

**Minutes of January 23, 2013 Meeting of Kekahu Foundation Board of Directors**

1. Call to Order: The meeting was called to order at 6:40 pm at the Kapaa Neighborhood Center. In attendance: Kekahu Foundation Board members Carl Imperato (Chair), Marj Dente, Joshua Fukino, Maren Orion, Mahelani Sylva, Steve Thatcher and Healani Waiwaiole; KKCR General Manager Dean Rogers; and guests Fred Dente, Jonathan Jay and Leonora Orr.
2. Review & Approval of Agenda: Moved/seconded by Steve/Maren to approve the agenda. Passed unanimously.
3. Approve Minutes of November 14, 2012 Board Meeting: Moved/seconded by Marj/Steve to approve the draft of the minutes of the 11/14/12 Board meeting. Passed unanimously.
4. Public Input
  - (a) Fred Dente thanked Dean and the programmers/volunteers who managed the remote broadcast of the GMO Free Kauai/Vandana Shiva event, noting that KKCR broadcasts of such community events provide a great service to the community.
  - (b) Leonora raised questions regarding KKCR sponsorship of community events, as she had recently submitted a proposal for an event that she was coordinating. The discussion raised the questions of what it means for KKCR to be affiliated with events that are not managed by KKCR, what it means for KKCR's name to be used in connection with such events, and what standards should be applied. Dean was asked to proposed guidelines to address these issues.
  - (c) Jonathan Jay asked the Board to consider whether he could be designated as KKCR's representative to KIUC. (He desires to become a candidate for the KIUC Board, but he is not a member of the coop; being a designated representative of another member would provide an alternative path for his candidacy.) His request raised a number of questions, including: (i) whether a non-staff person could adequately handle all of the responsibilities of KKCR's representative; (ii) special treatment (for example, what if a second person wanted the same status?); (iii) whether this could be considered to be a tacit endorsement of Jonathan's candidacy, in possible violation of the Kekahu Foundation's 501(c)(3) requirements; (iv) whether Jonathan (should he win a seat on the KIUC Board) could advocate any positions independent of positions that are in KKCR's interest. In light of the complexity of these issues and the short time remaining before the February 1 deadline for candidacy, the Board decided (moved/seconded by Steve/Joshua, passed unanimously) to take no action on the matter.
5. Seating and Organization of 2013 Board and Officers
  - (a) Marj Dente's term on the Board expired at this point of the meeting. The remaining Board members were unanimous in thanking her for her many years of contributions to the Board, the Kekahu Foundation and KKCR, acknowledging that much of the progress that has been made over the past several years would not have occurred without her diligence. Marj stated that she plans to continue supporting the KF and KKCR as a volunteer.
  - (b) Steve Thatcher's and Carl Imperato's terms also expired at this point of the meeting. Both expressed their willingness to serve as Board members for an additional year.

Moved/seconded by Healani/Mahelani that Steve's and Carl's terms as directors be extended by an additional year. Passed unanimously.

(c) The 2013 Board comprises Joshua Fukino, Carl Imparato, Lyn McNutt, Maren Orion, Mahelani Sylva, Steve Thatcher and Healani Waiwaiole. Steve Thatcher was elected President (moved/seconded by Carl/Mahelani, passed unanimously). At this time, chairmanship of the meeting passed from Carl to Steve. Maren Orion was elected Vice-President (moved/seconded by Mahelani/Healani, passed unanimously); Carl Imparato was elected Secretary (moved/seconded by Mahelani/Healani, passed unanimously); and Joshua Fukino was elected Treasurer (moved/seconded by Carl/Healani, passed unanimously).

(d) A question was raised as to the whereabouts of the Kekahu Foundation corporate seal. Carl will try to locate it.

6. 2013 Board Committee Assignments: The following assignments were made:

- (a) Finance Committee: Joshua (Chair) and Carl.
- (b) Personnel Committee: Steve (Chair) and Maren.
- (c) Elections & Nominating Committee: Healani (Chair) and Carl.
- (d) (KKCR) Programming Committee: Carl and Mahelani will serve as KF BOD representatives. Marj Dente also expressed interest in serving on the Committee.
- (e) Outreach & Development Committee: Maren (Chair) and Mahelani.
- (f) Governance Committee: Carl (Chair), Steve and Joshua.

7. Updates

- (a) Finance Committee: deferred to General Manager's Report and Item 8(b).
- (b) Programming Committee: deferred to Item 8(a).
- (c) Election Committee: no report at this meeting.
- (d) Outreach & Development Committee: no report at this meeting.
- (e) General Manager's Report: see attached report. Dean also reported that: (i) the advertisement for the Volunteer Coordinator position will be published on January 25, and that he will also advertise the position on the NFCB and KKCR websites; (ii) at the end of FY2013, the KKCR bank account balance was \$46,000 (excluding the \$100,000 contribution recently made by a member) vs. \$11,000 at the end of FY2012; and (iii) the FY2012 audit has been completed, pending final signoff by the outgoing KF President.

8. Old Business

- (a) Ad Hoc Programming Committee Recommendations: The Board unanimously approved the following motion (moved/seconded by Carl/Mahelani): "The Kekahu Foundation Board of Directors: (i) approves the November 28, 2012 Recommendations of the Kekahu Foundation Ad Hoc Programming Committee; and (ii) instructs the KKCR General Manager to make best efforts, subject to the availability of resources, to form the KKCR Programming Committee and have that committee begin its work by July 1, 2013."

Carl will work with Dean to solicit nominations for membership on the KKCR Programming Committee and to prepare a draft workplan for the committee, so that it can begin its work in July, after the KF Board approves the committee membership.

- (b) Fiscal Year 2013 Budget and Goals: The Board unanimously approved (moved/seconded by Mahelani/Carl) the revised drafts of the FY2013 KKCR budget (dated 12/11/12) and Station Manager's Goals (dated 12/05/12).

9. New Business

- (a) Oahu Broadcast of KKCR Signal: It was moved/seconded (Mahelani/Healani) and unanimously approved that: (i) the Station Manager be authorized to begin using KKCR's Oahu transmitter to broadcast KKCR's signal on a one-year trial basis; (ii) in January 2014, the Station Manager will provide to the Board a report of the costs and benefits of broadcasting on Oahu; and (iii) the Station Manager may terminate the Oahu broadcast prior to that time if he feels that there are costs or other issues that warrant such termination.

- (b) Discussion of Board Responsibilities: Discussion of 2013 goals for KKCR and the Kekahu Foundation was deferred to the next Board meeting. Because Carl will not be present at that meeting, he presented his thoughts on the 2013 goals, and will email them to the Directors.

10. CAB Report: Carl presented the CAB report on behalf of Mickey Sussman, who could not attend the Board meeting: (i) no problems have been voiced to the CAB members, so KKCR seems to be meeting its mission; (ii) the live broadcast of the GMO Free Kauai/Vandana Shiva event was a great example of KKCR's educational potential being realized; (iii) the next CAB meeting is scheduled for March 13 on the west side (location not yet determined).

11. Member and Public Input:

- (a) Fred Dente requested that more notice be provided to the public regarding participation on the various KF Board and KKCR committees. In response, it was agreed that the committee chairs will provide descriptions to Steve, who will work with Dean to see that on-air promos are created. Fred also expressed support for the Oahu broadcast, as coverage of statehouse issues will benefit both Kauai and Oahu residents. He pointed out that with a larger audience, improving the quality and professionalism of KKCR's programming will take on greater importance.

- b) Marj Dente: (i) complimented Dean for his efforts in enforcing KKCR policies; (ii) gave parting advice to the Board regarding the efforts that need to be made to achieve the KF's goals' (iii) expressed her concern about on-air racist slurs; and (iv) offered to serve on the KKCR Programming Committee.

- (c) Mahelani Sylva requested that Board members provide her with frank and honest critiques of the Na Leo Hawaiian Issues program.

12. Board Meetings for 2013

- April 17, 6:30 pm. Tentative location: Kapaa Neighborhood Center
- July 17, 6:30 pm. Location to be determined.
- November 13, 6;30 pm. Location to be determined.

13. Adjournment: The meeting was adjourned at 10:00 pm.

Respectfully submitted by Carl Imparato, Secretary