



BOARD OF DIRECTORS MEETING MINUTES

Date: Monday, 10/28/2024
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

WELCOME

INTRODUCTIONS & CHECK-IN

IN ATTENDANCE

Directors: Mike Frost, Ethan Scarl, Ona Harshaw, Michael Van Kleeck, Carmen Garnica, Joyce Nance, James Draznin, Thomas Martinez, Josh Roberts, Jill Blanchard
Station Manager: Nathan Vandiver
Staff: Danielle, Schira, Arthur Rizzotto
Members / volunteers: SW Conser, Andrew Geller, Doug McVay, Diablo, Carrie Cantrell
Guests:

ADMINISTRATIVE

- Voting
 - Quorum is 7 directors
 - 10 directors are present

HOUSE RULES & MEETING GUIDELINES

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

HOUSEKEEPING

- Choose facilitator
 - Mike

- Select time keeper
 - Michael
- Designate note taker
 - Jill

APPROVE AGENDA

- Approved October 2024 Board Meeting Agenda
 - Motion to approve - Ona
 - Second - Michael

PUBLIC PARTICIPATION

- The time limit on the meeting agenda was 10 minutes
 - There were 4 participants.
 - Each recipient received 2.5 minutes to speak
- SW Conser, 30-year volunteer, programmer and former Board President
 - Conch wrote an open letter to the board of directors
 - [SW Conser | Open letter to KBOO Board of Directors 10282024](#)
 - He had concerns about the loss of the Development Director with the layoffs
 - What will the effect be on the remaining staff?
 - Conch suggested the board consider working with other media outlets when completing the next strategic plan to avoid further spiral
- Andrew Geller, 30 years with KBOO as volunteer and as a staff member
 - Andrew stated that he felt blindsided by the news about the layoffs
 - Andrew questioned the board's oversight
 - He wanted to know what measures the board did not take to prevent this decision by the Station Manager
 - Andrew said that he did not understand running a approximate \$200K deficit budget
 - He has concerns about fulfilling job responsibilities
 - Andrew asked what volunteer responsibilities will be?
 - He also asked about the status of development for a new website
 - Andrew ended by stating that he has concerns about transparency at KBOO
- Arthur Rizzotto, KBOO Chief Engineer - staff who was part of the layoffs
 - Arthur told the board that he has been a part of managing at least a dozen radio stations in the past
 - He has been a board president, a station manager, chief engineer and DJ
 - Arthur announced that he believes there was a failure of leadership that resulted in KBOO's layoffs



- He believes that the board knew that layoffs would eventually happen when the last Collective A Bargaining Agreement was negotiated and added positions anyway.
- He asked why the KBOO board does not raise money like other nonprofit organizations and told the board to “Do your job”.
- Arthur said that KBOO claims to be pro-labor when it is not
 - KBOO’s management does not give a “f***” about staff
- Arthur’s time limit was called and he asked for more time.
 - He was denied additional time.
- He yelled “F***” at the board
 - Jill process checked Arthur for violating KBOO’s meeting guidelines and House Rules
- This public participation ended
- Arthur continued talking
 - He stated that the situation is unbelievable and a failure in leadership entirely
- Diablo, long-time KBOO programmer/volunteer, former board member, Policy and Governance Committee, Engineering Committee
 - Diablo explained that he felt stunned and shocked
 - He said that he echoed Conch’s concerns
 - Diablo also suggested recognizing that there are a lot of strong emotions around the layoffs
 - He does not object to using an explicative to express frustration

APPROVE KBOO BOARD MEETING MINUTES

- Approve September 2024 board meeting minutes
 - [KBOO BOARD MEETING MINUTES 09232024](#)
 - Motion to approve - Ona
 - Second - Josh

KUDOS & APPRECIATION

- Ona | thank you and appreciation to the staff that are departing
- Josh | echoed Ona’s thanks to the staff leaving for their contributions to KBOO
- Jill | Thank you to Joyce and Ona for their help with Board Orientation
- Michael | thanks to the KBOO Community - especially staff and volunteers
- Josh | Thank you to Nathan and Danielle for the open and honest communication about the budget
- Thomas | Thanks to Nathan for helping him support his event
- Mike | Thanks to Jill for her hard work



- Danielle/Nathan | Thank you to Althea for the hard work on the Running on Air programs that have been airing since September.

NEW BUSINESS

- **Board officer elections**

- Vote | slate of officers
 - President, Mike Frost
 - Vice President, Michael Van Kleeck
 - Treasurer, Joyce Nance
 - Secretary, Jill Blanchard
 - At-large (Executive Committee), Ona Harshaw
- The slate of officers for FY25 was unanimously approved

- **Committee Assignments**

- **BOARD OF DIRECTORS OFFICERS & COMMITTEE ASSIGNMENTS 2024-2025**
 - Additional committee assignments to what were selected at Board Orientation
 - Carmen and Ona will revive the People of Color Caucus
 - Ona and Josh will join the Strategic Planning Workgroup
 - Motion to approve - Michael
 - Second - Ona
 - Committee assignments for FY25 were unanimously approved

- **Staff presentation**

- No presentation

- **Station Manager Report**

- **Station Report - 2024-10.pdf**
- This Friday, 11/1 KBOO will hold its 4th Art Walk. The theme this month is Dia De Los Muertos and is supported by director, Carmen Garnica along with the work of Arty, Membership Director and Kate, Engagement Coordinator
- The tour of Stonehenge Tower scheduled for this week has been canceled
 - It will be rescheduled soon


- **Engineering Committee**

- Updates covered during the Station Manager's Report

- **Development & Events Committee**

- **DEVELOPMENT COMMITTEE MEETING NOTES 10212024**
- A new committee member works at the public library in Vancouver, WA and has access to the Foundation Directory
 - They will share this information with Nathan to help identify sources of funding.



- Committee members are developing their testimonies on why they support KBOO
 - To be used in conversation with donors
- Looking for 2 board volunteers to write the end-of-year letters that will be sent to the membership during the End-of-Year Fundraising Drive.
 - FY24 Look back
 - FY25 Look ahead
- In-person donation events
 - Looking for several volunteers to host
 - There will be shifts on Wednesday, 12/11; Friday, 12/13; and Saturday, 12/14
- Jill will be working with Membership to develop a list of members to call to thank during the End-of-Year Drive
 - More information coming soon
- **Program Advisory Committee**
 - Updates covered during the Station Manager Report
- **Governance/Policy Committee**
 - Governance and Policy Committee is on hiatus until Tuesday, 1/21/2025
 - Zale will be on sabbatical through the end of 2024
- **Nominating Committee**
 -  **NOMINATING COMMITTEE MEETING NOTES 10082024**
 - Resignation
 - Sherry Morisch resigned from the Board of Directors effective 10/19/2024
 - Board Orientation recap
 - The Nominating Committee covered the entire agenda
 - The orientation was more fun this year thanks to games prepared by Joyce
 - Recruiting
 - The board currently has 10 directors
 - 2 open seats
 - KBOO is always recruiting for the board
 - Pass suggestions to the Nominating Committee
 - Joyce, Josh, and/or Jill
 - Training and development
 - Working board meeting scheduled for Monday, 11/11 @ 6pm
 - Training: Intro to KBOO Finances Pt. 1
- **Management Bargaining Committee**
 - The current Collective Bargaining Agreement (CBA) expired in September
 - The current contract is in-force until a new contract has been bargained for and ratified by Management and CWA Local 7901



- The next task of the Management Bargaining Committee is to negotiate to assign the remaining job duties left after KBOO's layoffs.
- Current committee members
 - Nathan
 - Mike
 - Joyce
 - Ona
 - Jill
 - Emma
- **Finance Committee**
 - Monthly finance report
 - FY 25 Budget
 - The FY25 budget was passed during the September 2024 meeting.
 - Suggestion to develop a narrative and/or FAQ regarding the FY25 budget and KBOO's layoffs
 - The Finance Committee and the Board of Directors will continue to monitor the budget quarterly with a thorough review in 6 months.
 - The cash on-hand number in the September report will be more accurately reflected in the November report after one-time expenses have been paid for layoffs
 - KBOO has limited unrestricted funding
 - The Operating Reserves number in this report still reflects 3 months of operating expenses for from the FY24 Budget
 - This number will be reduced to reflect the 3 months of operating expenses from the FY25 Budget
 - This figure will be updated for November 2024
 - Membership is KBOO's largest source of income
 - Membership and donations are increasing after a period of decline
 - Thank you to Membership Director, Arty Wall and Data Coordinator, Mike Ftacilas
 - Grants are not coming back as quickly as KBOO had predicted
 - Ethan requested a list of grants KBOO has applied for in the past
 - KBOO has not yet received the final audit for FY23
 - Update signers on credit union accounts
 - Remove signers:
 - Emma, former Board President
 - FY23 & FY24
 - New signers:
 - Nathan Vandiver, Station Manager
 - Mike Frost, Board President
 - Michael Van Kleeck, Vice President
 - Jill Blanchard, Secretary



- Althea Billings, Staff
 - Vote | signers for KBOO Community Radio's financial accounts
 - Update signers to the current board officers minus the treasurer along with Althea and Nathan
 - Move that the station manager be the primary point of contact on all bank accounts and that Danielle, KBOO's Bookkeeper, have read-only access
 - Move to remove anyone who is not listed as a signer in the first motion
 - Motion to approve - Ona
 - Second - Josh

OTHER

- Changing times
 - The board discussed the potential for a different world after the Presidential Election and the need for KBOO to adapt its role in response to changing circumstances.
 - There is the possibility of offering alternative programming or live coverage in response to significant events, such as the election.
 - The idea of brainstorming sessions to consider KBOO's role in broader social and mental health issues was also proposed.
 - KBOO also raised the concern of potential physical threats to the station and the need for preparedness.
 - The conversation ended with a discussion about altering programming based on significant events, with the suggestion that this could be considered in strategic planning.
- Legal assistance
 - Does KBOO want to look for a pro-bono attorney to assist with union bargaining and other legal needs?

ADMINISTRATIVE

- Board members: please set up your signature block for your board email account.

ANNOUNCEMENTS

- Thomas
 - Collective Roots has nominated KBOO for a grant
 - One of three nominees
 - They will contact Nathan if KBOO is selected for funding
 - Collective Roots is a philanthropic group of business women that supports an alternative peer group for youth
 - KBOO will be invited to an informal gathering in early November to discuss KBOO's impact and needs
- Josh
 - Setting up a social event for the board
 - Brunch? Bowling?



- KBOO staff are welcome
- Expect an email shortly to confirm the date and activity

ACTION ITEMS

- Jill will follow up with Andrew to discuss his concerns about recent staff layoffs.
- Jill will thank Conch and see if he wants to meet to discuss his concerns and suggestions.
- Jill will follow up with Diablo to follow up on his public participation comments.
- Nathan and Danielle will organize a meeting with programmers about KBOO's finances and budget.
- Nathan will investigate the agreement with Freeform radio regarding their equipment at KBOO.
- Board members will prepare testimonials about why they love and support KBOO.
- Board members will sign up for in-person donation events at the station on 12/11, 12/13, and 12/14.
- Board to draft end-of-year letters about FY24 accomplishments and FY25 outlook by 11/5.
- Josh will send an email about organizing a social event for board and staff members.

CLOSED SESSION

- Personnel discussion
 - Ona - motion to move into closed session
 - Josh - second
- End closed session
 - Motion - Jill
 - Second - Ona

NEXT BOARD MEETING

- Monday, 11/25/2024
- 6pm
- At KBOO and on Zoom

ADJOURN

- Jill - motion to adjourn
- Ona - second

Approved October board meeting minutes by: Jill Blanchard, 11/25/2024

