

Governance and Policy Committee March 2022 Minutes--Approved Sept 20 2022

Attending: Ruba, Tim/Diablo, Emma, Zale

Absent (excused): Layla

1. Agenda approved
2. Minutes: [December committee meeting minutes](#) approved.
3. Reports from the board, PAC, and finance committee:
 - The board passed the [PAC Responsibilities](#) policy revisions.
 - Azia and PAC will review the other programming policies. They propose a separate meeting to discuss. Zale, Emma, Tim & Ruba are interested. Zale will tell Azia, and she'll send out a doodle poll to arrange.
 - The finance committee will be having a meeting this month, because they finally have a budget to review, due to Brian and Nancy coming up with a temporary way to review our finances. However, will not be reviewing the following policies for "a few months". Emma suggests that once there's a new finance director, the committee will be able to look at these policies:
 - [Check-signing](#) (No. 51) Did the finance committee approve our revision?
 - [Spending outside the budget](#) (current version)
 - W 39 Spending Authority Outside Budget working version.docx (revised version)Did the finance committee consider whether to define emergencies?
 - [Budget Process](#) (current policy) [revised policy](#)
 - Given the above, we will postpone our discussion of these policies:
 - [New policy](#) about use of the KBOO credit card.
 - [New policy](#) about online bill paying.
4. Official committee approval of the third Tuesday of the month as our new regular meeting date. Tim may not be able to make third Tuesdays, as the Burning Man Artery(sp?) group may be meeting then, but they may change the date. He'll let us know. Fourth Tuesdays might work... or the first Tuesday.
 - Ruba made a motion, Emma seconded: unanimous approval.
5. Official committee approval of policy renumbering scheme (already approved by the workgroup):
 - shall it be like this: [Table of Contents, ver. 1](#)
 - or like this: [Table of Contents, ver. 2](#)
 - example of a policy renumbered per ver. 2:
 - W 01 Non-Discrimination and Sexual Harassment 0318 VERSION 2.docx
 - The committee approves of version 2 renumbering scheme.
6. Official committee approval of bylaw revisions, to be sent to the board for their approval to appear on the September ballot (already approved by the workgroup):
 - **ARTICLE VI: BOARD OF DIRECTORS. Section 5. Election.**

At each annual election, the members of the corporation shall by ballot elect one-third of the members of the board, the nominees receiving the most votes being elected. Candidates may run for election by submitting a statement of interest to be received by the Nominating Committee, or its designee, at least nine calendar weeks prior to the election. The board of directors shall be responsible for ensuring that an adequate number of candidates representative of the diversity of the corporation's members are nominated. The election shall be accomplished by mail through a paper ballot or, if the member consents, by electronic ballot, or both, as authorized by the Board. A member who agrees to vote by electronic means in an election is not bound

to vote by electronic means in a future election. The election shall be concluded at the annual meeting by a count of paper ballots returned by mail **and** electronic ballots ~~returned one week before the annual meeting~~, and paper ballots cast at the annual meeting. The nominees receiving the most votes will be elected. The results of the election shall be announced by the president, or the president's designee, at the annual meeting.

- Emma moves to accept this bylaw. Ruba seconds. Unanimous.

- **ARTICLE VIII: COMMITTEES**

Section 3. Other Committees. The Board of Directors may create other committees not having and exercising the authority of the Board of Directors in the management of the corporation. Members of these committees shall include at least one Board member appointed by the Board, one staff member appointed by staff, and any member of the corporation who attends three consecutive **[insert: workgroup or committee]** meetings.

Section 5. Term of Office. Board members shall be appointed to committees annually by the Board of Directors at its first meeting after the annual meeting. Staff members shall continue as committee members until their employment ceases or a successor is appointed. Members of the corporation shall continue as committee members until they resign or miss three consecutive **[insert:committee]** meetings without good cause as determined by the committee.

- Emma moves to accept this bylaw. Ruba seconds. Unanimous.

Zale will send Ruba these bylaw revisions, so she can bring them to the board at their March 28 meeting, for approval to appear on the September 2022 ballot.

7. Discussion: What is the board's opinion regarding committees and policies?

Zale: I feel like maybe the board doesn't believe in the committee structure going forward.

Ruba: personally believes in committees. Is confused, because she has had a discussion with Layla, and thinks she feels that way, too. Hasn't had a discussion with the rest of her board members.

Diablo: Briefly--I think the whole reason to change committees to quarterly was to reduce the board commitment. Engineering struggles with committee meetings. For the last meeting, there were two board members (one for the first half/one for the second half). A lot of stuff is technical and over my head, and I advocate for making the info a little easier for board members to understand.

Emma: Committees are not for board members; they're for KBOO members. Cutting them down to four times a year is basically telling members they don't matter. KBOO is supposed to be a bottom-up organization.

Ruba: I didn't know what is for boards and what is for members. I think committees are vital, whether as a board member or KBOO member.

Zale: Committees are the place where board business gets done--where an indepth discussion of the board's goals, projects, policy revisions can take place. Matters are then sent to the board for approval. They must include board members in order to have any real power. They must include KBOO Foundation members in order for the foundation to be democratic, so members can have a say in what goes on at the station.

Ruba: I wasn't present at a few board meetings, and when I returned, this discussion of committees vs. workshops was already started. Right now, the board has a lot to do. Maybe slowing down the speed of committee work would be helpful. This committee really does need the input of non-board members; if it were just board members, it would be too much power in the hands of the board.

Diablo: Don't remember board members coming to PAC.

Zale: Concerned about a potential non-democratic process at the board level.

Ruba: nominating met via email [as well, nominating is a board-member-only committee]

Diablo: maybe we need a chart: this committee meets on this night, this often (quarterly), has these board members, has these powers.

Zale: Don't know how hard to push.

Emma: Board is overwhelmed right now, but we should keep pushing.

NEXT WORKGROUP MEETING: April 19. Next committee meeting June 21.

Adjourned: 7:41