

## **Minutes of January 22, 2014 Meeting of Kekahu Foundation Board of Directors**

1. Call to Order: The meeting was called to order at 6:35 pm at All Saints Church in Kapaa. In attendance: Kekahu Foundation Board members Steve Thatcher (Chair), Carl Imperato, Lyn McNutt and Maren Orion; incoming Kekahu Foundation Board members Anni Caporuscio and Jeff Frisk; General Manager Dean Rogers; KKCR staff member Laura Christine; CAB members Jim Kelly and Mickey Sussman; and guests Carol Bain, Fred Dente, Marj Dente, Mark Jeffers and Ed Coll.
1. Approval of Agenda: The draft agenda was approved with the movement of discussion of the General Manager's performance assessment from Item 5(b) to Item 12.
1. Approve Minutes of October 16, 2013 Board Meeting: Moved/seconded (Carl/Maren) and unanimously approved without changes.
1. Public Input
  - Marj Dente asked whether the policy for fundraisers (preparing a budget in advance, etc.) had been followed for the recent fundraising event. Dean responded that it had been. She also urged that the KKCR Programming Committee be formed and start its work by February.
  - Mark Jeffers, Executive Director of Storybook Theater, asked whether KF/KKCR could help pay for some of the operational expenses associated with Storybook Theater's Hanapepe facility (a total of \$5,000 - \$6,000 per year, primarily for a tech person), as the facility could also be used as a westside facility by KKCR. Steve and Dean will discuss the matter (including what, if anything, needs to be done to make it a viable facility for KKCR) and possible creative solutions for addressing the issues that Mark raised.
1. President's Comments
  - Incoming Board members Anni and Jeff introduced themselves, after which the Board moved into executive session to discuss the appointment of new Directors and extensions of the terms of current Directors. It was moved/seconded (Carl/Maren) and unanimously approved that Anni Caporuscio and Jeff Frisk be appointed to the Board and that Steve and Carl's terms be extended by an additional year.
  - The meeting was reconvened. New Directors Anni and Jeff were welcomed onto the Board and departing Directors Joshua Fukino, Lyn McNutt, Mahelani Sylva were acknowledged for their service to the Board, the Kekahu Foundation and KKCR.
  - At this point, the Kekahu Foundation Board of Directors comprises Anni Caporuscio, Jeff Frisk, Carl Imperato, Maren Orion, Steve Thatcher, Healani Waiwaiole.
  - Steve noted that a letter had been received from listener Louanne Varholick to the FCC requesting that the FCC deny the renewal of KKCR's broadcast license.
  - Steve noted that a limousine company had contacted KKCR regarding underwriting trade in return for putting KKCR's logo on the back of the company's limousine(s). It was generally agreed that this type of mobile advertising would not be a good idea.
1. Committee Updates
  - a. Finance Committee: Carl reported that the Finance Committee met on November 13, 2013 to review the proposed budget and goals for fiscal year 2014. He gave a

brief overview of the final FY2014 budget and also reported that the auditor's review (which was then underway) of KKCR's FY2013 finances had to-date found no significant problems and made only a few minor recommendations.

- b. Personnel Committee: Steve reported that he and Maren conducted Dean's annual review on December 16, 2013.
- c. Election Committee: Carl reported on the 2013 Board of Directors election. Only one candidate (Jeff Frisk) applied to participate in the 2013 election process. Only 5 Kekahu Foundation members responded to the query as to whether an election process should be conducted. Of the 5 responses, only 1 voted that an election should be conducted. Therefore, no process was conducted as: (a) there were insufficient candidates to have a contested election; and (b) the threshold for member interest in holding an election (15% of the membership) was not reached.
- d. Programming Committee: Carl met with Dean in early January to coordinate their efforts and to agree upon a process for soliciting programmers and other Kekahu Foundation members to join the KKCR Programming Committee. Solicitations will be aired throughout February, after which a list of possible Committee members will be provided to the Board for its approval.

During the discussion, Ed Coll said he believed it is important to make it clearer how people can become programmers, and that efforts should be made to solicit more programmers.

- a. Outreach & Development Committee: Maren reported that she sent out end-of-the-year solicitation letters, which raised about \$500. She reported that last week's concert was also successful in getting new people involved in outreach efforts. Potential future events, a possible westside event, and the need for outreach to the Filipino community were discussed. Lyn volunteered to help the Outreach & Development Committee's efforts.
- b. Governance Committee: Carl reported that his goals for the Governance Committee in 2014 are to update the KF Bylaws to reflect the Board of Directors election process and (subject to Board approval) other member empowerment mechanisms, such as a referendum process.
- c. General Manager's Report: Dean handed out and reviewed a copy of his report. Highlights included the following:
  - Dove Liddle has been hired as Volunteer Coordinator at 15 hours/week.
  - A Fall 2013 Airwaves newsletter was published, as was an end-of-the-year fundraising letter (thanks to Laura and Maren for their work on these); Larry Rivera's Talk Story CD and a Kauai Live Compilation CD have been released; the station has a new, higher-quality streaming provider; new equipment is being installed at the Oahu Franklin Tower site, which will improve reception; a Hawaiian Music Database is being developed to support a second stream (24-hour Hawaiian music); and KKCR continues to conduct more remote programming.
  - The Fall Pledge Drive raised just over \$55,000. There were 470 pledges, including 109 new members.
  - The Pickin' Party netted approximately \$2500 profit, with special thanks to Maren, Dove, Laura and Cousin Rich for their work on the event.
  - During the discussion, Lyn volunteered to help get the Community Calendar back up-and-running.

7. Old Business

- a. Location of Corporate Seal: Fred is still trying to find the Corporate Seal.
- b. Strategic Plan Review: Lyn suggested that there remains a need to review and update the existing Strategic Plan. Anni volunteered to set up a meeting in March to kick off this effort.
- c. Review of Underwriting Program: Steve has been focusing on bringing clarity to the program (what is currently being done, future potential, etc.). His effort will also consider appropriate compensation levels for the Underwriting Director.
- d. Grant Policy: Lyn discussed the need for more-formalized procedures for structuring grant proposal development, grant-writing, and approval of proposals.

8. New Business

- a. Election of Officers for 2014
  - Steve Thatcher was re-elected President (moved/seconded/passed: Maren/Jeff/unanimous)
  - Maren Orion was re-elected Vice-President (M/S/P: Carl/Steve/unanimous)
  - Jeff Frisk was elected Treasurer (M/S/P: Carl/Maren/unanimous)
  - Anni Caporuscio was elected Secretary (M/S/P: Carl/Maren/unanimous).
- a. Appointment of Board Committees for 2014
  - Finance Committee: Jeff (Chair), Carl
  - Personnel Committee: Steve (Chair), Maren, Jeff
  - Election Committee: Carl (Chair)
  - Programming Committee: Carl (Chair), Jeff, Anni, Maren, Steve\*
  - Outreach & Development Committee: Maren (Chair), Anni
  - Governance Committee: Carl (Chair), Jeff.

9. CAB Report: Mickey reported that the Community Advisory Board plans to meet in March. It is seeking new members. Mickey will also provide the Board with the names of two nominees to represent the CAB on the KKCR Programming Committee.

10. Member and Public Input:

- Fred raised his concern that underwriting not be permitted to evolve into commercial advertising.
- Fred also raised his concern that the 15% member interest threshold for Board elections may be too high because it may be burdensome for members to access the KF membership list in order to solicit other members to vote in favor of having an election conducted.

11. Next Meeting: The date for the next Board meeting was tentatively set at May 7, with location to be determined.

11. Adjournment: The meeting was adjourned at 9:50 pm, following which an executive session was held to discuss the General Manager's review.

Respectfully submitted by Carl Imparato (Outgoing Secretary)

\* amendment to minutes: Maren is not participating in the Programming Committee.  
Submitted at Kekahu Foundation Board Meeting 5/7/14 by Current Secretary, Anni Caporuscio.