Governance and Policy Committee March 19, 2024, Minutes

Members attending: Zale, Nate (left after item #2), Emma
Members absent: Nathan (excused--ill), Tim/Diablo (excused--gaming championship!)
Guests: Mike Frost and Jill Blanchanrd (board members)

1. Check-in/meeting guidelines/agenda approval
Agenda approved!

2. Board-referred bylaw revision:
> A Motion to Change Membership in the ExComm to include the board *Secretary* with the Pres. VP, Treasurer, and At-large board member.
> - James' commentary from January Board meeting: First of all, last I checked, Oregon nonprofit boards require only 3 members--Pres., Sect., and At-large. Secondly, the Station Manager should *staff* the ExComm and doesn't need to vote.
> - Emma: we're talking about it because James suggested it. I don't think we need to do this. It's fair to look at this.
> - Jill: I feel the VP should be required to go to the exec. comm. Ideally, the VP would be the next president, and would therefore be ready to be the president next year, and should attend exec. comm. to be aware of what all's going on. Also happy with the way things are.
> - Emma: what really matters is having a few dedicated board members, regardless of whether they hold an office.
> - Mike: don't really know that much about how things currently operate. Agreed to send motion to committee, not necessarily with expanding the exec. comm.
> - Emma: exec. comm. makes decisions if necessary between board meetings. Not meant to replace the board.
> - Jill: also to provide supervision and support to the manager. Zale notes this is not an official role of the exec. comm., but is a perfectly good use of this group.
>
> Nate: makes a motion to recommend changing the bylaws to the board.
> Emma: seconds
> Nate: no; Emma: yes; Zale: no.
> Motion fails.

3. Notes/Minutes--tabled due to lack of quorum
- Review 📄 Governance and Policy Workgroup February 20, 2024, draft notes
- Officially approve neglected
  📄 Governance and Policy Committee Agenda and meeting notes June 20, 2023
- Officially approve 📄 Governance and Policy Committee Dec. 19, 2023, draft minutes

4. Engineering Committee vs. Work group question--informal discussion among those present; no quorum for an official referral to the board.
- Zale is 90% sure the Engineering "Committee" is actually a work group, and not an official committee. It's a matter of semantics, but committees do have requirements that Engineering is not currently fulfilling (electing a chair, having someone take and post minutes).
- Mike, who is in the work group: seems like a status-update group; don't remember ever taking a vote. Some work gets done, but Robert's Rules is not happening. Would be wise to get input from Nathan. People decide they need to ask the board to approve an expense, and everyone agrees.
- Zale: personally, I don't really care if Robert's Rules is used; if people are happy with the outcome or consensus is used, that works. A committee holds public meetings. Anyone can attend, and any KBOO member who attends three meetings in a row can become a member. A work group can hand-pick members and doesn't have to allow just anyone to attend.

- Jill: excluding people seems antithetical to community; Zale agrees, but provides an example of the Strategic Planning work group.
- Zale: Arthur says: "The consensus is that we needed more information. Can we have a work group that has a board member in attendance as a sort of requirement? We really like the idea of having a board member present, especially one that knows what we are talking about, but the official Board Committee title implies a lot of things that I don't know if that group is really meant for."
- Emma: There are staff- and board-level safeguards in place for decision-making, even if no official votes are taken. The board considers it a committee; we appoint someone to that group every year. Committees are great places for community members involved.
- Zale asks Mike to bring the question to the board: shall the Engineering Committee be officially made a committee.

5. Progress report from Ad Hoc committee reviewing bylaws, policies, and procedures regarding financial practices.--tabled due to lack of quorum
- 📄 Ad Hoc Comm. Progress Report February 2024.pdf
- 📄 KBOO documents Ad Hoc 2024 Feb 16.pdf

6. Youth Safety Policy--no updates from insurance company

7. Conflict Resolution Policy revisions--no quorum, but short discussion among those present:
- Who shall be the person appointing a Conflict Resolution Team?
  - Emma: should be a board member; not necessarily a board officer
  - Mike: whoever appoints the team should not be involved in the conflict.
  - Zale: or heard about the conflict (haven't formed an opinion); should it be a specific board officer? (Emma says no)

8. Bylaw revision suggestions--tabled
- Look at updating bylaws to take into consideration concepts from the union Collective Bargaining Agreement.

9. Revisit 2022 work plan--tabled
Emma moves to adjourn the meeting at 7:17. Zale makes it so.