

NWC/KOPN BOARD MEETING MINUTES  
Tuesday, September 15, 2020

**Attendance:** Martha Daniels, Linda Day, Margot McMillen, 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:** Morgan Matsiga

**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. A motion to approve the agenda was made by Gordon, seconded by Martha, and approved unanimously. Barbara moved, with Linda seconding, to approve the August 18, 2020 minutes. The motion passed.

**Financial Reports**

**August Reports:** Financial reports were emailed to the Board prior to the meeting and were acknowledged as received by the members. Linda reminded us that we still have a PPP loan of \$18,250 which we hope to be forgiven. The government rules for that are still being finalized. She also noted that the Activity Comparison report shows much more income than usual because of our capital campaign donations and the one-time CPB grant.

**PPP Update:** Covered in the August Financial Report.

**General Manager Report:**

**Fall Pledge Drive (Sept. 13-14):** Tim reported that the pledge drive so far has made \$15,200 so far, with about \$2,400 of that coming from the mailing. \$2,800 was received prior to September 13, and more continues to arrive. [*on September 22, Tim updated this total to \$19,036 and still growing*]. He reported that we received two premium gifts from artist Jane Mudd which he was happy to get, but that in general few people are asking about premiums or thank you gifts for donations. He said that there were additional costs associated with mailing such gifts to the recipients and that references to donation premiums on our website could be removed. It was also pointed out that when area businesses donate such gifts for our pledge drives it also likely reduces the impetus for them to make monetary donations. There was discussion about the benefits and drawbacks of shorter on-air pledge drives.

**Volunteers:** Tim said we have a new volunteer who will pick up Midnight to 3:00 AM slots alternating on Mondays and Thursdays.

**Station Technology:** Tim reported that the production room is continuing to be prepared as an alternate broadcasting studio. He said we had a trial broadcast from it recently which worked but with a few problems. He said not everyone will be getting trained to use that board. Tim hopes to get other new equipment installed this fall and plans to get the engineering group together to make plans for that. Dave VanSickle has agreed to help with the satellite filter.

**Programming:** This was covered in the Volunteers report.

**Personnel/Staff:** Tim said Mallory will be able to work 4 to 8 hours a week with us through December, working chiefly on PSAs and underwriting

**Old Business:**

**Transmitter Shed:** Linda reported the work on the transmitter shed exterior is finished except that we are waiting for the new gutters. The total cost will be in the neighborhood of \$7,000. She said Martha has been very helpful around the site, and Jesse Mudd, who did the restoration, went above and beyond what we expected.

**Moving Plan:** Linda has continued to call people about buildings she sees that may be possibilities for us. She has requested a lease extension with our landlord a few weeks ago which he said at the time he would respond to in a few weeks, so she expects to hear from him soon. She said there is a lot of vacant property now but not very many for sale. She has spoken with Brent about checking one or two sites but hasn't heard back from him yet. There was discussion about a pair of properties we had looked at previously in light of the current market. No motions were made about this.

**Capital Campaign:** Diana reported that we have met with Eric and have another meeting planned, with an eye toward finding and contacting people to form focused advisory committees. There was discussion about the vagaries of fundraising in our country's current situation, as well as about the desire in the community to sustain and keep "community gems."

**KOPN Board Retreat:** Linda and the board expressed thanks to Margot for hosting the retreat and to Diana for her notes on it. Linda noted that a quorum was present (Morgan had to work) and a vote was taken during the retreat to seek a one-year lease extension, which passed, which would give us more time to seek moving options.

#### **New Business:**

**Holiday Policy:** Linda noted that we had approved making MLK Day a holiday in the January 2019 Board meeting but that Sean, who was G.M. at the time, didn't get that updated in the Personnel Policy. Linda proposed that to maintain the same number of paid holidays we remove New Year's Eve Day (December 31) as a holiday. She noted that we benefit by remaining open then because that is the last day of each year people can donate to KOPN and claim those donations on their taxes for that year. After discussion, Linda made this motion and Diana seconded it, and the motion passed.

**Revision of Existing Positions:** Linda reported that our current approved staff positions are: General Manager at 1.0 FTE, Operations Assistant at 0.75 FTE, Underwriting Assistant at 0.5 FTE and Development Assistant at 0.5 FTE. Tim confirmed that these positions exist as stated for a total FTE of 2.75. Linda said we may want to consider changing the Operations Assistant job to Operations Director. She said she understands Tim could remain full time until the end of this year in a transition role if we hire a new G.M. before then, when Tim could assume a new Operations Director position. The amount of FTE assigned to that job would be subject to negotiation involving Tim, the Board and the new G.M.

**Search Committee:** Linda said our Personnel Policy requires us to have a search committee to find a new G.M. and that she has proposed one consisting of herself, Diana Moxon, Morgan Matsiga, Gordon Rogers, Tim Pilcher and Eric Staley which has the required balance of members. Tim would not have a vote with this committee because of his current position. The committee will review and interview candidates and report to the full Board, sharing application documents of finalists with them. The Board would be involved in the actual hiring decision. Laura asked that the board be informed of all applicants at the time they apply because they may be known to some Board members who could give input that may save time and committee effort.

**G.M. Search:** Linda reported in very general terms about applications we have received. There was discussion about the proper way to handle both requests for applications and our response to the ones received.

#### **Closed Session:**

At 8:20 PM at Gordon's request, with a second by Linda and assent of all present the meeting was closed for purposes of reviewing and voting on approval of previous minutes of closed sessions. At this point both Tim and Diana left the meeting with everyone else remaining. The minutes of seven closed sessions or closed meetings were each reviewed followed by motions of approval and votes as indicated in the following table:

DATE OF MEETING	MOTION TO APPROVE MINUTES BY:	MOTION SECONDED BY	RESULT OF THE MOTION
January 6, 2020	Margot	Linda	Passed
March 17, 2020	Linda	Kevin	Passed
March 31, 2020	Linda	Margot	Passed
June 16, 2020	Joy	Kevin	Passed
July 28, 2020	Linda	Margot	Passed
August 7, 2020	Martha	Barbara	Passed
August 18, 2020	Joy	Barbara	Passed

The motion to approve the March 17 closed session minutes also included a motion to open the records of that session and attach the motion and its results to the March 17 open meeting minutes. Likewise, Gordon moved that the minutes of the August 18 closed session be opened and the outcome of that session be added to the minutes of the August 18 open meeting. That motion was approved by acclamation.

At 8:42. there being no further business, Joy moved, with Barbara seconding, to adjourn both the closed session and the open session of the Board Meeting. The motion passed and both the closed session and the open Board meeting were adjourned.

Respectfully submitted,

Gordon Rogers, Secretary