

KBOO Policy Review: Items under Board Responsibility as listed in the old BPM

General Comments and Impressions:

The current BPM includes just about everything in KBOO Station Policies and Procedures and needs to be edited to be focused on what Board Members and the Board itself are to be and do as they serve in this fundamentally important office and agency for KBOO's health and mission.

The question, "What does the Board do to make this work and to involve members, volunteers and staff in functional and satisfying work?" needs to be the focal point of thinking about Board job descriptions and its Governance Role.

The legal responsibilities given by the FCC and rules for non-profits require some Board responsibilities to be met in law. Being clear about those responsibilities and exercising them with respectful trust for the membership is a service rendered by Board Members. Using this authority to rule is not. How professionalism in operating the station, the role of the Station Manager and other staff who need support rather than micromanagement, and how volunteers have the personal and resource support to succeed is where the Board is responsible for that support and cooperation.

Board members serve on committees as equals with other members, but provide the liason to the Board the Board needs to insure that the business that comes to its agenda has been well processed and discussed so that it is ready for Board consideration, discussion and likely approval. The less the Board has to be the Committee of the Whole the better. But, this means that Board Members must do more than come to the monthly meeting or even read the material for those meetings. They have to be involved and engaged with the volunteers, staff and membership.

The following comments on the items sorted into Board Operational Policies include suggested groupings for a Board Policy Manual on Board Duties and Responsibilities. For example, as we look at the Board duties around Fund-raising and fiduciary integrity, the Rotational schedule matches the Budget Development Process, so the policies need to be integrated around that work. Specific Board responsibilities will be in the text of the new BPM, but the details of fund-raising belong with the Development Committee.

The enumerated comments follow:

9. Fund-raising

- a. Identify Board roles and duties supporting the Development Committee/Director.
- b. "Board Legal Fiduciary Responsibility" to serve member interest and protect the license.

c. Reconsider the separation of Development and Finance to have the latter be a subcommittee of Development working with the Board to be “trustees” rather than censors. (Fiduciary Responsibility is a good thing, but it cannot become a “top down Veto” power in the larger frame of KBOO governance. Finance also matters to a healthy Development strategy, so I think it makes sense to take away the borders.

Work with and through the Development Committee/Director along with the Station Manager in any grant proposal or bequest rather than take action apart from the process. Grants need to be refined by those who do the work, and the committees are supposed to provide the information needed to make the applications effective and to go after more likely funding. Board approval is the Board’s role, but the work ought to be ready for a vote by the time it gets to the Board, or sorted into the discussion needed by an informed and involved Board.

e. Role of Station Manager? Clarify fund-raising role along with Dev. Director, and how much authority does the Board delegate? How to work with and be aware of anything going wrong while being supportive rather than a monitor? Get Board relationship clear. How do Board members relate to Station Manager and Engineering, and to other staff where professionalism matters?

#13 AFFIRMATIVE ACTION POLICIES

- a. Board supports the Affirmative Action Process and has a Board Member on the Personnel Committee working with the Station Manager and other members of the Affirmative Action Review group of the Personnel Committee.
- b. The rest of the text belongs in the Affirmative Action Policy Manual and referenced in the General Data Base. It is up to the Affirmative Action Review to inform the Board of progress in this area, but board, staff, volunteers and members are supposed to be working on these goals at all times.

This is a great example of how the BPM can be focused instead of full of the details of the policies to be overseen by the Board.

17. BOARD OPERATING PROCEDURES

There is nothing wrong with the text describing how meetings are to be run and why democratic governance matters. It is something that the Board ought to review and tweak at its retreat if only to reaffirm it.

24 BUDGET PROCESS

There are a number of policy items that need to be brought together under the Budget and Development to have a focus on how various components of this process need to

come together. The Rotation Calendar, #62, is really part of the Budget Development and Review Process described under this Policy, #24.

The Board part of the Budget Process is:

Oct. 1, Adopt the Budget (that came from the process to follow)

Mid-Oct. Annual Retreat Goal Setting--involve committees, etc., in the information gathered and in the conversations so "Board retreat" can focus on what the Board will do to help it get done. Goals are always under revision as new light dawns.

May Report of ongoing work. Committees and staff engage in achieving the goals and in raising revisions in the light of experience. Board Members serve on these committees and work with the responsible staff apart from formal Board Agenda Items or lengthy Board Discussion. Board is to keep informed and involved in the process. For some reason, this ongoing process leading to a May Report is buried in the last section of the process description.

June, Consultations with Station Manager and Development Director to evaluate actual revenue and re-estimate on better data. Involves Station Manager, Business Manager and an "Underwriting Contractor" and is to project the next 12 months.

July, Board is presented with an update with actual spending, revenue and revised projections worked through the Finance Committee. (Again, I would have the Development Committee more directly involved and have the Finance information be part of their strategy as well as for the fiduciary responsibilities of the Board).

August, Preliminary Budget is presented to the Board--see above process

Sept. Board adopts revised proposed final budget.--see above process

Two items under 7 in #24 cover Emergency Requests for funds for unbudgeted expenses submitted by the Board to approve after submission of the request to staff and IF POSSIBLE to the Finance Committee; and a process for non-emergency unbudgeted items which go through staff and Finance review and are consistent with the ongoing financial and goal review process listed in Section 6.

Both appear to be ok with the question of the Finance Committee/Development relationship aside. Basically, the Board should avoid voting for unbudgeted funds without the requests being processed by staff and committees responsible for such things. What needs to be done in an emergency is always subject to review, and having emergency procedures does not make them the ordinary way of doing business.

#25 OPERATING RESERVES

Could just as well be included in the addenda to #24, noting that Board Approval is needed to spend them.

#38 FISCAL AUDIT

Ditto, with note that the Board reviews the audit at the meeting following its completion.

#39 CONTRACTS OVER 1K

Ditto.

#44 GUIDELINES FOR ADDRESSING THE BOARD OF DIRECTORS

Review with #68, House Rules. A bit more positive set of instruction with less expression of Board weariness with ineptitude would help make this more of an invitation and less intimidating.

The BPM language should emphasize how Board members conduct themselves when members push any of the code of conduct lines, and that is to be gentle as possible and to help people get their message out rather than make it about how Board Members feel hearing the members address them.

The current text and House Rules are generally sound, but the Board needs to allow for some anger and frustration to be expressed without getting huffy about it.

#46 PERSON IN CHARGE

Michael has raised relevant issues about this policy. Under review. Legal questions about right to be in the station v. trespass and how the authority is to be exercised as advised by the Board.

#49 TERMS FOR BOARD OF DIRECTORS

No change needed.

#51 CHECK SIGNING AND LIMIT

No change needed other than to get it under Fiscal instead of out there on its own in the text.

#53 HIRING COMMITTEE COMPOSITION

One to two Board members serve on these committees.

Station Manager hired by the Board--might want to expand that!

While the process is not applied to temporary hires and appointments made by the Station Manager, it is worth noting that the Board's delegated authorities are always reviewable by the Board, so all these appointments and contractors are under "approval" of the Board through the actions of the Station Manager.

#54 COMMENT ON PRIVATE PERSONNEL MATTERS

Should be listed with other Board Member responsibilities and conduct and is part of a larger issue of Personnel confidentiality, etc. in which both the collective labor contract and volunteer rights must be protected.

#57 FINANCIAL COMPENSATION TO BOARD MEMBERS

Nothing other than expenses to be covered for Board Members who also cannot serve in a contracted position for more than ninety days. Where it belongs in the BPM is the only issue.

#61 DONATIONS IN MEMORIAM

Put into the text of #24 on Budget and Finance. Board has nothing more to do here than review the policy if requested or a problem is confronted.

#62 ROTATION CALENDAR

Combine with the Budget Process described in #24

#63 LEGAL MATTERS

This section needs to be reviewed and probably rewritten to be sure that both legal responsibility and transparency to the membership/public is also present. Who gets hired as KBOO lawyers might even need to have some policy guidelines made explicit. There should be a section on the legal issues pertaining to Board Membership, and this belongs there.

#64 GIFT MEMBERSHIPS

Concern about election manipulation limits it to 12. Should be in the Fund-raising policy section of #24, etc.

65 MEMBERSHIP DUES

Belongs in the work of Membership and Development to bring proposals to the Board for changes. Board can refer that suggestion to these committees. Otherwise, the text should be limited to the general principle of low income and no income access to full membership with a suggested norm which most veteran members exceed. There are downsides to raising the levels to make money. Consider it the ticket to enter rather

than the full price of the value members will receive. Provide that value in experience or product and they will give more.

#66 BOARD LIAISON RESPONSIBILITIES

Too wordy, but an important Board responsibility. I would prefer to have the Liaison person insure that the communication is taking place rather than implying that communication should take place through the liaison instead of through other conversations. Being the one making sure that the conversations and communication is going on is the point.

I would also emphasize that the Liaison Member is to be actively involved in the work of the committee and not just attending to get their report to take back to the Board. It is the only way to know what the reports mean, and it gets the respect and communication with the committees better grounded. Liaison does not mean running the committee, but it does mean being the Board's person in that area of KBOO work.

Place with other Board responsibilities and opportunities.

#68 HOUSE RULES

Get "How to Address the Board of Directors" and the House Rules reconciled, and use them in the Board of Director's Retreat to sensitize them to how to accept criticism and even anger without damaging the interests of KBOO as well as how to model better communication and conflict resolution. This could all use a Governance review and even a members event.

End of the items under Board Operational Policies