

NWC/KOPN BOARD MEETING MINUTES

Tuesday, November 17, 2020

Attendance: Martha Daniels, Linda Day, Morgan Matsiga, 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: None

Guests: None

Call to Order, establishment of Quorum, and Approval of 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. The motion passed. A motion to approve the October 20, 2020 minutes was made by Linda, seconded by Diana, and approved unanimously.

Financial Reports

October Reports: Financial reports were emailed to the Board prior to the meeting and were acknowledged as received by the members. Linda noted that we have not brought in as much money this October as previously. There was speculation that the difference might be because of carry-over into last October from the September pledge drive, or that the pandemic had affected our more recent fundraising. It was also noted some of the CPB grant had to be returned because it had not yet been spent when the grant was not renewed this year. There was discussion about fundraising other than during our major fund drives and particularly about encouraging more monthly donations, and the ends and outs of managing such donations.

PPP Update: Linda reported that the bank is still asking borrowers to hold off on submitting applications for PPP loan forgiveness while they develop an online submission form but that she feels we need to get our submission made because the new simplified form for forgiveness of small loans expires on 11/30.

General Manager Report:

Fundraising: Tim reported briefly on his plans for Giving Tuesday (December 1 this year), saying that he has obtained \$1,000 in matching funds so we can offer a one-to-one match on funds given that day. [Addendum: he announced on November 30th that the match available had increased to \$2,000]. He is planning recorded announcements that will not interrupt regular programming to promote the drive, with some live announcements on the day of the drive. That afternoon KOPN will also be working with twelve local non-profits in a cooperative fundraising event, which will both strengthen our networking and increase our outreach to potential new members. Tim also reported he has been working with one of our major underwriters about potentially increasing their support.

Volunteers and Programming: Tim said we have a new volunteer who he hopes will be able to host our national programming at least one day a week.

Station Technology: Tim said that in the coming weeks Dave Vansickle will help install the two new satellite receivers we have received. Tim said he still plans to install the new air board and will start, with help from Gary, after his job transition. Tim said our new phone system will not be installed prior to Giving Tuesday but that we will be well-equipped to manage that day with good social distancing.

Staff: Tim said that Mallory's contract ends on December 31, but she will likely be able to work a few hours a week after that day.

Old Business:

Vote on Change to Bylaws Moving Annual Meeting to February: The proposal to change the annual meeting from January to February and to change the planning and announcement of it from October to November was voted last month to be considered. The required period of posting for public input over, it is now subject to a final vote of approval. The change will solve a problem in which member ballots must be mailed before all year-end membership donations are received. The proposal was passed without dissent.

Property Search: Linda updated the Board on potential sites, including some new ones. Much of the discussion centered on a single broad area in town. No desirable properties are currently on the market although perhaps some owners might be persuaded to sell. There is considerable vacant commercial property for lease.

Capital Campaign: Diana reported on the case statement being worked up which needs only minor adjustments. A shorter version of the statement will also be created at the suggestion of some members of the campaign committee. The plan is that members of the committee will connect with people in each of their circles to discuss KOPN and the campaign project. She discussed the goals that outline the planning of our campaign. She tasked each Board member to imagine whom they might invite to a Zoom meeting or virtual dinner to inform people about the campaign. Linda emphasized to the Board that all input and especially any requests should be coordinated with Diana.

New Business:

Board Election: Linda said ballots should be mailed in early January. There was discussion about how to recruit candidates, how information statements for each candidate should be generated and what information should be included. She said most non-profits have application forms for gathering candidate information and board duty descriptions to help inform candidates what expectations would be for the position they are seeking. She said she would review applications from some other organizations with an eye to our creating our own.

Format for the 2021 Annual Meeting: Linda raised the question of whether to host an in-person annual meeting or a remote meeting. Methods of managing both types of meetings were discussed. At this point (8:49 PM) Morgan had to leave the meeting because of his job. Linda said she would explore options for an in-person meeting but would keep a remote Zoom meeting as a default option.

Bylaws change to make explicit that only the Board can incur debt: Linda recounted incidents in the distant past when debt was incurred without the Board's knowledge and the severe problems this caused. She proposed adding a clause to the bylaws to define authority for incurring debt. Gordon suggested that language for this purpose could be inserted into either section 3.01 or 5.01 of the bylaws. There was also discussion about how to handle credit card debt. After much discussion, Barbara moved, with Margot seconding, that the Board propose amending the bylaws by adding the clause "but only the Board of Directors is authorized to incur debt on the part of the New Wave Corporation or KOPN." to the final sentence of Article 3.01.

Bylaws change to reconcile description of GM duties regarding personnel policies with Board duties: Conflicting language exists in sections 3.01 and 5.01 of the bylaws regarding who is responsible for determining personnel policies governing the station. Linda proposed a change to the description of GM duties in 5.01 to bring them in agreement with section 3.01 and with the way personnel policy development and change has been handled. The phrase in Article 5.01 now reading "developing, implementing and maintaining effective personnel policies and initiating appropriate actions in accordance with those policies;" would be replaced with "participating with the Board in developing and maintaining effective personnel policies, implementing those policies, and initiating appropriate actions in accordance with those policies;". This motion passed. It was established that this motion will result in the proposal being posted for the membership's review and that the adoption of these proposed changes would be voted on at the December Board meeting.

Closed Session:

At 9:04 PM: Linda requested approval to enter a closed session for discussion of terms of employment of our new GM who starts in January. Gordon seconded and this motion was approved without dissent by the Board. At this point Tim was excused and left the meeting.

At 9:27 PM: There being no further business, both the closed session and the open Board meeting were adjourned.

Respectfully submitted,

Gordon Rogers, Secretary