

## NWC/KOPN BOARD MEETING MINUTES

Tuesday, February 15, 2022

**Attendance:** T. Sharif Abdul-Hakim, Martha Daniels, Linda Day, Margot McMillen, Diana Moxon, Gordon Rogers, Joy Rushing, Kevin Shults, Laura Wacker, and Sarah Catlin, interim G.M., ex-officio. 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 proposed an addition to the draft agenda—approval of the January closed session minutes—and Gordon moved, with Diana seconding, that this modified agenda be approved. The motion passed. A motion to approve the January 18, 2022 draft minutes was made by Kevin and seconded by Diana. The motion passed.

### **Financial Reports**

**January Reports:** January reports were emailed to the Board prior to the meeting and were acknowledged as received by the members. Linda said we will be transferring about \$1,500 from the building fund to the checking account to pay for lumber and electrical supplies to make the building ready for us. Sarah said our ComoGives money has just arrived and is being deposited. Linda reported that we are creating a few new QuickBooks categories now that we are building owners. We will have to coordinate some of these new categories with our accountants. She also reported that our Directors and Officers insurance premium went up by \$1300 which is two and a half times what it has been, much more than we or our agent had expected, and it is due soon. Linda and Sarah recommended that we renew the policy if we don't find a better option before the renewal date rather than risk having any time not covered. No dissent was offered. After elucidating a few other line items, Linda then reported that our audit is still being finalized, although only minor discrepancies remain to be resolved. We have received a 45-day extension from CPB to file our annual Financial Summary Report while we wait for the audit to be finished.

### **General Manager Report:**

**Staff:** Sarah reported that staff are still sorting through boxes and files from the Broadway office for the move. The 10-hour contract with our Salesforce consultant is almost completed and Sarah suggested renewing for two-hour monthly blocks, going down to one-hour blocks when we need her less. She reported that she received her performance review and has signed an interim G.M. contract through the end of June. She has kept a daily activity diary at the Board's request which she will email to us. Dylan has taught her how to forward the office phones to her cell phone for when she is working from home.

**Volunteers:** She reported we still need to set up a time for the Volunteer working group to meet. Joy and Christine were last year's Board liaisons and two Board members should be appointed for this year also. She said we continue to get applications to volunteer and she meets with them but needs someone to hand them off to. She has heard feedback from at least one programmer who wishes to continue programming without being a KOPN member (which requires a \$60/year donation). She has verified that this is not a financial hardship issue, for which we have alternative membership options. She asked for guidance from the Board about this question. The Board advised that this requirement is in the Programmer Handbook and the Board agrees this rule should be enforced. A film ("Soul Graffiti") which was partially filmed in our station has been submitted to two film festivals and will be showing in Jefferson City. She will keep us informed about dates.

**Events and Outreach:** Sarah announced that a volunteer is having a fund-raiser birthday party at the station this Saturday with contributions to go to the capital campaign. Rochara Knight and the Honey Bees will be shooting a music video at the station for which the station will be credited. Two League of Women Voters forums and one climate change forum will be live-streamed.

**Technology:** Sarah reported Dylan has been dealing, so far unsuccessfully, with leaks in a liquid nitrogen tank at the transmitter. He is trying to find a replacement fitting, which is not easy.

**Programming:** Sarah said the next programming committee meeting will be February 23. We have one new show proposal to vote on, for which we have received a sample show about music, memory and nostalgia. The show is both music and talk. There is another proposal without a sample show yet.

**Fundraising and Underwriting:** Sarah reported our next pledge drive begins near the end of the month. A local artist will make unique coffee mugs for pledge premiums. Linda said CPB and the IRS require us to account for the value of against donations we receive for tax purposes since the premiums are a taxable value received premiums by the donor. Sarah reported that she and Linda have completed the first part of the CPB CSG paperwork, the Station Activity Report (SAS). They will prepare the Financial Summary Report (FSR) when the audit is finished. She reported one new significant underwriter and provided a link to her underwriting contacts and agreements. She reported on conversations with our new storage company which may lead to an underwriting agreement. Diana reported on a possible underwriting prospect. Sarah reminded us of our next pledge drive dates.

#### **Committee Reports:**

**Community Advisory Committee:** Gordon reported that the CAC met Feb. 9. This committee consists of community members not directly affiliated with KOPN who can advise us on our relationship with and impact on the community. Much of the meeting involved discussion of our new building and the processes going forward. We also talked about the music library in relation to the move, and about recent programming changes. Concerns about a programmer's performance were raised. The next meeting will be May 18 at 6:00 PM in the station. Other Board members are welcome to attend.

**Capital Campaign:** Diana reported the committee has not met since her last report, but that we did get a generous three-year commitment from the Stafford Family Trust. We are applying with two other trusts as well and she has a meeting in March with another potential donor.

**Station Relocation Working Group Report:** Margot reported the working group met. Much of the discussion relates to organizing and moving the music library. She discussed sharing our index list with programmers. Concerns were expressed about the value of such a list and the risks of its data being available to others. She reported that about a third of the vinyl collection has been indexed. It was agreed that more thinking needs to be done about how to handle and use the index. Margot said the next working group meeting will be March 10. Linda reported on the progress of making our new building ready for the move.

#### **New Business:**

**Consider Approval of Bids:** Linda discussed bids on several projects, information about which she had emailed to the board prior to the meeting.

- **Moving the satellite dish** will require a conditional use permit approved by Planning and Zoning and then by the City Council. To get it moved by the end of June, this process has to start very soon. She discussed estimates by three companies. After discussion, Diana moved, with Gordon seconding, that we accept the offer by Crockett Engineering. This motion passed without dissent.

- **Glass for studio windows** will require special glass. Linda discussed the qualities of the glass and the installation process needed. Joy moved to approve this purchase with Diana seconding, and the motion passed without dissent.
- **HVAC ductwork** revision is needed and was bid by Reed who installed the system (which is still under warranty). Diana moved with Laura seconding to approve this and the motion passed without dissent.
- **Commercial quality half-glass fire-rated interior doors** were bid on by two companies. After discussion, Joy moved with Diana seconding to approve the Boone County Millwork bid. This motion passed without dissent.
- **Office lights** were bid by Bright City Lights. Linda mentioned how helpful they were as well. Diana moved, with Gordon seconding, that we accept this bid. The motion passed without dissent.
- **Parking lot repair** was discussed extensively, including options to either patch or to rebuild and to use asphalt or concrete. Drainage questions were also discussed. After discussion, Gordon moved, with Kevin seconding, to contract for removing and replacing with concrete the discussed major part of the lot. The motion passed with six in favor, three abstentions, no nay votes.

**Election of Officers:** After discussion of whether to vote during the meeting or to vote afterwards by an email vote, the consensus was to vote during this meeting. After discussion, Margot moved with Joy seconding, that the current 2021 officers be nominated to fill the same positions in 2022 that they now hold. No other nominations were offered. Voting for this slate was unanimous.

### **Closed Session**

With the approval of the Board, a closed session was called for two purposes: to approve the minutes of the closed session of the January 18, 2022 meeting, and for discussion of a personnel matter. Sarah excused herself from the meeting before the session was closed. Attendance was otherwise unchanged. The minutes regarding the two items are below and will not be recorded separately.

**Approval of minutes of the closed session of January 18, 2022:** Gordon displayed the draft minutes of the closed session of January 18, 2022 and reviewed its text. One correction was proposed and was accepted without dissent. Linda moved, with Margot seconding, to approve the draft minutes as amended. This motion passed without dissent.

**Personnel Item:** Linda reported on the status of the interim manager position and its renewal through June. The Board discussed plans for the permanent general manager search with consensus for those plans verified during the discussion. No motions were made during this portion of the closed session.

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

Respectfully submitted,

Gordon Rogers, Secretary