

KOPN BOARD MEETING MINUTES

Tuesday, March 19, 2019

Attendance: Linda Day, Laird Okie, Barbara Ross, Margot McMillen, Dan Hemmelgarn, Gordon Rogers, Laura Wacker and Sean Spence.

Guests: None

Call to order and Approval of Agenda:

The meeting was called to order by President Linda Day and a quorum was established. A motion was made by Dan and seconded by Margot to approve the agenda and the motion carried.

Approval of February Minutes:

Laird moved for approval of the minutes of the January 22, 2019 Board meeting with a second by Dan. The minutes were approved as presented.

Financial Reports:

Linda distributed written financial reports. She noted that there have been continuing problems with entries in QuickBooks, including but not limited to: 1) category # 1000 (cash) contains \$5,000 even though that number is a heading number and should have no data in it. The \$5,000 there is not counted in the total, and in fact a corresponding \$5,000 deposit was not located. 2) Accounts Receivable categories # 1201 & 1101 (Memberships Receivable and Underwriting Receivables) have been unchanged for over a year and presumably represent artifacts from old entries. 3) # 1100-UW is a category heading and should have no data in it, but it is apparently having both memberships and underwriting added to it but nothing being removed when people pay their bills. Those payments seem to be getting entered as new sales. 4) Liabilities of accrued vacation (# 2120) are not up-to-date and haven't been for at least a year. Sean replied that he will make fixing these errors a priority and will spend much of the next week working on them, at which point he will meet with Linda and Laura to review the progress and will continue working on this until clarification is achieved. He said the problem is caused in the data entry process and that he will work with Jill to review the process and repair mis-entries. Sean said he anticipates great improvement by the next board meeting. Linda raised concern that adding good entries to old incorrect entries may result in continued inaccuracies, especially when it comes to comparisons between current and past times. Laura indicated that this can be mitigated in the report generation process.

General Manager Report (Sean)

Report on Fund Drive: So far \$22,890 has been received. Sean expects about \$25,000 total when all processing is completed. He said he didn't set a realistic financial goal for the drive but he is pleased we had more volunteers, more board participation and more donors than for the September drive. He announced we will be giving 1500 pounds of dog food to the Central Missouri Humane Society from the drive. The birthday party took in \$650 at the door and will generate about \$2000 to \$3000 when all other receipts are totaled. Linda Day, Dan and Melinda Hemmelgarn, Erica Dickson, Reggie Ford, Tim Pilcher and Cory Crosby participated.

Report on Community Advisory Committee meeting: The committee met with two members present plus Sean and Linda. The committee meets on the 4th Thursday of even numbered months (except December) at 9:00 AM in the Cope Ashlock room. The main topic of the latest meeting was increasing diversity. Previous meetings have had 5 -6 members attending and Sean said he expects more next time. The committee is meeting the CPB requirements, and our bylaws require the board to appoint and meet with such an advisory committee.

Audit update: Sean is providing the required materials for the audit of FY 2018 (10/17-9/18) by Howe and Associates and they will start work in earnest in early April. If not done by the April 14 deadline Sean believes an extension can easily be obtained.

- Overview of Station Insurance Policies:** We have three policies: Our general business and structure policy includes commercial property coverage, commercial general liability coverage and commercial inland marine coverage, which covers transporting equipment. We also have Workers Compensation coverage and Directors and Officers coverage. Sean will research what coverage we need for remote broadcasting and other cases of equipment transportation to see about reducing the inland marine premiums.
- Grants:** We are applying to Boone Electric for a \$10,000 grant next month which Sean is optimistic that we can get. We are applying for the Boone County Mental Health grant involving Dr. Young-Walker and another person Darin Preis suggested. This will probably involve a team of 4 to 6 persons hosting a show.
- Diversity Magazine:** Sean reports have spent \$14,657.70 and received \$26,900. Money will be raised in underwriting and from ads for businesses who wish to be in the magazine. Expenses are listed under Marketing in our financial records, per Sean. The magazine is aimed at persons who are not KOPN listeners.
- Underwriting:** We anticipate receiving about \$50,000 to \$75,000. Tim and Sean will be working to increase underwriting agreements.
- Station Location Updates:** A meeting will be set to discuss and plan for the possible move.
- Tower/UM Update:** Sean contacted the UM contact again, who promised to call back but hasn't. The upcoming spring rains are a threat to transmission.
- Station Technology:** Equipment repairs are under control. The website has had some tweaking, mostly invisible to users. Laura reports that a few second gap occurs often on Democracy Now. Laird reports once again that the website does not have Air Room phone number and Sean said he would fix that in the morning. He was asked to label the phone numbers clearly as office and air room. Dan says that a new podcast server (called Transistor) is being investigated which should help a lot with our overall system functioning.
- Community events:** We have an excited volunteer to head up the Holiday Parade. Diversity is now called Kaleidoscope, for community events. There will be a Global Extravaganza on Labor Day. In April we will apply for \$5,000 from Columbia Visitors Center for the Global Extravaganza, and a picnic event by Rose Music Hall.
- Volunteers:** We are having an increase in Community Service volunteers. Linda reported some problems with them not doing tasks effectively or correctly. There were questions about how they are selected for us and how they are trained or supervised. Sean reports that many of them do quite well but he will look into the problems.
- Additional Item:** Sean reports that Cory Crosby has resigned, but that his loss should be absorbable. One event has been cut from Kaleidoscope and possibly another will be. Sean says he does not intend to replace Cory's position.

Committee and Working Group Reports

- Fiscal Working Group:** This report was covered in the financial report earlier.
- Volunteer Working Group:** Margot says this group has not met in a long time. She recommends and moves that the group be disbanded because now the staff is doing the work well. Dan seconded this motion, which passed.
- Programming Committee:** Linda reports that Reggie Ford proposed a half-hour program of local rap artists, containing a mixture of rap music and talk, hosted by him and a co-host. This was approved by the committee and referred to Sean. Laura suggested that they could coordinate with the One Mic program. Linda also reported that Liz Leon requested to permanently become host of the Wednesday midnight to 3 AM show, Left In The Dark, which she has been doing on a temporary basis, which was also approved. There was concern expressed in the committee about adequacy of training for programmers. YouTube videos and PowerPoint slides were suggested as training tools. Laird suggested the committee work toward getting back to the original vision for it, with elected positions and representation from programmers of all the types of shows.

Membership working group: Has not met in several months. Its functionality is now being done by staff.

Gordon moved, and Margot seconded, that the group be disbanded. The motion passed.

Engineering/IT working group: Reggie is not here. No report.

Library working group: no meeting this month.

Guiding documents working group: Gordon reported that the dissolution amendment and another containing 501(c)(3) designation content are on hold pending further work on their wording. We have other proposed amendments to be presented under "new business." The amendment proposed in February cannot be considered tonight because it was never posted. It will be posted and considered at the April meeting.

Station relocation: has not met but a meeting is being planned.

New Business:

Conflict of Interest Statement: Linda reported that the Conflict of Interest statement has not yet been documented as approved by the board. Dan moved and Laird seconded that we adopt the Code of Ethics and Conflict of Interest statement before us for the New Wave Corporation which we will use for the Board of Directors. This motion passed. Forms were distributed for signature.

Adoption of Proposed bylaws amendments wording:

Changes to Article 5:01. Changes were proposed to clarify the roles of the GM and the Board in staff decisions and in the creation and elimination of positions. If approved, the last two sentences of Article 5.01 will read: "The General Manager may hire and fire other staff as necessary. Staff positions shall be created and/or eliminated by the Board of Directors. The General Manager shall be an ex-officio member of all committees of the New Wave Corporation." Barbara moved and Dan seconded this proposal. The motion passed.

Changes to Article 3.02.1. Addresses situations when there are fewer than nine board members. If approved, Article 3.02.1 would read: "If the Board should ever have fewer than nine members, the remaining members shall recruit and appoint new members until there are nine. If unable to do this, the Board members remaining are authorized to conduct the Corporation's necessary business." Margot moved and Linda seconded this proposal. The motion passed.

Changes to Article 3.02.2.a. Addresses the beginning of an elected board member's term, which is currently undefined. If adopted, the first sentence of Article 3.02.2.a would read: "a. **Elected Directors.** Elected Directors shall be elected at the annual meeting of the Corporation and will assume office at the first board meeting following the election." Dan moved and Laird seconded this proposal. The motion passed.

These proposed amendments will be posted and a vote on adoption will occur at the April Board meeting.

Supporting the Islamic Community: Barbara requested that the Board consider ways KOPN can support our local Islamic community especially in light of the recent events in Christchurch, New Zealand. The desirability and the mean of doing this were discussed. After discussion, Linda advised that we all think of concrete actions KOPN could do and bring them to the next meeting or email them to the Board sooner. Linda will try to contact Mr. Shakir Hamoodi to ask for his suggestions.

Closed Session: Other business being completed, Sean was excused and the meeting moved into closed session to discuss a personnel matter prior to adjournment.

Respectfully submitted,

Gordon Rogers, Secretary