Spokane Public Radio
Board of Directors Meeting
January 15, 2026 @ 5:30 pm
SPR Conference Room, 2nd floor

Board Members Present: Ira Amstadter, Heather Beebe-Stevens, Steve Faust (Z), Tony Flinn, Dan Fratini, David Funk, Sam Jennings, Catherine Kashork, Jess Ponikvar (Z), Rick Shaffer (Z), Sally Winkle.

Others Present: John Decker, Jerry Olson, Scott LaPlante, Jacob Faulkes, Beth Severn-Johnson

Sam Jennings chaired the meeting, which was called to order at 5:30 pm.

Sam congratulated John Decker on his one-year anniversary as GM. Sam then asked for public comment. There was none.

1. **Minutes**. On motion duly made and seconded, minutes of the November 2025 regular meeting of the Board were unanimously approved as submitted.

2. **Review of FY 25 Audit Report.** Scott and Jacob, of Eide Bailly LLP, presented the firm's report on SPR's audited financial statement for FY 2025. They provided an overview of the audit process and noted that the auditors did not identify any issues of concern or disagreement with SPR management for the fiscal year. The slides for this presentation included a review of the last five years of audited financial reports and the auditors discussed SPR's balance sheet and profit & loss statements from this 5-year perspective. The slide presentation has been placed in the file of board materials for this meeting.

   Responding to questions from the board, they confirmed that funds from the sale of the Kirby building were held in a bank account separate from the account at WTB that SPR uses for daily operations and explained the concept of an "adjustment to adjust" as shown in the 5-year handout. Steve added that the separate account is at STCU.

   On motion duly made and seconded, the board accepted the auditor's report.

3. **Financial Report**. No financial report was available for the current period through December 2025. John explained this was due to NETA's loss of key personnel assigned to the transition of SPR's financial reporting to their system and to a lesser degree by a "learning curve" in communications between NETA and SPR staff. John noted that Beth had put significant effort into supporting the transition to NETA and thanked her for those efforts.

   John added that except for a few transactions, NETA has reconciled SPR's financial records through October, 2025. Using that data from SPR's Quickbooks accounts, John presented the Board with an internally generated report for the period ending October 31 showing variances between SPR's revenue and expenses through October against the 2025 budget. John noted revenue numbers were well ahead of goal apart from corporate development (underwriting). John noted that Brendan recently brought in BECU as an underwriter to begin in January, and that Karen Emry is also beginning to produce results, so he is optimistic SPR will improve in the underwriting area.

SPR has also received donations to support its “rural reporting” research project. On the expense side, SPR has benefited from discounts and rebates from CPB and NPR.

Responding to questions from the board, John indicated SPR does not currently segregate revenue or expense data among our three stations (KPBX, KSFC, and KPZZ) and that breaking these out may be more difficult than the benefit provided. However, we do ask those who call in during pledge drives about which stations they listen to. Discussion ensued among the board as to whether SPR should more closely track listenership and revenue across each station and it was suggested this issue might be reviewed by a committee. John added that SPR is now paying for quarterly audience research, and that as the separate programming for each station further develops we will likely see listeners focusing support on a particular station.

Asked about the ongoing difficulties in NETA’s performance, John said NETA is doing ok on payroll and HR support, but the long delay in receiving the financials, and ongoing problems with communications are significant concerns. SPR is withholding payment to NETA until their performance improves. He added that SPR has hired a part-time bookkeeper to better support the transition to NETA and this should improve the communication with NETA’s team.

John then presented some additional information on membership revenue for FY 2023 through FY 2026 to date, showing changes in the composition of membership over time and highlighting the need to bring in new members. Bright spots in this data include an increase in Sound Circle members, and the loss of only 36 members after implementing the changes in station programming.

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

4. **Operations report:** John reported that the transition and onboarding of employees to the Secure Benefits retirement plan was successfully completed and that staff are receiving emails directly from Secure Benefits regarding their accounts.

   On the planned workflow assessment, with support from NETA, employees have been sent an initial questionnaire, and we are awaiting their responses. This project will be the subject of an all-staff meeting next week.

   On the engineering front, Jerry commented on his report on the “State of the Network” (provided in the board materials). SPR has purchased and received virtually all the equipment to do the upgrades contemplated by the grant from the Washington Dept of Commerce, but much of the equipment for our more remote facilities remains uninstalled. We are hopeful that remaining grant funds can be applied to complete installation of all equipment, however these funds expire at the end of this fiscal year cannot be used for facilities in Idaho or Montana.

John added that potential solutions to enhance our engineering capacity include an as yet unsigned MOU with NW Public Broadcasting and the services of Public Media Engineering LLC (PME), who may be able to provide support on an hourly basis. There does not seem to be much interest at NWPB currently regarding the proposed MOU. John is working on obtaining a proposal from PME, and information about the firm was included in the board materials.

5. **Development committee:** Heather reported that the committee plans to ask directors to do additional "thank-a-thons" to donors. The record sale is set for Feb 14-15, and there will be a pre-sale with a fee for early admission. David Folkenflik is coming for an "evening with" event on April 14, with tickets at 20 dollars at the Bing, and tickets for a VIP dinner before the event at $100. Another area where the board may help is on bringing back "lapsed" members. Two open house evenings are planned for mid-May, one for Sound Circle members and another for corporate clients (underwriters).

6. **Governance:** Steve introduced amendments to SPR's conflict of interest policy to add provisions for approval of compensation in line with the IRS model policy and to expand the coverage of the conflicts policy by defining "Officers" to include managerial employees with "significant authority" over the matter under consideration. Steve also proposed that we amend the board agreement to add a non-disclosure requirement and to tie in the annual disclosure of conflicts required by the conflicts policy. On motion duly made and seconded, these board unanimously approved these amendments.

   Per the policies adopted by the board, the board chair will ask each director to sign a new board agreement before the beginning of each fiscal year and to disclose any potential conflicts of interest at that time.

As the meeting ended, John offered some remarks on the first anniversary of his arrival at SPR, thanking the Board for its guidance, expertise, and support over the year. John noted that he's worked to implement best practices throughout SPR and to revise our station programming, but that there is "more to do" and particularly in bringing SPR up to speed with stations that have established effective digital platforms. To achieve our goals, SPR will continue to need smart, engaged people serving on our board to grow the organization in a smart way.

There being no further business, the meeting was adjourned at 6:51 pm.

Tony Flinn, Secretary