

January 2021 KGNU BOARD OF DIRECTORS MEETING MINUTES

KGNU Board of Directors
January 11, 2021, 6:00 p.m.
ZOOM Meeting
Boulder, CO

Board members attending:

Rebekah Hartman - Chair
Barbara Stern - Vice Chair
Carl Armon – Treasurer
Roz Brown – Secretary
Sanford Baran
Robert Hastings
Elena Klaver
Shiquita Yarbrough
Tim Russo - Station Manager (Ex-Officio Board Member)

Staff members attending:

Dave Ashton
Verity Matthews

Public/station volunteers attending:

James Gralian
Joy Barrett
Bill Hogrewe
Gena Welk
Mary Neff
Iris Berkeley
Eric Scace
Marge Taniwaki
Cal Huss
Timm Lenk

Executive Committee: The Board's Executive Committee met on Tuesday, January 5, 2021 to set the agenda for this board meeting.

***** January meeting called to order: 6:03**

Public Comment

Marge Taniwaki:- as a volunteer for three decades, believes during this time of time of national crisis we need a message over the airwaves that steps have been taken to protect the transmitter and that KGNU will continue to do what it has done for more than 40 years. Timo said he would look into a message or communication.

Station Manager Report: Tim Russo

Coronavirus Protocols

There are no Coronavirus studio or station protocol updates since the tightened measures were implemented in October. We will remain closed to the public; maintain the [current studio usage protocols](#), limiting one person in the Red Studio at a time, a suspension of studio rentals, radio training classes, etc. Both the Boulder and new Denver Studios have self-screening stations at the front desks. We encourage everyone to use the contact trace apps that are available.

Denver

We're settling in at the Buell Media Center. We continue to work through some technical issues with some low-level noise pollution coming from the Denver board. A handful of technical solutions were implemented over the weekend that we hope help resolve the issues and allow for a consistently clean audio feed from the Denver studio. 700 Kalamath should be cleaned out and completely vacated at this point. We did have to pay an additional month of rent for December.

Year-End Campaign

Our combined year-end fundraising campaigns generated an excellent community response that included approximately 620 donations totaling just over \$81,000.00 not including roughly \$14,000 in gifts to the capital campaign or \$5000 in a matching grant from the Colorado Media Project. The response exceeded our \$62k goal. KGNU appreciates everyone who contributed to the successful year-end campaigns!

News Director Search

We are starting a new search round for the News Director position this week. The position will stay open until we find the right candidate. We will continue to work with Roz Brown and Sam Fuqua as Interim Morning News Producers while we search for the next News Director. We hope to have additional, well-qualified candidates to interview by the end of January, in hopes of having our next News Director settling in prior to the Spring Fund Drive.

Grants and Programs

Although, KGNU had finalized and submitted the PPP loan forgiveness application. Per the recommendation of the bank, we withdrew our application based on the announcement that the SBA will be releasing a new simplified application for businesses whose loans were less than \$150,000.00. We will apply through the simplified process once the applications are available. We are keeping our eyes on the criteria for eligibility for the second round of funding, however, we may not qualify.

DEI/Anti-Oppression Training

KGNU Staff continues to meet on a monthly basis with Building Bridges. In early 2021 we are planning to broaden the scope with follow-up training for the Board of Directors and additional training for committee members. Dates have not yet been set.

CPB/FCC

The KGNU Frequency License is up for renewal in 2021. KGNU filed for renewal of our Non Commercial Educational broadcast licenses on November 30th. The renewal applications can be found by going to the Public File Links at the bottom of the KGNU homepage. We completed our post-filing announcement requirements and certifications. We will continue to stay updated on the renewal process as we await any determinations from the FCC.

Treasurer Report - Carl Armon

We will be looking at the P&L Budget vs. Actual for November 2020.

Our total income was about \$191.5K. Our expenses were about \$174.5K, so we had a net income to date of about \$17K. Our budgeted net income for November was \$16K.

Contributions to **income** include: underwriting, car donations, CPB funding, grants, memberships, program guide ad revenue, studio production time and training fees, and special events income.

Contributions to **expenses** include: debt service, employee benefits, interest, IT, insurance, office supplies, professional fees, program acquisition, rents, salaries, and payroll taxes.

Income: Through the end of November, we were at 109% of our income goals, above budget by about \$16K. We were at 119% of our membership goal, with actual income \$15.5K above income goal for the month. We are at 27% of our November budget goal for business/industry underwriting, and we are at 287% of our budget goal for car donations (\$10K above goal).

Expenses: Our total expenses through the end of November were at 95% of our projected amount. Engineering professional fees were at 28% below the budgeted amount, and Repairs & Maintenance was at 33% below the budgeted amount.

Overall: Because we were at 109% of income goals and 95% of budgeted expenses for November 2020, our Net Income is above the budget estimate: \$17K compared to our budgeted value of -\$7.8K.

Events Committee Report

Date of Meeting: 1-4-2021

In Attendance: Co-chairs: Kathy Metzger & Barbara Stern; Sarah Shirazi, Staff Liaison; Dave Ashton, Shiquita Yarbrough, Dan Willig, Meredith Carson

Events Committee spent the 2 hour meeting discussing details to ensure that the Virtual Mardi Gras Bash is organized. Discussion dealt with the on-air programming schedule, how to interface the Zoom and radio broadcast for the event, sponsorships, marketing and who will be responsible for different aspects of producing the event. events will occur during our February meeting when most details for Mardi Gras will be figured out.

Capital Expansion Report

Date of Meeting: 1-6-2021

In Attendance: Elena Klaver, Chair; Tim Russo, Staff Liaison; Robert Hastings, Carl Armon

We each gave our updates on our progress with prospects. We will divide up board members after the next board meeting and speak with them about possible donations, if they haven't made a contribution.

We continue to pursue possibilities for real estate and/or financial donations. Now that the elections and new year are over, efforts will be renewed.

Development Committee Report

Date of Meeting: 12-20-2020

In Attendance: Robert Hastings, Chair; Verity Matthews, and Sarah Shirazi, Staff Liaisons; Barbara Stern, Danielle, Mary Neff - public attendees

Check-in with each team member: Robert referred two potential underwriters (Women-owned businesses)

Development Director Update (Sarah)

• Grants

- 1) We were not chosen for Report for America Grant
- 2) Receiving \$23,000 in GOS support Nonprofit Emergency Relief Fund
- 3) Working on more grant prospects
 - Working on Major Donors
 - Planned Giving, donors reaching out to Sarah about donating stock and IRA rollover
 - Working on End of Year Fundraising Plans- focus on working with Verity

Update from King Soopers- will work on this next year

The manager Chong Bierworth (Hmong) left store; brother Adam is the new manager

Membership Coordinator Update (Verity)

Need help with calls- all hands on deck Colorado Gives Day went well! Raised approx \$34 k from over 300 donors

Thank you calls in progress goal to complete by this week, 12/23 100 left to make

- Barb can call up to 100; Danielle can do some calls; Mary can make calls too
- Industry-standard is making calls and sending thank you letters out within 48/hours
- Robert will be asking for Board support with calls as well
- Check-in on Cultivation Calls- SOLR Members - 1,300 People calls in progress; any help with these * would be appreciated; the goal is to have these complete by EOY
- End of year calls: Robert, Barbara, Mary Neff

Robert is grateful to everyone who attended - there's decent participation, which seemed to be flagging.

Next Meeting: Monday, January 18, 5:00 p.m. via Zoom

Nomination Committee

Date of Meeting: 12-16-2021

In Attendance: Co-Chairs: Joy Barrett & Nile Southern; Thomas Lenk, Marge Taniwaki, Elena Klaver, Bill Hogrewe

DISCUSSION ITEMS:

- NomCom and Board prospects were discussed as well as who on the committee will be responsible for following-up.
- Dennis Glowniak has resigned from NomCom
- Potential youth representatives were discussed
- We talked about email conversations with Staff regarding our approach and platform for the presentation the NomCom was developing for recruiting committee participation. Joy and Nile will follow up with Staff on this.

Discussion took place on improving application forms. The applicant point-person will track committee/Board meeting attendance, number and category of references, up-to-date station membership. We revisited and improved the tracking sheet for documenting when an application received, etc.

ACTION ITEMS:

- Point persons for recruiting prospective NomCom and board members will follow-up on actions as discussed.
- Joy and Nile will contact Staff regarding committee participation recruitment presentation content and platform.
- Nile will incorporate edits to the tracking sheet and send to NomCom for review
- After noting that the next scheduled NomCom meeting falls on MLK Day a Doodle Poll was conducted. Tuesday, January 19, 6 p.m. to 8 p.m. was chosen for our next committee meeting.

Strategic Planning Committee

Date of Meeting: 12-17-2021

In Attendance: Sanford Baran, Chair; Tim Russo, Staff Liaison; Eric Scace and Marge Taniwaki

Draft Recommendations to the Board re Strengthening Committees

1. Finalize two one-page recommendations to the Board regarding our Strengthening Committees work. Each one-page recommendation document will clearly and accurately list the pros and cons of each recommendation.

The feeling on the Committee is that it's time to bring closure to our Strengthening Committees work. The hope was that we could present these recommendations to the Board at the December meeting and have the Board vote on them. But it has been difficult getting the key people working on and writing-up these recommendations together to finalize them, given all that has been going on with bringing the new Denver studio online.

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It's looking like this vote will probably need to be delayed until the January 2021 Board meeting. This will give Strat enough time to finalize the docs and distribute them to Board members in advance of the January meeting, so everyone can be adequately prepared when it's time to take a vote.

Our next Strat Com Meeting is on Tuesday December 15th from 5:00 to 6:15 PM.

KGNU Programming Committee did not meet in December 2020.

Strategic Planning Committee - Presentation of Committee Policy Recommendations Requested by BOD in late 2019 and facilitated/developed by Strat Com during 2020.

Two proposals for consideration:

- 1) KGNU Committee Chair Policy and Procedure Proposal - Chair Term Limits**
 - a) Board moved and seconded a motion to adopt
 - b) Board opened floor to discussion and invited committee and public comment
 - c) NomCom presented suggestions for amending the policy (see below)
 - d) Board discussed and amended policy recommendation
 - e) Board motioned and seconded to vote on adopting
 - f) Board adopted/approved the below recommendation policy and proposed procedure (Vote taken: Yays: Barbara, Roz, Carl, Sanford, Shaquita, Rebekah; No: Elena; Abstention: Robert)

01-2021 Goals of the Recommendation

In order to:

- Support a fair, equitable, transparent and accountable committee leadership structure
- Encourage participation by a diversity of committee chairs who collectively represent the diversity found in KGNU's service areas
- Ensure a regular rotation of Chair leadership and a focus on succession planning • Cultivate and mentor leadership throughout the KGNU community that provides opportunities for interested volunteers to consider serving as a committee officer • Broaden the scope of leadership experiences across the community and volunteers in KGNU
- Align ourselves with non-profit best practices and be at the forefront of organizational excellence as outlined in the Strategic Plan

Strat Comm recommends* the Board adopts the following policy and implementation plan.

Amended Policy: (passed 1-11-2021)

- Every committee must have a Chair. (per the Bylaws, Article 7.3.1)
- All Committee Chairs/Co-Chairs must be approved by a majority vote of the Board of Directors. (per the Bylaws, Article 7.7.1)
- A person may serve up to three consecutive years as any one specific committee's Chair/Co-Chair.
- A person may serve up to six total years as any one specific committee's Chair/Co-Chair.

Amended Implementation Plan

Committee Chairs/Co-Chairs must be approved by a majority vote of the Board of Directors.

The term for each Chair/Co-Chair is one year, beginning at the conclusion of the Board of Directors Annual Meeting or at the end of any regular meeting of the Board when the appointment was approved, and ending at the end of the subsequent Board of Directors Annual Meeting.

In order to encourage a reasonable rotation in leadership, no person shall be eligible to serve more than three consecutive terms as Chair/Co-Chair of the same committee. A person who has served three consecutive terms as Chair/Co-Chair may continue to serve as a member of the committee.

No person shall serve on more than one committee as Chair/Co-Chair simultaneously, except:

- An officer of the Executive Committee may also serve as a Chair/Co-Chair of other committees.

Term limit details:

After a gap in service of at least one year, a person is again eligible for appointment as Chair/Co-Chair of the same committee.

Service as Interim Chair/Co-Chair for more than six months of a term counts as service for the full term.

The Service of a Chair/Co-Chair who resigns from their committee role at any time after a term begins counts as a full term.

Six terms shall be the limit a person may serve as Chair/Co-Chair of the same committee.

Transitional provision: Service by current officers during the 2020-2021 term shall be considered the first term under this policy.

Exceptions to this policy include:

- Conflict Resolution Committee
 - Article 7.10.5.2 of the Bylaws requires that the Chair and members of this committee be appointed by the Board of Directors at the annual meeting.
- Budget Committee
 - Article 7.10.4.2 of the Bylaws requires that the Treasurer of the Board of

Directors serve as Chair of this committee.

- Executive Committee
 - o Article 7.10.1.1 of the Bylaws requires that the Chair of the Board of Directors serve as Chair of this committee.

Recordkeeping:

The committee's Secretary shall maintain the list of the committee's officers, members, and their term number and expiration. For example:

Committee Member Name	Member Term Start Date	Member Term End Date	Current Term #	Officer Term
Juana de Fulana	February 2020	February 2021	First Term	
Peter Rabbit	May 2020	May 2021	Third Term	1 st as Secretary
Felipe Plateau	August 2020	August 2021	First Term	
Aisha Greene	November 2020	November 2021	Fourth Term	2 nd as Chair

Removing a member: see the KGNU Bylaws, Article 7.8.3.

Evaluation:

In 2025 (i.e., after each committee office has had more than one appointee), the Board shall evaluate the results of this policy against the goals set forth in the recommendation. The Board may make adjustments to the policy at that time or thereafter to further improve future results.

2) KGNU Committee Membership Policy and Procedure Proposal - participation revisions

After an hour-long discussion, Barbara proposed tabling this proposal and Carl seconded. More work will be done to make this palatable to the BOD, committee members, etc.

Strat Comm recommends* the Board adopts the following policy and implementation

plan. **Policy**

- Committees actively seek out and support a diverse membership.
- Prospective members for each committee:
 - o Apply for membership
 - o Commit to a 1-year term

- May not serve on more than 2 committees simultaneously
- Each committee votes on membership applications once per quarter

Implementation plan

Becoming a committee member:

Prior to being considered for membership, the prospective member shall attend at least two meetings of that committee within the preceding 12 months.
(Bylaws Article 7.8.2)

Prospective members shall be given a clear one-page description that includes the Committee Purpose Statement, summarizing what the committee does and what it will likely be working on, and committee guidelines.

Prospective members will complete a short online application.

The committee shall approve new members at its regular meeting in February, May, August and November.

The vote on each candidate's application shall be by secret ballot of the current committee members.

Committee membership:

A member's term is for 1 year:

- Beginning at the end of the committee meeting during which the member was elected.
- Ending at the end of the regular committee meeting in the same month in the following year.

A member may re-apply for membership at the end of their term. No limit exists on the number of terms a person may serve as a member of the same committee.

Except as listed in Note 1 below, no person shall be a member of more than two committees simultaneously.

Regular attendance by members of at least 2 out of 3 meetings is strongly encouraged.

Recordkeeping:

The committee's Secretary shall maintain the list of the committee's officers, members, and their term number and expiration. For example:

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Removing a member: see the KGNU Bylaws, Article 7.8.3.

Exceptions:

1. The limit on committee memberships does not apply to the following:
 - o Membership in the Executive Committee;
 - o Membership by the Station Manager and staff members appointed by the Station Manager.
 - o Membership by Board Members when required to meet minimum board committee liaison requirements.

Hour-long discussion on policy recommendations included NomCom’s objections:

Dear KGNU Board, Strategic Planning Committee, and Committee Chairs: Thanks to the Strategic Planning Committee for all the work they’ve put into the proposed policies. There are lots of useful elements. There are also some items that we anticipate could impede committee membership and participation at a time when one of KGNU’s crucial needs is to recruit and retain more volunteers. In addition, there are some elements of the proposed policies that conflict with the Bylaws with respect to multiple committees. We believe StratCom’s proposed policies could be strengthened by addressing participation barriers and Bylaws conflicts. We further believe that the KGNU board should not approve the policies until these issues are remedied.

The Nominating Committee offers our review for your consideration, and summarizes below the areas where we suggest modification. In the interest of refining StratCom’s proposed policies, NomCom suggests the proposed policies be modified in ways that:

1. Do not present any unnecessary barriers to committee membership and participation;
2. Refine goals to make them measurable and achievable (with example milestones);
3. Implement slight changes to language in order to be congruent with KGNU’s strategic plan;
4. Identify specific articles of the Bylaws referenced in the proposed policies, and cross-check to be sure the proposed policies do not conflict with Bylaws; and

5. *Streamline mandates for committee structure (in addition to Bylaws requirements) whereby committees retain their autonomy to structure themselves according to what works best for them, while adopting uniform standards and expectations to strengthen committees and work more effectively for KGNU's mission.*

We have sequentially compiled StratCom's documents into one file. Our suggested modifications are highlighted where we've added text, crossed-out where we've suggested deleting text, and in text boxes that include our comments and suggestions.

We appreciate the hard work StratCom has put into the proposed policies. We hope you will take a look at our suggested modifications and consider these as the board discusses and prepares to vote to ratify the new policies. Perhaps some minor modifications, as we suggest, may be implemented, looking particularly at how they affect NomCom, which is the only committee mandated to carry out certain duties related to board governance and is endowed with unique capacities and responsibilities outlined in the Bylaws.

Announcements

Adjourn 9 p.m.

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