



BOARD OF DIRECTORS MEETING MINUTES

Date: Monday, 2/26/2024
Time: 6:00pm - 8:00pm
Location: KBOO Community Radio
20 SE 8th Avenue
Portland, OR 97214

and

Zoom:

<https://us02web.zoom.us/j/89928501027?pwd=TVhpbTF3WnlEdkxxM2tPOWhWYTJzZz09>

Meeting ID: 899 2850 1027

Passcode: 794568

WELCOME

INTRODUCTIONS & CHECK-IN (10 minutes)

IN ATTENDANCE

Board members: *Emma Lugo, Jill Blanchard, Mike Frost, Barukh Kioroglo, Yousef Mayel, Carmen Garnica, Joyce Nance, Ona Harshaw, Josh Roberts, Charles Shambry, James Draznin, Sherry Morisch*

Station Manager: *Nathan Vandiver*

Staff: *Arthur Rizzotto, Zale Chadwick, Danielle Schira, Arty Wall, Mike Ftaclas, Phil Garfinkel*

Members/Volunteers:

HOUSE RULES & MEETING GUIDELINES (5 minutes)

- [KBOO House Rules](#)
 - Jill read the house rules and meeting guidelines

HOUSEKEEPING (5 minutes)

- Choose facilitator - Emma Lugo
- Select time keeper - Josh Roberts
- Designate note taker - Mike Frost

APPROVE AGENDA (5 minutes)

- Approve February 2024 Board Meeting Agenda (this document)

- Motion to approve - Josh Roberts
- Motion seconded - Mike Frost
- Motion approved

APPROVE KBOO BOARD MEETING MINUTES (5 - 10 minutes)

- Approve January 2024 board meeting minutes
 - [January_2024_Board_Meeting_Minutes](#)
 - Motion to approve - Josh
 - Motion seconded - Jill
 - Motion approved
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KUDOS & APPRECIATION (5 minutes)

- Jill - kudos to the staff for the special programming and for the MLK live remote.
- Danielle - Thanks to Azia for putting in a lot of time going above and beyond to get Ender up and running and making sure the team is very prepared.
- Josh - Mike for the secretary work and Azia for keeping us on track on the programming committee and making each of those meetings enjoyable.
- Nathan - Gary Dickerson for the programming automation stuff and knocking it out of the park, making it possible for Azia to take a vacation.
- Emma - Thanks to all the folks that put together the MLK event and thanks to everyone who is doing the current pledge drive.
- Mike Ftaclas - Appreciate Jo Ann and Reggae Bob for hosting the MLK event and express my gratitude for having a full staff.

PUBLIC PARTICIPATION (10-15 minutes)

- Staff presentation: KBOO's Membership
 - Arty Wall and Mike Ftaclas will be joining us to tell us more about membership. Presentation slides: [Rev Ops Slides Membership.pdf](#)
 - Josh - What is the best way to increase membership? Arty - Increased and consistent social media presence, to bring younger people to KBOO
 - Joyce - What social media does KBOO participate in? Arty - Currently Instagram and Facebook, trying to figure out Twitter, getting onto Tik Tok
 - Emma - Are you in charge of doing planned giving? Arty - I do work with donors on this but we could promote it with appeals from board members and making time for donors to come in and hear about it. Typical methods don't work with this due to the sensitive nature of it.
 - Mike Ftaclas - It might help to identify potential prospects. James has experience reaching out to others.
 - Emma - I wouldn't think of planned giving as a sensitive topic that you don't want to bring up. People are actually kind of excited to think about what they can do with their resources if they have enough to share. There is a whole culture of

people doing that now and they are looking for places to put their money. It isn't just about what happens to your assets when you die, it's about giving away your money. There's a whole process to it, and there's a way to make it approachable. I'm excited to see what James can do now that he's back in action.

- Phil - One of the challenges as a long time programmer is communication to the public. What is a way to promote this as a programmer? Arty - let them know that by becoming a member you will have voting rights. Phil - what kind of support do you need from staff and programmers? Arty - passing out flyers and promotion of drives on air and social media while they are happening.

- Station Manager Report (5 - 10 minutes)
 - 📄 Station Manager Report - 2024-02.pdf

- Engineering Committee (5 minutes)
 - Report was integrated with station manager report above

- Finance Committee (10 minutes)
 - 📄 FC Report 2.15.2024
 - 📄 FC Report 2.15.2024 - Cover Sheet-2.pdf
 - 📄 Finance Committee Minutes - 2.15.2024.pdf
 - Discussion of the audit
 - **Nathan** - We did complete the audit. We submitted our reports with the corporation for public broadcasting and went through their back end audit process, which is not as long. They ask us some questions about some of the figures, and we get back to them. That's through. We passed that and we've been approved for our funding so we're expecting that any day. We had to update a bank account number with them, but we should just probably have our cash by next week that we would have received in FY23 for that grant. So that'll help with cash for this year. **Emma** - That's about \$34k, right? **Nathan** - I think that's right. **Josh** - So nothing in the audit puts our CPB funding at risk? **Nathan** - Correct, except for what we anticipated in the fines for being late. We did receive approval on our FY24 funding, and we saw the amount on that. We are not clear whether the amount already includes the fine. We are looking into that. I'm looking into whether they can provide some leniency. Beginning the audit for FY23 now which is due on Feb 29. There are 2 rounds of extensions which every station can always get and the first one is an automatic approval for 45 days so the due date is 2/29 plus 45 days. After that I think there is another 30 day extension available but I don't think we will need it. We've discussed this with our auditors and I think it will go a lot faster. Previously we had a lot of turnover which made it difficult. Danielle has now been in place for over a year and has a very strong understanding of our books. She helped us get through this last audit so I think we are in really good hands for getting through the new audit. I did

get some advice that is something to consider. Some stations have financial policies to get a new auditor every 5 years, just as a standard practice, because it's good to get new eyes on books. So it's definitely something to consider in the future. **Josh** - Is there anything that's going to come out of this merger (Rivermark and Advantis) that will be advantageous for KBOO? **Nathan** - We asked this and they were not yet ready to discuss new products and the merger is not certain to go through.

- UPS unbudgeted funds
 - We have a higher load than estimated and need to buy a power module to augment, the cost is \$5250
 - Motion to approve - Sherry Morisch
 - Motion seconded - Josh Roberts
 - Motion approved

- Development & Events Committee (*5 minutes*)
 - Welcome back from family leave to Development Director James Neale
 - Welcome Engagement Coordinator Kate Chase
 - Major donor relationships
 - Brainstormed possible major donors
 - desire to build major donor relationships through the board
 - May be an event or 2 related to major donor activity
 - No block party this time
 - Local business relationships
 - Small events and/or benefits for KBOO
 - We are encouraged to host smaller events

- Programming Committee (*5 minutes*)
 - Discussed repercussions for not meeting responsibilities
 - On air draft contract will be wrapped up soon

- Governance/Policy Committee (*5 minutes*)
 - Had a workgroup meeting
 - Working on conflict resolution policy
 - Looking forward to meeting on 3/19

- Nominating Committee (*5 minutes*)
 - Alternate board members
 - March working board meeting: field trip Stonehenge in April?
 - Annual meeting date and 2024 election calendar - Saturday Sep 21, 2024
 - Recruitment strategy FY25
 - How to be a board member - once a month

- Discussed making requirements more stringent and having more candidates to choose from (hopefully 6)
- Bylaw revision proposal
 - Zale - need the proposal by March meeting if we want to get it on the ballot this year
- Next board social gathering (*5 minutes*)
 - Bowling? Other?
 - Grand Central is very expensive
 - Proposing Mar 29, 2024 5:30PM at Milwaukie Bowl

ADMINISTRATIVE

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CLOSED SESSION

ANNOUNCEMENTS

NEXT BOARD MEETING

- Monday, 3/25/2024
- 6pm
- At KBOO and on Zoom

ADJOURN

- Motion to approve - Mike Frost
- Motion seconded - Jill Blanchard
- Motion approved