

Minutes

Kekahu Foundation Board Meeting

May 7, 2014

Location: All Saints Church, Kapaa, HI

Attending:

Board of Directors

Steve Thatcher (President)

Maren Orion (Vice-President)

Jeff Frisk (Treasurer)

Anni Caporuscio (Secretary, scribe)

Guests

Marj Dente

Mickey Sussman (CAB)

Dean Rogers (GM)

Call To Order:

6:08pm by Steve Thatcher

Approval of Agenda:

The draft agenda was approved with the movement of Public Input to the end of the meeting.

Approve Minutes of January 22, 2014 Board Meeting:

Corrections to Minutes: remove Maren Orion from Programming Committee list, page 3.

Move to approve Minutes with correction: Maren. Second: Jeff

President's Comments:

Steve readdressed the Underwriting Program Analysis and the Development Director Position. Please refer to January 22, 2014 Kekahu Foundation Board Meeting to the document that Steve submitted to analyze the Underwriting Program. He has not worked on it, but says that there is a need to audit the program and possibly reevaluate the position and investigate compensation.

Committee Updates:

Finance Committee:

In reviewing the audit from CW Associates, there are no red flags, but there are some questions/action items:

1. Does the CPB Grant have a separate bank account to house the Grant? Daily operations should not come from the same pot.
2. Employee files need to be updated.
3. Kekahu Foundation is not filed as a charitable organization. Is it now registered and are we in compliance with the State's regulations?

Steve suggests to send a copy of this audit to Julie the accountant.

Generally, underwriting money is up, membership and grants are down, but the budget is still balanced.

Personnel Committee:

No official business to report, no meetings were held.

Election Committee:

Table any reports until the next meeting. Carl and Healani are both absent.

Programming Committee:

Discussion on what the committee will do, and who will be voting members of the committee.

Maren suggests addressing the flow of the shows, what is back to back. She also suggests that more programmers be on the committee.

Dean suggests examining the document, Recommendations of the Kekahu Foundation Ad Hoc Programming Committee, from November 28, 2012.

List of approved names of the voting members of the Committee, suggested by Carl and Healani:

Management: Dove and Dean

Board: Carl and Jeff, with Anni as alternate in the event that Carl is away and a vote is needed.

Community Advisory Board: Mickey Sussman, Jim Kelly

Kekahu Foundation Members: Marj Dente, Ed Coll

Programmers: Jimmy Trujillo, Felicia Cowden, Mose Orion

(*Let it be noted that in discussion after the meeting via email, it was decided by the Board to include four programmers: Jimmy Trujillo, Felicia Cowden, Mose Orion, and Leilani Kaleiohi)

Discussion ensues on the date of the meeting. Since this ad hoc committee has been in the works for a long time it's time to get it started. Carl will be off island for another three weeks, and we would like to schedule the meeting before he gets back for when he is here.

Movement for Jeff and Anni to carve out a sample agenda and email Carl to commence a meeting: Jeff. Anni seconded.

Outreach Committee:

The Outreach Committee had planned a music event with a dance and a sale of vinyl records, with assistance from member Rob Dorman. It did, however, get complicated and did not promise to bring in enough money to make it worth the effort. The event was cancelled.

It was mentioned, off-topic, that Donovan Cabebe will be submitting paperwork to participate on the Kekahu Foundation Board of Directors.

Steve mentioned his neighbors and their non-profit Board membership and their status as money raisers. They were going to come and give suggestions to our Board for fund raising.

Mickey suggests that we perhaps modify our business plan and asks if we have a financial plan, and if not, to take time to define our goals.

Marj says we do not have a money raising Board, and expressed the futility of us pursuing assistance if we're not going to actually use the information.

Maren says we need a vision and to have a goal larger than our operating expenses.

Dean says he has plenty of projects to raise money for and that an endowment would be nice so operating expenses would come from the interest.

General Manager's Report:

1. As of 3pm on May 7, which is 2.5 days in to the Fund Drive, the total money is \$21,882, with 20 new members. The Silent Drive yielded \$6-7k.

2. The Second Hawaiian Stream is up and live. It is 24 hours. It has not yet been advertised but will have underwriting. Underwriting will have to take a different direction and have a different deal and contract. It is an online only stream.

3. Equipment Problems:

- a.) Uninterrupted Power Supplies are dying out.
- b.) The alarm system is changed and it's going off randomly.
- c.) Computers are crashing, including the archive computer and the digicart computer losing and dropping carts. Computer replacement is in the budget, but for four computers instead of the eight it would take to replace the whole set.

4. Replaced the antenna at Crater Hill. Installed a microlink for the missing link. We are currently operating at half power on Mount Kahili.

5. There is an opportunity to make a change to the Oahu transmitter. The offer is to move it from Franklin to Mt. Tantalus, which faces a larger and more affluent population set, and it's nominally rent free.

6. KKCR is up on Guide Star, which is a grant database. Grant givers have the opportunity to look us up.

7. The new merchandise looks nice.

8. Got the CPB funding. \$71k

9. The new volunteer paperwork has references as part of the screening process. There are three new volunteers ready to start training, having completed their thirty hours

10. Met with Pierre Omidar (the dairy people), from Oahu. Marj says to ask for the man himself.

11. There are a couple of concerts in the works, as a fundraiser for the station. Dean will use his connections to get the artists.

12. They are developing a new talk show format. Felicia is taking a leave of absence for her campaign for County Council.

13. We have the new lease with increase, but we are having to pay the back rent for the increase for the whole year.

14. There is an option to purchase equipment that will allow talk shows to remote broadcast through smart phones.

15. Jeff asks questions of Dean regarding the CW Audit (please refer to the Finance Committee's report above):

a.) Kekahu Foundation was not registered with the State as a charitable organization. Is this fixed? *Yes.*

b.) Is there a separate account set up for grant money? *No.* Can Jeff help with this? Mickey suggests to switch banks. The decision was to use an existing bank account that is not being used.

c.) Did Julie get a copy of CW Associates last audit? *Dean assumes so because she typically gets them all.*

Old Business

Location of Corporate Seal

Via an email from former Secretary Fred Dente, there is debate of who lost the seal. It is decided to delete this from the Old Business and proceed without a corporate seal. In the future, any documents will be amended in light of having no seal.

Strategic Plan Review

The meeting was well attended. The participants reviewed the former Strategic Plan and chose what, among the goals that are still goals, should be focused on, and prioritized the goals. The participants talked about why they were attending the meeting and what their goals were for the Strategic Plan. Future meetings will assign action items and realistic end dates to attain goals. The next meeting will convene after the Program Committee meeting.

There was a question as to the reasoning behind limiting those running for public office having to take a leave of absence from their shows. Dean will submit the document that he uses as policy for Board review, and states that if one candidate has a show, then equal air time must be allotted to every other candidate for that office, be it a talk or a music show.

Review of Underwriting Program

Steve will work on it with Dean to come up with a clear program and also as a personnel issue.

New Business

The NFCB Conference is in Reston, VA, May 28-31. It was suggested that new Board member Anni should go, as it's in the budget to send one person per year. She will check her schedule.

Community Advisory Board Report

Mickey says they haven't had a meeting in a while.

There is a new member, Ed Coll. He wants to bring democratic solutions to station business and seeks to improve the quality of programming by addressing the issue of bias.

Safety issues: Mickey asks, is it a big deal to get caller id on the phones? Dean says it needs to happen and he will look in to it. There have been threats to programmers and inappropriate callers on the air. Also, installing a light at the gate would be prudent as it is quite dark out there at night.

Member and Public Input

Marj Dente

1.) What has happened with Mark Jeffers and Storybook Theater?

It has not yet been discussed but Steve and Dean will discuss it at their next meeting. It will be added to the next agenda.

2.) Do new Board members Jeff and Anni have a copy of the NFCB Manual? This question also refers to the issue of candidates having shows while running for office.

Yes, they each have a copy.

3.) She is disturbed that programmer Kaiulani is back on the air. She only had a 2 week suspension even though she made disparaging comments about an individual community member, airing dirty laundry on the air. This person is very upset and could have sued the station over the issue but chose not to.

4.) Are we working on revising the volunteer handbook?

It is circulating among the staff for approval. References have been added to the volunteer paperwork.

5.) Has there been any progress made on a training video for new programmers?

No progress has been made.

6.) The Strategic Plan has a goal for attaining a membership base of 5,000. Is there a way to develop a way to track the membership numbers between the years, to see how we're doing?

Yes, the software will show us a graph of current and historic membership.

7.) There is no notification of this meeting on the website and no public notice.

8.) Things to mention at a Mandatory Programmers Meeting:

- a.) There are many missing cds in the Hawaiian section.
- b.) What actions are taken toward those who don't attend the meeting?
- c.) These meetings should be used for programmers to discuss problems and solutions. There is not enough time to allow for discussion, which is more value to the programmers.

9.) Why did you schedule a Board Meeting during the Membership Drive?

10.) The application for Board Member is not up to date on the website.

11.) As stated in the Bylaws, if a Board member misses three consecutive meetings, the President and Vice President writes them a letter excusing them from service. The Board then has 10 days to fill the position.

Steve and Maren will draft a letter to Healani.

Next Meeting

The next meeting is tentatively scheduled for Wednesday, August 6 at 6pm, location to be determined.

Meeting is adjourned at 9:02pm.

Kekahu Foundation Board Minutes respectfully submitted by Anni Caporuscio.