

## Open Signal Board Meeting Minutes

Date: 5/11/23

Meeting Lead: Karim Hassenein, Chair

### Call to order and roll call

Board: Karim Hassanein, Evelyn Liu, Fiona McCann, Andrew DeVigal, Justice Hager, Andre Gray, Dawn Mott, Vega Tom, Julia DeGraw (MHCRC), Jessica Lagunas

Staff: Rebecca Burrell, Jen Fulwyler (contracted), Jamie Plakos, Tracy Kernell, KatMeow Garcia, Courtney Rae

Guests and Public: Rachel (ASL Interpreter), Amanda (ASL interpreter)

Community Member: Pedro Evezezer

Agenda Item	Discussion	Action Required/Next Steps
<b>Introductions</b>	Introductions, icebreaker	
<b>Consent Agenda</b> Karim Hassanein	<ul style="list-style-type: none"> <li>Approval of March 2023 meeting minutes</li> <li>(Meeting minutes not approved as they were not included in the packet. Karim proposes a motion to have the minutes shared this week and a consent agenda by email )</li> <li>Also discussed the memo about LABS separation: Andrew asks about funding, and whether all new funding will be raised on their own. Jamie responded that LABS will take some money with them when they go. Jen adds that they're checking advice re: auditor about the separation. Andrew asks if there is a continuing relationship expected with LABS? Karim: That's not fully known at this point. Jen: The memo does address the issues of some equipment that will constitute an ongoing relationship</li> </ul>	<p><b>Motion to have minutes and LABS consent moved to email:</b> Karim <b>Second:</b> Andrew <b>Approved:</b> All</p>
<b>Finance Update</b> Jamie Plakos	<ul style="list-style-type: none"> <li>Jamie Plakos reviews Financials for March. Highlights: Revenue is up 75 percent, right on track for time of year. Expenses 73 percent, slightly under target for this time of year.</li> <li>Authorizing signers for bank: Looking to change signers to reflect those moving out and in. Removing Dawn Smallman, Elisa Barios, and Rebecca Burrell. Looking to add Vega Tom to take the place of Dawn as an authorized signer: KatMeow to replace Elisa, Courtney Rae to replace Rebecca, Jeffrey Oliver still on the LABS account so he will also be removed.</li> <li>Deficit budget policy: Looking at presenting a strategic deficit budget, but trying to be responsible and through that process went through financial policies to see what was written around our financial policies, so wanted to</li> </ul>	<p><b>Motion to approve March financials:</b> Andrew <b>Second:</b> Fiona <b>Approved:</b> All <b>Motion to approve signature changes:</b> Fiona <b>Second:</b> Justice <b>Abstention:</b> Andre (due to Zoom outage, made comprehension of the issues presented difficult) <b>Approved:</b> Remaining present. <b>Motion approved</b></p>

	<p>set parameters around a deficit budget. Proposed new language to Finance Committee, came up with final draft language, approved by Leadership team. Jamie read the language included to the board.</p> <ul style="list-style-type: none"> <li>● Keeping it within that threshold to accomplish goals seems responsible (Vega)</li> <li>● Justice asks about building up a cash surplus; told cash just get carried into the next year’s budget; and yes, we would expect to see the deficit reversed in the three year period.</li> <li>● Justice: Do unrestricted funds get carried over? Jamie says yes</li> <li>● Jamie: Looking at pushing forward a number of initiatives: conducted a pay equity study that gave us the market analysis of staff positions; want to pay people what they deserve and remain competitive; came out with new salaries for staff over time planned out over the next three years ; also supporting LABS when they separate, which is three people’s salaries for six months. And increasing staffing in the front of house position. But will dip back down as we get rid of LABS positions.</li> <li>● Fiona asked about the LABS salaries, and whether that would be considered a precedent or model for future incubation projects; Jamie answers still working things out</li> <li>● Dre: Deficit project is also beneficial at a point of leadership change. Policy does provide additional protection for anyone in the leadership position</li> <li>● Jen: policy as it exists now does not allow for a deficit budget of any kind, when in reality leadership has determined that strategic investments can be done in a responsible way, but a deficit budget is the tool to get us there; built in increase in salaries and expenses watching inflation; Tried to be as conservative as possible</li> <li>● Justice asked about cash projections, cash carried forward, and specifically about the \$360,000 budgeted for foundation grants with restrictions and whether that’s carried forward into the deficit;</li> <li>● Jamie: explains that there are still things budgeted in that line item that came through as govt grants, so still hoping to make this year’s target</li> <li>● Courtney points out that the deficit budget is 4.8 percent deficit, \$146,000, that’s the gap for this year, that we’re expecting to carry, and that falls over the next couple of years with a really conservative foundation and individual income projection; it’s well beneath our 50 percent barrier that the policy holds us to.</li> </ul>	<p><b>Motion to approve deficit budget policy:</b> Justice  <b>Second:</b> Vega  <b>Approved:</b> All</p> <p><b>Motion to approve the budget:</b>  Vega  <b>Second:</b> Dre  <b>Approved:</b> All</p>
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<p><b>Fundraising update:</b> Courtney Rae</p>	<ul style="list-style-type: none"> <li>● Did OK despite vacancy in Director of Growth position; still a ten percent gap there; still time to get some money in there; ongoing online campaign that's the second year of a matching grant; rebooting the development committee/fundraising committee</li> <li>● Rebecca: we're reaching the end of the process to renew grant agreements for the next five years; funding based on a percentage of fees paid to Comcast; operations funding comes through a number determined in negotiation; we've been working for about a year to complete these agreements, shout out to Elisa and Jim; locking ourselves in with an operations agreement at \$6,144,459. Really good spot to ensure we're maintaining and even increasing funding every year for the next five years; potential to renegotiate in about a year when Charter reform goes into effect because that will increase the work that production services needs to do to broadcast city council meetings.</li> <li>● Executive committee: Karim and Vega were updated, lawyer reviewed contracts and had no hesitation about us executing on this agreement. Will be bringing the city grant agreement before City Council on June 21.</li> </ul>	<p><b>Action item:</b> Looking for people to give or share the online giving link and be part of the phone bank project <b>Action item:</b> Invited to attend the presentation at City Council on June 21</p>
<p><b>Board Officer Selections</b> Andrew DeVigal</p>	<ul style="list-style-type: none"> <li>● Karim Hassenein: Needs some time to figure out life with a new baby on the way. Have been in board chair for a while, and haven't had consistently all other board officer roles filled; doesn't plan on leaving board, but to stay on in an immediate past chair role for institutional continuity;</li> <li>● Andrew: Appreciation of Karim's leadership;</li> <li>● Officer roles: Chair, Secretary, and Treasurer are required by law. We cannot operate as an organization without those roles filled. Our goal for this evening is to make some decisions so that it sets us up for a comfortable transitional phase as opposed to hitting yet another two months;</li> <li>● Andrew shared role definitions of Board Chair, Vice Chair, and Secretary. Fiona asked for clarification on term limits for roles. Terms of serving on the board currently two years, officer roles for a year except for Chair / Vice Chair</li> <li>● Justice: Question regarding safeguarding the corporate records; Andrew points out that the work is distributed, with governance committee looking at bylaws, finance records overseen by finance committee etc; Rebecca responding that it's a consent situation so where there are ambiguities, we can all work together to figure out; Karim adds that within the description, it is "performs or causes to be properly performed," all roles require close collaboration with others on staff and board;</li> </ul>	<p><b>Motion to approve Andrew as Board Chair and Justice as Board Secretary:</b> Fiona <b>Second:</b> Evelyn <b>Approved:</b> All</p>

	<ul style="list-style-type: none"> <li>• Nominees revealed for three positions; extra nominations or withdrawals invited; Fiona withdraws for Board Chair, leaving Andrew as sole nominee; Fiona expresses concern about the two-year commitment to Vice Chair position, though does not officially withdraw; Dawn Mott withdraws from Secretary position; Fiona withdraws to leave the position open for Justice; Remaining nominees accept the nominations; Andrew admits he sees himself filling that role for at least two years; Fiona asks about the possibility of rotating the Vice Chair role; Rebecca says discussions of having people lined up and if someone wants to take over the following year, that's an option too; Evelyn suggests we could discuss that as time got closer if we went for one year as Vice Chair; Justice points out nobody knows what is going to happen; Andrew points up the other committee positions; Rebecca asks about Governance Committee which would have no people if Fiona becomes Vice Chair, so she could consider Chair of Governance; Andrew puts on records that he has been involved in projects that Open Signal is doing, so has a vested interest in his role with Agora to continue that work and sees Open Signal as a key partner and wants to continue to move with those projects and will be clear on any potential conflict of interest around nonfiction storytelling / community media work; Fiona suggests postpone decision on Vice Chair with deadline; Andrew proposes doing so on the Governance Committee Meeting</li> </ul>	
<p><b>Community Comment:</b> Pedro Evezezer</p>	<p>Have been a part of this program for four years and seven months and have only recently been reintroduced because of pandemic, so good to hear what's going on. (Community comment)</p>	
<p><b>Shout Out and Celebration</b></p>	<ul style="list-style-type: none"> <li>• Shout out to Jessica Lagunas from Rebecca for all the work she did; shout out to Tracy, Noah, and David for the hybrid set up.</li> </ul>	