

BOARD of DIRECTORS MEETING
NEW WAVE CORPORATION, KOPN
915 East Broadway, Columbia

February 19, 2008
Approved March 25, 2008

CALL TO ORDER

A meeting of the Board of Directors of the New Wave Corporation was held in the Ashlock Room at the KOPN offices and studios in Columbia on Tuesday, February 19, 2008.

Ryan Kind, treasurer of the New Wave Corporation, called the meeting to order at 7:00 p.m. In attendance were board members: Jim Baker, Bridget Early, Scott Meiner, Ann Mehr, Thomas Sobieck, Tom Verdot, Kyle Cook, and Randi Bishop, guests: Sheryl Clapton, Lindsay White, Ellen Froeschner and John Betz, and staff members: David Owens and John Clark.

Ryan Kind asked if there were any discussion of or changes to the minutes of the previous Board Meeting on January 15. There being none, he asked for a motion to approve the minutes. The motion was made by Scott Meiner, seconded by Thomas Sobieck, and approved by the Board.

David Owens, General Manager of KOPN, asked the Board to consider moving ahead in the agenda to selection of new officers so that they could assume responsibilities for running the meeting. Ryan said he thought it would be better to wait until this item in the agenda was reached. He thought it would give everyone at the meeting the opportunity to get to know one another and to have a better idea how the Board meetings were conducted. The Board agreed with Ryan's suggestion.

OFFICER REPORTS

David gave a report to the Board about the state of the station. He said that although the recent loss of Julie Baka as KOPN's Director of Development had created operational problems and had made it difficult getting ready for the present pledge drive, the station was dealing with the challenges thanks to the help of many volunteers. Jules Raines' leave of absence had also greatly added to the burden of meeting all the challenges presented to the operation.

Other items of importance: David reported that Sam Griffin, Kevin Walsh, and he had broadcast live once again at the Annual Martin Luther King Celebration. He said that he had met with the Earth Day Celebration Committee and that planning for the event was underway. Barb Peterman, Corri Flaker and Trevor Harris were responsible for planning and putting together artwork from KOPN staff and others for the recent Artrageous Gallery Crawl. David said that the recent Saturday training on Organizational Development had been a success. He thanked the instructor, Larry Dickerson, for the good work and told the Board that over twenty people had attended the training. Other Saturday training sessions will be held each month. A recent power failure in the new transmitter had occurred; the

equipment was under warranty and was shipped for repairs the following day. The transmitter continued to function at reduced power during the failure.

David gave a report on the Annual Meeting, which was held at the Unity Center here in Columbia on January 20. He said the Meeting and Potluck Dinner Celebration was well attended and had been a success. David said that John Betz had taken minutes for the business meeting at the Unity Center and asked the Board for suggestions about how to distribute them. John Betz said that for minutes taken at annual meetings for organizations, the generally approved procedure is to distribute the minutes to all members and then to approve them at the following year's Annual Meeting. The Board agreed and it was decided to post the minutes on the KOPN website, rather than to mail them out to 1,600 members.

David said that he had received twenty-four applications for the Director of Development position. He said the station needed to fill the position as soon as possible since it was one of the station's most critically needed positions. Ryan Kind said that he thought David might need assistance in looking through and evaluating the applications. He felt that the long delay in filling the position might result in applicants losing interest. He said he was once again offering his help. Jim Baker, Kyle Cook, and Randi Bishop also offered to help in reviewing the applications.

The General Manager gave a brief report on the current pledge drive. David said that the drive was going slowly but that he thought it would pick up in the final days. As of Tuesday, February 19, 277 pledges had been processed for a total of \$25,470.50; an average of \$86 per member. The phone pledges thus far had resulted in \$393 being pledged for the capital account. Mail registrations had added \$1,611 to the pledge drive total. In the past, renewal requests have been sent out by mail prior to the phone drives. This has always given the pledge drive a psychological boost when the on-air event gets underway. David and John Clark said that the loss of Julie Baka had resulted in the station's being late in getting out the mailings for the winter drive. John also noted that Julie's departure was seriously hurting the station's underwriting work for financial support. John said that Ellen Froeschner had been assisting the office in attempting to find underwriters. He still expected the mail requests to produce good results and to raise the final numbers for the drive. David said that there was also a need in getting more volunteers to assist in answering phones during the pledge drive; he felt that the response from members and the Board in helping with the phones was poor for this drive. He also felt that more voices were needed on the air so as not to "wear out" the listeners. David asked the Board members to consider helping out on both the phones and on-air. He said our goal for the telephone pledge part of the drive should be \$36,000. Kyle Cook asked whether the station was yet able to accept on-line pledges; John Clark said they were still working on being able to use the internet to accept on-line memberships.

John Clark told the Board that some of the money in the budget wouldn't be used this year because of the departure of Julie Baka. He said that other funds had already been used for the purchase of six new computers, backup power supply units, and two new cd players.

David talked about the possibility of Democracy Now's Amy Goodman coming to Columbia in April to promote a book and to help KOPN celebrate its anniversary. He said that he would be meeting with the local CAT TV management people about hosting her visit. A number of suggestions were made about where to schedule her talk.

David gave a report on the status of our Corporation for Public Broadcasting Community Service Grant. Based on CPB's revised 2008 appropriations, fiscal year 2008 grants have been recalculated and adjusted to reflect the decreased funding available. The amount of reduction for KOPN is \$1,100. Because Ellen Froeschner left the Board, a new Licensee Official needs to be designated to sign a new CSG Certification of Eligibility and a new CSG Agreement along with David, who is designated Head of Grantee. It was decided that the new Board President be so designated.

Because of the election of new Board members and the departure of old ones, KOPN will need several new members to be able to sign checks. John Clark said that currently only Ryan Kind is able to co-sign checks. David and John said they would like to have more than one person able to co-sign checks of more than \$150. Scott Meiner, Sheryl Clapton, Kyle Cook, Ann Mehr, and Thomas Sobieck volunteered to fill out signature cards. A motion was made by Tom Verdot to add their names to the list of signatories for KOPN. Lindsay White seconded the motion. The motion was approved by the Board.

COMMITTEE REPORTS

35th Birthday Celebration: Ellen Froeschner and Scott Meiner talked about their preparations for the 35th KOPN birthday celebration. They said a letter was being sent out with news of the March 8 party to be held in the Upper Crust ballroom. Ellen said that over \$1,200 had already been donated for the event. Scott said that with the \$10 per person charge for those attending, the committee hopes that the celebration will pay for itself and perhaps earn a small profit for the station.

UNFINISHED BUSINESS

Staff and Health Care Plan: Ryan gave a report about the Board's research into implementing a new health care and benefits plan for KOPN paid staff. He said that their planning had gone through a number of drafts and that he had sent around copies to the entire Board. Changes in the current plan resulted from a "management point" made by auditors for the 2006 audit of KOPN. The auditor report noted that there wasn't a written plan for the employee health care program and that this presented operational problems for the station. Employees currently receive up to a \$300 per month reimbursement for out-of-pocket medical expenses. The auditors felt that this doesn't really constitute a "plan" and that more documentation and a written health care plan were needed for internal fiscal controls. A formal plan was necessary for an operation the size of KOPN. Ryan and his committee researched existing health care plans and models and selected the "Wisconsin Plan" as the one they want to select. Scott Meiner made a motion to approve the employee health care plan (attached). The motion was seconded by Randi Bishop. The motion was approved.

Policy documentation: John Clark said that he and John Betz were working on a Board notebook that will include all KOPN policy material. He said that he hoped to have the notebook in order and ready for use by the Board meeting in March. David Owens talked about the need for such a manual and the necessity for Board members to become familiar with the policies so that items will always be "followed through" with after meetings.

Business Membership: The Board talked about the possible need for KOPN's having a "business membership." An action item in the agenda called for the Board to make a

decision about this. David pointed out to the Board that “underwriting” is the current way businesses support KOPN, and that we may want to keep KOPN something for “people” rather than for business. The general discussion by the Board reflected David’s thoughts. Ann Mehr made a motion to remove the action item from the agenda. Bridget Early seconded the motion. The motion was approved.

General Manager’s Evaluation: Ryan Kind gave a report on his committee’s work on an evaluation process for the KOPN general manager. He said the committee had approved evaluation criteria and that they needed to do the evaluation.

NEW BUSINESS

Board Appointments: The Board discussed appointments to the present Board. Lindsay White expressed her interest in joining the Board. Sheryl Clapton said that she wants to be reappointed. David said that the Board needed to check on how many appointed and how many elected positions might be open. He thought that eight positions were filled by election; John Clark that technically the Board has ten positions open. This number would include the Board positions held by Jenny Czyzewski (who has submitted her resignation by e-mail) and Derrick Chievous (who has failed to attend the Board meetings). The Board expressed their opinion that Jenny’s written resignation was sufficient to make the slot open for a new member. Kyle Cook made a motion to accept the e-mail resignation of Jenny Czyzewski; the motion was seconded by Scott Meiner; the motion was approved. Ryan asked if there were a motion to make the Board position being filled by Derrick Chievous available for a new appointment. Jim Baker made the motion; it was seconded by Scott Meiner. The motion was approved.

The Board discussed the need to fill all Board positions so that the terms of office were staggered. Ryan Kind asked the Board members to volunteer for the various terms of office. Jim Baker, Tom Verdot, Sheryl Clapton and Thomas Sobieck volunteered to accept three-year terms of office on the Board. Bridget Early, Ann Mehr, and Lindsay White requested appointments to one-year terms on the Board. Scott Meiner made a motion to accept these nominations and to appoint the above members to their respective terms of office on the Board. The motion was seconded by Kyle Cook. The motion was approved.

Election of Officers: Nominations were made to fill the officer positions for the Board of the New Wave Corporation. These nominations were as follows:

Kyle Cook made a motion to appoint Sheryl Clapton as President. Randi Bishop seconded the motion. The motion was approved.

Lindsay White made a motion to appoint Thomas Sobieck as Vice President. Jim Baker seconded the motion. The motion was approved.

Tom Verdot made a motion to appoint Kyle Cook as Secretary. Jim Baker seconded the motion. The motion was approved.

Ann Mehr made a motion to appoint Ryan Kind as treasurer. Kyle Cook seconded the motion. The motion was approved.

Access to KOPN Documents:

A recent problem concerning a request from a member about national programming expenses led to the Board's discussing what the policy should be for dealing with such requests. The Board felt as a majority that the operation of the station needs to be open and transparent to everyone. David said that in the future he will deal directly with anyone requesting information and that he will act immediately.

Adjournment:

The next meeting of the Board will be on March 18, 2008, at 7:00 p.m.

There being no other business, Sheryl Clapton asked if there were a motion to adjourn. Tom Verdot made the motion; it was seconded by Jim Baker and approved by the Board.

Personnel Policy for KOPN Employee Medical Benefits
approved February 19, 2008

This policy supersedes any prior Medical and/or Life Insurance Benefit policy that may have been in effect prior to this time, including item IX. D. on page 5 of the "PERSONNEL POLICIES - KOPN/NEW WAVE CORPORATION" adopted 3/10/93.

Medical Benefit Policy for KOPN Full Time Employees

KOPN will reimburse its full-time employees (for purposes of this policy, full time employees are those KOPN employees that work 40 hours per week in long-term positions at the station or have full-time salaried positions) for medical health insurance premiums paid by or for employees and medical expenses that are eligible for reimbursement up to a combined total amount of \$300 per month in accordance with the following procedures. Payments by full-time employees that are eligible for reimbursement are limited to payments that a full-time employee has made for medical health insurance premiums or reimbursable medical expenses of the employee and/or member(s) of their immediate family.

Reimbursement or Direct Payment of Medical Insurance Premiums

KOPN will, at the discretion of the station management, either (1) reimburse employees for medical health insurance premiums payments or (2) make direct payments to the employee's insurance company for medical health insurance premiums. Employees will not be reimbursed for their health insurance premium payments unless proof is provided that the employee has made the premium payment.

Reimbursement of Eligible Medical Expenses

KOPN will reimburse employees for eligible medical expenses of the employee and/or member(s) of their immediate family so long as the employee has satisfied any reasonable requirements as determined by the station's management for documentation and description of the paid eligible expenses. Such documentation and description will include: (1) receipts showing that the expenses have been paid and (2) information regarding the medical service provider, the date that medical service was provided, the amount to be reimbursed, and identification of the specific category/type of reimbursable expense. Eligible medical expenses must be primarily for the diagnosis, treatment or prevention of disease or for treatment(s) affecting any part or function of the body.

Medical expenses that are eligible for reimbursement include those that are listed in the most current version of IRS Publication 502 as "includible expenses" and those that are listed in the most current version of the State of Wisconsin "Employee Reimbursement Account Program (ERA) Reimbursement Over-The Counter (OTC) Medicines and Drugs" as "Eligible Expense Categories." Medical expenses that are NOT eligible for reimbursement include those that are listed in the most current version IRS Publication 502 as "not includible expenses" and those that are listed in most current version of the State of Wisconsin "Employee Reimbursement Account Program (ERA) Reimbursement Over-The Counter (OTC) Medicines and Drugs" as "Ineligible OTC Expenses."