

NWC/KOPN BOARD MEETING MINUTES
Tuesday, December 15, 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. Morgan Matsiga arrived at 8:09 PM and departed at 9:05 due to work commitments.

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. There was discussion on the question of approving the November minutes after which Diana moved that the draft minutes be approved with an addendum to Tim's report on Giving Tuesday to show that the amount of matching funds available had increase since the meeting. Kevin seconded this motion which then passed, and that addendum has been added to the November minutes. Linda then requested that the October minutes be amended with a correction to the statement about liability insurance and the lease renewal. Gordon so moved and Diana seconded and this motion passed. The October minutes have been so corrected.

Financial Reports

November Reports: Financial reports were emailed to the Board prior to the meeting and were acknowledged as received by the members. Linda noted that the Activity Report shows us operating at a deficit so far in this fiscal year. Together, she and Laura pointed out several factors relating to this, including that most of our last drive's revenue was received at the end of last fiscal year unlike the corresponding drive the year before, that we reimbursed CPB this year for restricted funds we hadn't spent, that we paid for music rights this year that had been covered otherwise last year. It was noted that comparisons made for periods that straddle fiscal years are difficult to interpret. Our assets are in fact much greater than at this time last year, although assets in the building fund will not be used for operations and we will spend some of the reserve fund to replace the CPB grant this year. It was agreed in conclusion that our position is adequately secure. Linda also reported that our annual audit is now underway and is expected to be completed without qualifications.

PPP Update: Linda reported that the bank just gave access to the portal to request loan forgiveness and she will do so promptly.

General Manager Report:

Giving Tuesday and ComoGives update: Tim reported that on Giving Tuesday (December 1st) we received a total of \$9,219 from both Giving Tuesday and the first day of ComoGives. Even without the ComoGives money, we raised more for Giving Tuesday this year than last year. As of this morning we had received \$4,569 in 46 donations from ComoGives. We are receiving more year-end donations outside of these campaigns as well.

Election: Tim reported that he will work on getting the database cleaned up so we can mail both our annual donation receipts and the mailed ballots in a single mailing, which he would like to get into member's mailboxes at least three weeks before the ballot return deadline of February 10. There was discussion about email voting and about whether to keep sending two nested return envelopes since most people don't take advantage of it.

Volunteers: Two or three people a week have been using the recording studio so not many have been in the station other than scheduled programmers. We have not been accepting Community Service volunteers or MU business student projects because of COVID-19.

Programming: Tim said we have had a few programmers drop out or resign, especially on the night shifts. One new programmer will take a night program slot for a new program, Sound Explosion. Three people are working on getting programs established.

Station Technology: Tim reported on the exciter failure at the transmitter about three weeks ago and thanked Mike McGowan for getting us back on the air quickly with a temporary fix until a permanent fix could be made. Dave Vansickle helped install two new satellite receivers which we were given as members of CPB. One has been configured and is working and the other will be configured soon as a backup. A new cable has been run for the air room telephone to fix problems with it.

Staff: Tim is preparing a packet for Miquel with information he will need such as the systems we use and passwords he will need.

Old Business:

Vote on Proposed Changes to Bylaws (debt; personnel policy): Linda announced that the proposal approved last month to add 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 was posted for member review according to the requirements of the bylaws, and the proposal to replace the phrase in Article 5.01 now reading “developing, implementing and maintaining effective personnel policies and initiating appropriate actions in accordance with those policies;” with the phrase “participating with the Board in developing and maintaining effective personnel policies, implementing those policies, and initiating appropriate actions in accordance with those policies;” has likewise been posted. A vote tonight to approve those two proposals would therefore amend the bylaws accordingly. Laura moved, with Barbara seconding that both proposed amendments be adopted. This motion was approved without dissent.

Property Search: Margot reported that the station relocation committee had a zoom meeting to review properties available. There were no new buildings for sale so the meeting focused on vacant lots for sale and on lease possibilities. There was discussion of a hypothetical floor plan created for the Capital Campaign and given a professional look by Kevin Shultz.

Capital Campaign: Diana reported that the committee has a new member, and membership has been discussed with two other candidates who are interested. The campaign advisory group held a meeting which Miquel attended while he was in town. Diana has created an updated set of FAQs which she will send out, and both case statements have been updated. She reminded us to review the lists she had shared with the board for our input.

New Business:

Columbia Cultural Affairs Committee grant application

Kevin reported that KOPN has not recently applied for a grant from the Columbia Cultural Affairs Committee. A former member of that committee has offered to help KOPN prepare an application if we are interested. The Board expressed interest and appreciation, and requested that Kevin pursue this opportunity. Kevin also suggested that we try to increase our collaboration with community groups such as the public library and reprise events such as the Midwest Radio Theater Workshop (MRTW).

Budget: Linda had emailed a proposed budget to the Board earlier, based on last year’s expenditures and budget. Expenses may be greater than revenue because we will not have the CPB Community Service Grant, but she has budgeted for part of our reserve fund to make up that difference if necessary. She is hopeful that we will qualify for the grant next year since we

have met the NFFS requirement. Several line items of the budget were discussed. Diana moved, with Joy seconding, that the proposed budget be accepted. This motion passed. Joy then moved that the Capital Campaign budget be made into a separate budget, with Diana seconding. This was accepted without opposition. It was clarified that Capital Campaign consulting expenses would also be part of this separate budget.

Annual Meeting: Linda proposed that the annual meeting be set for 1:00 PM on February 14, the latest Sunday which would allow our regular board meeting to occur after that meeting. This proposal was accepted by the board without dissent. A deadline of January 5 for accepting Board nominations was agreed on. Due to the difficulty of meeting in person this year, Linda said we would plan to meet by Zoom. Linda had earlier sent the Board a proposed description of Board member duties which was discussed. It was suggested that we make explicit that helping with fund drives be listed as part of the job of being a Board member, which Linda said she would add.

Closed Session:

At 9:15 PM: Linda requested approval to enter a closed session for discussion of a personnel issue. The request was approved by the Board. Attendance was unchanged from above except that Tim was recused and Morgan had had to depart for work 10 minutes earlier.

At 9:30 PM, upon the adjournment of the closed meeting and there being no further business, the open Board meeting was also adjourned.

Respectfully submitted,

Gordon Rogers, Secretary