

**Spokane Public Radio  
Board of Directors Meeting  
May 8, 2025 @ 5:30 pm  
SPR Conference Room, 2<sup>nd</sup> floor**

**Board Members Present:** Elise Azara, Heather Beebe-Stevens, Steve Faust, Tony Flinn, David Funk, Sam Jennings, Catherine Kashork, and Jess Ponikvar.

Others Present: John Decker, Debbie Crocker

Meeting was called to order at 5:33 pm.

Steve asked for public comment. There was none.

1. **Minutes.** On motion duly made and seconded, minutes of the March 20, 2025 regular meeting of the Board were unanimously approved as submitted.
2. **Financial Report.** A financial report was provided in the board packet, consisting of balance sheet as of April 30, 2025, a profit & loss statement from July 2024 through April 2025, and a cash flow analysis.

Reviewing the cash flow report, John indicated SPR had improved its cash position in April, and that the balance shown in the report does not include another \$35k in cash received during the early-May public media giving days campaign. Total value of pledging during the public media campaign was 95K on 490 donations made.

Responding to a director's question, John added that sustaining pledges are valued based on 12 months of giving, and that the station has a 96% fulfillment rate on pledges made for one-time gifts. SPR hopes to end this fiscal year with 200K in cash.

John also noted that underwriting revenues are slowing and attributes this in part to the uncertain economic times and because SPR currently has only one sales representative.

Turning to the profit & loss statement, Debbie noted that she is working to break out the amounts received from planned giving and Sound Circle donors from other types of contributions and we'll work to report these separately in future.

John noted SPR is performing well against most categories of budgeted expense. Some savings reflect 'austerity measures' John instituted last month in response to the threats to end federal support – no spending on conferences, no travel, other than the planned trip to D.C. for the NPR station general managers conference and Capitol Hill visits next week. Programming expenses reflect the elimination of two shows SPR had not actually been using, and a rebate of the un-earned program fees for those shows has also been requested. We have also moved NPR to monthly billings instead of quarterly.

Tony asked about status of the strategy discussed at the last board meeting for directors to make calls to lapsed donors, perhaps using a script. John indicated there have been some challenges in getting reports of the appropriate donor data. Heather added that it may be more productive to work those calls in the August – September time frame. There was general agreement among board members to execute on this strategy in September.

On motion duly made and seconded, the directors voted to accept the financial report.

3. **Operations.** John reported that SPR is planning an open house event for underwriters on June 11. Focus will be on the move to single-format stations and changes in the length of the spots from ten to fifteen seconds, as well as changes in rates to reflect greater value from the former changes. Save-the-date notices were sent yesterday. Board members are encouraged to attend. CAB members have also been invited.

On hiring, SPR is in the final stages of its search for a second account executive and is also going ahead with hiring of another reporter and is making an offer to a local journalist. Kiersten will then leave her position as ATC host. Doug will pick up the ATC shifts. Based on the April and May pledge drives, John is confident that we can build a budget to support these new positions and avoid layoffs.

Brian and his team are testing the schedules for the new program formats to be sure our systems will support them. The “go live” date for new formats for KPBX and KSFC is August 4.

Engineering - Jerry is in Omak today to replace a dead translator. We are finalizing an agreement with NW Public Radio to support our engineering functions. This agreement was discussed last year but never actually executed. Jerry and John have also negotiated an extension of the WA state grant for equipment upgrades and the remaining funds can be used to pay NWPB to install equipment with Jerry. This will help the NWPB team to become familiar with our transmitter and translator locations.

Events: John noted Stephanie’s good work in organizing volunteers for the pledge drives and in organizing “meet the GM” visits to Coeur d’Alene and Sandpoint. John and Stephanie are planning additional trips to Colville and Twisp in the coming months. Music Fest NW is next week and SPR will have kids in building to perform. SPR will operate an ‘energizer station’ for Bike to Work Week.

Membership: Staff is still counting checks and entering data from the recent on-air drives.

John is working with staff on messaging for the upcoming changes in programming. The message: “we’re enhancing our offerings in news and arts.” Sam noted that with changes in programming coming in August, on the heels of the Congressional votes on federal support, listeners may mentally link the two events and SPR should be careful to avoid attributing any changes to loss of funding.

4. **Governance:** Steve and Heather introduced an effort to develop policies relating to the governance of SPR for adoption by the board. The intent is to address issues of both “best

practices” in governance and to better document SPR’s compliance to with requirements for non-profit status and Form 990. Once adopted, these policies should be reviewed annually both for ongoing compliance with the policy and for updates to policies when needed.

Heather is leading this effort with resources from Board Source. Policies under development are uploaded to a shared google drive so directors can review and comment if desired. We will seek to bring 2 or 3 policies for consideration at each of the next few board meetings.

Steve mentioned Heather has also suggested SPR use a web-based service to facilitate communication between and among board members and the GM and has identified a free service that may fit the bill. Discussion among board members was supportive. Jess agreed to review the service from an IT perspective. We’ll bring this back for consideration soon.

Discussion then moved to four policies proposed for board adoption. After discussion, and with some editorial changes made to the proposed drafts, each policy was adopted by the board, on motions duly made and seconded, in the form attached to these minutes. The policies adopted are:

- Mission Statement
- Board Agreement
- Whistleblower Protection Policy
- Document Retention Policy

On motion duly made and seconded, the Board then resolved to move to executive session at 6:26 pm to discuss matters relating to the proposed budget for FY 2026. The GM and Debbie Crocker remained present for this discussion at the request of the Board.

The board meeting was adjourned at 7:20 pm.

Tony Flinn, Secretary

## MISSION STATEMENT

The mission of Spokane Public Radio stations [KPBX 91.1](#), [KSFC 91.9](#), and KPBZ 90.3 is to provide high-quality, artistic, educational, and informational programming, which enhances and enlivens the cultural life and civic discourse of its listening communities.

The following fundamental values guide our mission:

- We trust the ability of our listeners to discern between competing ideas
- We endeavor to promote and maintain the highest level of journalistic excellence
- We actively participate in the cultural life of our listening communities

The mission of SPR remains rooted in the Report of the Carnegie Commission on Educational Television, which led Congress to pass the Public Broadcasting Act of 1967, which sagely found that public TV and radio programming "can help us see America, whole, in all its diversity," serving as a "forum for controversy and debate," and "provide a voice for groups in the community that may otherwise be unheard." Spokane Public Radio remains guided by the spirit of the Carnegie Commission in fulfilling its mission. Read the [Public Broadcasting Act of 1967, as amended](#).

The foregoing Mission Statement was reaffirmed by the Board of Directors of Spokane Public Radio at a regular meeting of the Board on May 8, 2025.

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Board Chair

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Secretary

## BOARD MEMBER AGREEMENT

As a board member of Spokane Public Radio (SPR), I understand that my duties and responsibilities include the following:

**I am morally responsible** for the health and well-being of this organization. As a member of the Board, I have pledged myself to help realize the mission of the organization.

**I am fiscally responsible**, with the other Board members, for this organization. It is my duty to know what our budget is, to be active in planning that budget and planning the fundraising to meet that budget.

**I am legally responsible**, along with other board members, for this organization.

1. I am responsible to know and approve all policies and to oversee the implementation of policies and programs.
2. I will attend all Board meetings unless circumstances beyond my control prevent my attendance and I will be available for consultation.
3. I will read materials sent to me in advance of the Board meetings.
4. I understand that if I am absent without excuse from regularly scheduled board meetings more than 2 times in a year that I will be asked to resign from the Board.
5. I know that if I neglect my duties or if I act in bad faith, it may be possible for me to be held personally liable in suits brought by a private person, a business, a governmental entity, or even the organization itself. However, I understand that I am not responsible for the day-to-day operations of the organization as these are the responsibility of the General Manager.
6. My one direct management responsibility, along with other members of the Board, is the selection and supervision of the General Manager.

**I will give** what is for me a significant donation. I may give this as a one-time donation each year, or I may pledge to give a certain amount several times during the year.

**I will work to raise money for Spokane Public Radio**, in whatever ways are best suited for me. These may include individual solicitation, helping with special events, writing mail appeals and the like. There is no set amount of money that I must raise because I am making a good-faith agreement to do my best and bring in as much money as I can.

**I will act with the care and loyalty** required of board members and put the interests of the organization first. I will observe the organization's conflict-of-interest policy in letter and spirit, taking care to disclose publicly any conflicts that arise in the course of my business or the organization's and to recuse myself from decisions that create or appear to create a conflict of interest for me.

**I promise to preserve the investment of time and money** made over years by all the donors and volunteers who created this organization and brought it to this point. Every Board member is making a statement of faith to carry out the above agreements to the best of our ability, each in our own way, with knowledge, approval and support of all.

In its turn, Spokane Public Radio is responsible to me in a number of ways:

1. **I will be sent**, without request, regular financial reports that allow me to review SPR's financial position.
2. **I can call** on the General Manager to discuss policy, goals and objectives.
3. **Board members and the General Manager will respond** in a straightforward and thorough fashion to any questions I have that I feel are necessary to carry out my fiscal, legal, or moral responsibilities to this organization.
4. **D&O insurance** will be provided.

The foregoing Board Member Agreement was adopted by the Board of Directors of Spokane Public Radio at its regular meeting on May 8, 2025.

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Board Chair

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Secretary

## BOARD MEMBER AGREEMENT

I have received, read, understood, and promise to support the Board Member Agreement of Spokane Public Radio.

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of Board Member

\_\_\_\_\_  
Date

For board term beginning \_\_\_\_\_

and ending \_\_\_\_\_

# **WHISTLEBLOWER PROTECTION POLICY**

## **General**

Spokane Public Radio (SPR) requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of SPR, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

## **Reporting Responsibility**

It is the responsibility of all directors, officers and employees to report ethics violations or suspected violations in accordance with this Whistleblower Policy.

## **No Retaliation**

No director, officer or employee who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within SPR prior to seeking resolution outside Spokane Public Radio.

## **Reporting Violations**

Spokane Public Radio has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected ethics violations to SPR's General Manager, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following SPR's open door policy, individuals should contact SPR's Board Chair. While Spokane Public Radio does not have a compliance officer, the Board Chair should be viewed as such.

## **Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

## **Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.



**Handling of Reported Violations**

The Board Chair of SPR will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

The foregoing Whistleblower Policy was adopted by the Board of Directors of Spokane Public Radio at a regular meeting of the Board on May 8, 2025.

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Board Chair

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Secretary

## DOCUMENT RETENTION AND DESTRUCTION POLICY

### **Purpose**

In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention, and destruction of documents received or created by Spokane Public Radio (SPR) in connection with the operational activities and partnerships. This policy covers all records and documents, regardless of physical form; contains guidelines for how long certain documents should be kept; and, how records should be destroyed (unless under a legal hold). The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records, to safeguard information and to facilitate SPR's operations by promoting efficiency and freeing up valuable storage space.

### **Document Retention**

Spokane Public Radio follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule, will be retained for the appropriate length of time.

#### ***Corporate Records***

Annual Reports to Secretary of State/Attorney General	Permanent
Articles of Incorporation	Permanent
Board Meeting and Board Committee Minutes	Permanent
Board Policies/Resolutions	Permanent
Bylaws	Permanent
Construction Documents	Permanent
Fixed Asset Records	Permanent
IRS Application for Tax-Exempt Status (Form 1023)	Permanent
IRS Determination Letter	Permanent
Contracts (after expiration)	7 years
Correspondence (general)	3 years

#### ***Accounting and Corporate Tax Records***

Annual Audits and Financial Statements	Permanent
Depreciation Schedules	Permanent
IRS Form 990 Tax Returns	Permanent
General Ledgers	Permanent
Business Expense Records	7 years
IRS Form 1099	7 years
Journal Entries	7 years
Invoices	7 years
Sales Records (box office, concessions, gift shop)	5 years
Petty Cash Vouchers	3 years

Cash Receipts	3 years
Credit Card Receipts	3 years

***Bank Records***

Check Registers	7 years
Bank Deposit Slips	7 years
Bank Statement and Reconciliation	7 years
Electronic Fund Transfer Documents	7 years

***Payroll and Employment Tax Records***

Payroll Registers	7 years
State Unemployment Tax Records	Permanent
Earnings Records	7 years
Garnishment Records	7 years
Payroll Tax Returns	7 years
W-2 Statements	7 years

***Employee Records***

Employment and Termination Agreements	7 years
Retirement and Pension Plan Documents	Permanent
Records Relating to Promotion, Demotion or Discharge	7 years after termination
Accident Reports and Worker's Compensation Records	5 years
Salary Schedules	5 years
Employment Applications	3 years
I-9 Forms	3 years after termination
Time Cards	2 years

***Donor and Grant Records***

Donor Records and Acknowledgment Letters	7 years
Grant Applications and Contracts	7 years after completion

***Legal, Insurance, and Safety Records***

Appraisals	Permanent
Copyright Registrations	Permanent
Environmental Studies	Permanent
Insurance Policies Expired	3 years
Real Estate Documents	Permanent
Stock and Bond Records	Permanent
Trademark Registrations	Permanent
Leases	6 years after expiration
OSHA Documents	5 years
General Contracts	3 years after termination

### **Electronic Documents and Records**

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

### **Emergency Planning**

Spokane Public Radio’s records will be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping Spokane Public Radio operating in an emergency will be duplicated or backed up at least every week and maintained off-site.

### **Document Destruction**

Spokane Public Radio’s General Manager is responsible for the ongoing process of identifying its records, which have met the required retention period, and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

Document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

### **Compliance**

Failure on the part of employees to follow this policy can result in possible civil and criminal sanctions against Spokane Public Radio and its employees and possible disciplinary action against responsible individuals. The General Manager and finance committee chair will periodically review these procedures with legal counsel or the organization’s accountant to ensure that they are in compliance with new or revised regulations.

### **Modifications**

The General Manager has the authority to modify this policy pertaining to broadcast operations with the consent of the Board Chair, and with notice to and subject to review and approval by the Board at the next regularly scheduled meeting.

The foregoing Document Retention and Destruction Policy was adopted by the Board of Directors of Spokane Public Radio at a regular meeting of the Board on May 8, 2025.

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Board Chair

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Secretary