

Open Signal Board Meeting Minutes

Date: 9/14/23

Meeting Lead: Karim Hassenein, Chair

Call to order and roll call

Board: Justice, Fiona, Andrew, Karim, Dawn, Evelyn, Andre

Called out sick: Vega Tom

Staff: Courtney, KatMeow, Jamie, Jim, Noah

Guests and Public: PC Perry (community member), Achilles (intern), Jonathan Jenkins (incoming board member), Jen Fulwyler (Finance Controller, final meeting), Bob Prill (Hoffman, Stewart, and Schmidt), Dan Handelman (community member),

Agenda Item	Discussion	Action Required/Next Steps
<p>Introductions</p> <p>Consent Agenda Karim Hassanein</p>	<p>Introductions, icebreaker</p> <ul style="list-style-type: none"> • Approval of July 2023 meeting minutes • Review Leadership Team Report <ul style="list-style-type: none"> ○ Project Ficus – Question about what it is then how is it maintained. <ul style="list-style-type: none"> ■ Jim – Project of creating backend to manage all platforms and assets. <p>50% coding, 50% documentation. Past problem is that software ages out and couldn't find people to work on it. We have to create a new software stack as a result. We're centralizing things and making it a core part of managing the technology.</p> <p>It's taking our existing Drupal CRM, quickly approaching end of life, and migrating and adapting it with new technologies. Effort to decouple some of the functions so if one thing fails everything doesn't fail.</p>	<p>Motion to approve - Evelyn Second - Dawn Approved - Unanimous approval</p>

	<p>For user interface, using React.JS framework. Backend can be different tech depending on necessity.</p> <p>We have 10 separate systems that don't talk to each other. So this project creates a central system that can connect to all of them to make it easier for the end user rather than moving between systems.</p>	
<p>Audited Financials</p>	<ul style="list-style-type: none"> ● Karim: Jamie/Jen—is there any additional information or context? <ul style="list-style-type: none"> ○ Jen: This is what we were expecting. Great to work with this firm. Team who works on the audit has a great understanding of our model. Adjustments are big but somewhat anticipated. ○ Jamie: The recommendations were made to us around the end of August and already started implementing changes. ● Karim: Second question: When will we see some proposed policies around those to address the suggestions and make sure at least the Finance Committee is informed. Particularly concerned about credit card approvals for Directors. <ul style="list-style-type: none"> ○ Jamie: I can give an update at next week's Finance Committee meeting. 	<p>Motion to approve - Andrew Second - Fiona Approved - Unanimous approval.</p>
<p>Governance Committee</p>	<ul style="list-style-type: none"> ● Committee Chair ● Xochilth Franklin – couldn't be here today, but attended the last board meeting. ● City Appointee – Jonathan Jenkins (goes by JJ), will be officially joining the board in two months at the next meeting. <ul style="list-style-type: none"> ○ Jonathan: 15+ years of experience in media. Grew up in England/France. 	<p>Xochilth Franklin Joining the Board</p> <ul style="list-style-type: none"> ● Motion to approve – Fiona ● Seconded – Andrew ● Approved–Unanimous approval

	<p>Moved here in 2009. Worked in commercial production. Worked for the BBC on the documentary side. Executive Producer of At Large Films through 2015. Active in the freelance community. Started teaching video production at Fort Vancouver High School. Worked on the X-Factor, Britain's Got Talent, etc. Made a documentary about the Dalai Lama in 2005 when they were negotiating with the Chinese around Tibet.</p> <ul style="list-style-type: none"> ○ JJ's term will be from Oct 1. 2023 to September 30 2025. ○ Karim renewed term will be Dec 1 2023 to Jan 31 2026. ● Recruitment – List of candidates. They are getting follow-up, and they'll fill out a statement of interest form. This is a chance to voice any concerns/opportunities. <ul style="list-style-type: none"> ○ Courtney: If staff know people, how should we proceed? ○ Fiona: Reach out to me and Evelyn. ○ Andrew: If we have a chance to meet with people on Zoom, it'd be good to share with all Board members to meet them. Could invite staff to. ○ Fiona: Templates for emails to send out to people, feedback is welcome. 	
<p>Executive Committee</p>	<ul style="list-style-type: none"> ● Mission Statement <ul style="list-style-type: none"> ○ KatMeow: We had a lot of meetings. Courtney helped coordinate a lot of conversations. We had 6-12 different types of mission statements. Our comms person Daniela came up with a really great final statement. There was a lot of collaboration which was great. 	<p>Mission Statement</p> <ul style="list-style-type: none"> ● Motion to Approve–Fiona ● Second–Evelyn ● Approved–Unanimous approval.

- **Dan (in zoom chat):** Existing mission (per website): Open Signal is a media arts center in Portland, Oregon. We carry a vision for community-driven media focused on creativity, technology, and social change. **(Karim read aloud)**
- **Karim:** New mission statement: Open Signal's mission is to nurture the change-making power of community media in service of a just and equitable world.
- **Dan:** Can't find "change-making" in an online dictionary.
- **Courtney:** It's like bread-making but we make social-change instead of bread.
- Winter Meeting Schedule
 - **Karim:** COVID still exists. We made a policy to do virtual meetings in the winter and then in-person/hybrid in the summer. Like any policy, we can change or amend. For now, we're in the trial period. November will start our winter meetings, which will be back to remote. We want to see through this trial period to see if still feels good.
 - **Andrew:** I would like to propose to meet in-person on November 9th. JJ will be new Xochilth will be new. In person creates more of a bond, would like to have a discussion if people want to meet in person in November.
 - **Dawn:** Depends on rate of viral spread.

- **Fiona:** Question about if hybrid format works, so people can make a choice. Do people feel excluded by that?
- **Evelyn:** I understand what you're saying, but I have night blindness so driving at night is not a great option. For those of us that can make it, it's awesome. Sometimes it's easier to go from meeting to meeting over zoom vs. driving down. Don't know what the world is going to be like in November.
- **Fiona:** Do staff have opinions?
- **Courtney:** I like hybrid going to ask tech crew.
- **Justice:** Seems like the question is whether hybrid works.
- **Karim:** Hybrid is feeling better now than at first. It's nice to be able to share space. I feel good knowing that if I need or choose to do that I can join remotely and participate fully.
- **Courtney:** The only struggle is when the cohort is meeting and we have to use the smaller room. Bo likes doing this in working with new equipment. Other than staff is happy to set it up.
- **October 26th Executive Meeting –** Executive Committee will meet to discuss hybrid vs. 100% virtual based on cohort schedule and other factors.
- [Producer Handbook – Feedback Sheet](#)
 - Will be posted on the website.
 - This has been in process since 2021.

<p>Community Comment</p>	<ul style="list-style-type: none"> ● PC: Thank you to Karim for your service. Throw a curveball to the group. Given the complexity of the accounting software of the accounting, I recommend you have something to deal with the hacking vulnerability because it's coming. Aside from that, I probably didn't hear it correctly, is the handbook considered complete now and has it been adopted? <ul style="list-style-type: none"> ○ Courtney: We decided this didn't require a board vote. ○ KatMeow: We aren't asking for approval of the Board but rather any recommendations in case there was something that staff/community didn't see. Not voting. ○ Courtney: Financial, etc. roles of the board, but not operational. ● Dan: We're about to record our 32nd anniversary show. Re: the handbook, we wrote to the chair in June. I heard there would be a place for public comment on the handbook. I thought the board was going to vote on them. I recall there has always been a board vote on them. Hope there can be changes in between and not waiting three years. Did anyone check the investments where the money is going in terms of values? In terms of email voting, think about the public nature of things in the meetings. Labs is still listed on the website. Two of the board members have video experience which is great, only one is a producer and we've been pushing to have a producer on the board for a long time. In terms of COVID, 14 people I know have gotten it. Appreciate the hybrid 	
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	<p>opportunity. I've been asking for 20 months re: police accountability and oversight. That report to city council is going the 21st. We're trying to get people to turn out for that. It's going to change the way police oversight is done.</p> <ul style="list-style-type: none">● Andre: Wanted to mention that there is a producer on board. I am a producer.● Courtney: All nominees are self-nominated. We can make sure the nomination form is more accessible. No public announcement of separation, because we're working on their timeline. They are pledged to be their own independent nonprofit. They have a new fiscal sponsor now called Lion Speaks. The handbook... we discussed at the leadership team, but typically there's a boundary between board's responsibility vs. program/leadership staff. This is a programmatic policy, so for lack of a better word it's below the board's responsibility. We held that line and retained authority. We did ask the board for a review.● Dan: If we don't like the handbook, then we can't go to the board.● Courtney: If there is a problem, you can just go to KatMeow.● Karim: We're not involved in the day-to-day, we're not producers, we're not necessarily the best people to address that. Better directed to KatMeow. If something needs to be escalated, then it can be a resource for that.● KatMeow: To reiterate, we sent out invites for feedback sessions. We tried to make it accessible for people who couldn't come	
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	<p>in person and extended the deadline when people said there wasn't enough time. Happy to talk to people who have issues with the final draft. Not all feedback will be incorporated.</p> <ul style="list-style-type: none">• Discussion around clarity/transparency for interested public around email votes.• Fiona: Michael, the lawyer from Rational Unicorn, it's the Better Business Together Summit.• Andrew: Recognizing Andre is the Vice-Chair and will be going to them when I need help.	