Spokane Public Radio

Board Of Directors Meeting Minutes

July 23, 2026 @ 5:30 pm

Board Members Present: Ira Amstadter, Elise Azara, Heather Beebe-Stevens, Steve Faust, Tony Flinn, Dan Fratini, Sam Jennings, Catherine Kashork, Rick Shaffer, Sally Winkle

Others Present: John Decker, Amber Jasmin, Julie Griffith

Meeting was called to order at 5:33 pm.

Steve asked for public comment. There was none. John noted SPR will be tabling at Art on the Green on August 1st and 2nd and would appreciate board participation.

Steve then thanked Dan Fratini for his eight years of service as a member of the board, noting that this is final board meeting of Dan's second term.

Minutes. On motion duly made and seconded, minutes of the May 21, 2026 regular meeting of the Board were unanimously approved as submitted.

Financial report. A financial report was provided in the board packet, consisting of statement of financial position as of June 30, 2026, a statement of actual income & expense against budget from July 2025 through June 2026, and a statement of cash flows for the same period.

Amber stated this year-end report had not yet been adjusted for entries to certain accounts that SPR typically makes at the end of the fiscal year (such as for uncollectible pledges) and that some adjustments will also be made by SPR's auditors in the fall.

Amber then reviewed the statements with the board. John noted that a goal for the coming years is to bring the levels of membership giving and Sound Circle giving to roughly equal levels, and that he sees potential for growth from both. Responding to a director's question, Amber explained that the entry for "lease liability" in the statement of financial position represents unpaid obligations under SPR's various leases of transmission tower sites and also a lease of photocopiers and other office equipment.

On motion duly made and seconded, the board accepted the financial report.

Amber left the meeting at 5:50 pm.

Election of officers and directors

Sam reported for the nominations committee, reviewing the committee's process for considering potential board candidates and asked all board members to think broadly about possible new prospects. Steve noted Dan Fratini would be eligible to serve again as a director in another year, and Dan indicated he would likely be willing to serve. Two prospects to fill Dan's seat on the board have declined after being contacted to discuss board service.

Sam noted that the first terms of Catherine and Jess would expire at the end of this meeting, and that each was willing to serve a second term. In the absence of someone willing to replace Dan on the board, Steve suggested the board reduce the number of seats on the board from 12 to 11.

On motion duly made and seconded, the board reduced the number of directors from 12 to 11, and elected Catherine Kashork and Jess Ponikvar as directors, each to serve an additional, three-year term, expiring in July 2029.

Turning to the election of officers, after brief discussion, and on motion duly made and seconded, the board appointed the following officers to serve through the annual meeting in July 2027:

- Chair – Steve Faust
- Vice Chair – Sam Jennings
- Treasurer – Catherine Kashork
- Secretary – Tony Flinn

Governance

Board Agreements. Steve reported that the "Board Agreement" adopted by the board had been signed and returned by 8 of 11 board members. Steve will follow up with the remaining 3 who've not yet made this commitment. Steve also reported that no conflicts of interest had been identified by any of the directors who have signed their board agreement.

Investment Committee. Steve moved that the board form an investment committee comprised of SPR's Treasurer and one other board member with the mission to (1) serve as the investment committee for purposes of SPR's 403(b) retirement plan, which will involve meeting periodically to review the investment products available to participants in the plan in consultation with the plan's third-party advisors, and (2) to advise the board from time to time on the investment of any "surplus" funds of SPR.

Discussion followed as to whether the committee should include a member of SPR staff to be appointed by SPR's general manager. Steve expressed concern that including a staff member in decisions on 403(b) plan matters may not be consistent with the goal of mitigating ERISA risk arising from SPR's administration of the plan. With that caveat, the motion was amended to authorize the GM to appoint one staff member to *consult* with the board on the investment choices available under the 403(b) plan.

The motion, as amended, was then approved by vote of the board, with David Funk and Catherine Kashork appointed to the committee, and with David serving as chair.

FY 27 Meeting Schedule. A proposed schedule of regular board meetings was included in the board packet and is attached to these minutes. It was noted that the schedule contained a clerical error for th meetings that occur in 2027. On motion duly made seconded, the proposed schedule was approved with the error corrected.

Overview of FY 2027 Budget

A proposed budget for FY 2027 with accompanying narrative from the GM were included in the board packet, in the form previously reviewed and tentatively approved by the Executive Committee in June.

John provided some additional comments on the proposed budget:

In contrast the Nielsen data on on-air audience growth in FY 26, John noted declining use of SPR's website to stream content. This data is unreliable because of increased AI traffic to the site. A new SPR "app" for phones and tablets has been in development and is slated for release in late August/early September. The app (annual cost of about $6,000 a year) will "leapfrog" the website, provide a better streaming experience and better options for messaging, accepting donations, and podcast content. Data on app use should be more reliable than for the website. Discussion followed on how streaming content is measured.

John characterized the budget as reflecting a re-building year with emphasis on adding staff and implementing best practices. SPR will also hire a contractor to clean up our member database, and will contract with Public Media Engineering to support our engineer in transmitter installation and maintenance. The budget provides for hiring of expanded newsroom staff, 3 new classical music hosts, and a membership manager, and anticipates the need to address salary compression issues that may arise as we offer competitive salaries for new hires.

On the revenue side, John believes our projections are conservative and should benefit from improvements made in our approach to collect amounts due from underwriters.

The budget also anticipates $25,000 to $30,000 to repair and maintain our HVAC system.

Discussion followed on whether to establish a reserve account for anticipated capital expenditures or repairs to the HVAC or other major capital expenses. This issue was referred to the investment committee for a recommendation to the board.

On motion duly made and seconded, the board transitioned to executive session at 6:35 pm to further discuss the budget and personnel issues.

The board returned to general session at 7:15 pm, at which time the meeting was adjourned.

Tony Flinn, Secretary