

NWC/KOPN BOARD MEETING MINUTES

Tuesday, January 18, 2022

Attendance: Martha Daniels, Linda Day, Margot McMillen, Diana Moxon, Gordon Rogers, Barbara Ross, Joy Rushing, Kevin Shults, and Sarah Catlin, interim G.M., ex-officio. Laura Wacker arrived early in the G.M. report and Christine Gardener arrived during the financial reports due to previous commitments. 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. Linda offered an addition to the proposed agenda, a new business item on a Disposal of Property policy, which was adopted without dissent. A motion to approve the modified agenda was made by Diana and seconded by Margot and was approved. A motion to approve the December 21, 2021 draft minutes was made by Kevin and seconded by Martha. The motion passed without dissent.

General Manager Report:

Volunteers: Sarah reported that even without active outreach we have been getting several volunteers, who have been connected with the record indexing project (Joy and Margot). The Volunteer working group met on January 14.

Events and Outreach: Sarah reported that Ally's article about Dylan was published in the December issue of Como Magazine. We now have placed 23 of the 30 KOPN yard signs we had been given. Sarah is still searching for locations in Fulton and Mexico. Pledge drive scheduling was proposed and discussion about timing, duration and premiums ensued. Our next Odyssey series ad was shown and met with the Board's approval. It will be out in February.

Technology: Sarah reported Dylan has received his new work laptop. She has met with our Salesforce consultant and now has the two mailing lists she has been waiting for. The Board election ballots should be in the mail in a day. She discussed ways to make the best use of our consultant resource.

Programming: Sarah said the programming committee met on January 11 and will meet again February 23. She is still working on a replacement show for Mid-Missouri This Week. Currently we have a temporary outside show ("Breaking Through") in that spot, but her goal is to have a local show there. She reports that our one-year free subscription to "The World" will expire at the end of June and to continue it will cost \$3,500 annually. She will research whether we would have access to other PRX programs as well with a subscription. Alternative Radio has invited us to resume airing their program, which is free.

Fundraising and Underwriting: Sarah reported that the final total from our end of year drive was \$26,921.50 (not including Capital Campaign fundraising), with a good return from calling many of our expired members. She thanked Trevor, Laura, and Christine for helping make the calls. She provided a link to underwriting contacts she has made this month and discussed some new underwriters. She also reported that our rental storage space will no longer be offered in exchange for underwriting and we will need to decide what to do with our property there.

Financial Reports

December Reports: December reports were emailed to the Board prior to the meeting and were acknowledged as received by the members. Questions about our credit card donations and processing fees over the past year were addressed. Linda noted our tower inspection expense and reminded the board of the need for tower repairs revealed by the inspection.

Committee Reports:

Capital Campaign: Diana reported on the donor get-together at the new building and that a significant amount of money [\$36,500] was raised from that event. She reported we now have just under \$400,000 donated or pledged for the campaign. She said that event and a visit by our programmers both show that visiting the building creates good energy among the visitors and that having more groups visit should be encouraged. She continues to remind capital campaign donors that we also need ongoing operations donations which the building donations are separate from. She said we are now fully in our “open” phase of capital fundraising. It was noted that emphasizing the accessibility of the new building will be a plus in our capital campaign fundraising.

Station Relocation Working Group Report: Margot reported the working group met at the building January 16. She noted that snow and ice on the parking lot were a concern for which we should develop a mitigation plan soon. Linda reported on the progress of getting the building ready for the move. She suggested we establish a charge account for the supplies needed to make it easier for accounting and ensure that our purchases are charged as tax-exempt. Joy moved that we establish such an account for materials for the new building with Linda as the main manager of the account and one other person authorized to make charges. Diana seconded this motion. The motion passed unanimously. Linda said she and Gordon would sign the application as Board officers to document board approval for any incurred debt.

New Business:

Revised Programming Committee Policy: Linda reported that the work of revising the Programming Committee policy had been done a few months ago but had never been presented to vote on. Gordon moved, with Joy seconding, that the revised policy emailed earlier today to the Board be adopted. This motion passed without dissent.

Proposal for Music and Recorded Programming Working Group: Joy reported on the work she and Margot have been doing with volunteers on indexing our vinyl LP collection. They propose the establishment of a Music and Recorded Programming working group to give structure to this work of preserving and organizing our collection. A draft document consisting of four proposals for this group was emailed to the Board before the meeting. The proposals were discussed and voted on separately, with the following changes being approved as follows:

Proposal #3: The phrase “for the disposition of future music donations” was changed to “for the acceptance and/or other disposition of future music donations.”

Proposal #4: The phrase "an annual sale" was changed to "a public sale." Also, the word “being” was added before the phrase “made available for purchase by programmers.”

The document creating and defining the working group was approved with these changes.

Policy for disposal of property: Linda introduced a proposed policy she had emailed to the Board before the meeting entitled “Policy for disposal of property owned by the New Wave Corporation.” After discussion, the phrase “such as furniture, fixtures and equipment” was added and a motion by Linda, seconded by Joy, to approve the policy as amended passed.

Old Business:

Audit: Linda reported that the audit is finished and is undergoing final review, and we hope to receive both it and the 990 very soon.

Board Election and Annual Meeting Feb. 13, 2022: Linda announced that we have received four candidates' statements for four open positions (plus a write-in option). The ballots should be in the mail before the end of the week. Linda re-confirmed the annual meeting will be by Zoom at 2:00 PM on February 13.

Closed Session

With the approval of the Board, a closed session was called for two purposes: to review closed minutes for a vote on opening them, and for a personnel matter. Sarah excused herself before the session closed. Attendance was otherwise unchanged. The minutes regarding the first item are below and will not be closed.

Proposal to open closed session minutes:

Gordon had earlier presented to the Board minutes (previously approved by the Board) of several closed sessions of regular Board meetings or of special closed Board meetings. He moved that these minutes be made open since the reason for closing them no longer existed, with Linda seconding the motion. The minutes proposed for opening are dated:

01/06/2020	07/28/2020	01/26/2021	05/19/2021	09/20/2021
06/16/2020	08/07/2020	05/15/2021	05/26/2021	10/19/2021

The Board approved the motion to open all these minutes. Gordon said they would be kept in the KOPN office available for viewing by interested members of the public.

Personnel Matter: The minutes of the personnel matter item are documented separately.

Adjournment: With no further business in either open or closed session, the Board meeting was adjourned.

Respectfully submitted,

Gordon Rogers, Secretary