Spokane Public Radio  
Board of Directors Meeting  
May 16, 2024 @ 5:30 pm  
SPR Conference Room, 2nd floor

**Board Members Present:** Steve Faust, Dan Fratini, David Funk (by Zoom), Catherine Kashork, Linda Mielke (by Zoom), Melanie Rose, Jess Ponikvar, and Jen Westra. Absent: Rick Schaffer.

**Others Present:** Tony Flinn, Mike Grabicki (by Zoom), Brandon Hollingsworth, Sam Jennings, Kevin Jones, Jerry Olson, and Beth Severn-Johnson.

Meeting was called to order at 5:30 pm. Steve noted that Megan Kennedy had resigned her position on the board.

1) **Minutes.** On motion duly made and seconded, minutes of the March 2024 regular meeting of the Board, were approved as submitted, with the correction in spelling the word “July” in reference to the financial statements reviewed at the meeting.

2) **Financial Report.** A financial report was provided in the board packet, consisting of a balance sheet as of April 30, 2024, a profit & loss statement from July 2023, through April 2024, and an estimated cash flow analysis.

Mike Grabicki noted that SPR ended the month of April with more than $200,000 in cash and all bills paid when due, in part due to strong results from the April pledge drive, which he felt provided a good basis for projecting pledge drive results for FY 2024-25. Responding to questions from the directors, Mike indicated that SPR’s income from “grants” as shown in the P&L includes grants from several sources including the grant from Washington’s Department of Commerce, which is restricted to the replacement and upgrade of equipment at SPR’s transmitter locations and attributed the over-budget expenditures for professional and service fees to payment of greater than anticipated legal fees.

Despite the positive results, concerns remain regarding SPR’s cash to meet obligations in June and in the first quarter of the new fiscal year (July – October) because significant new revenue does not typically come in until the October pledge drive and the CPB grants that are disbursed in January - March. For this reason, Mike has been working to obtain a line of credit to support SPR’s cash needs and smooth out SPR’s revenue stream. While SPR currently has a $300,000 line of credit with WTB, its use is limited to disbursements related to the Department of Commerce grant for equipment upgrades.

The line of credit SPR is now seeking would allow draws of up to $100,000, with repayment to be secured by SPR’s real estate assets. In so far as Mike can determine, SPR has not experienced a cash shortfall of more than $50,000 in any month and thus the $100k line should be sufficient to meet needs for short-term cash.

On motion duly made and seconded, and after discussion, the directors unanimously resolved to authorize SPR’s management to proceed with an agreement for a $100k line of credit, secured by SPR’s real estate assets, and with the requirement that any draw against the line of credit will require approval of the Board’s executive committee.
3) **Operations report.**

Mike reported that a final review of the employee handbook has been delayed and he hopes to have the new handbook ready for board consideration in our July meeting.

SPR intends to post for a part-time marketing and arts position soon. Mike is talking with the Spokane Arts Fund about collaborating on the arts calendar.

Mike also reported on responding to listener concerns with listeners expressing a variety of opinions on the perceived bias of National Public Radio, some feeling it is too conservative and some that it is too liberal.

4) **Committee Reports.**

- **Executive Committee:** Steve reported that the executive committee’s regular May 14 meeting was canceled, but that the committee met informally on May 3 to continue a discussion that began in its April meeting about ways to gather input from staff. SPR currently has two initiatives in which input from staff is being actively sought: the budget process led by Mike, and in our current search for a new “permanent” general manager. In our May 3 meeting, the committee discussed a renewed strategic planning effort, but the feeling was this should be deferred until we have a new, permanent GM in place.

  The executive committee does recommend that our board plan and host a social event for board and staff, and possibly CAB members, in June or July to mark the end of the fiscal year. Mike suggested this event should be held in July and during regular business hours. Discussion followed in which all directors indicated support for hosting this event. The executive committee will endeavor to make this happen.

- **Search Committee:** Catherine reported that the consultant has prepared a draft job description for a permanent GM based on input collected from staff and board members, and the draft is now being reviewed by the search committee and will be circulated to board members for comment. Her sense is that this process will move as quickly as our board and the search committee will allow.

- **Nominating Committee:** the nominating committee’s report was included with the board materials. The committee recommends that Tony Flinn and Sam Jennings be appointed to SPR’s board to fill the vacancies created by the resignations of Tricia Connor-Jackson and Megan Kennedy. It was suggested that Sam be appointed to replace Megan, with a term expiring in July 2027, and Tony be appointed to replace Tricia, with a term expiring July 2025.

5) **Action: Election of Directors**

After brief discussion, on motion duly made and seconded, Tony Flinn and Sam Jennings were appointed as directors to serve for terms expiring in July 2025 and July 2027, respectively.
Steve asked that the board also appoint Sam to fill the vacancy in the office of Vice Chair until new officers are appointed at the annual meeting in July. On motion duly made and seconded, Sam was so appointed.

6) **Action:** Schedule of Regular Board Meetings

A schedule of regular board meetings for FY 2024-25 was included in the board materials. On motion duly made and seconded, the board unanimously approved the schedule as submitted. The schedule is attached to these minutes.

7) **Executive Session.** On motion duly made and seconded, the Board transitioned to executive session at approximately 6:15 pm to discuss personnel and financial matters, including management’s proposed preliminary budget for FY 2024-25.

On motion duly made and seconded, the meeting was adjourned at 7:00 pm.

Respectfully submitted,

Linda Mielke, Secretary
Regular meetings of the Board of Directors of Spokane Public Radio will take place on the following dates, each beginning at 5:30 pm, at the offices of Spokane Public Radio:

- July 11, 2024
- September 19, 2024
- November 14, 2024
- January 16, 2025
- March 20, 2025
- May 15, 2025
- July 17, 2025