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Board of Director's Meeting
New Wave Corporation
915 E. Broadway - Columbia, Mo.
KOPN Studios, Cope Ashlock Room

Meeting of January 18, 2011

Attendance:

In attendance were Thomas Sobieck, Ted Carstensen, John Betz, Meg Poché, Joy Rushing, Ruth Montgomery, Scott Meiner, Ellen Froeschner, Kyle Cook, Ann Mehr, Ray Marks and General Manager, David Owens *Absent:* Tom Verdot, Bridget Early, *Guests:* Jamie Smith

Call to Order:

Board President, Thomas Sobieck, called the meeting to order at 7:10pm and asked for any changes to the agenda. No changes were made.

Review of Minutes:

The minutes from the December 21, 2010 meeting were reviewed. Ted Carstensen motioned to approve the Minutes. Ruth Montgomery seconded the motion. All agreed.

**The minutes from the December 21, 2010 Board meeting were approved.*

Treasurer's Report:

John Betz presented an updated financial report current through December 2010. John Betz asked Board members if the report contained everything they wanted to see each month. A discussion was held regarding the contents and layout of the financial report. Joy Rushing asked if KOPN just had the one bank account. David Owens informed the Board that there was another money market account held by KOPN that has approximately \$30 in it and is currently inactive. It was formally used to hold CPB funds and accrue interest until funds were needed. The past year has not afforded KOPN the luxury of investing monies in this account, as funds were needed immediately for operating costs to keep the station afloat. *It was agreed that the financial report should include any funds from this money market account.* Thomas Sobieck said he would like to see last year's numbers. Joy Rushing asked if we had a working budget. Thomas Sobieck replied that we do not currently have a working budget due to the previous years troubles with accounting and Quickbooks maintenance. Scott Meiner implied that the information was easily at hand to create a formal budget, and that we had a good idea what the numbers were going to be. Thomas added that in the recent General Manager evaluation, a working budget was listed as a near term necessity. Scott Meiner asked David Owens if he had arranged for Brian Davis to provide underwriting report to the Board. David has not had time yet to pursue this with Brian but has it in his plans for upcoming employee evaluations. Scott stated that he felt underwriting numbers were something the Board needed to understand.

Officers Report

Thomas Sobieck informed the Board about the performance review given to General Manager, David Owens on January 6. Meg Poché passed out a written summary of the evaluation to the Board. Evaluations will be repeated quarterly from now on.

Fiscal Situation – David Owens reported that he still had not heard from CPB. He felt as though CPB was forgetting about us. Joy Rushing asked if KOPN owed money, and suggested that outstanding debts in the form of a balance sheet should be applied to the Treasurer's report each

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month. A general sense of agreement arose around the table. Meg asked if it would help if someone other than David called CPB about our grant monies.

**Thomas Sobieck agreed to call CPB and inquire about the status of our grant monies.*

David discussed the status of our upcoming audit preparations. He is still trying to settle everything within Quickbooks and struggling to finalize all that is needed. A general discussion was held regarding ongoing issues with the Quickbooks program. The challenges now are to make sure that Quickbooks is capturing everything that needs to be documented going forward, and to make sure that all financial information for the 2010 fiscal year are in order to prepare for the upcoming audit. The goal is to have the information completed by the end of February when CPB's first financial summary report is due. David reminded the Board that although this was a goal, he would be hard pressed due to the upcoming pledge drive and the sheer amount of work that needed to be done between now and the end of February. Joy Rushing expressed concern over the ongoing problems with KOPN's accounting problems and the use of Quickbooks, and expressed that the Board was ultimately responsible for any fiscal failures the station incurred. Meg Poché agreed that priority should be given to finalizing these issues.

A general discussion was held regarding the choice of auditors for the 2011 fiscal year. The previous and current choice of auditor is from St. Louis. Thomas suggested changing this year's auditor to a locally owned business. The Board would like to have a choice of auditor figured out and voted on soon. **David should submit his suggestion of Auditor to the Board by the next Board meeting. It was agreed that the decision of what auditor to use would be discussed via email and at the next Board meeting.**

Transmitter – David reported about the repairs made at the transmitter site including cleanup, new filters, and fans for air circulation and temperature regulation. The bill for these repairs has not yet been received. Monthly visits to check the transmitter site will be planned. A growing list of needs is being made for a volunteer work crew to fix things.

Staff Reports

MLK day was busy and successful. The diversity dinner had good KOPN representation. Staff is well underway for the next one-day drive. A volunteer pre-drive party is planned for Feb. 4th. An Artrageous event is planned for Jan. 21. Regular Karaoke events are planned at Eastside Tavern on the second Saturday of each month. A one-day open house is planned for March. A general discussion was held regarding the growing need for more CD space and what to do with the surplus CDs that are growing continually.

End of Year Letter – Seems to have generated a lot of money. David was pleased but did not have exact numbers to report. With what is owed to Pacifica, NPR, loans, and other bills, most will be used up in a short time.

Committee Reports

Programming Committee – Ray Marks reported on the activities of the Programming Committee. A problem exists in that there are no programmers on the committee. Rather than electing just anyone to the Committee, they'd like to target people with potential focus who can show up and contribute directly. A letter was sent out to programmers asking them to elect themselves based upon specific interests. Two programmers elected themselves to the Committee. Now they must figure out how to gain the remaining members needed to satisfy the Committee guidelines for membership. After a round of discussion, Scott Meiner suggested that the Programming Committee should not set it's own guidelines on membership, this should come from the Board. In this case of having such difficulty finding willing members, Scott suggested that the Board form an "ad hoc"

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committee to reform the rules. That ad hoc committee can then present their decisions to the Board for a vote. David agreed to email everyone a copy of the standing policy for the Programming Committee. Scott Meiner volunteered to be a member of the ad hoc Programming Committee. It was decided that a vote was needed to form an ad hoc committee for the Programming Committee. Scott Meiner motioned to form an ad hoc committee. Joy Rushing seconded the motion. All agreed.

**An ad hoc committee for the Programming Committee was formed and will report to the Board their proposals for changes to the standing rules for the Programming Committee at a future Board meeting.*

KOPN Advisory Committee Meeting – It was agreed at November’s Board meeting that each Board member would attend this meeting and bring a guest. The goal is to hold the meeting by early March. Having a local restaurant cater for underwriting trade would be good.

**Scott Meiner agreed at the November meeting to set a date for the Advisory Committee to gather, with each Board member finding a guest to participate.*

Board Appointments

A vote was held to appoint Jamie Smith to the New Wave Corporation Board of Directors. Ann Mehr motioned to appoint Jamie to the Board. Joy Rushing seconded the motion. All agreed.

**Jamie Smith was appointed to the New Wave Corporation Board of Directors.*

New Business

Fund Raising Committee – Joy Rushing asked if there was a Fund Raising Committee on the Board. There is not. Joy suggested that in order to do formal fund raising the books had to be in order, a budget needed to be established, a plan needs to be in place for the future, so when you are asking people for money you can let them know what it’s for. Meg Poché pointed out that staff run fundraisers were primarily for operating expenses, and that Board fund raising could be more towards capitol campaign funds. Details and further discussion to be held at the next Board meeting and through email communications. Joy Rushing and Jamie Smith agreed to spearhead the new committee. Meg Poché agreed to be a committee member. A motion was made by Scott Meiner to form a fund raising committee on the Board that would serve to raise funds separately from staff. Ray Marks seconded the motion. All agreed.

**A Fund Raising Committee was formed to serve within the Board of Directors.*

Letter from Christine Gardener – Ann Mehr passed out a letter from Christine Gardener for the Board to read and consider. Any discussions stemming from the letter to be held at the next Board meeting and/or via email.

Meeting adjourned: 8:45pm

Next Meeting: February 15, 2011

Respectfully submitted to the Board by Meg Poché on February 13, 2011