

**Minutes**  
**Kekahu Foundation Board Meeting**  
**January 21, 2015**

Location: All Saints' Church

**Attending:**

*Board of Directors*

Steve Thatcher (President)

Maren Orion (Vice President)

Jeff Frisk (Treasurer)

Anni Caporuscio (Secretary, scribe)

Carl Imperato

Donovan Cabebe

*Guests*

Marj Dente

Mickey Sussman (CAB)

Dean Rogers (GM)

**1.) Call to Order:**

6:02 by Steve Thatcher

**2.) Approve Agenda**

Agenda is approved as is. Executive Session requested.

**3.) Approve the Minutes of November 17, 2014**

Discussion ensued about the style and content of meeting notes: archival quality of notes to include a context of the discussions, or should they only include what was actually said at the meeting. Also a discussion to establish a protocol for presenting drafts to the Board.

It is decided that the Secretary will present the meeting minutes one week after the meeting, at which time the Board will have one week to review them and offer changes and clarifications. After that week, the notes will be set to be voted upon at the next meeting. Any changes or clarifications after that time will be included in an addendum to the notes in question and put up for a vote by the Board.

It is noted by Marj that Roberts Rules of Order state that only motions and decisions need to be included in the minutes.

Anni will send an email with the revised draft of November 17, 2014 Minutes for approval by the Board.

Donovan asks if our meetings could be recorded.

Mickey says the CAB did it for a while and he says that it seemed to have no value.

Marj says the Board used to do it and they stopped doing it because it was very time consuming; each speaker had to identify themselves before every statement.

#### **4.) Public Input:**

No input at this time.

Will wait until the end.

#### **5.) President's Comments:**

Carl and Steve were offered and given extensions on their Board membership. Steve would like to see a broader Board of Directors, including people that know how to raise money. We discussed times and ideas for having a Board retreat so that the Board can brainstorm courses of action for the year and beyond, and grooming fresh leadership.

#### **6.) Committee Updates:**

##### *A.) Finance Committee: Jeff*

1. The budget. Jeff did not email the budget because there are no changes to it. The paper copy received at the last meeting is the budget as it stands. Will wait for Dean Rogers to arrive for more discussion. The budget is developed by Dean and reviewed by Jeff and others.

2. The Audit of the finances for the 501c3 status conducted by CW Associates went unprecedentedly well.

3. Marj would like to be notified of the next Finance Committee meeting.

4. Majority/Minority Board clarification: Board composition ethnicity is irrelevant for a grant from the CPB. Our cumulative listenership is over 12,000. When it gets over 5000, the CPB looks at the racial makeup of our listeners, and the only ones they recognize are black and Hispanic. The way to change this is not to approach the CPB, but to approach a congressperson or a senator and ask them to make an exception to the law to include Pacific Islanders or Asian or Hawaiian. The action item is to draft a letter to our Hawaii senators to explain the laws the CPB has set up and the unique situation of our island and what the \$30,000 would mean to us. Maren will meet with Dean to draft such a letter.

##### *B.) Personnel: Jeff and Anni*

1. Jeff, Anni, and Dean met to discuss Personnel issues. More will be discussed in Executive Session.

Carl brings up that the GM makes the decision for the job descriptions and hiring of staff. The Board steps in when new positions are created or there is a significant effect on the budget.

##### *C.) Elections: Carl*

There are no meetings or actions since the most recent elections process. There doesn't need to be a meeting coming up for the Elections Committee unless

the Board wants the elections process to change. The next election process will commence in September - October of 2015.

*D.) Programming: Carl*

1.) Nov 19 third meeting. About a dozen participants. Carl is currently writing up the group's recommendations, proposed revisions to staff documents, and future action plan for the Committee.

2.) Next meeting is Feb 11, 2015 at the All Saints room. He anticipates general agreement and minor changes. At that time, the committee will become a working group more than a decision making group.

Jeff asks if anyone on the Programming Committee has reviewed a show. They have not.

*E.) Outreach Committee: Maren*

1.) Maren wrote a year-end letter. She sent 300 letters, focusing on those that donated \$100 or more over the last three pledge drives. It brought in \$3,125. There was one donation of \$1,000 and the rest were around \$100.

2.) We got a donation of stock. It was cashed in for \$4,800.

3.) From pitching on air for the air conditioning, we have raised over \$3,000.

4.) Maren will send a link around of a video on how to raise money for a non-profit Board.

5.) Maren wants to work on a fund-raising party and a dj gathering. Maren and Donovan will meet to brainstorm. Donovan has ideas for a signature event that can lead to community recognition. Creating identity, making community ties, raising money. Donovan has some proposals he will present at our next meeting. The proposal will include a budget that is then submitted to Dean. Jeff suggests that to get people involved in a signature event, get the public to vote on them.

*F.) Governance: Carl*

They haven't met. Carl, though, has made a draft of proposed Bylaw changes.

1.) formalize the Director elections process,

2.) initiatives to ensure sufficient member control of the KF Board,

3.) cleanup items, as well.

After he finishes the draft, he will present it to the Governance Committee for discussion. He will then have a working document to submit for Board approval at the July Board meeting.

*G.) General Manager's Report:*

**Site Report**

Studio – Full power. (Was at 30%)

Crater Hill – Full power. Antenna's moved to better location.

Moloa'a – full power

Anahola – operational

Mt Kahili – full power. Nautel transmitter repaired and replaced. Returned to 6 kw

O'ahu – full power

Princeville Studio – New Telephone System waiting to be installed.

Source of electrical surges identified and repaired. The Ground was loose.

Struck by lightning on Oct 1. All phone systems damaged.

Electric surge on Nov 12 damaged internet routing equipment and phone system.

Preparing to install surge suppression equipment for phone system (may not work for lightning strikes).

Emergency generator requires new trickle charge system (been an issue for a week). Awaiting bid.

At present Generator needs to be operated daily to maintain battery.

### **Stream Report**

In the last 60 days we had 11,770 unique listeners from 100 countries. Avg listening time 103 min. Top countries US, Japan, Canada, Germany, United Kingdom, Switzerland, Australia, France. 80% of our online listeners tune in via our website.

### **Social Media Report**

1857 of KKCR's Group page (96 new)

1059 likes on our Fan Page (82 new)

KKCR Twitter is re-activated – 177 followers

19 New members since November 1<sup>st</sup>, 2014

### **Membership/Fund Drive**

Date: Monday, May 11 – Thursday, May 21.

Pre-Meeting: April 4<sup>th</sup> at KKCR, April 8<sup>th</sup> somewhere in Kapaa

### **Mini Drive**

Date: February 7 – 14

Online only – Brief message of LOVE to be played/said by favorite dj.

### **Volunteer Update**

New volunteer, Amber, an artist, is submitting new artwork for next drive. Ellie started her new show, Ell's Bells, Wednesdays 10 – Midnight. Rebecca Hart is back with Hartbeats, Saturdays 10 – Midnight. Maka'ala Kaumoana is hosting the Makai Watch show, 2<sup>nd</sup> Monday Noon – 1pm. Topics have included Seabirds, Water Safety, Coral. All shows have included experts on each topic.

One new Program proposal has been submitted.

### **Air Conditioning**

We are awaiting the third bid for replacement of our Air Conditioning System at the Princeville Studio. Until today we were operating a portable air conditioner in the Transmitter Room. Today we installed a 15k BTU unit. The next step is approval of a bid for the larger systems required for the studio. (Also getting a bid from the original installer of the A/C. The new one will be much more advanced.)

### **Office Equipment**

Office computer (Windows XP) hard drive died. Now using the 3<sup>rd</sup> wavecart computer (Windows 7 professional) purchased in 2014. Required installation of software and updates. Laura donated software, adobe Master Suite CS5 including Dreamweaver and Photoshop providing ability to update website from KKCR office.

News studio has been wired and is almost ready for use.

Maren asked about Oahu broadcast and if it is still worth being over there. Dean says we should keep it up. There is more potential value in keeping it up than the cost of renting the space for the transmitter/antenna. 104.7 is \$360/month. The long term plan is to discuss with KHPR moving from this site to the Tantalus site, which has a larger demographic. They share our tower on Crater Hill, so it could be an even trade.

## **7.) Old Business**

*A.) Minorities on the Board:* closed issue, please see above.

*B.) Strategic Plan:* will extend the plan until 2016. Anni will send a note to Laura to put an addendum to the extension of the plan on the website.

Marj says that the consultant that helped put the Plan together said that KKCR is the only organization she has seen that has used their Plan consistently.

## **8.) New Business**

*A.) Election of officers for 2015.*

President: Jeff nominate Maren. Maren will be off-island for much of the year and would accept a co-presidency at most.

Steve will remain President for the length of his extended term.

*B.) Term extensions:* the process of extending terms is a new phenomenon. There used to be more applicants than seats.

Donovan asks if Carl is adding wording into the Bylaws about getting Board members, and extending terms. There should be the opportunity for at least 1/3 of the directors to be selected by the membership. Under the existing Bylaws, the Board can select the entire directorate. The Bylaws then need to be changed so that the goodwill that the current board operates under, conducting elections, will be a rule and protect against future takeovers.

Refer to Page 3, Article IV Section 4 of the Bylaws: Vacancies. Our Bylaws allow us to appoint Board Members to fill vacancies at will.

Carl: Can commit to a 6 month extension, to tie up the Programming Committee and other committees work.

Steve: Also 6 month extension.

\*Motion to extend the terms of Carl and Steve for 6 months. Donovan, Seconded by Maren. Motion to extend the terms of Carl and Steve for 6 months is approved.

\*Jeff makes a motion that the current directors stay in place for the next 3 months and during that period the directors meet to discuss succession planning. The Board will plan a retreat to talk about it in an informal setting. Seconded by Donovan. Motion for current directors to stay in place and for the Board to meet and discuss succession is approved.

We will have an informal meeting tentatively February 21 or 22 or 28. Jeff will start an email to open up discussion on dates and locations.

*C.) Committee Chairs:*

\*Carl moves to extend the current committee structure for three months. Seconded by Jeff. Motion to extend the current committee structure for three months is approved.

**9. CAB Report:**

1.) Mickey, directed to Dean, is glad to see the site report updates. He's glad that everyone is getting their reception.

2.) CPB PSA: Mickey needs to give us the words to make one. It educates our public on what good the government can do.

3.) The light at night at the gate. Linda McCall is the one who brought it up and it would be nice to follow through on it. It involves submitting a proposal to the Princeville Corp and researching the best way to do it. Dean says it's about a \$250 project pending approval from Princeville Corp.

4.) Mickey says thank you to Steve and Carl for all they've done. They've created an atmosphere of everyone getting along and trusting each other, and it's a wonderful thing that's happened.

5.) We have done some near ground breaking stuff in the last 10 years. This is a timely time to reinvent ourselves. Take stock. Compile a serious document of the things that are good for the community and then research grant foundations to present it to. Anni volunteers to compile the Story. Once we get one grant, it could snowball into more.

6.) Would like to have a Board member at the CAB meetings. The next meeting will be in March, as is the next CAB show.

7.) Dean asks if he should announce the CAB meetings like the KF Board Meetings, with a PSA. Yes, says Mickey.

**10. Member Input:** Marj

- A.) Thank you to Dean for all he does. Many of her questions have been answered by his report.
- B.) Policy for the Board: When officers exit, they should write a short explanation of what they do. If each officer would write a short explanation for the retreat meeting it would be valuable.
- C.) She hopes somebody would take the initiative to get the light at the gate. Linda, who recently passed, very much wanted the light.
- D.) Tomorrow morning at the Lihue Business Association, there will be a representative for a new Media Center sponsored by the County. It is supposed to attract big entertainment producers. KKCR should have an auxiliary studio in this media center. Marj will go to the meeting to open dialog for KKCR to be a part of it.
- E.) At last meeting it was reported that the Garden Show felt that they didn't need to participate in the membership drive. Will the pre-meeting for the fund drive be mandatory? (yes) It is confirmed that there is a policy in the handbook about participating in fund drives. Sets a bad precedent for a show to exempt themselves.
- F.) Is there anything in the Volunteer Handbook that explains what happens if a programmer leaves their show and then comes back and wants their show again? Dean says that there used to be something about a specific time frame of absence, and then you have to return and resubmit a proposal. Carl urges to stress that shows and time slots are under the "discretion of management".
- G.) Pronunciation of Hawaiian place names is still awful. Some people are better at pronouncing unfamiliar words than others.
- H.) Has anyone followed up with Carol Bain about KKCR participating with a journalism club at KCC? (It is noted that this was introduced at a Program Committee meeting and not a Board meeting.)
- I.) How is the air conditioning being paid for? It is a special expense, says Dean.
- J.) Are our programmers encouraged to solicit online listeners? Yes.

The Board has taken note of Linda McCall's service to KKCR over the years. We express our condolences to her family and loved ones. We have respect for her volunteerism. The Board will send a card to her family and we will acknowledge her on our website.

Meeting Adjourned for Executive Session 8:55

Next Meeting is set for Wednesday, April 29<sup>th</sup>, 2015.

Respectfully Submitted by Anni Caporuscio