

Open Signal Board Meeting Minutes

Date: 7/28/20

Meeting Lead: Karim Hassenian, Chair

Call to order and roll call

Board: Matt Jacobson, Evelyn Liu, Dawn Smallman, Tyesha Snow, Andrew DeVigal, Fiona McCann

Staff: Justen Harn, Rebecca Burrell, Elisa Barrios, Jamie Plakos, Leslie Yan, Jenelle Neil, Gloria Pitkin, Rana Debey

(MHCRC) Guests and Public: Dan Handelman (OS Producer), PC Peri (OS Producer)

Agenda Item	Discussion	Action Required/Next Steps
Consent Agenda Karim Hassenian	Approval and Discussion about June meeting minutes KH: clarification- the budget for FY 2021 was approved. Increasing the amount of reserves was approved as part of the budget. LY: Amend to further clarify the above.	Motion to Approve minutes: Andrew Motion Second: Evelyn Approved: Unanimously
Consent Agenda Financial Report Leslie Yan	<ul style="list-style-type: none">• June financials presented.• Ended the fiscal year with a Net Loss of about \$244K including depreciation. The Operating portion has a Net Income of about \$445K excluding a Net Loss of Other Income & Expenses about \$299K. Annual depreciation expenses are about \$739K.• Rana: when last year's grant Agreement contract for OS funding from the City was written, it included language about COLA increasing the payment every year. The budget amount has been approved. The City can't pay the contract right now because the language in the ordinance doesn't reflect the payment increase in the payment system. Waiting to hear from City Attorney's office to find out if they can help. Backup solution: negotiate an additional amendment that would have to go to council for approval. Rana is working on a fix for the situation.	Motion to Approve May 2020 Financials: Evelyn Motion Second: Andrew Approved: Unanimously
Staff leadership updates Janelle Neil (Prod.Services) Jamie Plakos, Leslie Yan,	<ul style="list-style-type: none">• RB (Development): OS in press in Willamette Week and OPB Radio re: MacLaren Youth Program• RB: Fundraising: no new grants. Did not get NEA. \$100K in grants so far, so we've exceeded our goal. Under on individual and corporate giving. \$50K in corp giving goal. \$30K in individual giving goal.	No action required

- RB gave a quick tutorial on how to make your own fundraiser arm of the OS Labs, including showing attendees how Tyesha Snow co-hosted a page for the fundraiser that yielded success. Development team plans on having one-on-one conversations with board members about how to leverage their own communities to support OS.
- EB (Equity): DEI program for MHCRC is happening, centered on safety.
- EB: Raffle for Census videos included donations from Black-owned businesses.
- EB: Census Day event was recorded and live streamed. HR team is revising decision models with RAPID methodology. Working with Governance Committee on Board agreement form and Equity statement is being workshopped.
- JN (Production Services): Hyper focused on safety protocols around business, has included all staff to help determine practical use cases. Looking at the future of production services realities under Covid. Working with Portland Harbor community folks for more potential leads.
- JP (Community Media): OSTV Beta update: program will be renamed: Online Distribution Platform. Launching on Aug. 7. Launch party will be a livestream including a fundraiser for OS Labs' fundraiser. Jamie gave a tour of the site and site contents and plans.

<p>Board Protocol/Practices Updates Governance Committee Update Andrew DeVigal</p>	<ul style="list-style-type: none"> • AD: Governance committee met this month. • Equity training at different levels based on life experience. • Want to add 4 new board members. • Will survey current board members to map their networks. • We need a board Treasurer and Producer board member. Will have an application process in place. • Develop a one-sheet that explains OS to the public. <ul style="list-style-type: none"> • Please review the Draft of the Board Agreement before Governance meeting. Document is in BaseCamp for access to review. 	<p>No action required</p>
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<p>Budget update Leslie Yan Justen Harn</p>	<ul style="list-style-type: none"> • LY: Revenue: \$1.8 M in operating revenue and about \$162K awarded grant carry forward from prior year. Total resources available for FY20-21 is about \$1,966K Total Operating Expenses is about \$1,930K Surplus total is about \$44K <p>Reserve Financial Policy \$33K to be put back into the Reserve. Got a PPP loan which saved us \$200K in the reserve.</p> <p>Proposed change for the reserve in this budget: the remaining reserve balance would be on a plan for a 4-year increase (adding \$33K each year to the reserve.)</p> <ul style="list-style-type: none"> • Karim Hassenian: The board will revise the proposed reserve target and the plan for it every 3 years. • LY: The finance committee will be developing an investment policy in the next 3 years. • JH: We had forecast revenue coming in before COVID-19, that we now expect will not come in. So the adjustment to the reserve timeline is to be conservative in our approach. 	<p>Motion to Approve Budget for FY 2020-21: Motion to Approve: Dawn Motion to Second: Matt Approved: Unanimous</p>
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<p>New Business Andrew DeVigal Jenelle Neill Justen Harn</p>	<ul style="list-style-type: none"> ● AD: First Governance Committee Meeting held. We want to start thinking about what needs we have around governance and board makeup - want to do this through an equitable lens. We want to review bylaws. ● JH: Governance Meetings will be meeting Thursdays at 10am on 1st Thurs. of the month. ● Harn: Proposal to have monthly meetings for board + monthly Committee meetings as well. ● JH: Executive Committee meeting will be held on the 2nd Thursday of each month. ● JH: Finance Committee will be held on the 3rd Thursday of each month. ● JN: We've been distributing livestreams to multiple channels. Doing the work for the City and City Bureaus. We're doing lots of consulting for people on livestreaming. We're going to have livestreaming kits in our inventory. 	<p>No action required</p>
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<p>Community Comments: Dan Handelman PC Peri</p>	<ul style="list-style-type: none"> ● PP: Update on Producers working in Production Services? Harn: OS current focus under Covid is having staff working first, but we are open to suggestions of opportunities. ● PP: How are filmmakers being included in future OS plans? Plakos: Our contracts are with folks who expect people not to be learning on the job. We have been developing/brainstorming about how to incorporate folks who are at different levels of learning on productions. ● Barrios: there was more workforce development pre-Covid, but it was impacted by covid-safety protocols. ● DH: RE: length of board terms for people appointed by City Council is 2 years. <ul style="list-style-type: none"> ● DH: The Channels are not easily visually found on the page. Plakos: staff discussed this issue and would like to keep the pages theme-based, but are looking for ways to make the channels more easily accessible. ● DH: Are board sub committees open to public? Hassenian: we would like to discuss this idea with staff. Please email any Producer input to board. ● JH: subcommittees don't have authority to make changes. That's why board meetings are the space for the public to bring input. ● DH: Producers are looking for a way to give input while ideas are being developed. ● KH: Board in moving towards including a Producer representative. ● PP: Producers' input if its happening while policies are being developed is useful, helps avoid pitfalls. ● Jamie: Next Member Meetup is on 8/15. All board members are welcome to attend! Smallman volunteered to regularly attend them. ● JH: Goal of governance Committee: we want to have an application to become a board member. 	<p>No action required</p>

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