

Board of Directors
Back Porch Radio Broadcasting, Inc.
Agenda (Amended)
September 21, 2016 - 7:00 PM
Goodman Community Center, 149 Waubesa St.

Board members in attendance:

Note: Board President doesn't vote

Sarah Caroll – Member
Laura Gutknecht – Member (arrived 7:35)
Doug Holtz – Staff Representative
Stuart Levitan – President
Paul Novak – Member
Terry O’Laughlin – Treasurer
Steve Ringwood – Member
Santee Seiberlich - Secretary
Jan Levine Thal – Member

Unable to attend:

Gilman Halsted – Member
Martin Alvarado – Member

Guests:

Guests Elizabeth Delaquess
Molly Stentz

Call to order: 7:07 p.m.

Announcements:

See Glenn if you would like to attend Nonprofit Days

Rules will start 11/1 for communication regarding closed sessions (for meetings of peers, Executive Committee, and board)

Bylaws can be changed between meetings by paper ballot

Web site updates needed: Part-time staff member list needs edits, board meeting time should be 7 p.m. - Doug will address these

Paul - Have the conflict of interest items been done? Can other committees get parking from Findorff?

Approval of minutes of August 17, 2016

MOTION: To approve August board minutes

By: Jan

Second: Terry

Discussion: Paul would like to see approved minutes. Doug will check his access to the MINUTES folder (vs. meeting packet). Note that anyone with the link is authorized to view.

Passes: 4-3-1 - initial tie vote broken by Su

Executive Committee Report (Stu)

Clarification of Executive Committee reports - some decisions needed to be made in order to move forward.

Who took part is needed for closed and executive sessions, along with the result of any votes.

MOTION: To accept the Executive Committee report

By: Jan

Second: Terry

Passes: 6-1-0

Finance Committee Report (Terry)

Action Items:

- a. To create workgroup/subcommittee to create a Financial Policy and Procedure Manual**

MOTION FROM THE FINANCE COMMITTEE: To create a workgroup or subcommittee to create a Financial Policy and Procedure Manual.

By: Sarah

Friendly amendment by Steve: That the committee be made up of volunteers is not accepted.

Amendment passes: 4-3-1

Recruitment will be completed by Terry and the finance committee, with ratification by Stu and approval from the board.

The Executive Committee can approve in the interim and the board can override at the next meeting.

Original motion passes: 6-1-1

Per Terry - people with financial skills are needed. Financial policies are necessary. Terry has examples of best practices.

b. To designate a point person for overseeing resolution of the FLSA overtime pay implications.

Recommended that the board to designate a point person for overseeing resolution of the FLSA overtime pay implications. Sarah and Stu will do this jointly. Sarah will be point person.

MOTION: Designate Sarah with Steve as backup for overseeing the resolution of the FLSA overtime pay implications.

By: Jan

Second: Stu

Passes: 8-0-0

We need to renegotiate the contract with the union regarding this and we also need a policy change.

c. To enact a policy regarding keys and office/facility access

Recommend to the board to direct the Policy Committee to draft a policy regarding keys and office/facility access.

Doug - Not having access to the finance office is a problem for him and Susan, because they have checks and need access to the company credit cards, plus Glenn needs to bring the cash box home. Petty cash also needs to be available. Staff must create a list of who needs access to what at what time. Co-signer may be needed for petty cash. This will be discussed further at a staff meeting.

IRA Project & Depreciation schedule

Keith Harsh, attorney, will work on the IRA project. Cass will provide reports. We need a volunteer to redo our depreciation schedule. This first requires an inventory of everything over \$300.

Our grant from the CPB is based on this. There is a possibility that one of the LTEs could do this. We also need to set a new dollar limit. It is currently \$300. Due date is 12/31/16.

MOTION: Authorize Laura to do an inventory to determine everything over \$300 (she may assign the work to LTEs).

BY: Terry
Second: Steve
Passes: 8-0-0

Moving fiscal year

Cost to station will be a short year audit needed and Susan will need help with a consultant for CiviCRM. No implications for granting agencies. The cost will be no more than \$3,500 for the review and audit.

MOTION:

Authorize the treasurer and financial consultant to proceed with the steps necessary to change from a July 1 through June 30 fiscal year, to a calendar year beginning January 1, 2017.

By: Terry
Second: Jan
Passes: 6-1-1

John Kraniac is going to arrange for accounting basics for board.

Treasurer's Report

The audit is completed. All corrections entered into QuickBooks. P&L was sent to the board. Fundraising went up 1.1%. Expenses were 7.18% over projected. IRAs need to be added.

Items recommended: 3 months in reserves is minimum target. (\$170,000 deposited in 3 years time). Auditors report will be ready by the next board meeting.

Historical revenue and expenses was shared.

Cass has recommended WORT use CiviCRM for underwriting. This is a future item to consider.

We have substantially reduced costs and have two great interim employees.

The next priority should be facilities items, e.g. downspout falling out. (earlier this week there was rain and the basement flooded as a result).

A second half-time position could be created to have Nathan take care of facilities. Laura has a list of items – gutters and downspouts repair, loose lock on front door, fix elevator, window between studios is a single pane and needs to be double (also windows need to be enlarged), collapsing drop ceiling in master control, track lighting in Combo B is inadequate. (The style of light is obsolete and lights not being

sold.) Remove non-functional dishwasher that is blocking HVAC. (Filters on air intake had collapsed due to being clogged, etc.) Distinct smell of mold in studios A&B. Sybil doesn't have heat (move her to computer room and switch them). Nathan is willing to do the work for \$10/hour if we can give him more hours as an independent contractor.

For Q2, we must renew the independent contractors' contracts and add second position for Nathan. Terry included this in the budget provided. Stated as 'independent contractors on a limited term contract'. Must adhere to state rules for contractors. These positions should be reexamined. Stu will talk to Sally. He will also ask for what is needed for bonding (insurance for Nathan).

Authorize \$5200 between 10/1 and 12/31 for Nathan.

There is nobody that does actual onboarding of employees. Note that an I9 is needed within 3 days of hiring.

Kristin as cleaner – are we paying insurance for her? Molly has been signing checks.

Molly will still be hiring her intern position. Her work/study funds are still in the budget. This should be added to employee costs.

What are we doing about web site and maintenance? Tim is doing the best he can as a volunteer. Is the web collective still meeting? Molly has sent emails, but Tim has been responding.

There was a major investment in the web site and we have to keep it updated. We followed Tim's advice to not hire someone.

Steve will talk with Tim to understand if there is a constrained amount of time he can volunteer for until we can hire someone. The correct web collective address is also needed.

MOTION: Authorize independent contractor contracts for Karen LSDD and Christine's studio/electronic contacts and extend them so that they continue working after September 30th, subject to review by independent contractors to current labor laws.

By: Terry

Second: Laura

Passes: 6-2-0

MOTION: Move for same provision regarding facilities/maintenance Nathan computer/operational, position.

By: Stu

Second: Jan

Friendly Amendment by Steve for Nation motion: Require Nathan to be bonded if Sally advises that he needs to be bonded to avoid legal responsibility.
Passes: 6-2-0

Friendly amendment for the Karen/Christine motion (\$2,500 allocated to work study).
By: Stu
Second: Sarah
Passes: 8-0-0

MOTION: Approve the Q2 budget as amended
By: Stu
Second: Sandee
Passes: 6-2-0

Discussion of Changing Meeting Schedule (Laura)

Laura has had a schedule change. Laura is valuable to the board. Terry will talk to Dave Black or Laura will arrive late to future board meetings.

Closed Session – Report of Closed Executive Committee meeting

MOTION: Move to closed session.
By: Stu
Second: Jan
Passes: 8-0-0 (individual voice vote)
At: 8:50 p.m.

MOTION: – To find someone to serve as bookkeeper and have Cass report back with the cost and have the executive approve if it makes sense. Authorize the EC to enter into an agreement with a contracted bookkeeper while Jerry is on medical leave.

By: Jan
Second: Terry
Passes: 7-0-1