

New Wave Corporation/KOPN Board Meeting

date: April 17, 2007

Approved Minutes

Communicate needed corrections prior

to the next Board meeting, date: May 8, 200, *time:* 7:00 *to:*

name: Sheryl Clapton, Board Secretary;

email: Sheryl@SherylClapton.com; phone: 573.442.3588

Attending:

Board: name (& office if any): Mike Hagan (Vice President), Randi Bishop, Kyle Cook, Ryan Kind, Will Srite, Jenny Czyzewski, Ellen Froescher (President), Sheryl Clapton (Secretary)

Staff: name (& office if any): David Owens and John Clark

Guests: Issaac Cox

Absent:

name (& office if any & reason if known): Rich Winkler, absent due to illness

Meeting start time: 7:15 Brought to order by Mike Hagan (Vice President)

Agenda presented, discussed, revised, accepted: Additions: May 4th: Blue Fuge KOPN Benefit Concert
(attach accepted ***Agenda*** to the end of the minutes)

Moved by: _____ Seconded by: _____ Vote result: _____

Minutes presented, discussed, revised, accepted:

revisions: Add Will Srite to last months' minutes requested by David Owens, Kyle Cook, took minutes in March, Mr Cook noted that he would revise and resubmit March minutes.

Moved by: Ryan Kind Seconded by: Mike Hagan Vote result: Passed

Approval of November 2006 Minutes

Moved by: Mike Hagan Seconded by: Will Srite Vote result: Passed

General Manager's Report

(attached to the end of the minutes)

notes: Transmitter Drive and Update: David Owens reports failure of air conditioner around one month ago. Recommendation, replacing unit:

First bid for replace current air conditioning unit, air handler \$6200.00 Second bid will be obtained from Gary Froescher, Contractor, he proposed KOPN but a commercial grade conditioner for transmitter building. The current conditioner is a residential unit, it has been volatile for the last three years. Current consensus agree with the purchase of a new air conditioner, and recommend the funds to purchase the conditioner should come from capital development

Extension for completion of transmitter project has been approved until September

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Action items: _____

Moved by: _____ Seconded by: _____ Vote result: _____

Financial Report

notes: **From John Clark, "Profit and loss under direct public support so far almost 75% of annual amount for the year already in; There has been a change in the Auditor's Plan of Action. We will book Grants on September 1, 2007 wo they will not be showing until the time CPBCSG Grant**

Accrual instead of cash, class D this year 52,000 = 7% 290K our Fiscal Grant for 2008 is about 70K. CSG KOPN should get around another 35K by May.

Investment income, 70K-80K in Money Market account revenue from interest 250-300 per month.

Membership Budget: If we hit 25-30K on Quiet Drive we have \$17,268 so far as of today. Julie sent out challenge letters to some donors. Mext on air drive will be in October. Quiet Drive is Pre-Drive soft pitch/basically simple announcement of Quiet Drive. Quiet Drive should help decrease on-air drive time.

On target at this time as well are our expenditures to date, Capital Budget is still on target".

Action items: _____

Moved by: _____ Seconded by: _____ Vote result: _____

Committee Report:

(attach Report to the end of the minutes)

notes: **Community Advisory Committee, an email from Royda Crose to David Owens stated the update will be presented at a later date.**

Program Committee: Has not met:

Points for Program Committee consideration include:

1. **How does each program benefit the community?**
 2. **Create Survey for Programmers**
 3. **Replace Janet Hammon on Committee**
-

Action items: Mike Hagan Nominated Will Srite for Program Committee to replace Janet Hammon.

Moved by: Mike Hagan Seconded by: Kyle Cook Vote result: Passed

Old business

notes: Board Management Recruitment: Board session training or discussion also discussed

Artrageous, Rockbridge HS, April 27, 2007 Preparty 5-6PM Planned: meet at Earth Day to discuss Board Direction, with dinner to possibly follow.

8:00: Board Advance; Proposed Committee structure

- Review Board Advance Proposed Committee Structure paper Discussion of possible topics/dates
- Need Events Calander incorporated into the web site
- Need to schedule executive Board Meeting one week prior to regular board meetings.

Resource Development:

Sign up for events:

- Earth Day
 - Items have been procured for events
 - Caps not yet here
- Twilight Festival
- Blue Fuge Fund Raiser May 4, 2007. Discussion about event possibilities, tickets, promo items, flyers etc. being created by Will Srite and Mike Hagan.
- NFCB Conference update (David Owens and Julie Baka in attendance):

NFCB Confrence in New Orleans, David Owens stated the next workshop will be in Atlanta, GA. Topics include succession in stations. Concern in conference multimedia. WWOZ in New Orleans receives 40% of their revenue form web streaming. How to utilize this: How to multiple web streams broadcasts.

David Owens states we need to have in-place emergency procedures for severe weather occurances. Randi Bishop stated her aquaintence, a meterorologist could perhaps have lunch and discuss the procedures for such events.

NFCB possible contact connect to a sister station, in the past help went out to : KKFI, KDHX, Esula weekly confrence cass to determine how to make it happen.

KOPN service area is 50 mile radius of Columbia, MO

Ragtime Festival Update: Nothing new to report

Action items: Byan Kind Motioned to approve New Handbook

Moved by: Ryan Kind Seconded by: Randi Bishop Vote result: Passed

New business

notes: **__ Other Business: ASCAP: Letter or email received from ASCAP mentioned; discussion on topic tabled until more information is available.**

Reminder form John Clark to fill out Volunteer logs: RECAP of Volunteer time logs:

Type 1: Typical Volunteer Time

Type 2: Professional

Type 3: Time spent for Board time.

Action items: _____

Moved by: _____ Seconded by: _____ Vote result: _____

Handouts

list: _____

Adjourned at: 9:15 Ellen Froescher Adjourned Meeting

Minutes taken and submitted by: Sheryl Clapton, Secretary

Signature: _____

date: April 18, 2007

Attatched:

Minutes Approve from past meetings:

General Manager's Report

Agenda

NEW WAVE CORPORATION/KOPN BOARD OF DIRECTORS MEETING

MARCH 20, 2007, 7:00PM

MINUTES – TAKEN BY MIKE HAGAN

BOARD MEMBERS PRESENT AT MEETING WERE MIKE HAGAN, RYAN KIND, DERRICK CHIEVOUS, JENNY CZYZEWSKI, KYLE COOK, RICH WINKEL.

STAFF PERSONNEL DAVID OWENS, JULIE BAKA AND JOHN CLARK WERE ALSO PRESENT

MEETING MINUTES

7:00PM

THE ANNUAL AUDIT REPORT WAS PRESENTED BY JOAN CASEY OF CASEY AND COMPANY, LLC. THE AUDIT WENT WELL AND ONLY MINOR ISSUES EXIST THAT WILL BE ADDRESSED AS WE MOVE FORWARD. NOTHING EXTRAORDINARY CAME UP AND IN GENERAL, THE AUDITOR WAS PLEASED.

7:20

AFTER JOAN LEFT, WE ALL INTRODUCED OURSELVES, AS THERE WERE SOME NEW BOARD MEMBERS PRESENT FOR THE FIRST TIME.

7:25

REVIEW OF BOARD MEMBER CONTACT INFORMATION. INFORMATION WAS CORRECT FOR ALL PRESENT. CONTACT DAVID OWENS WITH ANY NECESSARY CHANGES.

7:30

DISCUSSION OF BUDGET. WE HAVE ONE...YIPPEE. JOHN DESCRIBES CHARTS, FINANCIAL REPORTS. IN GENERAL, THERE IS A CONSENSUS AMONG THE BOARD THAT FINANCIAL REPORTING HAS IMPROVED SIGNIFICANTLY OVER THE LAST 12 MONTHS.

DISCUSSION OF BANK ACCOUNTS. CHANGES SUGGESTED TO ADD COSIGNERS OF CHECKS. AT THE TIME OF THE MEETING, AUTHORIZED CHECK SIGNERS WERE DAVID OWENS, ELLEN SCHLIE, RICH WINKEL AND AARON KRAWITZ. A MOTION WAS INTRODUCED BY JENNY TO REMOVE AARON FROM THE LIST, AS HE HAD SINCE RESIGNED, AND ADD MIKE HAGAN AND RYAN KIND AS COSIGNERS ON THE MAIN CHECKING ACCOUNT AND THE MONEY MARKET ACCOUNT. KYLE SECONDED THE MOTION AND IT WAS PASSED UNANIMOUSLY.

7:50

RAGTIME DISCUSSION. \$260 IN RAGTIME ACCOUNT. JOHN CLARK SUGGESTS WE CLOSE THE ACCOUNT AND MOVE THE MONEY INTO THE MAIN CHECKING ACCOUNT. RYAN MOTIONED THAT WE CLOSE SAID ACCOUNT, KYLE SECONDED AND THE MOTION WAS APPROVED UNANIMOUSLY.

LUCILLE HAS LEFT KOPN AND IS DOING THE RAGTIME FESTIVAL ON HER OWN, WITHOUT PARTICIPATION FROM KOPN. WE WILL STILL PROMOTE THE FESTIVAL BY READING PSA'S ETC.

A LETTER WAS SUGGESTED TO BE WRITTEN TO THE PAPERS THANKING LUCILLE FOR HER YEARS OF SERVICE TO KOPN AND FOR THE RAGTIME FESTIVAL. WISH HER WELL. CUT THE CORD.

THERE IS A GRANT THAT IS ASSOCIATED WITH RAGTIME THAT WE NORMALLY GET EVERY YEAR FROM THE CITY CONVENTIONS AND VISITORS BUREAU. KYLE MOTIONED THAT DAVID DECLINE THIS GRANT MONEY THIS YEAR. RYAN SECONDED AND THE MOTION WAS APPROVED UNANIMOUSLY.

8:20

JULIE BAKA UPDATES ON FUND DRIVE.

\$40,000 + WAS RAISED DURING THE RECENT FUND DRIVE IN FEBRUARY. WE MAY STILL REQUIRE ONE MORE SMALL FUND DRIVE IN MAY. DISCUSSED SOME NEW IDEAS FOR FUND RAISING. EVERYONE IS IN AGREEMENT THAT WE NEED TO DEVELOP MORE CREATIVE WAYS TO RAISE MONEY AND THAT THIS IS ONE OF THE PRIMARY BOARD RESPONSIBILITIES.

5/4/07 – KOPN BENEFIT AT THE BLUE FUGUE

CALENDAR???

KOPN MUSIC CD?

8:35

DISCUSSION OF TRANSMITTER STATUS. DAVID AND RICH BROUGHT US UP TO SPEED ON THE TRANSMITTER PROJECT. WE STILL EXPECT TO BE UP AND RUNNING BY APRIL 1ST. WINTER WEATHER SLOWED A LOT OF THINGS DOWN AT THE TOWER SITE BUT THINGS ARE MOVING FORWARD.

8:45

BOARD RECRUITMENT. WE ARE CURRENTLY HAPPY WITH THE MAKE-UP OF THE BOARD BUT ALL MEMBERS WILL BE ALWAYS BE CONSIDERING NEW FOLKS FOR POSITIONS ON THE BOARD. WE CURRENTLY HAVE 11 MEMBERS.

8:50

ARTICLES OF INCORPORATION SHOULD BE REVIEWED AS SHOULD THE BYLAWS. NO ACTION WAS UNDERTAKEN, ONLY DISCUSSION THAT THIS NEEDS TO BE DONE IN THE FUTURE.

8:55

SHORT DISCUSSION ABOUT COMMITTEES. WE WILL DISCUSS MORE NEXT MEETING.

9:00PM

MEETING ADJOURNED

**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.