If you have friends or family or know people who would like to be on the board, we would love to talk to them. Elections in September.

Jill: we now have 10 people registered for the Cuba trip, \$400 a person that KBOO gets for 10 people when it jumps up to 11, it's \$600 a person, so the more people that we can register for the

trip the better. Please share far and wide, this can be one thing that the board does this month to fundraise is to promote the Cuba trip. There is an email in your inboxes about donating a percentage of this to KBOO.

Development Committee (5 min)

9 New Board Business

20min

Brian: Schedule meeting to review endowment? (2 minutes)

VOTE:

from Governance and Policy Committee: Development policy revisions for board approval (8 minutes)

VOTE: Ona motions to approve Delphine Criscenzo to sign property documents; Jill second; unanimous approval

Jill motions to reflect that Nancy Church has access to our online accounts; second Malik; unanimous approval

VOTE: from Finance Committee (4 min) :

1. Proposed motion to raise designated amount of Board Operating Reserves to \$216,000, to reflect current balance in Advantis Savings Account
2. 2. Proposed motion to establish Capital fund, and designated \$24,757 from On-Point Savings Account for this fund. (This money was raised from KBOO donors during 2017-2018 for the purpose of providing initial funding for a dedicated KBOO Capital Fund.)

First Ona; Second Laurie unanimous approval

Reinstate Working Board meetings; schedule next one for July

Set for Monday July 11th @ 7pm

Candidates to replace ADP: report from PayChex (Josh Herlein)

10 Old Board Business

5min

Training for Background Checks (1min)

11 Comments or announcements

5min

KBOO is Featured in Black United Fund Workplace Giving List

The Black United Fund of Oregon (BUF-OR) has been honored to serve as an Umbrella Organization for 15 mission-aligned BIPOC and/or female-led and -serving grassroots organizations these past few years. (2min)

12 Adjournment:

1min

The next meeting is to be held on Monday, July 25th, 2022 at 6:00PM

If you're a user of KBOO's zoom account, please make sure to login to the board meeting using YOUR personal zoom account, not KBOO board's. Thanks!