

Back Porch Radio Broadcasting Inc. Board of Directors  
Wednesday August 17, 2016 at 7:00 PM

**Board members in attendance:**

**Note: Board President doesn't vote**

Martin Alvarado – Member  
Laura Gutknecht – Member  
Gilman Halsted – Member  
Doug Holtz – Staff Representative  
Stuart Levitan – President  
Paul Novak – Member  
Terry O'Laughlin - Treasurer  
Santee Seiberlich - Secretary  
Jan Levine Thal – Member

**Unable to attend:**

Sarah Carroll – Member  
Steve Ringwood – Member

**Guests: none**

**Call to order: 7:16 p.m.**

**Introductions**

**Announcements:**

- Paul: Regarding the board meeting published start time of 7:00 vs. 7:05. Action Item: Change the start time to 7:00 consistently on web.
- Reminder Look at whom you are replying to in email. Nathan, our new temporary hire, is in charge of mailing lists and can clean them up. Doug can give him input. Lists should be defined, as well. For communication to staff and board, use 'Reports'. For communication to just the board, use 'Board'.
- Parking: Permits and maps for Wednesday night board meetings are at the front desk for board for 1 year
- The conflict of interest for FCC needs to be signed. Action item: Stu will take care of the documentation.
- Liability insurance for Directors and Officers (D&O) for board members was paid for a year. Terry was told that insurance is not enough. **There must also be language in the bylaws referring to the insurance and absolving the board members of personal liability.**
- Laura's status as unpaid staff: Is she subject to staff or volunteer rules?

- Laura and Terry used UW's Donate and Take Event at Lot 45 to clear a lot of items out of the basement.
- Laura, along with the ad hoc committee and, with the approval of the Executive Committee, has selected, Nathan McQuillen as the interim hire through September 30<sup>th</sup>. He has prepared the appropriate documents and there is a new employee onboarding packet that was used for this.

### **Approval of Minutes (July 20)**

Note: Executive Committee meeting minutes do not need to be approved.

**MOTION:** To approve the board minutes from July with the clarifications noted below.

BY: Jan

Second: Terry

Passes: 8-0-0

Edits to be made to minutes:

#8 – to look at it and read about forums (that was the reason)

#9 – Paul had criticisms of Terry's at the annual meeting. Others supported Terry's performance.

### **Treasurer's Report (Terry)**

The Treasurer's report was distributed. Cass Joy has asked the board to consider moving to calendar year budgeting. She believes it would make things much less confusing for the board. Terry has been authorized to check to see if there is a CPB limitation on this.

The board must formally approve adding Terry as a signatory.

**MOTION:** To formally approve adding Terry as a signatory.

By: Jan

Second: Martin

Passes: 8-0-0

Reminder from Terry that the bylaws require board approval for any changes to signatories.

Sybil, Glenn, Terry, Stu, Molly are current signatories.

Two employees sign the paychecks now, but no members of the board. This is a concern. Checks go out every Monday and every Thursday at 3 p.m., plus there are on-call requests for signing of emergency checks.

Is it good practice to allow the treasurer to sign checks? Terry has no access to the accounts and two signatures are always required, so this should not be a concern.

Cass is concerned that there are almost no written financial procedures. We should also consider outsourcing to a service for paychecks.

**MOTION:** Move that at least one of the signatories on a full-time paycheck be a board member.

By: Terry

Second: Jan

Jerry comes into work at 1 p.m. and the checks are distributed around 3 pm.

MOTION WITHDRAWN. Terry asked to discuss in closed session.

There is approximately \$13,000 in depreciation IRAs to account for. Staff has forgone the WORT 2% IRA contribution for this year.

There are two clauses with the IRA. One says 3% WORT contribution with no employee contribution and the union contract says 2%. Staff saw three representatives: 2 IRA reps, plus a woman that works with Community Shares (401k shared across 9 orgs.). Staff has yet to discuss this to see if there is a strong feeling to go with one over the others by staff.

The original contract was signed in 2005. Mark Saunders has the records. Jerry must produce a document with information about employees and how much they were paid, because 2% is to be provided without employee match, and the law requires part-time staff to be included.

This represents a minimum of \$5,000 within the last calendar year. Doug estimates \$12,000-\$13,000 without interest.

Journal entries over last 6 years (corrections ordered by bookkeeper) have been increasing.

Roman is due IRA funds. We have to pay interest until we have the money in the account.

The board should set a target of three months operating expenses in reserves and develop investment plans for it (create board-restricted funds within the accounting system that the board must approve use of). The Finance Committee will explore this.

## **BUDGET**

Profit and Loss for last fiscal year showed that income increased 6% over the previous P&L statement.

Note that the board appreciates all of the extra work staff and volunteers are doing.

### **Finance Committee Report**

Line of credit approved

Business savings account includes courtesy transfer system. Auto-give and Community Shares go here.

Thanks for Doug for taking notes and Susan for vetting.

Our gratitude should be also expressed to Cass Joy.

What is our plan for developing financial policies? Once we stabilize, we make them part of the 2017 work plan. We also need to gather those that already exist.

Staff is in compliance now with many of the items the auditors pointed out that needed improvement addressed.

Remember that policy is different than procedure. We need policies in place.

**MOTION:** To receive the Treasurer's and Finance Report.

By: Jan

Second: Gil

Passes: 8-0-0

### **Staff Reports**

Need exists for additional hours for Assistant Music Director, especially without a web director. This is important for live remotes, as well. 10-12 hours is needed.

Laura believes IT and studio are pretty well covered. Web duties aren't being covered by the interim hires and staff will need to find a way to attend the web collective meetings.

**MOTION:** That we approve one-time 10-12 hours for Aaron (up to \$150).

By: Jan

Second: Martin

Passes: 8-0-0

All schedule changes should be posted as a service to our listeners.

Angry emails to staff are not appreciated, especially when they are under stress.

We have all of the existing PDs in the packet. We should be getting 3 docs (Existing PD, what they are doing and what they think they should be doing).

If people have thoughts, send to Sandee (sandee@uwalumni.com) and the Personnel Committee will gather these.

### **Committee Reports**

**Engineering Committee:** The Engineering Committee met and would like to form work groups so that volunteers can pursue tasks, e.g., Active Directory work group. They are using Trello for work tickets.

It has been finalized that WORT will be getting 25 computers and monitors from Edgewood. Active Directory will need to be installed on each. There will need to be a computer set up for imaging. Nathan can do this. Finalizing pickup is in the works and Terry has offered his trailer.

**Archives Committee:** Paul working with to duplicate the photo in lobby

**Events Committee:** Discussed Rock and Bowl logistics and Willy Street Fair

Board members are asked to please sell raffle tickets.

Reminder, if you have not sent thank you notes to new donors, please do so, from Susan.

**Facilities committee** – Could this committee be rolled back into the Engineering Committee?

Please keep in mind that some items that look like trash may not be.

Staff needs to identify a point person whose responsibility it is to take care of day-to-day facilities issues. Also, a large amount of stuff needs to be moved out of the finance office, and Terry needs to know where it goes. These are items that don't need to be locked down, due to age. This should go on staff meeting agenda.

**MOTION:** To receive the committee and staff reports.

By: Jan

Second: Martin

Passes: 8-0-0

## **Committee Appointments – Board**

Events Committee is logistics (not fiscal)

Fundraising should roll into the PROM committee, per Doug. There is lots of outreach for PROM, but no marketing. This would add a marketing push, e.g. pledge drive models, logo, and full marketing strategy.

According to the bylaws, Executive Committee, Finance Committee, and Personnel Committees are permanent.

Standing committees required in policy and include Bylaws, Regulatory Compliance, Fundraising, Elections, and Public Relations

The documents are inconsistent.

**MOTION:** That Stu is added as a member of the Bylaws Committee.

By: Jan

Second: Gil

Passes: 8-0-0

Bylaws will look at committees and their membership.

**MOTION:** That John Kraniac, Karen Holden, and Martin Alvarado be appointed to the Financial Committee.

By: Terry

Second: Gil

Passes: 8-0-0

Terry will convey Grant's material to Susan to see if he can be involved. Finance may also add work groups. This can be reconsidered at the next meeting.

**MOTION:** Attendance at the staff collective satisfies a committee commitment for a board member.

By: Sandee

Second: Jan

Passes: 7-1-0

What is the role of the board member at the staff meeting?

According to Terry, this is a temporary thing to get us through a difficult time. He would like the board to move back to governance and would like the board members to only have to serve on one committee to avoid burnout.

Laura attended staff meetings as a guest and in an advisory (nonvoting) role. This could be the model: To leave during sensitive discussions, such as collective

bargaining discussions and provide facilitation while serving as board liaison. Board members can request, but not demand agenda items.

Some staff members don't feel that they can speak as freely with Stu in the room. If there are things staff doesn't want the board to know, that is an issue. Staff could request a different board member if they are unhappy with the choice.

Request from Elizabeth Delaquess for either staff minutes or monthly staff report. Staff doesn't want to grant her access to the minutes, but the report may be a different story. It's public information because it is part of the board report. Weekly collective minutes are not public. The CPB would want the minutes to be open. Stu will speak with Sally Stix to determine how we receive the minutes. Weekly staff minutes could go to the board list as documents vs. being part of the board meeting packet.

Phone system changes - WORT is under contract. We need to know how much it will be to switch to a different system. The phones are expensive, difficult to use, and are also buggy. Several have been removed from the system to save money. There is currently no way to page people inside the station. A member of the staff should investigate the terms of the contract.

**MOTION:** To move to closed session

By: Jan

Second: Terry

Roll call vote: unanimous.

Reason for closed meeting: Matters regarding individual employees and matters requiring confidential advice of counsel.

## **12. Adjournment**

Move to adjourn

By: Terry at 10:42 p.m.