

NWC/KOPN BOARD MEETING MINUTES

Tuesday, April 21, 2020

Attendance: Martha Daniels, Linda Day, Margot McMillen, Morgan Matsiga, Diana Moxon, Gordon Rogers, Barbara Ross, Joy Rushing, Kevin Shults, Laura Wacker, and Tim Pilcher, G.M. All attendance was by a remote Zoom conference session.

Absent: None

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. Gordon moved, with Margot seconding, to approve the agenda. The motion passed. Linda moved, with Diana seconding, to approve the minutes of the March 17, 2020 meeting. Tim proposed a modification to the draft version regarding the airboard, which was adopted. The March 2020 minutes were approved with this change.

Financial Reports

March Reports: Financial reports were emailed to the Board prior to the meeting and were acknowledged as received by the members. Linda noted that this year's numbers should be accurate but those for last year (that are included for comparison) will be adjusted in the audit process to account for the incorrect numbers in the FY 2017-18 report. While the amounts are accurate, Linda will look into the categorization of our various insurance costs to be sure that is correct. She pointed out that our accounting expenses are significantly reduced now that the necessary corrections have been made and our accounting needs are more routine. Tim and Linda answered questions explaining a few of the line items. Tim reported that some apparent discrepancies in spending comparisons with the past are caused by our now paying bills regularly and on time. In response to a question, he reported that as a non-commercial educational station we do not pay royalties for what we broadcast but we do pay them for what we stream on the web. Our royalty payments are incorporated into a single annual fee through the NFCB and amount to roughly \$250-\$500 per year.

PPP Loan: Necessitated by the fast rollout and limited timeframe for applying, an email vote of the Board between the last meeting and this meeting had been requested by Linda on whether to apply for a Paycheck Protection Program loan. The Board agreed to do this without dissent. Tim and Linda reported that the loan application was successful and expressed appreciation to Central Bank for the prompt processing of that application. There was discussion of the categories of spending required to qualify for forgiveness of the loan. The funds need to be spent within two months of their receipt on April 17.

Audit: Tim reported that his understanding is the audit is close to being finished. Our extended deadline to file our Financial Summary Report with CPB is May 14 at 12:00 AM.

General Manager Report:

CPB News: Tim reported that the CPB received a supportive grant as part of the CARES act and that thanks to advocacy from their advisory board, which included NFCB representation, small and/or rural community radio stations in particular are expected to receive some extra financial support.

Personnel News: In order to be ready to accommodate Tim's upcoming parental leave, Linda had requested an email discussion and vote by the Board between the last meeting and this meeting to consider Tim's proposal to create a new position titled Operations Assistant along with an accompanying job description. The position was approved by the Board without dissent. Tim now reported that he has hired a temporary, part-time Operations Assistant, Mallory Daily, who will be working 25-30 hours per week. The plan is for her to begin work Monday, 4/27/20. He described her work history and qualifications. She will work with our underwriters and will assist Tim with some of his duties. She will be trained on the remote broadcast system and the basic hardware functions of the station. Volunteers Charlie Turner and Eric Pherigo have also begun training on the remote broadcast system to ensure that we have multiple backup options.

Closed Session: To accommodate a board member's question, Linda requested and the Board unanimously approved a brief closed session to discuss a topic that would involve a personnel issue. This session began at 7:53 PM. No motions, votes or decisions were made and no further documentation of this session was made. The closed session ended at 8:01 and the regular meeting continued.

Station Automation. Restricted Access, and Plans Going Forward: Tim reported that he will decide when the time comes how to open the station using a staggered system. The current closed status will continue until May 4th but may be extended or revised at that time. There will be new station security concerns when the re-opening phase begins which will also have to be addressed. His goal is to move forward gradually in a way that avoids a need to pull back or reverse commitments later.

Other Station Technology News: Tim reported that some programmers are able to broadcast from home and some are recording entire programs at home and submitting them for broadcasting. Most programmers are not at this stage yet. Tim has installed the underwriting and billing software and he and Mallory will be transitioning audio files from the old software to the new, letting us stop using the more expensive, older software that has fewer functions. He reports we are already using "Station Playlist" software and "Natural Log 9" which integrate with each other in ways that will make things much more efficient. Mic # 2 in the air room has been replaced. Tim has taken new transmitter monitoring equipment to the transmitter shed for installation by Mike McGowan, whose expertise has been extremely helpful.

Fundraising: Tim plans to hold the next pledge drive around the end of May. He is not planning a typical drive or on having our usual number of volunteers available so he anticipates the drive will resemble our Giving Tuesday approach, with shorter pitches, more scripts and more reliance on matching funds. Mallory will be able to do a lot for this drive also. Laura offered that other groups she has worked with have done well with Facebook appeals and that people are responding well. Tim said he is considering a pre-drive mailing also. We have received three donations in response to Community Pulse, which he feels may be a valuable program even after the coronavirus crisis is past. Kevin suggested seeing if the Health Dept. could work with us on Community Pulse, perhaps with financial support.

Committee and Working Group Reports:

Financial Working Group: There was no meeting this month.

Station Relocation Working Group: The working group has not met. There was discussion of some buildings we may be interested in especially if we decide to lease, and of the effects of the pandemic on our options.

Capital Campaign: No meeting. Linda reports that our background advisor is still interested and active in our project even in this unpredictable time.

Programming Committee: The committee did not meet.

Engineering/IT Working Group: This was covered in the GM's Station Technology report.

Guiding Documents Working Group: Gordon reported that the group has not met this month. It was suggested that we consider bylaws language addressing loans and the assumption of debt, with procedures for doing so. Also, it was suggested that we review our rules regarding electronic meetings, and that we continue notification of the membership of such meetings.

Old Business:

Transmitter Shed: Linda had emailed photos of the transmitter shed. She reports that the metal door is badly rusted and probably needs to be replaced. Because of the lack of gutters and downspouts, the siding has deteriorated badly. Overheating is still a problem on hot summer days, aggravated by inadequate ventilation. Extensive work is needed. There was discussion of volunteer labor. The job will be extensive enough that it will likely require our hiring it done.

New Business:

Personnel Positions: Diana moved, with Gordon seconding, that the Office Manager position be eliminated. This motion passed without opposition.

There being no further business, the meeting was adjourned.

Respectfully submitted,

Gordon Rogers, Secretary