

Board Meeting Notes: June, 2021
KBOO Foundation Board Agenda
Via Zoom Meeting: <https://zoom.us/j/98436655006>
6:00 PM-8:00 PM

Attendance Board: KatMeow, Laurie, Jessica, Alyssa, Brian, Emma, Layla

Absent: Ruba, Marvin, Karla, Stephanie

Attendance Community: Celeste, Eugene, MacRae, Jenna

Notetaker: Jessica

Stack keeper: Brian

Time keeper: Laurie

1 Call to Order/Introduction

- [Review Abbreviated House Rules](#) 5min

2 Approval of Agenda

1min

Laurie- motion to amend agenda- move public session before closed session

Jessica motion to approve agenda

Layla seconds

Unanimous approval

3 Approval of May meeting minutes

1min

3.1 amended minutes from secretary

Need to approve at the next meeting, secretary having connection issues with posting updated minutes to board.

4 Committee & Station Manager Check in

10min

[Station Manager Report](#) Questions

Emma: Questions about coordination-

Jenna: music programmers may be back sooner than public affairs programmers

KatMeow: About Development Director Job Search- should board members post the job link?

Celeste: We've posted in the right places, waiting for the right applicant

Emma: Can the board meet in person at KBOO next month?

Celeste: not until we improve the airflow/at your own risk

Jenna: Should we consider something more efficient in the long run (more expensive up front, but would pay off in the future. Is the board considering a capital plan for this building? If we move, we may not want to, but Jenna recommends we do not try to improve this building, it may need to be rebuilt. Studio 1 is essentially unavailable for use now.

Emma: it would be helpful to know the current market value of the building, and a professional assessment of the cost of rebuilding vs updating.

Jenna: Good idea to bring a professional inspector for a report, which we can pass to a contractor to give better estimates of cost. The building is at the end of its useful life. Recommends paying for this inspection so we can plan accordingly.

Emma will bring this to the Executive Committee meeting

Station reopening update

Sent email to volunteers that station is reopening to programmers at limited capacity, switching between air room and production 2, will not allow studios to be used for pre-production. No guests, just volunteers, detailed in the reopening plan. Getting ready for Waterfront Blues Fest. 10-15 programmers per week.

Critical HVAC repairs and related expenses

Jenna: [see report-](#) formerly broken HVAC repaired, but it is not in great condition for airflow. Discovered that many main supply and return lines are disconnected or full of holes. Many have noticed a decline in air flow/quality, Jenna's partner repaired as many rooms as possible, to be able to open the air room and production 1. Studio 1 has bad air flow. Units weren't built to cool this much space. Studio 1 might need its own AC unit, this will improve airflow to all rooms. Cost: approx \$10k.

- Board will need to approve this expense.
- Exe.will meet to resolve to ask management to start looking and secure a bid for the work/studio one solution sooner rather than later.(next few months)

EXE Report-Affirm station mgmt plan with Support

Resolution

Asking if the board will make a support resolution to support the management's reopening plan. Board is in support of management's reopening plan.

Treasure Report

Emma: request board to approve MacRae as a restricted authorized signer, so she can look at the account and keep tabs on it. She can access the web portal, but cannot withdraw funds.

Emma: motion to approve MacRae as a restricted authorized signer

Brian seconds the motion.

Resolution to authorize MacRae Bogdanov as a restricted authorized signer on our Rivermark account will be paused until further discussion.

Brian recommends we pass this to the Executive for discussion before bringing it to vote.

Celeste: we need a full definition of the scope and privileges of this access.

Jenna: Please make sure to cc manager@kboo.org about any issues involving a staff member, even if it doesn't involve management directly. Concerned that the board considered this without consulting management. Concern about lack of process or confusion around process. Celeste and Jenna must approve these duties for MacRae. Chain of support is greatly appreciated. Before the board votes to assign a staff member a duty, management must be consulted. This is essential in protecting staff from any liability.

PLEASE CC MANAGEMENT ON ANY COMMUNICATIONS WITH STAFF.

Emma: MacRae is here to answer any detailed questions, currently time for our midyear budget review. We are doing well financially this year, a surplus of \$350k (thanks to reserves and PPP loan). Board is going to need to discuss issues for 2022. Differential of almost \$200k going into 2022 of income vs expenses. BOD will need to work with management to address this.

Celeste: we may have surplus at the moment, because of the grants and funds available. We need to look at how we are going to fundraise. We need a top-notch fundraiser

5 New Board Business

20min

Details of PPP loan.

Tabled until next meeting

Discussion, inactive board members

Tabled until next meeting

Draft Board Facilitation agreement(possibly table this)

Tabled until next meeting

Resolution to Authorize for Finance Director (vote)

Tabled until next meeting (getting exact language of what this authorization entails)

Personal & Governance update/board vote

Asking for board approval for language of bylaws to be voted on by members at the annual meeting.

Emma - motion to approve the language that Zale has written, approving the bylaw revisions for our annual meeting.

Layla-second

Vote: unanimous approval to approve language of descriptions of bylaws for annual meeting.

Be a Better Board Member - 2 minutes - Brian Setzler

Brian shared a book that might be useful for board members to learn to work better together, board development, better meetings. Suggests that we could be a better board and this book could be useful for current and future board members.

New Board Business: Jenna reports that a tree branch fell in front of the station door and needs to be removed asap.

Brian: motion to approve \$5k expense for management to have the tree branch removed

Layla: seconds the motion.

Vote: Resolution for management to use up to \$5k to remove tree branch from station entrance approved unanimously.

6 Public participation

10min

7 Old Board Business

20min

Governance vs Operations

-Image share/Webinar training link share

KatMeow: sharing a board survey to see how we are doing so far on our board work, has talked to new members about what would have helped them in the beginning. Survey is for current board members to help us improve our board development and onboarding process.

Laurie: agrees that trainings and surveys are great, but people need to hit the ground running and do the work. Managers have ways to assess how the staff uses their time, maybe this would be useful for the board.

Recruitment of new board members-

Jessica-Have one board application so far- boardapplication@kboo.org

Laurie- we hope you're reaching out to your networks and encouraging good potential board members to apply.

Brian is interested in replacing Shaheeds seat, Nominating committee has decided to move forward with the election since it is so close.

Donor thank-you's

KatMeow- is assigning thank you cards and calls to specific donors to each board member. See spreadsheet for assignments.

Revisiting October Board Retreat goals and agreements

-board email

As a board member you work for KBOO so you are required to use your board email for all board communications.

-appropriate communications

Do not email staff without including management. It hurts communication, it's essential for all of our work. They are part of our board email list, and they are not voting members, but part of the board. KatMeow is working on a zine about operations and governance to share with new board members.

Emma: earlier in the board meeting she brought a proposal to the board, directly from the finance advisor. She didn't realize mgmt needed to be included in every conversation between Board Treasurer and staff Finance Director. As a volunteer she was doing what the finance director asked her to do.

Jenna: When we say every email, we mean every email. Even when it feels trivial or small, you must cc management, on every email between staff and board members. This is to make both staff and board work efficiently, understand boundaries, and protect staff and board from liabilities.

Laurie: for example if we were told by management to contact Mike for a training, should we include management in the scheduling email?

Celeste: Yes. Please copy us on every email between board and staff.

Jenna: This helps us assess everyone's job and use of time, helps us to understand the bigger picture.

Document will be sent Tuesday morning

-budget review timeline

-work plans for month of July

Marvin: talent for annual meeting

Layla: fundraising

Alyssa: donor stewardship, recruiting

(Closed Session Personnel matter & Fiduciary)

8 Open dialogue & discussion **5min**

9 Comments or announcements **5min**

10 Adjournment: **1min**

Jessica: Motion to close the meeting

Layla: second this motion

Unanimous approval

The next meeting is to be held on Monday, July 26th, 2021 at 6:00PM

To join the meeting, click on the link sent by email or found on the website. Do not log into any KBOO zoom account, unless you are the facilitator.