

**KOPN Board Meeting
Tuesday, May 16, 2006**

Minutes - Approved

Attending

Board: Sheryl Clapton, Royda Crose, Ellen Froeschner (president), Janet Hammen (vice-president), Jeanne Heuser (secretary), Aaron Krawitz (treasurer), Rich Winkel

Staff: Julie Baka, John Clark, David Owens

Absent

Elizabeth Allemann, Deborah Bowes, Liz Graznak, Mike Hagan, Dennis Sentilles.

Meeting started at 7:10 p.m.

Board resignation

Deborah Bowes resigned from the board prior to the meeting because she is unexpectedly moving to Colorado. The board is very sorry to lose Deborah after only 5 months; she was contributing a lot to our financial and planning work. The board now consists of 11 people, so the quorum changes from seven to six members.

April 18, 2006 Minutes – Aaron, Julie, and David provided changes prior to the meeting. No additional changes were offered at the meeting. Motion to approve by Aaron, seconded by Sheryl, unanimous approval.

Treasurer's Report – Aaron

Financial Statements

David distributed profit/loss statements and balance sheets ending on April 30, 2006.

Budget

The Finance Committee met on May 4. Aaron explained the process for completing the FY07 budget, which is explained in the action item below.

Action Item: David will provide the draft budget to the Finance Committee and Executive Committee by July 10. The two groups will meet to make comments soon after that and provide David feedback. David will have the second draft ready for the committees to review by August 4. After incorporating any changes, David will present the draft budget to the full board on August 15. Any changes from the board will be incorporated for the final presentation and approval at the board meeting on September 19.

Kasman Insurance

David and John met with Mr. Kasmann to review KOPN's insurance. They provided a handout with an overview of our insurance coverage, which includes all replacement costs for tangible property and a built in annual coverage increase for commercial property. David thinks we are undervalued. He would like to wait until the transmitter is fully functional to re-evaluate our inventory; however, that would put the evaluation too late to include any possible cost increases in the FY07 budget. Someone asked about whether the board needed liability coverage. Mr. Kasmann seems to think it is unnecessary for a non-profit board to have liability insurance, which confirms what board consultant, Eric Staley, told Janet also.

Action Item: David and John will discuss with Mr. Kasmann possible immediate increases in insurance coverage and will re-evaluate all our coverages including liability, workman's comp, and medical payments as soon as possible. The increase in coverage needs to be known prior to August to include in the FY07 budget.

Auditor update

John reported on the Audit, which needed another extension at the end of April; it should be completed early the week of May 22. John is working with the auditors to do a functional classification of KOPN to analyze our expenditures and income. He is doing this in part because of the staff effort to include KOPN in the combined giving campaign that allows employees to contribute directly from work. John handed out KOPN's IRS form 990 to show how 85% of our income falls into management and fundraising. John feels the form 990 is important for the board to understand because it represents KOPN to the public and is available to anyone through GuideStar on the web. For the combined giving campaign, this percentage figure is supposed to be no more than 25% of our total revenue. Reasons for the discrepancy relate to: 1) 75% of the square footage of the building is considered in management, 2) our unpaid volunteers, 3) Ragtime is classified as a fundraiser rather than a major cultural events or program "service." We need to move things from management to programming. The 2004-05 form 990 will be based on what Casey is working on right now.

Action Items:

- (1) The audit will be submitted prior to the final deadline.**
- (2) John will continue working with Casey and Company to conduct a functional classification of KOPN's expenses and revenues.**
- (3) [From February 21, 2006--leave in notes as reminder] - David and John must have audit records prepared and submitted no later than November 15, 2006 to avoid delay.**

Fundraising – Ellen

Fundraising committee expansion

Ellen shared that she has been in contact with Larry Dickerson who has offered his services to the board for training, strategic design, and fundraising.

Action Items:

- (1) Ellen will meet with Larry sometime in the next month and determine what services he might offer KOPN.**
- (2) [Continued from April 18, 2006] Committee must plan for how to make up the \$20,000 loss from Rural Listener Access Incentive Fund (RLAIF) grant (rural bonus of the CPB grant) in FY08.**

Transmitter Capital Campaign Report

Aaron spoke with Teresa Maledy at Commerce Bank. She agreed to send him information on Kemper Foundation rules.

Action Items: Aaron will pursue Kemper Foundation with Teresa Maledy, Rich will continue contacting Williams-Keepers, and Janet will contact the Cosmopolitan Club

Membership Drives

Julie handed out a development report and reported that the Spring “*Shhh, Keep it Quiet*” campaign is currently at \$15,089.50. The on-air drive will begin on May 19.

Ragtime Festival update/special dinner for donors

Ticket totals are 4000, which is average for the event. Julie encouraged all board members to attend the special dinner on Tuesday, June 6.

Action Items: Julie will call a meeting with the board a few days prior to the dinner.

Research on producing CDs for fundraising

Aaron said that John Poser with the Jazz Series has produced a CD and would understand the legalities involved. Steve D’Onfrio also has the experience from producing *Everybody’s Got Love*. Sheryl confirmed that most songwriters would like the opportunity to be included on a KOPN CD for the publicity it would bring; she has copies of forms she has filled out in the past. David knows a person who will do the distribution end, if and when we get CDs produced.

Action Item: Add research of KOPN produced CDs into the planning of the fundraising committee and use Sheryl’s form as a possible example for acquiring permission from artists.

RLAIR grant submission update

David is working on the FY07 grant.

Action Item: David will resubmit the RLAIR grant by June 30 for \$19,000 in FY07. (Note: this is the last year that KOPN qualifies for this grant from the Corporation for Public Broadcasting.)

Human Resources - Elizabeth

Reel-to-Reel Project agreement

Jeanne handed out draft two of an agreement between Reel to Reel and KOPN, which she has been working on with Diane Rogers, Cyndi and Jenn Kimball since it was delegated to this committee at the February 21, 2006 board meeting. Previous concerns about the need for such an agreement were expressed. Others thought there is a need because we do not have clear policies or procedures on special projects such as Reel to Reel. Delegating the issue to a committee seems to have not helped resolve this dilemma and it was not resolved at the meeting.

Action Items:

(1) David agreed to review and comment on the document and meet with Jeanne in a week. Further action will result from that meeting.

(2) [From February 21, 2006] - As soon as possible, the Human Resources Committee will create a policy for KOPN special projects.

Board “Advance”

Jeanne handed out the results of the Advance and the group set a date to continue the work.

Action Item: The board and staff will meet on Sunday, July 16 from 1:00 – 5:00 p.m. to continue the work of the Advance.

Community Advisory Committee (CAC)

Royda reported on the difficulty she is having activating the committee, especially because no one can meet at the same time and many are unwilling to serve now. It was suggested that Royda try to use email as a means of reaching people with some type of question(s) that would serve as a “virtual” meeting; then pick a date and invite everyone to attend to follow up on that question(s). Royda thinks the meeting should be at lunch during the weekday.

Action Items:

- (1) Royda will investigate having a “virtual” meeting and ask Jules to request new volunteers serve on the CAC.**
- (2) Jeanne will put the committee on the web as a volunteer activity along with other committee work.**
- (3) The board Advance follow-up agenda needs to include the CAC in its discussions about activating KOPN committees and gathering volunteers to serve on them.**

Infrastructure

The bathroom

No progress.

Action Item: [over six months old] – David will put a list on the wall in the bathroom of what needs finishing and then volunteers might come forth to complete the work.

Tower rental

Gwen Froeschner Hart read the contract over and thought it protected the licensor very well. John met with the company’s attorney and discussed proposed changes. Gwen told Ellen that she and her firm were happy to volunteer legal assistance to KOPN and had assumed they were already doing that.

Action Item: KOPN will utilize the volunteer services of Gwen Froeschner Hart and her company for legal questions, whenever possible.

Contract signing

There is still some confusion as to how the contract signing should occur.

Action Items:

- (1) David should continue signing contracts.**
- (2) The board will develop a policy at the Advance follow-up in July.**

Planning

Action Items:

- (1) [From March 21, 2006] Re-evaluate the phone system**
- (2) [From April 18, 2006] Develop emergency policy**

Program Committee –

Janet reported that the third meeting went well. Carol Goodnick was elected secretary and the group is reviewing the training manual. They settled on staggered terms and Julie Youmans was selected as the committee's final member by the staff.

Action Items: [from April 18, 2006] Committee needs to review program support information received from recent membership drives.

Outreach Committee

Newsletter

David provided a story about Rhitu Chatterjee last quarter that Jeanne will include in the summer newsletter. She will also seek volunteers for the committees and the CAC.

Action Item: Anyone with information that needs to go into the summer newsletter provide to Jeanne ASAP.

Annual Report

Julie provided examples of annual reports. This report will cover FY06 and be printed within 1-2 months of the fiscal year end. No one volunteered to help yet.

Action Items:

- (1) Aaron will pursue the service learning center at UMC for student aid.**
- (2) Board members should consider volunteering to work on this important outreach product. [FYI: An annual report was requested as part of the application for the combined giving campaign and we were unable to provide one.]**

Web update

- (1) David needs to send in Arbitron form to Public Interactive.**
- (2) [From April 18] Additional people are needed to help on the web page; Jeanne will ask Jules to recruit volunteers for web work.**
- (3) [From April 18] - Need to plan for expanded server space for archiving podcasts.**
- (4) [from February 21] - David needs to make sure that crucial databases are on Hulk and that backups are done properly. server space plan (see outreach below) – David**

Sizzling Summer Picnic - Sunday, July 9, 2006

Jeanne completed the park contract and gave it to David to complete, sign, and mail to the City of Columbia. Ellen said she would attend the picnic all day long.

Action Items:

- (1) David needs to finish the special use permit for the summer picnic provided by Jeanne.**
- (2) [February 21, 2006] - Anyone interested in helping on the event, contact Ellen or Jeanne.**

New business

Please provide new business items to Jeanne two weeks prior to a board meeting.

Jeanne provided a chart of board terms with information provided by David. There was some confusion about terms.

Action Items:

(1) David (?) needs to clarify board terms.

(2) New board member recruitment should begin and continue through December.

The meeting adjourned at 9:40 and was followed by a closed personnel meeting.

Handouts

What were the statements: Budget, balance sheet and income statement for April 30, 2006

Kasmann Insurance Overview

IRS Form 990

Development Report from Julie Baka

Reel to Reel Reformatting Project and KOPN Agreement, draft 2

Board "Advance" Results and Follow-up

Draft of board terms