

KOPN BOARD MEETING MINUTES
Tuesday, September 17, 2019

Attendance: Linda Day, Margot McMillen, John Lofton, Gordon Rogers, Laird Okie, Barbara Ross, Laura Wacker, Morgan Matsiga, Sean Spence (G.M.) and Tim Pilcher (staff).

Absent: Dan Hemmelgarn

Guests: None

Call to Order, establishment of Quorum and approval of agenda and minutes

Linda called the meeting to order and a quorum was verified. The agenda was approved by acclamation. Linda proposed adding the name of an absent board member to the draft August minutes and that change was approved. A motion by Laird, seconded by Barbara, to approve the August minutes with that change was approved by the board. Approval of the minutes of the August closed board session was deferred.

Financial Reports

Financial Position: Linda reported there were problems with the QuickBooks reports which Williams-Keepers have been working to fix, succeeding just today. The fixed reports were handed out. Laura reports that the statements are much more accurate than in the past. She says however that the information in them is not as positive as before, and that we are not going to be able to reach our CPB grant goal this year. She suggested that we look at our expenses for reduction opportunities. Sean reported that he has some proposals for that goal including a budget proposal and a fund-raising proposal, and Laura pointed out that the upcoming pledge drive will help reduce our current net revenue deficit. Sean noted that the checking account balance is about what it has been. Linda reports that there were difficulties in tracking the problems with the past reports but that Williams-Keepers has been able to resolve many of the issues, which have been complex. Linda says that Williams-Keepers will be able not only to make our statements accurate but will be able to point out areas that we may want to focus on to improve our situation.

General Manager Report

Income Update: Sean distributed a two-page handout. He reported that he expects us to bring in around \$40,000 in the next couple of weeks, including written commitments for payment. He said that would let us end the fiscal year September 30 with \$100,000 to \$120,000 in the bank. He expects us to be \$40-60,000 below our NFFS funding goal for CPB.

Grants: Sean reports that we have applied for a grant from Boone Electric for just under \$20,000 toward a \$35,000 goal for equipment and technology updates. Consideration of this is will be taken up by them at a November 13 meeting. The grant had been on their schedule for review and decision in September but the reviewers tabled it and asked for more information about the equipment and services to be funded by the grant.

Underwriting and Diversity: Sean distributed a Fundraising Plan Overview which lists four underwriters from whom he expects to receive a total of from \$8,000 to \$11,000, one of whom has already paid us what they pledged. The amount promised from another one is still being negotiated and at least one other has not yet put their pledge in writing. He said he plans to get either the payment or the pledge from them soon. He also reports that our commitment to MasterTech has been fulfilled for their sponsorship of one issue of Diversity edition as well as for further notices in two or three other issues of the magazine. There was discussion about options for discontinuing Diversity and increasing the number of on-air spots provided.

In-Kind Donations: Sean said we expect \$26,000 to \$29,000 in in-kind donations and/or trades from several local businesses plus a little more that we think we can get credit for if we document it. There was discussion of donated tech support and also of whether we could attribute the use of the tower and shed as an in-kind donation from the University, and Linda said she would research that possibility.

September Pledge Drive: Sean reports that the drive starts tomorrow, and he and Tim will divide each day so one of them will be here one or the other half each day. He said updates on donation totals will be made daily. Christine has gotten a friend to provide riddles to air as part of the drive.

Community Events

Ranger Roast: Sean and Margot will be working the event, Margot as MC. Roasters include: Woody Adkins, Jackie Casteel, Clint Harding, Marty Riback, Kevin Walsh and others

Holiday Parade: Sean said more emphasis will be put on the parade after the September drive. He reported that a cub scout group has registered and we have about 25 groups total, including political groups and others

Station Relocation Update: Sean reports that Scott Schultz has bought both Dalton buildings that were for sale. Sean says Scott has offered to let us stay here after the lease expires. His initial rental offer was about \$500 more than we are now paying. He is not planning to do facility upgrades, including accessibility improvement. Sean said there will be further discussion on this. He also mentioned a non-profit theater group that might be interested in sharing a building with us, saying there is a lot of potential to that.

Tower Fiberoptic Line Update: Sean reports the paperwork is all signed and we are just waiting for the work to be done. Sean says he is optimistic it will be complete by the end of the calendar year.

Station Technology: Tim reported that a CD player was replaced with a new one and a wattmeter was repaired by Gary.

Website: Sean reported the website has been stable. He said slight modifications were made at the suggestion of the programming committee to improve ease of giving feedback on programs.

Volunteers: Sean reports all is well. Programmers are showing up as scheduled. Linda asked if the day programming slots were filled and Tim answered that all shifts are covered, although Dennis is working more shifts than normal to cover them all.

Budget and Fundraising: Sean reports that he has made a preliminary budget based on last year's spending with some adjustments. It does not provide money for Diversity magazine. It includes a fundraising plan also. Sean said although he has resigned effective September 30 he is willing to stay longer if we want him to, including until the end of October or even to mid-November if we wish. He said this might help us in providing continuity for our application for the Boone Electric grant.

Committees and Working Group Reports

Financial Working Group: Laura reported that we may need to do fundraising aimed specifically at a capital fund for the station move.

Programming Committee: Linda reports the programming committee has not yet met this month, but will meet this Sunday. She reports we have received two pre-recorded programs for the financial wellness show and one for the labor show, which Sean and Linda said is not moving toward a launch and we shouldn't count on that show happening. Linda said we could look for a national labor program. Tim said he has looked and found one although it is pretty dry. We have another show slot that may be available soon as it is having programmer involvement problems. Linda suggested that half hour non-music shows might be easier for programmers to create and develop.

Engineering/IT: Tim reported that he and Gary met and discussed new airboards and equipment needs of the new station whenever we move.

Library working group: No report per Laird.

Guiding Documents working group: Gordon reported that the group met and, as charged in the July board meeting, reviewed all existing policies that could be found. He said the only policies we seem to have are the Personnel Policy which is several policies in a single document, the Programming Committee rules, a 1992 Policy called After Hours Activities Policy and an Employee Medical Benefits Policy dated 2008. There was an item referred to as the Drug Free Workplace Policy which turned out to be simply a section of the Personnel Policy. These were all reviewed. The Personnel Policies, per the bylaws, are the responsibility of the General Manager and no changes were suggested. The Programming Committee policies were not examined in much detail because the main issues being seen are that the committee is not following current policy. Linda said she would address this and seek input from the programmers about what they would like in the policy. It was decided that the Medical Benefits policy was outdated as well as redundant since the Personnel Policy covers this topic, and it should be eliminated. The After Hours policy was determined to have some useful ideas but that it is outdated and fails to address more current issues and problems. It was decided that the working group would, incorporating what is useful in that policy, draft a Station Use, Access and Security Policy to replace it with. The committee will also take up the creation of a policy about the appointment of directors to the board. Morgan raised the issue of programmers becoming lax about being aware of language in some of the songs they play and they need to be more cautious about what gets out over the air. There was discussion about this and Linda said she would try to be sure that new programmers are aware of the policy and what they need to do to follow it.

Station Relocation: Margot reported that she, Linda and Dan met and ideas were considered. They agreed that accessibility, parking, and location are key items to be considered in a new location. Renting vs. buying were discussed. Margot would like to have a concept in place to present to the Annual Meeting. She recently toured WTJU in Charlottesville and the GM there offered to do a Skype talk with us about their experiences. Margot will post a Doodle poll for us to choose the best date and time to do this. She has looked at buildings for sale including a 3500 sq. ft. building on College Blvd and one in Benton-Stephens that she thinks we could have bought and made work for us. She pointed out that Ragtag Theater bought a historic building and sold the tax credits to help finance their purchase. Morgan mentioned that some churches outgrow their space and have successfully faced similar problems. Other buildings that could work for us were mentioned. Sean said our current space is about 3300 sq. ft. but the high ceilings add more storage in our space than can be provided in similar floor space elsewhere.

Old Business

Salmon Dinner: Sean reports that no money has been received yet from Broadway Brewery.

Transmitter Shed Maintenance: Tim reports we have had three bids for tree removal: Nelson, Cevet, and Arthur Ratliff. Nelson was the lowest bid and after discussion about the specifics of what was being proposed it was decided to use Nelson, provided their liability insurance is adequate since damage at that site could be disastrous for the station. Tim said he has called Woodlink twice for a quote on the fence, which has been damaged by farm equipment. They said they would look at it and get back with him but they have never called him back. They are the initial installers of the fence.

New Business:

New Board Appointments: Linda reported on the email poll of the board on accepting the application of Martha Daniels to be a board member. She has heard from everyone (John Lofton replied orally) with

no dissent, and she announced that accordingly Martha will be a board member for the remainder of the year.

(At this point, Morgan had to leave the meeting for a work commitment).

Barbara mentioned that she knows someone who would be a good Board candidate and has discussed this with her so we may get more applicants, but most of the prospective names she has been given are not up to date.

Diversity Magazine Remaining Issues: Sean reports that the next Diversity issue is due on October, with a theme of local music. Linda asked if it would pay for itself if we print and mail it, and Sean replied that it would, based on commitments from sponsors. We have \$4000 in underwriting for that issue. He said Subaru has paid us for two issues. He said they are currently slated as sponsor of the December issue but they could sponsor the October issue if MasterTech doesn't. That would free us to cancel the December issue. Barb moved that we proceed to publish and mail the October issue and then cancel any further issues. There was no second. Linda noted that this question could be decided at the October board meeting. Laura said we might be able to benefit by issuing it quarterly, and that it does serve an outreach function that could be productive for us. Sean said that we would not have to spend any money to produce a December issue until it is ready to go to press in December so a decision wouldn't have to be made tonight. No further motions were made on this topic

Station Security: Deferred by Linda until the next meeting.

Closed Meeting: Linda requested a closed meeting to discuss personnel issues. The board approved. Tim and Sean were excused.

After the closed meeting no further business remained and the meeting was adjourned by Linda.

Respectfully submitted,

Gordon Rogers, Secretary