

Open Signal Board Meeting Minutes

Date: 12/16/21

Meeting Lead: Karim Hassenein, Chair

Call to order and roll call

Board: Karim Hassenian, Tyesha Snow, Fiona McCann, Ruchika Agrawal, Dawn Smallman

Staff: Elisa Barrios, Rebecca Burrell, Jamie Plakos, Tracy Kernell, Jim Bruce, Alley Pezanoski-Browne, Ifanyi Bell, Jen Fulwyler (contracted)

Guests and Public: Dan Handelman (Producer, Flying Focus), PC Peri (Producer, Flying Focus), Andre Gray (potential board member), Rebecca Gibbons (Mount Hood Cable Regulatory Commission)

Agenda Item	Discussion	Action Required/Next Steps
Introductions	Check in with all attendees, two words describing their emotional state.	
Consent Agenda Karim Hassenian	<ul style="list-style-type: none">● Approval of Sept. 2021 meeting minutes	Motion to Approve minutes: Fiona Motion Second: Ruchika Approved: All
Finance Update Update, plus vote to approve our reforecast budget, Jen Fulwyler	<ul style="list-style-type: none">● Transferring systems to SMJ, who are working backwards from July 1 to get caught up to date.● Early 2022, we should be seeing regular, timely financial statements out of the new accounting system.● Reforecast budget for the year. Approved the original budget, but lots has changed since then. Format is different, there are some changes in the numbers.● Explanation of changing numbers: First figure relates to funds that will pass through open signal for the Outdoor School project that Labs is working on. Second relates to employers relief tax credit.● Expenses show reshuffling between salary costs and contracted services cost. And expenditure for Outdoor Schools project.● Burrell: "What's your opinion." Fulwyler: "Feel it's conservative, will probably perform better from a revenue and expenditure perspective. Based on the previous budget	Motion to Approve Reforecast Budget: Dawn Motion Second: Tyesha Approved: All

	<p>models I've seen, this feels like a very responsible and comprehensive way to budget for this organization."</p> <ul style="list-style-type: none"> ● Hassanein: "Glad the budgets are more manageable, clear, so that the concern over budgets can shift towards the real numbers. Moving to a new system, are we moving from QuickBooks altogether, or is this a new iteration of QuickBooks." ● Fulwyler: It's a new system, because we are contracting with SMJ, there's pros and cons to outsourcing bookkeeping in that way. There's an expectation of service, accountability, technical knowledge - one of the cons is we give up a bit of control. SMJ uses a sage based accounting system, therefore we do too." ● Hassanein: "Will this system be manageable by an internal employee or by the staff and understandable by the leadership team if / when we get to the point of not contracting with SMJ." ● Fulwyler: "There are two functions: What SMJ is providing is a different skillset than what Fulwyler is providing. My understanding is that the direction would be to get someone who can provide a similar set of services to those that I am providing in house. That model is assumed in the budget for the coming year. It would be my recommendation that we continue one additional year at least with SMJ to continue to leverage their technical day to day skill and to minimize the continuous turnover, to try to stop the heads from spinning for a while. So when we bring you a proposed budget for the coming financial year, it will have a finance lead in house on payroll, and continue to contract with SMJ for day to day. Beyond that, there's a strategic decision to be made about the organization wanting to invest in the system, the Sage system, and in getting the technical know how in the company. That's a longer range question, strategically." ● Plakos: They have a full team of people. Keeping them in the bookkeeping function makes sure that if we experience turnover in our Finance Controller role we won't see a lapse in financials again. 	
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	<ul style="list-style-type: none"> ● Smallman: Wants to pause and thank everyone for maintaining during a turbulent time, and thank people for being conscious about the way we're doing work in these tough times. ● Fulwyler: Want to acknowledge that the leadership has taken a tremendous interest in the financials. The commitment to understanding from the leadership team, it's important you know that that's happening, as board members. 	
Program Update Elisa Barrios	<ul style="list-style-type: none"> ● Cohort screening, just completed third term of cohort program, a fully facilitate education on program, with our staff, KatMeow and Vo, It was a three month term program now it's a five month long program to allow for the students to have more time to complete projects. Invited cohort members and plus ones, bring folks back into the building again. We weren't able to get everyone in there, but all invited to watch the remaining screenings. (https://www.watch.opensignalpdx.org/) ● Volunteer training opportunities, started a free training for studio producers, so we've just run two rounds and starting a third round of studio lighting, audio, and technical direction workshops. ● Piloting a program for nonprofits called train the trainer, teach to learn. Currently in the pilot phase. Grab to go kits with new cameras, and easy learn as you go videos, and the nonprofits can train their folks at their centers with the videos after they received training onsite. In the pilot space with Growing Gardens, Vote (Voicing our Thoughts Effectively), working with PDX Wit, Street Roots, I Am More. ● Inviting public to weigh in on shifts in policies at a meeting at a TBD date, likely end of January. Share updates around policies and shifts in equity prioritization of services and general changes in our community meeting department. ● Hassenein: This is leaps and bounds from where we were months ago, let alone from when the pandemic started, so huge kudos. 	No action required
September Board Retreat Follow-Up Karim Hassenein	<ul style="list-style-type: none"> ● Burrell: Gave overview of the takeaways. Four main things: Clear communications, clear expectations of the board, more interaction with staff and knowledge about how decisions get made. 	Proposal to get a biweekly email going.

- Hassenein: Clearer communication processes around leadership team work, updates from the team knowing that we're meeting every other month as a board with committee meetings scattered, so knowing that there's so much happening at the leadership team sphere, those updates. Also people really interested in connecting more with events and program updates and understanding what was happening in our programs and services. Last topic was ways to be involved and contribute to the work that Open Signal is doing. Question for the board: What feels difficult about communications currently on any of those topics, and what feels like it's working?
- McCann: Having too many points of contact can be confusing. Would like to have just one point of contact. Ideally email for me.
- Smallman: Also email. But would like staff to know that they can communicate with us too, to help, not just for celebrating wins, but to help solve problems.
- Snow: No problem with communication, would potentially like more of it. (Isn't getting all the Basecamp updates, possibly).
- Agrawal: No problems so far
- Hassenein: Communication goes both ways. Sometimes staff wait a while before a response, and it may lead them to wonder if there's something that could be done differently that could work.
- Hassenein: proposal for a biweekly digest.
- McCann: I like the idea, but is it extra work?
- Burrell: It might be easier to batch it.
- Agrawal: Biweekly seems to strike the right cadence
- Hassenein: Is it possible to get a curated email with what's needed from the internal meetings?
- Burrell: Reminder that we have a meeting in January to get back on track schedule wise.

Development Report Alley Pezanoski-Browne	<ul style="list-style-type: none"> • Package included fundraising report. • Give Guide: Second month of campaigning for the give guide. A board member pushed us to \$5,000 match! (Dawn Smallman). We're at \$12,327 dollars towards our year end goal. We're over 60 percent of the way there, and we had a really generous anonymous community member \$5,000 match. That community member has offered another \$5,000 match. • Alley will be starting a development committee in the new year. Invites anyone interested to reach out. • Burrell: Major kudos to Alley for jumping in at a tumultuous time and juggling two jobs at the beginning, providing a lot of vision and some really important knowledge within our leadership team. • Browne: We'll be bringing member meet ups back on the calendar. • Agrawal: What is the percentage of fundraising for overall income stream? • Burrell: Don't know exact percentage, but it has averaged around half a million, and get \$1 million from the city . 	
New Candidate for the Board introduction: Hassenein	<ul style="list-style-type: none"> • Hassenein invited Andre Gray to introduce himself. Encouraged everyone to read the responses from Andre's application, and is excited to potentially welcome him to the board. • Burrell: Alley and Rebecca to talk to Andre on Monday. • Gray: Responds that he's in a loud environment, introduces himself • Vote for Gray is at the January Board meeting 	
Governance Committee update: Brown / Burrell	<ul style="list-style-type: none"> • Hassenein: We need a board treasurer. Does shift in Walle's role at MHCRC mean he might be able to take the treasurer role? • Browne: If everyone on the board would consider one name to help board recruitment • Bylaws: We've received feedback from lawyers and community feedback, incorporating both, will likely send to lawyers again, and then have finished bylaws. 	Action item: Every board member give one name as potential new board member by the next board meeting to the board nomination form
Community Comment:	<ul style="list-style-type: none"> • Dan Handelman: 30 year celebration of their show, check it out. Also hoping that bylaws comments don't get lost in the shuffle. Producer meetup, Dan says staff told them people weren't coming because of Dan and PC, and doesn't think that was appropriate to say to them. 	

	<p>Also said that he read board meeting minutes and saw someone say “what are we going to do about Dan” and didn’t feel that was appropriate</p> <ul style="list-style-type: none"> ● PC: Expressed happiness about the cohort meeting being recorded ● Hassenein: Appreciate the sentiment that you shared ● Barrios: Having a hard time with the dynamic, and working hard to speak openly and honestly about attempting to respond to requests and notes. Some things in the methods of communication that you have I find challenging to staff members and some things have been offensive to staff members. From an equity perspective, some things have come across from an ableist perspective. ● Burrell: The relationship is not positive, maybe a separate meeting is needed. I want to resolve it as much as can be, but not sure what is the next step. ● Handleman: invited anyone to reach out on the phone or email to talk about it in a different forum. 	