



## BOARD OF DIRECTORS MEETING MINUTES

**Date:** Monday, 9/23/2024  
**Time:** 6:00pm - 8:00pm  
**Location:** KBOO Community Radio  
20 SE 8th Avenue  
Portland, OR 97214

And

Zoom:  
<https://us06web.zoom.us/j/81283710721?pwd=aNC71rejhfbl7qNDb7Sjg3i8Eb2wbo.1>  
Meeting ID: 812 8371 0721  
Passcode: 288778

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### WELCOME

### INTRODUCTIONS & CHECK-IN

#### IN ATTENDANCE

**Directors:** Emma Lugo, Jill Blanchard, Ethan Scarl, Ona Harshaw, Michael Van Kleek, Thomas James, Joyce Nance, James Draznin, Josh Roberts, Carmen Garnica, Barukh Kioroglo  
**Station Manager:** Nathan Vandiver  
**Staff:** Zale Chadwick, Danielle Schira  
**Members / volunteers:** Dan Shramek  
**Guests:**

### ADMINISTRATIVE

- Voting
  - Quorum is 7 directors
  - 9 directors are present
    - Sherry was absent and emailed her vote ahead of time
      - KBOO bylaws state voting by proxy is not an option
        - Voting by phone or text when attending the meeting is appropriate
  - The budget vote will be the result of the majority of the directors present

### HOUSE RULES & MEETING GUIDELINES

- [KBOO House Rules](#)
  - Nathan read the Abbreviated House Rules and Meeting Guidelines

## HOUSEKEEPING

- Choose facilitator
  - Emma
- Select time keeper
  - Josh
- Designate note taker
  - Jill


## APPROVE AGENDA

- Approved September 2024 Board Meeting Agenda
  - Motion to approve - Ona
  - Second - Josh

## PUBLIC PARTICIPATION

- No public participation


## APPROVE KBOO BOARD MEETING MINUTES

- Approve August 2024 board meeting minutes
  -  KBOO BOARD MEETING MINUTES 08262024
    - Motion to approve - Ona
    - Second - Jill

## KUDOS & APPRECIATION

- Jill | Thank you to every staff member who helped get the Annual Meeting off the ground. I experienced great partnership with everyone who supported and promoted the event.
- Jill | thank you to Emma for 2 years leading the Board of Directors as President, she received a commemorative plaque at the Annual Meeting
- Emma | thanks to KBOO's new directors for attending the meeting tonight before your term begins on Tuesday, 10/1/2024
  - Thanks for making the commitment to KBOO and for becoming part of its legacy
- Ona | Thanks to Emma for 2 great years. They will continue to connect at Governance and Policy Committee meetings
- Jill | Thanks to Joyce for serving a Treasurer for the past 2 years
- Jill | Thanks to Ona for serving as Vice President for the past 2 years
- Jill | Thanks to Mike for serving a Secretary this past year
- Emma | Thanks to Barukh for serving on the board
- Emma | Thanks to Charles for serving on the board
- Danielle | We need to recognize Althea and her work on the *Running On Air* broadcasts
- Danielle | Thanks to the Finance Committee: Joyce, Emma, James, Mike, Dan, and Jill

## NEW BUSINESS

- **Staff presentation**
  - No presentation
  
- **Station Manager Report**
  -  **Station Report - 2024-09**
  
  - KBOO was featured on Jeopardy
    - Clue: Robert Plant told Portland community radio station he would pay \$10,000 if they never played this song again.
    - What is “Stairway to Heaven”
  
  - Emma asked if some of KBOO’s radio collectives could participate in the Art Walks by setting up a table to give information and recruit
  
  - Mike asked whether the HD channels are ready now that the STL has been adjusted
    - The HD channels are connected with the new transmitter
      - Mike Johnson is working to get them up and running
  
    - Emma warned that the same FCC rules will apply to HD channels and they will need to be monitored
  
- **Engineering Committee**
  - Chief Engineer, Arthur Rizzotto is on Sabbatical until 12/12/2024
  - Robert Davis is filling in while Arthur is away
  
- **Development & Events Committee**
  - Updates covered during the Station Manager Report
  - The Development Committee is always looking for volunteers to write thank-you cards to major donors
  
- **Programming Committee**
  - Updates covered during the Station Manager Report
  
- **Governance/Policy Committee**
  - The committee is still working on the Youth Safety policy
    - It is being reviewed by KBOO’s attorney and KBOO’s insurance carrier
    - The board should be able to vote on this policy in the Spring
  
  - Governance and Policy Committee is on hiatus until Tuesday, 1/21/2025
    - Zale will be on sabbatical through the end of 2024
  
- **Nominating Committee (5 minutes)**
  - Resignation
    - Yousef Mayel resigned from the Board of Directors effective 9/14/2024
  
  - Annual Meeting recap
    - The planning and execution of the annual meeting was smooth this year

- It was fun to get everyone together to celebrate comings and goings and new chapters at KBOO.
    - It will be great to be able to increase attendance for future years
  - New directors
    - Ethan Scarl
    - Thomas James Martinez
    - Michael Van Kleeck
  - Recruiting
    - The board currently has 11 directors
      - 1 open seat
        - The Nominating Committee is considering Madison “Maddie” King
    - KBOO is always recruiting for the board
      - Pass suggestions to the Nominating Committee
        - Joyce and/or Jill
  - Board Orientation
    - Scheduled for Saturday, 10/19
      - 10am until 2:30pm
- **Finance Committee**
  - Monthly finance report
    - Actual revenue through the end of August for FY24 was approximately \$732,000
      - This is about \$180,000 behind budget
      - Fall Drive results will be announced at the October meeting
        - There are payments still being processed
    - Operating expenses are a little behind what was expected
    - Average monthly revenue through 8/31/2024 was just over \$65,000
    - Average monthly expenses through 8/21/2024 were just under \$90,000
    - KBOO’s current operating loss is just under \$344,000 for FY24
    - KBOO’s estimated cash on hand at the end of FY24 will be approximately \$204,000
  - Fund transfers
    - Transfer of funds from a matured CD at Oregon Community Credit Union (OCCU) was completed.
      - KBOO opened a new seven-month CD with \$58,942
      - KBOO transferred \$50,000 to the Rivermark high-yield savings account
      - KBOO transferred \$50,000 to the OnPoint Community Credit Union operating account
  - Nathan presented the FY25 budget proposal recommended by the Finance Committee
    - [VIEW FY25 BUDGET](#)

- Vote | FY25 Budget
  - Voted in favor of passing the FY25 budget as presented:
    - Jill
    - Josh
    - Carmen
    - Mike
    - Joyce
    - Emma
  - Abstained:
    - Ona
    - James
    - Sherry
    - Barukh
  - Absent:
    - Charles Shambry, Jr.
- The Board of Directors will continue to monitor the budget quarterly with a thorough review in 6 months.
- Mike - motion to adjust the Board Designated Operating Reserves to \$246,545
  - Jill - second

#### **ADMINISTRATIVE**

- Zale will send FCC survey to all new directors
  - Return to Zale and/or Mike Ftacclas
- New directors will receive board email accounts on or around Tuesday, 10/1/2024
  - Jill will advise how to set up KBOO signature

#### **CLOSED SESSION**

- Ona - motion to move into closed session
- Josh - second
  - Personnel discussion

#### **ANNOUNCEMENTS**

- If any board members want to update their profile on kboo.fm, contact Jill before Tuesday, 10/1/2024

#### **NEXT BOARD MEETING**

- Monday, 10/28/2024
- 6pm
- At KBOO and on Zoom

#### **ADJOURN**

- Jill - motion to adjourn
- Ona - second