

Board of Directors
Back Porch Radio Broadcasting, Inc.
November 16, 2016 - 7:00 PM
WORT Studios

ACTION ITEM FOR BOARD MEMBERS PRIOR TO NOVEMBER MEETING: Read collective bargaining agreement.

Note that votes are recorded in the following order: in favor-against-abstentions

Board members in attendance:

Note: Board President doesn't vote

Sarah Carroll – Member
Laura Gutknecht – Member
Gilman Halsted – Member
Doug Holtz – Staff Representative
Stuart Levitan – Member
Paul Novak – Member
Terry O’Laughlin – Treasurer
Steve Ringwood – Member
Santee Seiberlich - Secretary
Jan Levine Thal –President

Unavailable: Martin Alvarado – Member
9 voting members present

Guests: Elizabeth, Peter, Phrannie, Sam, Steph, Arlene, Jon, Molly

I. Minutes & Agenda

- A. Introduction of board members and visitors
- B. Approve agenda

Action Item: Jan will add the banking discussion to the next agenda.

- C. Approve minutes

Sarah will send amended October minutes to Santee

MOTION: Table approval of October minutes to December.
By: Doug

Second: Steve
Passes: 9-0-0

II. Comments from Visitors

Each visitor may have two minutes to speak at the beginning of the meeting. If you wish the board to take action, please state clearly the action you seek.

Jon Miner - Supports opening facility to volunteers who would like to create podcasts with WORT's name on them and renting to non-volunteers (same with putting WORT'S name on it). There will be a meeting to discuss these issues in December. If a major donor wants to earmark dollars for something specific, he is in favor.

Arlene – Does not support major donor earmarks.

Seth – In support of Sunday shows.

Sam – Sent an email. Supports Sunday shows. Concerned about finances and supports reorganizing staff. There is a process to do so in the volunteer handbook. Would like to have a staff/volunteer/board meeting to talk about a volunteer supported organization

Phrannie – Supports social media. Concerned about the future of the station.

Steph – Here to discuss social media.

Elizabeth – Co-leading social media.

III. Old Business

A. Review of the draft of the recommended procedure for non-emergency and emergency recruitment & hiring, along with addenda containing templates for the (1) Recruitment Requisition and (2) Offer Letter. – Sarah; 10 minutes

Sara distributed the Recruitment & Hiring: Procedure Memo and Recruitment Requisition form and read the contents of the memo.

Steve noted that a way to tie the memo to the requisition form is needed. A signature is needed on the document. The president should be the signatory

Sara will add that the full board can overturn the emergency hiring decision made by the Executive Committee at the next board meeting. The candidate will need to be informed that their position approval could end at the next board meeting, since the board could rescind the offer.

Add *members of the board* to the places where it says *staff collective* to address concerns regarding where the hire was initiated.

Post-hire items need to be documented, as well. (onboarding memo). This will be completed through creation of a separate memo by Sarah.

The bylaws say that any director can move for reconsideration of a hire by the full board at any time. Most current board members can respond within 24 hours if they have concerns,

All potential hires must know that they are potentially subject to board approval.

Sarah will make edits and send out.

MOTION: Move to approve.

By: Stu

Second: Steve

Discussion: Add *provide a position description*. Steph works at a place where the hire signs their job description.

Should include that the *staff collective should approve the hire before it goes to the board*. Per Doug, this may be important in the case that two staff members may need hires and the board could select one or the other.

Sarah could add an addendum to allow for feedback from staff collective.

Doug is representing the staff. It is suggested that wording be added, "after consulting with the staff collective". Per Doug, this is agreeable as long as the staff is informed.

Vote on original motion as amended

Passes: 8-0-1

A. FLSA – Sarah

This is a change to the interpretation of a statute. Sarah spoke with our attorney who reviewed the position descriptions. (2011, 2013, etc.)

Sarah distributed a summary of staff salaries and overtime. The summary included a set of considerations:

Sally Stix, WORT's attorney, said that none of the collective members were exempt. Sarah did speak to staff about overtime.

When we look at position descriptions we need to be sure that major job functions are being done before taking on additional work.

The *In the future...* statement is a note for the Financial recovery committee.

There are three options:

Option 1 – No overtime

Option 2 – WORT pays for some or all of the collective overtime

Option 3 – WORT raises everyone to the pay threshold to exempt them from FLSA

If Option 1 is chosen, we will need to determine what work doesn't get done. Most staff are currently using some comp time. Under FLSA this will not be legal. Overtime must be paid in money. Pay period is whatever the week is defined as (Saturday-Sunday). There is flexibility of hours within the week, but not beyond.

A listening session should take place, per Sarah. By December 1, the board needs to be sure there is compliance and staff must also log their time in 15 minute increments

MOTION: Move that staff be directed to not incur any overtime without express prior authorization of the board for the months December 2016 and January 2017.

By: Stu

Second: Steve

Friendly Amendment: that staff will log their time using Doug's spreadsheet. (logging in and out a la a time clock)

By: Sara

Discussion: The bookkeeper has informed Terry that not all staff complete a time sheet.

Mover and seconder approved friendly amendment

Passes: 6-1-2

Steve: Sarah distributed a document that says that volunteers generally should not do work that displace employees. Work is currently being done by Laura and Terry that may be in violation of what Sarah sent. Jan will consult with Sally, but WORT is founded on volunteer labor.

Stu: We need to address Sybil doing Psycho Acoustics. We will also need to consult with Sally. Sarah noted that we need a mechanism for logging

questions and what our counsel's response was. Sarah can start a shared document.

There are additional concerns about the addendum to the contract that were discussed in Molly's email. (she was asking if items are still in affect, such as vacation cash-out, co-pay, etc.)

FLSA pays for ½ hour lunch, but the current contract pays for 1 hour. Which prevails? Sarah would like to log these kinds of hours.

We need better job descriptions that are aligned to staff needs, along with mechanisms to determine if people are doing well in their jobs. Listening sessions may help determine how to address these items.

- B. Make decision regarding Financial Institution of Heartland vs. Summit. – Robin Marohn is asking what our intentions are. Heartland provides \$5,000 in annual support through underwriting and event sponsorship and has supported us for decades. Moving ACH saves a maximum of \$400 annually if moved to Summit (based on our 500 Autogives). Summit also provides more timely and complete reporting documents. The Heartland relationship is at risk. – Doug & Terry

This was discussed at several Finance Committee meetings, and it was determined to leave the auto-give at Summit and a checking account was created. Heartland checking is still open. We are split between Heartland and Summit at this point. Nothing is changing, other than adding a credit card at Summit.

We are not withdrawing from Heartland, but we are not doing the direct check and cash deposits to Heartland.

Summit has web services we need and is willing to give us remote capture to deposit checks immediately (Heartland cannot provide this service). Summit is across the street and Heartland closed the branch near WORT.

Heartland has been an underwriter and has expressed concern to Doug. Terry has signed some of the papers, but others still need to be signed. Doug is happy to speak with Robin.

Further action is tabled until Doug has time to speak with Robin. Paul would like to be sure that we consider this is not just about money

- C. Credit card resolution proposed by Terry

MOTION: The Board of Directors authorizes obtaining credits cards for the staff as needed with a total regular monthly limit of \$4,000. As per the Bylaws, the President shall sign a letter authorizing such indebtedness and submit it with the minutes that record this approval (the copy of the minutes is required by Summit).

By: Terry

Second: Stu

Friendly amendment: Add "for the staff and board as a whole".

By: Sarah

Accepted.

MOTION with amendment: The Board of Directors authorizes obtaining credits cards for the staff as needed with a total regular monthly limit of \$4,000. As per the Bylaws, the President shall sign a letter authorizing such indebtedness and submit it with the minutes that record this approval (the copy of the minutes is required by Summit).
for the staff and board as a whole.

Passes: 7-0-2

The debit card in Jody's name will be destroyed. Terry told the staff to not use it on the internet with any new vendors. The protections are still there with Visa or MasterCard. If the card is used as a debit with a pin, protections do not apply.

MOTION: Move to authorize the Executive Committee to ratify the aspect of the minutes of the November meeting pertaining to authorizing the credit card.

By: Stu

Second: Terry

Passes: 9-0-0

D1: Financial Manager needed-

This needs to be addressed in closed session.

D. Progress on 2017 budget – Terry; 30 minutes

Staff met just today to go over the budget and has numerous questions regarding the maintenance and equipment. They want breakdowns from where numbers came from. There are eight categories and this makes this difficult. The staff is asking Terry to come to the staff meeting next Tuesday at 3:00 to finalize the budget. Terry plans to attend.

Generally where are we with the budget (Terry)?

We have been short-changing the equipment and infrastructure for a long time and the numbers do look larger than they have before. Additional information is also needed from the staff.

It is difficult to anticipate the lifespan of equipment and critical points of failure. We also need to speak about how to staff the station, such as: Will there be someone who is a member of the staff collective that will be doing IT, Web and Operations?

There is much authority within the staff collective without responsibility (for responding). We need to trust each other (board, staff and volunteers).

Staff has rescinded their offer to reopen the contract.

Step 1 – Terry and staff discuss budget at staff meeting.

Step 2 – Contract negotiations needed, as there are items in the contract that are not in line with the Affordable Care Act. Per Doug, the law takes precedence. Stu believes it should still be reopened and addressed.

Raises are significant in the contract and healthcare it going up 10%. We could change health care. Terry has provided staff with information.

According to Doug, the item under discussion is a pay bonus, not a pay raise. Cost of living increases are the only increases to salary. Staff has given up the bonuses as long as Doug can remember.

The contract expires in 2018.

The budget must be approved before the end of the year.

After Terry meets with staff, there needs to be a special meeting of the Finance Committee.

Doug needs to add a Finance Committee meeting each Thursday (that can be cancelled), so public notice can occur.

After the Finance Committee, if there is contention, the budget goes to the Executive Committee, then to board. If there are no issues, the budget goes to board.

E. Policy on Major Donors

One view of the issue: the station needs everything, so if a major donor wants to give money for something that we can't afford, they shouldn't be allowed to designate. Others believe that we should allow donors to specify. We have goals, but if these never get put in the budget, how do we make it happen?

We could identify goals, agree on them, and then find a revenue stream for them.

Keep in mind, if someone wants a programming change we cannot accommodate them.

We need a policy and a wish list. We also need to think carefully about donations that would require us to spend money in subsequent years. United Way and others may have some information about this.

Aim for flexibility in donations, but they shouldn't sway the way we run the organization

Would it be acceptable to have a policy that states that the majority of the board agrees that the donation goes to further the mission of the station.

We need to write policy and we are looking for input.

The board should set direction and identify goals for how we fulfill our mission and then seek funding to meet these goals.

Visitors were asked to email Jan or the board with additional comments.

Note that Susan has experience that would warrant her input and has distributed a policy from another organization.

- F. Progress on the social media issue - Peter and Elizabeth (ad hoc committee leaders)

Potential copyright issues are raised by sharing things on social media. The Volunteer Handbook needs to be updated.

Social Media Committee with social media producers (that don't have shows) could *like* social media content.

They have a 5-point plan and would like to:

1) create a social media committee with social media producers (that don't have shows) that could like social media content.

- 2) update release forms to reduce risk and potentially generate income
- 3) create best practices (streamline and clarify what is acceptable, what fits in WORT's brand; regulate social media content as done for on-air content) for social media use. E.g., post x times per day on Facebook. Maximize your campaign.
- 4) actively engage in data collection. We are not currently doing this. Is Arbitron useless for WORT?

Elizabeth spoke with Tim. Per Laura, they could look at server logs. We would need to download files for Peter and Laura. Doug also has a full set of procedures for getting the numbers of podcast listeners. Tim used to produce a monthly report with all of this. This can also be automated.

- 5) Profit – crowd-funding, underwriting. This needs exploration. Elizabeth has a colleague that works for Brown Paper Tickets who will give her contacts that have worked with indiegogo, Patreon.

Live-casting on Facebook. When this is done, Facebook owns your content. Release from performer should define how you could profit from their work. Currently WORT's releases do not cover us for this. We have to be the ultimate single source for this, so if you take it down it should go away from all sources. Peter found a release that covers "future technologies", so you don't need to do this again.

Doug has experience and would love to give his input and would like to do some underwriting in this area.

How will they train and get the info to programs, as well as monitor. They will update the online volunteer app to assess social media experience/interest. One member of the team could train.

The Policy and Bylaws Committee will attempt to amend the Volunteer Handbook to reflect what comes out of the committee. Molly has a volunteer (Tone Madison) to whom she will send his information.

- G. Reports from Paul on committees (CAB and Archives) – Paul; 10 minutes

CAB is working on a statement on how board is functioning, volunteer morale, staff morale, etc.

Photo is done.

- H. State of the Website – Paul

Web director functional work needs to be put in the budget. This item will be added to budget discussions.

Personnel and Events Committees met.
Programming Committee has a chair.

I. Reports from committees, Staff etc.

MOTION (from Treasurer's report): Move to authorize funds for the treasurer to engage consultants as needed to work with Nathan McQuillenon in modifying CiviCRM for proper recording and accounting of pledges, and enable electronic retrieval of data for use in QuickBooks. The potential consultants are Tom Christie for up to 5 hours (\$200) and a CiviCRM consultant for up to 3 hours (\$270 or maybe a bit more). The total expenditure will be under \$500.
By: Terry

Discussion: Now we record pledges that are accounts receivable as a payment, CiviCRM and QuickBooks need to be melded to know which pledges are paid or not paid.

Tom Christie must help with upgrading since he wrote the original CiviCRM scripts.

Second: Gil

Friendly amendment from Steve: Cap the expense at \$750.

Friendly amendment accepted.

Motion Passes: 9-0-0

IV. New Business

A. General meeting about the importance of a volunteer-based organization (Her Turn)

Sam, Her Turn volunteer, would like to hold a meeting with volunteers, the staff collective and the board about why it's important to have volunteers.

This will be beneficial for morale. How can we ensure that people will attend? Start by airing everyone's concerns then prioritizing and tackling them.

The idea of a monthly forum is outlined on the board portal, but this has fallen by the wayside. Getting the volunteers together and increasing social media will facilitate collaboration.

There is a lot of enthusiasm for a meeting like this. Finding a time and place that seems feasible is key, then, everyone needs to talk with people to get the word out. Maybe we could have multiple times and places (e.g., 4). The aim is for the January/February timeframe.

MOTION: Sarah will be the liaison from the board and Her Turn will work with her to create a model for these meetings, of which there will be multiple.

By: Sandee

Second: Gil

Motion Passes: 9-0-0

Find people with whom you might like to do pledge rapping at events where there will be a WORT presence.

The building foundation is having issues (basement walls). This may be due to construction across the street. Can we ask Findorff to come by and make some recommendations? Advice or mitigation would be helpful. Stu is happy to make contacts. Gil's son lives in a condo with similar situation. Laura will send an email to Stu describing the problem.

MOTION: Move to authorize Stu to get in touch with Findorff.

By: Gil

Second: Doug

Motion Passes: 9-0-0

Motion (at 10:20 p.m.): Move to go into closed session to discuss personnel issues.

By: Terry

Second: Steve

MOTION: Move to go to open session

By: Stu

Second: Gil

Report from closed session: A decision has been made to appoint Doug Interim Head of Grantee for the CPB, effective immediately.

MOTION: Move to adjourn (at 10:40 p.m.)

By: Steve

