

**KOPN Board Meeting|
Tuesday, November 21, 2006**

Approved Minutes

*Communicate needed corrections prior
to the next Board meeting, December 19, 2006, 7:00 p.m. to:*

Jeanne Heuser, Secretary, jheuser@c-magic.com
660-849-2294 (home)

Attending

Board: Ellen Froeschner (president), Jeanne Heuser (secretary), Liz Graznak, Sheryl Clapton, Elizabeth Allemann, Mike Hagan,

Staff: John Clark, David Owens

Guests: Randi Bishop

Absent

Aaron Krawitz (treasurer), Dennis Sentilles Rich Winkel, , Janet Hammen (vice-president),

Meeting started at 7:10 p.m.

Randi Bishop was visiting because she is interested in serving on the board. Randi has been in Columbia for 12 years and has an extensive background in arts development. She has also been an audience consultant; her personal best was acquiring 12,000 subscribers for a theater that wasn't open yet. Randi has public relations experience. She has been on other boards, mostly recently the Columbia Civic Orchestra.

September 19, 2006 minutes and October 17, 2006 minutes

Mike moved to approval both minutes, Liz seconded, unanimous approval.

General Manager's Report

David provided his report via email (attached at the end of the minutes).

Financial Affairs

Auditor

The audit is supposed to be done by December 15. John requested that everyone provide their volunteer hours by the upcoming Monday so he could include it with the audit. Subsequent discussion revealed that there was some confusion about this reporting by board members and concern that there wasn't enough advance notice. This year, David and John plan to develop a new procedure for tracking volunteer hours that is easier to keep current.

David brought up the idea of hiring John to do the IRS 990 non-profit form in new business (see end of minutes); however, this was already discussed at the October 17th meeting. At that time, the Finance Committee agreed to meet and decide whether John should be hired as a contractor to do the 990 or whether Casey and Company should do it as part of their audit contract. John is requesting \$300; David said the auditors are asking \$450. However, the Finance Committee did not meet on the matter. A decision must be made by February 15.

Action Items:

- (1) John will check with the auditors by December 1 so see if all board members have gotten their audit letters back to Casey and Company.**
- (2) The Finance Committee will meet and provide a recommendation to the board about who should do the 990 by the December meeting.**

Financial Statements

John provided a new report to show the profit and loss statement compared to the budget. Everyone seemed pleased with the new format (attached with the minutes).

The Finance Committee has recommended that the FY07 budget numbers not be changed so that a clear comparison can be conducted throughout the year. If there are major changes that need to be made to any parts of the approved budget, an amendment to the budget can be made with board approval.

Action Item: [Carried forth from October 17, 2006] Need to deal with the fact that we have no reserve funds. It was suggested that if there are funds freed up, as with the loss of the bookkeeper last year, the savings should be used to begin the reserve fund, rather than spending the money for other uses.

Physical Plant

David requested approval to purchase the transmitter. Jeanne moved to approve, Mike seconded, unanimous approval.

Action Item: [from October 17, 2006] Put a wish list on the web site of items and services the station needs.

Board Management

Board recruitment

Board recruitment continues. Ryan Kind has volunteered but wants to be appointed by the board in January. Other potential candidates include Kyle Cook, Tony Layson, Danny Brown, Larry Dickenson. All bios need to go to Julie Baka.

Annual meeting

Action Item: Ellen and Liz will organize the annual meeting.

Staff Evaluations

David completed all of the staff evaluations; he gave raises to all the staff at the beginning of fiscal year 2007.

Action Item: David plans to do next year's staff evaluations close to the anniversaries of their individual hiring.

Resource Development

Membership Drives

David distributed a development report from Julie Baka (attached to the minutes). KOPN raised \$70,550 during the fall membership drive and had over 1,400 individual donors, an increase from 900 to 1000 when Julie started in 2003. February membership drive dates are still to be determined.

Action Items:

- (1) [Continued from August 15] Need better marketing materials.**
- (2) [Continued from May 18, 2006] 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.**
- (3) [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.**

Annual Report

David continues to conceptualize the report.

Barnes and Noble event

The event ran from 9:00 a.m. to 6:00 p.m. on a Saturday. There was some confusion about how KOPN receives money from Barnes and Noble based on the sales that day. The board requested more advance notice about the event, if their participation is requested again.

Programs and Services

Program Committee – Janet Hammen

The regular meeting should have been election night, but Janet was out-of-town and no one substituted. It seems this group needs to become reinvigorated.

Action Item: [from October 17, 2006] The two staff-appointed members need to be replaced because they are no longer attending.

Ragtime Festival

David reported that it has been difficult having meetings about Ragtime. There remains no budget for the event, which is a problem for planning purposes. Randi volunteered to help with Ragtime because of her experience with the arts.

Action Items:

- (1) David, Ellen, and Randi will meet with Lucille as soon as possible to get a budget.**
- (2) [from July, 2006] Regular meetings are on the 2nd Monday of the month at 4:30 p.m. at the station.**

Reel to Reel Reformatting Project

Jen provided David the contract for the new arts grant in advance of when she needs it signed so he would have time to review it. He has approved it and Ellen will sign the contract after the close of this meeting.

New business

David brought up hiring John to do the non-profit 990 tax return. As this was not new business, the report was moved under “Auditor” in Financial Affairs above.

Handouts

- General manager report November 20, 2006
- Profit and Loss, October, 2006
- Director of Development Report for Board of Directors, November 21, 2006

Adjourned at 9:20 p.m.

General Manager’s Report to the New Wave Corporation Board of Directors November 20, 2006

Financial Affairs –

- Audit update:
 - Casey and Company are working on the audit. Sasha has asked for supporting documentation regarding our Fulltime Staff Health Benefit: if anyone can find the minutes of the Board meeting approving the benefit and getting a copy to John, it would be most helpful. She would like to have it by Wednesday.
- Transmitter update:
 - Lightning took us off the air Friday afternoon, November 10. Mike McGowan and I found that a phone cord to the remote control unit and at least one diode connecting the RF meter had been destroyed, and the exciter’s oscillator module damaged. We replaced the phone cable and installed an exciter module borrowed from Cumulus Broadcasting and returned the station to the air. Monday, November 13, I drove to the Harris Corporation service center in Quincy, Illinois and had our exciter module repaired. Sam Griffin produced a spare diode from KOPN’s parts stash at our workday on Thursday, November 16. Mike swapped our exciter module back in and returned the loaner. I have not yet seen the bill from Harris for the repair.
 - Sunday night at 10PM, John Poehlmann, Director of UMC’s MO-AES Field Operations, called me to say that he was conditionally approving our construction of our grounding halo beyond the perimeter of our easement.
 - Thursday, November 16, was dry enough for Boone Electric Coop to change our three phase electrical service to accommodate the new transmitter. Our engineering team reconfigured our Harris transmitter to run on the new WYE service.
 - While reconfiguring the Harris we found two additional problems: the tube cooling blower fan is making ugly noises and needs to be replaced for

maintenance; and the plate screen voltage adjustment device has failed--which explains recent inability to raise and lower power. McGowan is going to borrow a blower fan to install while ours is being repaired. He is also going to call Harris and price the screen voltage adjustment device.

- Later that day I met with Rick Hofen--the manager of UMC's Foundation Seeds operation at the tower site--about specifics of the halo. They want us to extend the halo into the sward beyond their clean out ditch north of the slab, and to bury it 36" deep so as to reduce potential damage by their bulldozer and semi-trailer truck activities.
- When I had called John Sims of RF Specialties at the end of October to order transmission line equipment, he told me that he would get us an addition \$1000 discount if I placed the order for the transmitter by November 30 for delivery in early January. On Thursday, the engineering staff, while on site reviewed our plans and equipment list and contacted Sims. He emailed me his revised proposal: an additional \$1,371.00 discount, 50% down at the time of the order, with the balance due when the transmitter ships in late December.

Board Management –

- Report on staff evaluations:
 - I have met with all the paid staff individually and discussed with each their written self-evaluation and my written evaluation, and our satisfactions concerns and goals. I have scheduled with each their next evaluation on the anniversary of their employment.

Resource Development –

- Membership drive report
- Annual report:
 - I have reviewed the annual reports of several other radio stations and reflected on what mine might contain.
- Barnes and Noble event report

Programs and Services –

- Ragtime Festival update:
 - John, Julie and I met and discussed the Festival on Thursday, November 2. We attempted to set meetings for the 9th and the 15th but Lucille was unable to attend either, so neither happened.
- Reel to Reel Reformatting Project, update on OCA grant:
 - Jenn delivered the OCA grant proposal to me in adequate time. It appears to me to be in keeping with what we have done with them in the past. I have given it to John for his perusal. I anticipate signing it and giving it to Jenn upon her return.

Respectfully submitted,
David Owens