

Marc D Brown
20 SE 8th Avenue
Portland, OR 97214

S.W. Conser
President, KBOO Foundation
20 SE 8th Avenue
Portland, OR 97214

Dear S.W. Conser,

I write to inform you of my resignation from the KBOO Foundation Board of Directors effective May 5, 2013. As explained below, recent events have led me to the conclusion that a small but active minority of the KBOO membership will not allow the necessary changes to occur at KBOO. Without those changes, the KBOO Foundation will continue its slide into irrelevance and insolvency.

For the past several years, KBOO has operated in a deficit. The Foundation has used most of its surplus to continue operations. Now, that surplus is nearly depleted. Unless changes are implemented in the immediate future, KBOO will find itself without the necessary funds to continue operations. The resistance to change ignores that fact and the larger fact that the broadcasting landscape has changed in the past five years.

What is happening in radio today mirrors a similar landscape change that occurred in the natural food business 15 to 20 years ago. From the late 1960s to the early to mid-1990s, cooperative grocery stores ("food co-ops") were generally the only place to purchase natural food, organic produce, and bulk items. The 1990s saw a proliferation of commercial natural food stores (in the Portland area, Whole Foods, Wild Oats, Nature's NW, New Seasons). Faced with this new competition, some food co-ops adapted and changed to the new reality while others "stuck to their roots." For the most part, those that adapted survived while those that chose not to change did not.

Similarly, the landscape has changed in radio. For most of its existence, KBOO was the only place in Portland to hear its diverse mix of music and public affairs programming. However, with the proliferation of web streaming and services such as Pandora and Spotify, that is no longer the case. Although the resources of the KBOO Foundation are greatly depleted, it still has time to make the changes necessary to keep it relevant.

The Board of Directors, aware of these realities, set out to revive KBOO. Working in conjunction with the staff, the board decided to dissolve the staff collective and hire an interim station manager to assess the needs of KBOO and manage the station back to balanced budgets. As part of that process, the

board determined that the Foundation policies required an overhaul. Working with an attorney experienced with non-profit laws, the board overhauled and approved a new set of board policies. As part of that revision process, it was discovered that, pursuant to the old policies, KBOO was a "for cause" employer but the job descriptions created "at will" employees. To align the policies with the practices, the board changed the policies to "at will." The new policies also clarified that the board delegated the day to day operations to the executive director.

Another part of the process involved a revision of the employee policies. Those policies had never been vetted by an attorney and contained many provisions that likely violated state and federal employment law. Those policies placed the KBOO Foundation at risk. The executive director contracted with a human resources firm to help revise the employment policies. Those policies were reviewed by legal counsel.

A third part of this process involved a staffing needs assessment and new job descriptions. The goal was to create efficiencies by reassessing the staffing needs and thereby reducing expenses.

Unfortunately, certain staff members and a vocal minority of the members set out to stop those changes from happening. That was done through intimidation, the dissemination of half-truths, and the disruption of meetings. Instead of listening to the executive director and the board when an attempt was made to explain the changes including the reasons behind the changes and the larger context of those changes, that minority of members continue to disrupt the conversation.

That behavior is not new to KBOO. A pattern has developed wherein a manager determines that changes are necessary for the longterm viability of the station, the staff and a minority of the members disagree, they vilify the manager and the plans, force the manager to resign, then blame the problems on that manager. That pattern continues to this day.

Honestly, I am not going to engage in this immature, short-sighted, and close-minded behavior any longer. I have better things to do with my time. It bears noting that the KBOO Foundation is a non-profit corporation. As such, the "owner" of the Foundation is the community and not the members. See ORS 65.001(28) (defining the term "member" for purposes of the statutes governing non-profit corporations in Oregon). The Board of Directors of the KBOO Foundation, while elected by the members, has an obligation to the community as a whole. That obligation includes ensuring the longterm viability of the Foundation. That obligation also transcends the personal interests of the staff and members. Although the board should consider the interests of those parties, it should not consider those interests alone. While the staff is given the tasks of day to day operations of the radio station, the

Board of Directors is given the task of overseeing the KBOO Foundation. That responsibility includes creating and implementing a strategy to ensure that the radio station and the Foundation remain viable.

The Foundation is heading into a downward spiral. Without making fundamental changes to KBOO, the station will continue to lose relevancy and membership. As a result, the resources will continue to diminish. Without swift and significant action, KBOO will not survive. The behavior I have witnessed over the past few months has depleted any hope I once had for the longterm viability of the KBOO Foundation.

For the reasons explained above, because I see any time and energy spent on overseeing the KBOO Foundation wasted, I am resigning as a director of the KBOO Foundation effective May 5, 2013.

Very truly yours,



Marc D. Brown
KBOO Foundation Secretary.