

Kekahu Foundation Board of Directors Meeting
January 18, 2017
Kapaa Library

Attending:

Steve Thatcher, president
Anni Caporuscio, scribe, vice president, secretary
Jeff Frisk, treasurer
Carl Imparato
Jonathan Jay
Donovan Cabebe
Tod Walker

Guests:

Laura Christine, general manager
Mickey Sussman, CAB
Fred Dente
Marj Dente
Hari Khalsa
Larry LaSota
Rick Cooper

1.) Called to Order at 6:04pm by Steve Thatcher

2.) Agenda is approved by the Board.

3.) Approve Minutes of November 30, 2016.

A.) Changes to November 30 Minutes:

1.) Elections:

a.) Jonathan wants the record to show that he expresses concern for the lack of participation for our election process and maybe this deserves closer scrutiny.

b.) Jonathan 9.d. last sentence: Jonathan wants it to read that all of us on the Board should work more collaboratively to construct a shared vision.

B.) Changes to August 17, 2016 Minutes.

1.) Host NFCB members. No funds. Clause. Please let the record show that Jonathan and Donovan support that movement.

**Motion to accept the minutes from both meetings with the proposed revisions by Jonathan, seconded by Jeff. Motion passes.

4.) Public Input. No public input at this time.

Clarification from Steve that the Public Input section is for the public to speak at the beginning or at the end of the meeting, depending on time constraints. It is not to be used twice.

5.) President's Comments

We will have an Executive Session at the end of the meeting to cover some of the personnel issues that we touched on at the executive session from the last meeting.

Our Board should do a non-business Board Retreat to discuss future Board vision. We did some good things last year and it would be beneficial to solidify vision into the future.

Welcome to Laura Christine to the Kekahu Foundation Board meetings as our new General Manager.

6.) Committee Reports

a.) Finance Committee: Jeff

1.) Last update, budget was unsure. New management has the budget. Laura has asked for budget help from Carl. The submitted document is a draft. A new budget will be formed in the next month, to be approved over email by the Board.

2.) Putting the P&L in the same format as the budget is almost accomplished. This is a great benefit to the organization. The 2017 budget shows a very close to balanced budget.

3.) The general impression of the budget and the Profit and Loss is such: General expenses are down, personnel costs are up, revenue is more realistic.

4.) Interest bearing account progress: We have agreed on two \$30k increments for CDs at KCFCU. The signees on these accounts is the open question.

5.) For the last fiscal year, the year end earnings are up \$7,500. Which is an improvement, from our recent history of operating in the negative.

b.) Personnel Committee: Anni

1.) The Board of Directors affirms that at its November 30, 2016 Executive Session the Board authorized the Kekahu Foundation Personnel Committee to proceed with the Personnel Committee's proposal to: (i) restructure the KKCR General Manager Position Description by separating that position's non-technical duties and technical duties into a revised General Manager position and a Technical Director position; and (ii) offer those respective positions to Laura Christine and Dean Rogers.

Discussion ensues if there is a precedent if we revote in public discourse. Why have another vote if it would undermine the purposes executive session. A great deal of research was put in to the purposes of Executive Sessions, which is to discuss confidential information.

****Motion to vote to affirm that the above statement is an accurate characterization of the decision we made in the Executive Session. By Carl, seconded by Jonathan. Motion Passed.**

2.) Employee Handbook approval. Not everyone has it. Carl has submitted some minor changes. Jeff suggests that we approve a working draft that can be used in the time being.

****Motion: The personnel committee approves the employee handbook for draft release pending formal board review and approval prior to or at the next Board meeting. Submitted by Carl, seconded by Jeff. Motion passed.**

3.) It is the goal of the Personnel Committee to meet with Laura Christine, the station manager, on the first Friday of every month for the time being, and then taper off to “as needed” meetings. The first such meeting happened January 6, and it was very positive. Laura wants to focus on community outreach with a public presence for the radio station, and to use outreach events as a team building enterprise for staff and volunteers. She is bringing good positive energy to the organization from the get go.

c.) Election Committee: Carl

No action by the election committee at this time of year. They will start activities for the year’s elections in June.

d.) Programming Committee: Carl

At the last BOD meeting, we were going to schedule a Programming Committee meeting for January. However, would first like to meet with the new GM to review the current priorities to see what she feels the PC should currently be doing, and then proceed appropriately after that.

Jonathan asks if Carl has given any consideration to the idea that the PC should be a part of the CAB. He responds that they have different reaches. The CAB participates in the PC, and not necessarily vice versa.

e.) Outreach and Development: Donovan and Tod

1.) Donovan suggests that we spend some time looking at how the 5-point Board Management Structure that he presented at the August 17, 2016 Meeting and how it can apply to our station. He feels that our station is lacking in not having an Outreach director at the station. He wants to explore how the Kekahu Foundation can properly take steps forward and together take steps to realize our objectives and goals. He supports a Board Retreat and will set up a time and date and place.

2.) Tod sites the visit from Gary Hooser. He spoke with him about funding. Tod reached out to HAPA regarding civic engagement and how that applies to our Board. He was impressed with Gary Hooser’s message of discussion for how to move forward with civic involvement.

3.) Jeff wants to raise the subject of separating the Outreach and Development Committee into two committees.

f.) Governance: Carl

This committee is on hold until there are issues that need to be addressed, and there are none at this time.

g.) Strategic Plan: Jonathan

Jonathan met several times with Fred. They have crafted a PSA and put together some language for the website for a questionnaire as to the process of addressing the mission statement. Soliciting feedback from the listeners on how to strengthen and clarify the mission.

He is submitting some documents to the Board this year for review.

He would like to hear from committees for vision for the future of each committee. He is interested in Board development as a part of the Strategic Plan.

h.) General Manager's Report: Laura

Thanks the Board for having confidence in her.

Big presentation on the Birthday Bash plans.

GENERAL MANAGER'S REPORT

January 18, 2017

PLANS & GOALS

· **OUTREACH**

- o KKCR Booth/Table at community events. Need a better system to make it mobile and easy to set up. New brochures and banners.
- o Submission of articles to The Garden Island Newspaper
- o More KKCR events
- o Hire Development Director to handle drives & underwriting
- o Organized outreach to non-profits and KKCR Underwriters for donations for fund drives & event silent auctions

· **NEWS DEPARTMENT**

- o Finish News Room Studio
- o More News volunteer programmers
- o Hire News Director

FUNDRAISING

- Raised \$5,245 for our End of Year Campaign – Mailed letter, 2 separate email blasts, On Air PSAs
- Declare Your Love Campaign for February 14th (\$890 last year)
- Next Drive – dates not set, but thinking mid May – Goal will be \$60,000.

MUSIC UPDATE

- SoundExchange successfully Reported for 4th Quarter 2016
- New Release notices posted and up to date
- New shelving being built by Dave Gerow
- Music plays being accurately reported to distribution and music companies to ensure we get new releases
- Hawaiian music updated regularly by Auntie Maria

VOLUNTEER UPDATE

- Volunteer Coordinator will be starting program evaluations for all KKCR programs in February
- Jeff, Christian & Grant have filled out applications and will attend an orientation session very soon – all thinking about programming music shows.
- Gary Hooser and Bonnie Clark are currently training – both thinking about talk shows.
- Out of the Box added Keone (returning) & Megan (new) as hosts every 4th Thursday.
- Cary Valentine started new program Inside Out
- Loui Cabebe started new program Mahalo Mondays

ENGINEERING & OPERATIONS UPDATE

SITE REPORTS

- Hanalei - operating Within Normal Limits - full power –
- Crater Hill - operating Within Normal Limits - full power –
- Moloa`a - Operational – Monitoring - Intermittent Transmission Issue -
- Anahola – decommissioned due to Microwave on hold for now
- Kalepa – operating Within Normal Limits – Studio to Transmitter Link (STL) –
- Mt Kahili - 1/6 th power (1000w) – Transmitter awaiting install (est End of February)
- Papalina (Kalaheo) – operational – 95.1 cable feed
- O`ahu – off air – Resumption of operation pending transfer of frequencies

STUDIO BUILDING

- A/C – Within Normal Limits
- Water – Disruption of service on January 5th due to break in main supply line (Prince Corp). This, more than likely, triggered the need to replace of our toilet fill valve.
- Power – Minor repair to generator charging system. No power disruption.
- Phone – Within Normal Limits
- Internet/Network – Within Normal Limits

MISCELLANEOUS

- Performing Inventory of all sites.
- Seeking bids for two site replacement cabinets (Crater Hill & Moloa`a) est. approx \$4,000
- 95% Completed of Acoustic Fabric in Primary Studio
- Mt. Kahili Tower – a Guy-Wire snapped off – All 3 must be replaced – est. approx. \$13,000 to \$15,000

20th BIRTHDAY CELEBRATION

- Venue & date set: Lydgate Park Pavilion – August 19, 2017
- Budget submission attached
- Party Planner attached

Kahili Lease. There is a draft, says the DLNR, but there hasn't been any response.

****Motion to approve a \$4k budget to produce the 20th birthday party. By Jonathan, seconded by Jeff. All approved.**

7.) CAB Report

- a.) Thank the Board for refreshing the organization's management and staff. It's a perfect example of a progressive move.
- b.) Welcome to Laura to General Manager position.
- c.) CAB show on January 30th.
- d.) Kudos to Tod about thinking about civic engagement.
- e.) Make a request for the joint Board and CAB meeting to refresh our relationship. It hasn't happened in years, and he wants to work it into the meeting rotation. The next CAB meeting is in May.
- f.) Wants to make it clear, as CAB Chair, about the Mission Statement. He wants to think about not only the word "progressive", but also "public trust". He wants to approach it as "refreshing the mission statement".
- g.) There is a question that should KKCR be neutral, or progressive? He asks, is there a neutral position anymore?

8.) Old Business

- a.) Meeting Frequency. Jeff feels that when it was brought up that we should meet more often, the intention was that we would get more done. What has happened, is that we are meeting in committees less frequently. He proposes fewer board meetings and more committee meetings.

**Motion that we go back to four formal board meetings with increased committee meetings in between. By Jeff, seconded by Tod. Motion Passed.

Jonathan says we're on a good rhythm, because we've gotten a lot done lately. He thinks we should keep it up for another six months. Donovan agrees that we should stick with the momentum that was built for a little while longer. Jeff says our work needs to happen in committees.

Motion carries, we go back to quarterly meetings.

9.) New Business

a.) Almost all Board members terms have expired.

**Motion to extend all Directors' terms are extended until January, 2018, and charge the governance committee between now and then to figure how to stagger and terms. Motion passed.

Carl says the three year term was to accommodate replacement Directors. The Bylaws Section 4.2 say that although the terms of the Director are three years or less, the Directors continue to hold office indefinitely, until their successors are seated.

Motion carries.

10.) Public Input

Marj

a.) Thanks the Personnel Committee and the Board for making Laura the new station manager. She has full integrity for everything we stand for.

b.) Jeff: have we found a financial advisor?

During discussion it was decided we didn't really need it for our small amount.

c.) Regarding mission statement, it was brought up at the last meeting that if anybody returns their opinions on whatever survey is put out there, a name should be attached to each response.

d.) Report about Taj Mahal having a large event in May. It has been cancelled in favor of a smaller event.

e.) Wants to point out that in this book, the Board book, all the job descriptions for committees and directors is in it. CBP guidelines, bylaws, and committee descriptions, are all in there. She is appalled at the lack of attention to the book.

f.) Thank you to Laura for her attention to the birthday plans. Advises against a birthday cake contest because it's hard and messy.

g.) Do we have an alternate for a licensed engineer, just in case?

h.) She supports the motion to move to motions 4 times a year but it's a waste of time unless we have committee meetings. It's up to the chair or vice chair to follow up on committee involvement.

i.) What is the progress on the Teen program? Laura says they are working towards it with a new volunteer. It's been suggested to compile the existing news reports in the schools and play them before programming begins in the morning.

Fred

- a.) Hopes to have public input twice. Says it's important.
- b.) Congratulations to the Board for all the work we did to refresh the staff. Dean is a gem and he's so glad to have him.
- c.) Mission Statement. He has been working with Jonathan and others who are invested in what the mission statement means. He talked with Cathy Olsen recently. She was the one that was hired in 2005 to run a Board retreat and compose the current mission statement. She says that the right way to go about the mission statement is to go to the membership and do a questionnaire that the Board and CAB agrees on. A questionnaire and PSA will be presented well before the next meeting. It should be included in the Airwaves newsletter.
- d.) Cathy Olsen really stressed having mini workshops and retreats to get the harder work accomplished.

Rick

- a.) Great decision in Laura as the new station manager.
- b.) He came tonight to address the mission statement issue. People are hung up on the word "progressive". Community radio stations have traditionally been left and progressive. We can see that our coming administration is going to beat up on the media. Now is the time for leftist and progressive points of view. He invites us to think beyond the baggage of the word "progressive". It is a word that has been demonized, and it shouldn't be run from. NPR and HPR are balanced in viewpoints. It is presently imperative that we preserve our liberal voice. Rick says that we would add the word "inclusive" to the statement to balance the word "progressive".
- c.) About monetizing the second stream. He really wants small businesses included in the underwriting.
- d.) He'd like the viewpoints of the station founders respected.

Larry

- a.) He would consider serving as a member of the Board if Laura is the manager. Even if not, he will be there to help out Laura.
- b.) There is no money to send anyone to the NFCB conference in the budget. Thinks it's a mistake. The culture of KKCR needs to see what the rest of the world is doing. Board members should constantly be on the NFCB website because there is so much to be learned. The station is stagnant and needs outside resources to progress.
- c.) We need to focus on development. Take advantage of any advice we can harness.
- d.) News department. In the past we had news four days a week. It took work, but it brought in a lot of listenership. This is a great thing to follow through with.
- e.) School news is terrific.
- f.) Using the airwaves to get messages out about things we need is a good idea. Put the bug in people's ears as well as sending an email.

11.) Next meeting: Wednesday, April 26th. Location TBD.

Election of Officers

President: Steve to be President. Nominated by Jeff. Voted in place.

Vice President: Nominate Anni for vp by Jeff, seconded by Jonathan. Voted in place.

Treasurer: Jeff is nominated by Jonathan. Voted in place.

Secretary: Tod nominated by Jeff, seconded by Anni. Voted in place.

All new officers are effective immediately, with the exception of the Secretary, which will take effect on April 26, 2017.

****Motion:** Motion to separate the Outreach and Development Committee into two different Committees, of Outreach Committee and Development Committee, lead by Tod and Donovan, respectively. Brought by Jeff, seconded by Jonathan. Motion Tabled until the following meeting.

****Motion:** The Kekahu Foundation would like to open a KCFCU account, and then to open CDs in the name of the Foundation. Those authorized to sign on the bank accounts for KCFCU and Bank of Hawaii shall be the President, VP, Treasurer, and the GM. There shall be two signers on any check totaling more than \$500. By Carl, seconded by Jonathan. Motion passed.

****Motion** to bring Hari on as a Director for a three year term, and to inform Cary that we would invite him to participate on committees until he has been with the station for at least one year. Motion Passed.

Adjourned for Executive Session to discuss personnel issues and new board approvals at 9:32 pm by the Chair.

The Minutes for January 18, 2017 Kekahu Foundation Board of Directors is respectfully submitted by Anni Caporuscio