

Minutes

Kekahu Foundation Board of Directors Meeting October 21, 2015

Location: Kapaa Public Library

Attending:

Board of Directors

Steve Thatcher, President

Anni Caporuscio, Secretary, scribe

Jeff Frisk, Treasurer

Carl Imperato

Brian Neubauer

Jonathan Jay

Donovan Cabebe

Guests

Tod Walker

Marj Dente

Paul Moody

Mickey Sussman (CAB)

Fred Dente

Dean Rogers, General Manager

1.) Call to Order

6:10pm by Steve Thatcher

2.) Review and Approve Agenda

Additions: 9.) c.) Maren's resignation, 9.) d.) Review for approval changes to the Bylaws.

3.) Approve Minutes of July 22, 2015 Board Meeting

Move to approve the Minutes of July 22, 2015 Board of Directors Meeting by Jonathan, seconded by Jeff. Motion approved.

4.) Public Input

None at this time.

5.) Presidents Comments

a.) He wants the meeting to go pretty quickly tonight so we can have the executive session.

b.) Maren Orion has tendered her resignation to the BOD. We will formally accept her resignation under New Business.

6.) Committee Updates

a.) Finance Committee: Jeff

1.) We reconciled the budget format that Dean was using with the monthly P&L that Juli uses. We will start using the updated categories going forward for the current fiscal year. Jeff asks Dean if he can remind Juli to update her spreadsheet.

2.) For the 2015 fiscal year, we have a deficit of -\$26,726.50

Steve asks when this is going to hurt us. Jeff says that it just means that we will start the year with less resources than the previous year.

b.) Personnel Committee: Anni

1.) Anni met with Dean on September 2 to inquire about tasks and station management and delegation opportunities.

c.) Election Committee: Carl

1.) Up to 1/3 of the Board can be elected by the members. In September we ran two PSAs, one soliciting candidates, and one soliciting input on the elections, there was also an ad in the Garden Island. We had no requests for the election and one candidate, so none of the criteria were met for elections. No elections were held and the election process for 2015 is concluded.

d.) Programming Committee: Carl (note: this is the KKCR Programming Committee, not the Kekahu Foundation Programming Committee.)

a.) The committee met on Aug 24 to follow up on the status of the Committee's action items that were listed in its March 2015 status report to the KF Board. Most of the action items listed from a previous meeting are either completed or underway.

b.) The Committee will meet on 10/26/15 to follow up on the remaining items. 6-9 at All Saints Church in Kapaa.

c.) The committee now being active is the Programming Committee of KKCR and not of the KF, which was something of the past.

d.) Jeff will chair the meeting since Carl will be off island. Future discussion about how active the PC should be, details for the future role of the Committee, and functioning as an advisory committee.

e.) Outreach and Development Committee: Donovan and Anni

1.) Regarding the 20th anniversary party, Donovan has talked to Courtyard Marriot and is still in talks with them.

2.) Jeff wants to make it known that we all need to save and make money rather than spend money on a large event.

3.) Steve would like to see a Plan A, B, C.

4.) Donovan will send emails to the Board about his meeting at the Marriot.

5.) Anni brings up the idea of separating the committees into Outreach Committee and Development Committee, to focus skill sets on grant writing (for example) and event planning. Both are to be tasked to raise funds, just with different foci. Perhaps when something happens we can separate them.

6.) Donovan says that we can have an event within the next 6 months to raise money. A meeting in November can be: November 11. Anni will find a location.

7.) Jonathan/Donovan asking about a Mahalo party for the Volunteers. Dove has planned something at the Church of the Pacific on December 4.

f.) Governance Committee: Carl

1.) Met on 5/20 and 8/5 to discuss a set of proposed updates to the Bylaws. The group achieved consensus on the proposed updates, so the proposed changes were placed on the KKCR website and PSAs were aired throughout September asking for input and comments. There were no responses.

2.) The essence of the proposed revisions is to give power to the Kekahu Foundation's members to participate in meetings, elect and remove Directors, and make or reject future changes to the Bylaws. The current set of proposed changes to the Bylaws began in 2007 and led to the experiments with the KFBOD election process. The current set of proposed Bylaws revisions make the election process a "right" rather than an experiment, and add recall, initiative and referendum rights. The criteria allow the membership to ultimately control the organization and prevent a "rogue" Board from doing things with which the membership very strongly disagrees, while preventing a small segment of the membership from taking control and keeping the cost of elections to a minimum. Approval of the Bylaws changes should put behind us any remaining "bad blood" related to the founding and early days of KF/KKCR.

3.) Membership: Kekahu Foundation has members. KKCR has staff and volunteers but not members. When you become a member, you become a member of the KF. It's shorthand to say that one is a member of KKCR. Fred brings up that it might be informational to let people know that they are indeed a Kekahu Foundation member.

4.) Within this conversation, Donovan brings up his desire to flesh out and give identity to the KF.

g.) General Manager's Report: Dean

Site Reports

Studio - full power –

Crater Hill - full power –

Moloa'a - full power -

Anahola - decommissioned

Kalepa –STL operating – Fully Operational (Transition off Fiber complete)

Mt Kahili - half power – due to heat damage- power modules failed. Under repair.

Papalina – operational – STL to be decommissioned, cable feed (95.1) remains

O'ahu - full power –

In communications with Marvin Mikasa of DLNR regarding Mt Kahili lease.

Primary Studio -

New AC systems require much more maintenance than former Central A/C System did.

Awaiting new Hawaiian Music Archive database from Bob Hickling, interface w new Dig Library

Entry Gate light purchased, awaiting installation (weather and personnel)

Office phone system failure, 10/3/15-temporary repair- Hwn Tel stumped.(5th failure this year)

Attic Insulation nightmare- (removal and replacement)

Replaced Cable Vault sump pump.

Considering rental storage unit for 7 year storage of Accounting paperwork & equipment boxes

Researching Studio Carpet and Soundproofing replacement

Working w volunteer to repair and finish CD storage cabinets and addition of new shelves

Two westside residents express interest in establishing Westside Studio. (Raymond, Anthony)

Stream Report

In the last 60 days we had 20,000+ unique listeners from 113 countries

Avg listening time 97 min. (Peak 153 listeners) (Up from 93min 142 listeners – July)

Social Media Report (since July)

2207 of KKCR's Group page (73 new)---1397 likes on our Fan Page (124 new)---

KKCR Twitter Account – 297 Followers (177 in January) (253 July)

Volunteer Update

New volunteers Tess, Aurelius, Armando, Hari, Michael, Robin, Madeline, Jay.

New programs “Thee Auracle” with Lindsay (Sat) and “Mu” with Kiahnasun (alt Mon)

Program proposals have been submitted (2) / Americana Roads and Paniolo Rodeo

Fall Membershiop Drive Totals

-Total \$49,125 as of today

-\$7.1K Waveriders, \$2.2K Online, 4.5K Earlybirds

-103 new members

Respectfully Submitted,

Dean Rogers

KKCR Station Manager

7.) CAB Report, Mickey Sussman.

a.) His idea for the next CAB show concerns educational programming. There are many free educational programs that we can introduce to our programming. This type of programming can earn us money. There is an underserved section of our community that wants educational programming.

b.) Wants to introduce the idea of not pitching during our fundraising. We are asking people to join us and participate; we are not selling anything.

c.) The thank you to the CPB will be completed soon.

8.) Old Business

a.) *Letter for Status Change.* Anni has written one that she will circulate for feedback among the Board.

b.) *Strategic Plan:* Jonathan has talked to many people about it. He sends accolades to what has already been done. Has reached out to former directors about it. Wants to do it correctly and not like a train wreck. In light of the budget, we may be limited on the resources for updating, but we will make do.

Has drafted a PSA for the SP and an email address (strategicplan@kkcr.org) for feedback.

Has also made a draft email encouraging everyone to get involved.

Timeline: start in Jan 2016, and finish around October.

Part of the plan involves a yearly membership meeting and celebration.

Date for meeting tentatively for December 9 for Strategic Plan Process Meeting. Ad hoc Strategic Plan Committee. Start small and bring findings to the Board and proceed.

9.) New Business

a.) *Grant Writing.* Anni wants to know what grants we have applied for in the past and the procedures to do so. She has had conversations with grant writers about what could be available to KKCR and wants to begin the process. Anni and Dean will meet to talk about grants.

b.) *Tod Walker* has submitted his application to the Board of Directors.

c.) *The Board accepts Maren's resignation* due to her current life situation. The Board will miss her manao, and we thank her for the years she has put in and wish her well. We look forward to seeing her. We will send a formal thank you letter to her.

d.) *Bylaw changes:* They were sent to the Board. Please see above for the details.

Jeff: was hesitant at first, but now thinks it's good.

Jonathan: Wants to increase the PSAs to the community to solicit more involvement in the process. Not enough people have responded.

Marj says: She's been reviewing minutes back to 2008 and motions have been made and voted upon for items to be included in a new set of Bylaws. In Jan 2008, a motion to extend the responsibilities of the officers. 2008, something voted on was an endowment fund capability. She considers them important and there may be contention that they are not included in the current set of Bylaws.

Carl: Doesn't see that an endowment fund needs to be in the Bylaws, and we have extended the officers responsibility already. Carl and Marj will discuss any changes.

Jeff: There is a mechanism to update the Bylaws within the Bylaws.

*Carl moves to accept the changes to the Bylaws as stated, Jeff seconded.

Motion Approved.

Congratulations go to Carl and the Governance Committee for his 7 year mission of updating our Bylaws.

10.) Member Input

Marj:

- a.) You must give 7 days advance notification of committee meetings. Ad hoc included.
- b.) "Progressive": That word is paramount in our federal elections. It's not such a chancy word anymore.
- c.) Remote west side studio: This has come up before and the problem with a remote, if it involves a vehicle, is the insurance for the driver. Keep it in mind.
- d.) Because you are having such good committee meetings, and I am very thankful for that, this Board may consider having more meetings. Started at 10 and now down to 4. Consider 6.
- e.) Grants: \$100,000 was just given to the Hawaii Community Foundation. Got \$5000 from Hawaii Community Foundation for Strategic Plan help last time. Try again.
- f.) Strategic Plan. What we did in the past, we had 11 members, 6 of which were Board, etc. Marj concurs with Carl to start small and not open it to the community to start out. The meetings got bigger and bigger to the point where decisions got made and new people came in and it was chaos.
- g.) Thank you to Dane for supplying the excellent food. Anni will email him.
- h.) Has anyone sent thank you to All Saint's Church for the use of the facility? Steve is in contact with her and has offered donations. Keep our reputation good in the community.
- i.) Marj has all the motions that were approved by past Boards and not entered into the Bylaws. Carl says that he would be happy to get together with Marj to determine which of the past motions need to be added to the Bylaws.

Fred:

- a.) As far as the Governance committee recommendations, he disagreed with some of them but agrees that consensus was reached.
- b.) As far as the Membership questions, he wants to take them up, and the Mission Statement draft, he's eager to be a part.
- c.) For Tod and all Board programmers: so people are aware, in the past history of Community radio, Boards that are stacked with programmers, it's problematic because this person has two hats to wear. In our early days it was. The reason is the GM is the supervisor of the programmer and the Board is the boss of the GM.

Mickey:

Programmers on the Board, it's not just the two hats. Your behavior on air reflects on the Board. Your behavior can be seen as condoned by the Board.

Paul:

Thinks opening the membership and voting to more members than just the Board is a great idea.

11.) Next Meeting

Dean asks to have meetings during the day to accommodate his schedule.

Next meeting Wednesday, January 27, 2016.

12.) Adjourn for Executive Session at 8:44pm.

*Move to accept Tod Walker onto the Board of Directors for a one year term.
Donovan Seconds. Motion Approved.

Meeting notes respectfully submitted by Anni Caporuscio.