

**Spokane Public Radio
Board of Directors Meeting
September 18th, 2025 @ 5:30 pm
SPR Conference Room, 2nd floor**

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

Others Present: John Decker, Mary Alberts, Tom Lee

Meeting was called to order at 5:30 pm.

Steve asked for public comment.

Mr. Lee stated he would like a copy of the agenda in advance of the meeting. The board briefly discussed the idea of adding to SPR's web page regarding board meetings that an agenda could be requested by phone similar to how information about the attendance protocols is referred to there.

Ms. Alberts expressed a "bravo" for SPR's move to single formats for each station. Tony and Sally stated they hoped SPR would return "Selected Shorts" to its programming.

1. **Minutes.** On motion duly made and seconded, minutes of the July 17 2025 regular meeting of the Board, both in public and executive session, were unanimously approved as submitted.
2. **Financial Report.** Steve stated that Jim Sheehan had agreed to restructure SPR's indebtedness thus significantly reducing our monthly debt-service payments. He expressed SPR's appreciation to Mr. Sheehan and to Doug Siddoway for assisting in the documentation of the agreement and for freeing SPR from an unworkable contract with a vendor.

John noted that net savings to the station on the vendor agreement was about \$50,000 in payments that would have been made over several years.

John then reviewed the financial report provided in the board packet, consisting of balance sheet as of August 31, 2025, a profit & loss statement from August 2024 through August 2025, and a cash flow analysis. In this review, and in response to several questions from directors, the following information was provided:

- SPR is behind on billing for underwriting, with the P&L showing actual funds received from underwriters during August. SPR has experienced ongoing issues with billing of underwriting. The expectation is these issues will be resolved in the transition to NETA's system.
- A review of how the NPR+ program produces revenue to SPR.
- SPR has started to break out different streams of revenue from individual contributors in the P&L, and comparisons to the prior year's performance in particular categories may not be very meaningful – the totals of individual contributions remain a valid basis for comparison of SPR's performance.

- SPR continues to receive historically high levels of listener support continue including a significant increase in sustaining memberships.
- It has been a more difficult year for corporate support (underwriting).
- NPR has reduced program fees by about \$69,000 for the fiscal year, and SPR is now paying NPR monthly instead of quarterly.
- John remains concerned about health care costs rising next year.

Jess Ponikvar joined the meeting at about 5:50 pm, during the discussion of the financial report. On motion duly made and seconded, the directors voted to accept the financial report.

3. **Operations.** John began by noting the CPB is closing this month, and that he does not expect a renewal of federal funding for public media. John added that “many stations are laying off staff, and many others winding down,” and he does not foresee the need for such retrenchment at SPR because we have already cut costs significantly and relatively small improvements in our service and operations have the potential to yield large increase in revenue.

Reporting on listener response to the program changes, John indicated comments were largely positive and passed out examples of the comments received from listeners. He praised the team’s work converting the stations to SPR News, SPR Classical, and SPR Jazz.

John added that Karen Emre is moving from operations to assist Brendan in sales of underwriting and that Aaron is moving to full time in operations. Both individuals had been part-time. John is working with Brian and Aaron to improve the stations’ on-air sound. Audience data in January will give us a better idea of how the three stations are doing.

John has engaged Grace Leaf to meet individually with each of our staff to “check-in” on their attitudes about the workplace and will provide a summary and recommendations to John and the board. John also mentioned Tony’s observation that staff seem more engaged and receptive in meetings he has attended.

John also reported on the status of SPR’s transition to NETA for financial and HR services, which he expects will be complete by mid-October.

4. **Development Committee.** This committee is chaired by Heather, who reported the committee held its first meeting on September 11, primarily to discuss its goals for the year. The committee’s focus will be on generating sustainable revenue from individual contributors. This requires identifying our donors and understanding their reasons for supporting SPR, and the committee may ask the board to hire a consultant to provide database support.

Heather also reported that 100% of the BOD members had donated to SPR for the 2026 fiscal year. The board then discussed the prospect of holding one or more “Evening with” events. A challenge with events of this type is that about 90% of the gross income typically goes to speaker fees and other event costs. John added that he would like to do an event for Sound Circle members every quarter. Our staff is already busy, so putting events like this together will take some time and support from the committee and the board.

Steve added that Ira Amstadter has volunteered to join the development committee, and his appointment was confirmed by consensus of the directors present.

5. **Governance.** After discussion, and on motion duly made and seconded, the board unanimously adopted policies regarding non-discrimination, ethics, financial audits & reviews, and tax payments & filing, each in the form attached to these minutes.
6. **Line of Credit.** After discussion, and on motion duly made and seconded, the board unanimously adopted a resolution to approve the terms of an agreement with Washington Trust Bank to renew an existing line of credit which supports SPR's implementation of a grant from Washington State to upgrade our transmission equipment.

On motion duly made and seconded, the Board then resolved to move to executive session at 6:40 pm to discuss matters regarding executive compensation and strategic opportunities for SPR. The GM remained present for most of this discussion at the request of the Board.

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

Tony Flinn, Secretary

ETHICS POLICY

As a nonprofit public media organization, the Spokane Public Radio's (SPR) policy is to uphold the highest legal, ethical, and moral standards. Our donors and volunteers support SPR because they trust us to be good stewards of their resources, and to uphold rigorous standards of conduct. Our reputation for integrity and excellence requires the careful observance of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

SPR will comply with all applicable laws and regulations and expects its directors, officers, volunteers and employees to conduct business in accordance with the letter and spirit of all relevant laws; to refrain from any illegal, dishonest, or unethical conduct; to act in a professional, businesslike manner; and to treat others with respect. Directors and officers should not use their positions to obtain unreasonable or excessive services or expertise from SPR's staff.

In general, the use of good judgment based on high ethical principles will guide directors, officers, employees and volunteers with respect to lines of acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be brought to the attention of SPR. Employees should contact their immediate supervisor and, if necessary, the General Manager or designated HR Officer.. Board members should raise any concerns with the Executive Committee.

In addition, it is expected that all directors, officers, employees and volunteers of SPR comply with all standards of conduct as described by SPR Policies, and specifically with the following statement:

General Ethics for Employees & Officers

It shall be the policy of Spokane Public Radio that no employees or officers of this organization, including student employees, may have a financial interest or engage in any activity that is in conflict with the proper discharge of the employee's or officer's official duties unless the interest or activity is first disclosed to the General Manager or Board Chair in writing and approved by the Board. Furthermore, no employee or officer may use their official position to secure special privileges for themselves or any other person, and no employee or officer may receive compensation from any person or entity except SPR for performing their official SPR duties.

Off-duty activities that are a conflict of interest, are detrimental to the employee's work performance or SPR programs, or otherwise constitute violation of this policy may be cause for disciplinary action, up to and including termination.

Employees will report all arrests and any court-imposed sanctions or conditions that affect their ability to perform assigned duties to the General Manager or Board Chair within 24 hours or prior to their scheduled work shift, whichever occurs first.

Spokane Public Radio, as a steward of the public trust will protect any employee who has reported improper action from retaliation consistent with the SPR Whistleblower Protection Policy.

In all questions involving ethics and conduct by a member of the Board or the General Manager, the Board will make relevant determinations, except that any individual whose conduct is at issue will not participate in such decisions. Questions involving the conduct of other employees or officers will be addressed as provided in the employee handbook, and if there are no such provisions, then by the General Manager.

The foregoing Ethics Policy was adopted by the Board of Directors of Spokane Public Radio at a board meeting held on September 18, 2025.

President

Secretary

FINANCIAL AUDITS AND REVIEWS

In order to ensure financial accountability, Spokane Public Radio (SPR) will have its financial statements audited by an independent auditing firm at least every three years or at Board discretion. The selection of the firm to conduct the audit will be approved by the Board. The auditor's report and management letter (if any) will be presented to the Board for acceptance. A copy of the audited statement will be distributed to the full Board and the General Manager. The audited financial statements will also be made available to anyone else who requests them.

In years where no audit is conducted, the Foundation's IRS Form 990 will be compiled by an independent accounting firm. The 990 will be presented to the Executive Committee for approval and will be made available to the full Board and the General Manager, as well as to anyone else who requests it.

The foregoing Financial Audits and Reviews policy was adopted by the Board of Directors of Spokane Public Radio at a board meeting held on September 18, 2025. .

President

Secretary

NON-DISCRIMINATION POLICY

Spokane Public Radio (SPR) does not discriminate on the basis of race, ethnicity, gender, age, national origin, color, religion or creed, genetic information, sexual orientation (including gender identity or expression), national origin, marital status, honorably discharged veteran or military status, sensory, mental or physical disability, or any other category or classification protected by federal, state, or local law.

The foregoing Non-Discrimination Policy was adopted by the Board of Directors of Spokane Public Radio at a regular meeting of the board on September 18, 2025.

President

Secretary

TAX PAYMENT POLICY

The General Manager shall ensure that tax payments and other government-ordered payments or filings are filed in a timely and accurate manner.

The General Manager shall sign and certify that the IRS Form 990 is accurate and complete.

The Executive Committee shall review and approve the IRS Form 990 annual tax filing prior to submission, and the full Board shall receive a copy of the IRS Form 990 within 30 days of its submission.

Consistent with the requirements of §6104(d) of the Internal Revenue Code and the regulations thereunder, copies of the organization's Form 990 shall be made available, upon request, in a timely manner, and subject to the charges permitted by law, to any individuals who request it.

The foregoing Tax Payment Policy was adopted by the Board of Directors of Spokane Public Radio at a board meeting held on September 18, 2025.

President

Secretary