SPR BOARD OF DIRECTORS MEETING 7-20-2023

In Attendance: Steve Faust, Daniel Franchini, David Funk, Megan Kennedy, Linda Mielke, Melanie Rose, Rick Shaffer (via ZOOM), Jen Westra

Staff: Cary Boyce, Both Severt-Johnson (notes), EJ Ianelli, Debbie Crocker

ANNUAL MEETING AGENDA

Call to order: 5:31 pm

ACTION: Approve minutes: 4-20-23 Board of Directors meeting 1st: Steve 2nd: Dan Vote: Approved

Regular Session

- Arts Programming Update: EJ Ianelli – See Staff Reports
- Next BOD Meeting staff presentation: Savanna Rothe – Marketing and Stephanie Ingoldby-Events/Volunteers – Board resolved to have a marketing plan presented in Oct.

- General Manager Report:
  - CAB report (provided minutes from 7-11-23)
  - Staff reports (written)
  - CPB updates - Senate voting on CPB Funding for their next budget year, proposing Zero funding for CPB in 2026, please visit ProtectPublicMedia.org

- ACTION: SPR FY 2023-24 Operating Budget: Cary Boyce & Debbie Crocker
  - Guiding principles and goals
  - Budget documents
  - Discussion
    - Motion to approve FY 2023-24 Operating Budget
      1st: Steve 2nd: David Vote: Approved
      Board asked for revenue metrics, monthly.

- ACTION: Slate of Officers for FY 2023-24
  - Chair: Steve Faust
  - Vice Chair: Megan Kennedy
  - Secretary: Linda Mielke
  - Treasurer: Jen Westra
    - 1st: Rick 2nd: Dan Vote: Approved
      Cary would like to thank Melanie for her years of service as the Chair and welcome all new officers to their posts.

- ACTION: Board Resolutions—Steve Faust
  - Establish Board of Directors Standing Committees
    - 1st: Jen 2nd: Steve Vote: Approved
      The board adopted a written resolution to establish standing committees. The resolution as adopted is attached to these minutes. A second motion was made, seconded, and unanimously adopted to appoint the individual board members to the committees as suggested in the resolution. There was also discussion that the committee names might be changed and this will be further discussed in the next meeting of the executive committee.

  - Board Service
    - 1st: Megan 2nd: Rick Vote: Approved
      Vote on Committee Members and Chairs: 1st: Steve 2nd: Megan Vote: Approved
The board adopted a written resolution to amend the bylaws to change the terms served by directors from 4 years to 3 years. The resolution as adopted is attached to these minutes. It was noted that the terms of service shown for Dan F and Rich S may be in error. Cary and Steve will check the records and advise.

- **Board Discussion:**
  - Member recruitment (1+ vacancy)
  - Strategic Plan Updates
  - Rick has requested a BOD and Staff contact list. Cary will provide an updated list to all members.
  - Discussed creating a “shared document” for all members to have access to action items and update documents as needed. Cary will reach out to our IT security firm and see what would work best.

Adjourn: 7:23 pm    1st: Megan 2nd: David Vote: Approved

Next meeting: October 19, 2023

2024 Meetings: third Thursday of January, April, July and October
Resolution to Establish Standing Committees

Resolved, that the Board shall exercise the power of the standing committees authorized by SPR’s Bylaws to enhance its capacity for oversight and governance of the affairs of SPR, as set forth in greater detail below.

Background: Section 2.13 of the SPR Bylaws empowers the Board to establish “by resolution” several standing committees whose functions and membership are described in the Section 2.13 of the Bylaws.

Action: The following standing committees are hereby established with the responsibilities indicated below. Appointments to these Committees shall be made by the Board by separate action. The chair of each committee shall be responsible to report to the Board on the committee’s progress at each quarterly board meeting.

Action: Each committee is empowered to determine the frequency, time and place of its meetings, and per Bylaws § 2.14, “will devise and adopt such internal procedures as its members see fit for the purpose of carrying out their duties ... provided that such procedures shall, to the extent practicable, conform to the procedures applicable to the Board under these Bylaws.”

- **Executive Committee (Ex/Comm) (Bylaws § 2.13.1)**
  - Composed of the Chair, Vice Chair, Secretary and Treasurer as voting members, and the immediate past chair as a non-voting member.
  - Responsibilities:
    - Per the Bylaws, Ex/Comm has the power to act for the whole board except in matters where a “greater than majority vote” is required.
    - Add: Ex/Comm must promptly notify the whole board whenever it makes a decision acting for the whole board (as opposed to a recommendation made for action by the Board).
    - Per the Bylaws, Ex/Comm is responsible to annually assess the performance of the GM and to review other personnel matters required to be brought to its attention under SPR’s personnel policies.
    - Per the Bylaws, Ex/Comm also functions as the Audit Committee, whose functions are described in Bylaw § 2.13.2.
  - Members: the Board appoints the officers elected at the annual meeting, and Melanie as immediate past-chair.

- **Board Development (Bylaws § 2.13.3)**
  - Composed of at least 2 directors and at least 2 members of SPR.
  - Responsibilities: to identify, select, and recommend to the Board prospective board candidates from SPR’s listening area.
  - Members: Suggested appointments are Linda Mielke (chair), Melanie Rose, Dan Fratini, and Rick Shaffer. Gavin Cooley has agreed to serve as a non-board member.

- **Long Range Planning and Finance (Bylaws § 2.13.4)**
- Composed of at least 2 directors, one of whom shall be the Treasurer, and at least 2 members of SPR. The GM is also a non-voting member of this committee ex officio.

- Responsibilities:
  - Per the Bylaws, to monitor compliance with long-range business plan (i.e., the Strategic Plan), and propose additions or revisions to the Plan where necessary or appropriate.
  - Specific oversight for 2023-24 to include efforts toward an improved workplace culture, and in devising a long-term solution for engineering.

- Members: Suggested appointments are Megan Rose (chair), Jen Westra, and Cary Boyce (ex officio), with at least two non-board members still to be appointed.

- Endowment Committee (Bylaws § 2.13.5)
  - Composed of at least 2 directors and at least 2 members of SPR.

- Responsibilities:
  - Per Bylaws, devise and implement and endowment strategy which addresses the long-term financial needs of SPR.
  - Add: general oversight of SPR fund raising operations and capacity.

- Members: Suggested appointments are David Funk (chair), Jen Westra, and Steve Faust, with non-board members Bill Simer, Maggie Crabtree, and Carol Hunter (CAB).

- With the establishment of this standing endowment committee, the special development committee created in April is no longer necessary and is hereby dissolved.
Resolutions Regarding Board Service

Resolved, that the Board hereby amends the last paragraph of Section 2.2 of the Bylaws as follows:

Directors shall be elected to four three-year terms from among those nominees recommended by the Board Development Committee (see Section 2.13.2) in advance of the annual meeting of the Board by the affirmative vote of the majority of the directors. No director shall serve more than two consecutive four-year three-year terms, provided that a person having served two consecutive four-year three-year terms shall be eligible to become a director again if a period of at least one year has elapsed since the expiration of his or her last term. For purposes of these term limits, a director’s term of service will begin at the annual meeting at which the director is first elected, or at the first annual meeting following the director’s election to office, whichever comes first.

Further resolved, that this amendment shall not have the effect of shortening the term of any director currently serving on the board, nor shall it limit any such director’s permitted term of consecutive service to less than 8 years.

Background:

The Bylaws currently require that the directors be “divided” into three classes, relatively equal in number, so that about one-third of the board is up for replacement or re-election in each fiscal year. The Bylaws also state directors serve for four-year terms. These provisions do not work well with one another. Terms of our current directors break out like this:

<table>
<thead>
<tr>
<th>Director</th>
<th>Ends 7/2023</th>
<th>Ends 7/2024</th>
<th>Ends 7/2025</th>
<th>Ends 7/2026</th>
<th>Ends 7/2027</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dan Fratini</td>
<td></td>
<td></td>
<td>X (2)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Linda Mielke</td>
<td></td>
<td>X</td>
<td></td>
<td>X (2)</td>
<td></td>
</tr>
<tr>
<td>Melanie Rose</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Rick Shafer</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jen Westra</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Steve Faust</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>David Funk</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Megan Kennedy</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Gary Livingston</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

My proposal is to resolve the conflict by shortening the term of any newly elected board member (including current members elected to a second term) to 3 years instead of four. This would bring SPR in line with most organizations in the community and will likely make it easier for folks to agree to serve on our board. Eight years is a long time!

Apart from shortening the terms, there is a need to replace Gary Livingston whose term expired in 2023. I would like the Board to consider appointing 3 or 4 new members in this coming year, bringing us up to a total of 11 to 12 directors. To bring things back in line, we would have the option of offering 2 or 3 positions with a 2-year initial term, expiring in 7/2025, and one with a 3-year term expiring in 7/2026, which may make recruiting easier.