

MINUTES OF THE KGNU BOARD OF DIRECTORS MEETING

Monday, September 8, 2014
4700 Walnut St., Boulder, CO

Board Members Present:

Jon Walton, Chair
Liz Lane, Vice Chair
Risë Keller, Secretary
Joy Barrett, Treasurer
Gavin Dahl
Ken Fricklas
Robin Van Norman (remote via teleconference link)
David Wilson, Ex-Officio, non-voting

Board Members Absent:

None

Guests:

Marge Taniwaki
Arleigh
Chuck Edelstein
Jeannie Brisson
Kathleen Martindale
Guy Erickson
Bob Littlepage
Stephanie Smith
Irene Rodriguez
Yukari Mayae
Bill Hogrewe
Barry Gilbert

6:03 pm-Meeting called to order by Jon Walton

Agenda approved
July minutes approved

PUBLIC COMMENT

The Volunteer Working Group recommended postponing voting on the revised Bylaws and extending the comment period on them until after the volunteer appreciation event (all-station meeting) on October 1.

There was discussion of the Bylaws regarding grievance and redress procedures in particular. There are concerns about the policy and what it is.

Michele Barone (who had been on air and came into the meeting) asked whether any legal or financial reasons are motivating the Board to pass the Bylaws at this meeting. Jon said no. Discussion of updating the Redress Committee's purpose statement followed.

STATION MANAGER'S REPORT: David Wilson

The volunteer appreciation party (replacement for the all-station meeting) is October 1, 6-8, at the Boulder station.

Membership Drive

We have set the dates for the fall membership drive for October 8 -19. Our second renewal letter is going out in the next week along with our September e-newsletter; our first renewal letter has had a solid response. We will send out the challenge letter this week with follow up from board members by the 3rd or 4th week in September. We once again have the Iceland trip as an incentive for people to renew or become a new member; all Sustainers of Local Radio (SOLR) members will automatically be entered into the drawing.

Staffing

George Figgs started as our new Digital Content Manager on September 1. Welcome George!

Events

Pie R Square is happening this year in October. We are still working to finalize the details regarding venue, date, and time (tentatively set for October 5 at the Odd Fellows Hall in Boulder). We will also be having the Iceland concert (Reykjavik Calling) on Saturday, September 27, at 3 Kings Tavern in Denver.

Programming

Program Committee reviewed both Ralph Nader's and Thom Hartmann's programs at its September 2 meeting. We will start broadcasting Nader's program at 3:30 pm on Mondays and Hartmann's program at 3:30 pm on Thursdays in place of the rebroadcast of Democracy Now!

Capital Campaign

We are kicking off the next phase of the capital campaign with a brochure and website (3d.kgnu.org). We will plan to send out the brochure in waves to different groups of supports to help avoid disrupting fundraising for our operating budget. We will also work from late October through December to combine end of year giving, major donor development, and the capital campaign. Our goal is to raise \$250,000 by the end of 2015. We have so far raised \$105,000 (42%).

Engineering and IT

We have been working to create an internet connection with our AM transmitter site so that we can better monitor the conditions at the site, along with providing a backup communication link if the ISDN link fails; this is an aspect of our capital campaign. We have also been making improvements to our Comrad system and main website (www.kgnu.org).

There was discussion of the BBC News broadcasts. A question was asked about breaking out signal costs for the Denver station in the budget. Separate budget details are not broken out for Denver, according to David Wilson. David said the Strategic Plan addresses this.

A comment was made about how on-air announcements address program schedule changes and additions. People would like to see more consistency in how these announcements are made so that all programs are promoted equally on air.

Executive Committee

The Executive Committee met on Tuesday, September 2, to set the agenda for this Board meeting. The Executive Committee went into closed session to consider matters related to individual employees.

BUDGET COMMITTEE REPORT: Joy Barrett

FY14 budget to-date: Underwriting is lower than projected, as we have observed previously. At the August Board meeting, we discussed the FY15 budget in detail. The Budget Committee was tasked with finding funds to give the staff a raise or bonus, and met in August.

Budget Committee will keep a Capital Campaign income spreadsheet with income and expenses, but will not incorporate that information into the regular budget report spreadsheets. This budget included a 3 percent salary increase that the Board was tasked with finding.

The next Budget Committee meeting will be in early 2015.

The Board voted on the Fiscal Year 2014 budget. Passed.

RETREAT PLANNING: Jon Walton

Date: A Saturday in Late January, January 24, 8 to 4 with lunch.

This year it will be in Boulder. Possible venue: Outlook Hotel?

Risë will spearhead this.

Flexible: Big group meeting in the AM; breakout sessions on specific topics in the afternoon.

Previous retreat topics include emergency preparedness, and KGNU's strategic plan. David said we can create an email alias to solicit input on themes and topics for breakout sessions: retreat@kgnu.org

Some suggestions:

- Clayton Moore, who presented a couple of years ago, had a lot of expertise in volunteer and staff relations in nonprofits.
- Schedule a follow-up meeting for the Board when they can digest and respond to things brought up during the retreat.
- Breakouts: A Delphi exercise was suggested to determine what topics people are interested in and then they can prioritize them to adjust agendas for breakout sessions; then they develop forms to gather output and help people take action after the retreat.

BYLAWS COMMITTEE REPORT: Arleigh

Arleigh was thanked by the Board and other committee members for her years of work on this revision. Arleigh said she can't stay in the position of Bylaws Chair any longer than another month.

Some volunteers who attended this meeting also sent emails ahead of the meeting to the Board and the Bylaws Committee addressing their concerns about the Bylaws. Concerns included that the Bylaws are hard to read, that more time is needed to review them before the vote, and that the redress/grievance procedure has been moved to a policy file instead of included in the Bylaws in this revision.

Yukari suggested that possibly the Redress/Grievance procedures/policy could be exempted from the vote, if the Board wants to vote on the rest of the Bylaws tonight.

There was discussion of issues brought to the Bylaws Committee over the last five years of the revision process.

Chuck said bylaws are living, breathing documents. They have to be changed as you go. People who are affected by the document have to feel like they have access to it and can change it if it isn't working.

Guy read a statement about having been denied access to the Bylaws Committee a year and a half ago when he tried to get involved with the committee and revision process.

That statement was rebutted by several other Board and Bylaws Committee members.

Yukari advocated voting for the Bylaws tonight, excepting the Redress/Grievance procedure.

Barry explained the reason the Redress/Grievance procedure was moved outside the Bylaws to a "policy file": he said it makes the Bylaws cleaner and makes it easier to revise policy outside of having the entire Bylaws reviewed and approved.

Guy said putting Redress/Grievance procedures in the Bylaws makes it harder to change them.

Marge said if the Board could assure the Volunteer Working Group that a Redress Committee will be formed or can be formed as an outcome of this process, that would reassure the volunteers greatly.

Ken said it is not the Board's role to hear grievances. That should be the Grievance Committee's responsibility, and only issues that can't be resolved through mediation and other channels should be brought to the Board.

Gavin suggested adding agenda items to the next couple of Board meetings about a Grievance Committee/redress process.

Motion to add the redress/grievance policy/process to next month's Board meeting agenda. Passed.

Motion to adopt the Bylaws as presented. Passed.

NOMINATING COMMITTEE: Nile Southern

Nile presented Jeannie Brisson as a Board candidate.

OTHER BUSINESS:

8:29 pm – The Board went into Executive Session to vote.

8:34 pm – The Board came out of Executive Session.

8:35 pm – The Board announced that the vote for Jeannie Brisson as a new Board member passed.

8:45 pm – The Board went into Executive Session to consider matters related to individual employees.

9:30 pm - Meeting adjourned.