

## NWC/KOPN BOARD MEETING MINUTES

Tuesday, November 22, 2022

**Attendance:** T. Sharif Abdul-Hakim, Martha Daniels, Linda Day, Diana Moxon, Gordon Rogers, Joy Rushing, Kevin Shults, Laura Wacker, and ex-officio member Jet Ainsworth, Executive Director. Attendance was in person in the board room at 404 Tiger Lane.

**Absent:** Margot McMillen

**Guests:** None

### **Call to Order, Establishment of Quorum, Approval of Agenda, and Approval of Minutes**

Linda called the meeting to order and a quorum was verified. Kevin moved, with Joy seconding, to approve the submitted agenda. The motion passed. Linda moved, with Martha seconding, to approve the most recently updated draft of the October 25, 2022 minutes. This motion passed unanimously. Kevin asked whether minutes are kept of the Community Advisory Committee. Linda replied that there are.

### **Financial Reports**

**October Reports:** October financial reports (and one report through November 20<sup>th</sup>) were emailed to the Board prior to the meeting and were acknowledged as received by the members. Laura expressed concern about our general income being significantly less than our expenditures and noted that trend cannot continue for very long at all. There was discussion about fund-raising strategies. Several line-item questions were raised and addressed. There was discussion about raffles or drawings vs. membership premiums and the legalities involved. This could be associated with higher level memberships.

### **General Manager Report:**

**Staff:** Jet reported that some staff have been working from home by necessity, which has made planning for Giving Tuesday difficult.

**Volunteers:** We continue to receive one or two applications to volunteer per week. We don't have on-air slots for them yet but shelving is still going on. We should be able to make good use of them for the 50-year anniversary projects.

**Technology:** Dylan is planning training on the new boards. He has installed a station monitor of our broadcast signal and has acquired all the parts for an "On Air" light and expects to install that soon.

**Programming:** No changes are in the pipeline but there have been discussions about a local show, such as a talk program on local news or issues and a local music program.

**Fundraising and Underwriting:** Jet discussed some ideas he is considering for Giving Tuesday. He said he is considering changes to the member-donor level categories. Currently the only category we have is a \$60 membership. There was discussion about raising that amount and about possible benefits to higher-level donors. He announced a \$5,000 grant from a foundation based in California arranged by a former producer/programmer. He distributed a report from Sarah on our current underwriting and said he is planning to make underwriting more "package-based" with a variable rate structure. There was discussion about seeking more underwriting for our Spanish language program, *La Voz Latina*. Jet also discussed the possibility of using his recent film *The Soul Graffiti* (which has several scenes shot in our old station) as a fundraiser. He noted some of the language in it is strong and possibly objectionable to some. Linda proposed showing a series of 1973 movies during 2023 as part of our celebration.

### **Committee Reports:**

**Capital Campaign:** Diana reported on current and potential capital campaign donations, including some who are giving their second phase donations of multi-year pledges. She discussed how we can encourage donations from some corporate foundations by encouraging their employees to advocate for us. She discussed turning over the task of following up on still-unfulfilled commitments to someone such as staff at the station when she rotates off the board. There was discussion of the maintenance of our mailing lists.

**Website and Software Report:** Jet said we have a consultant to work with us on the website to address the Blackthorn app problem with Salesforce as well as other website problems. We have reduced the automation of some Salesforce functions to prevent problems.

**Signage Working Group Report:** Kevin reported that there is no new information about signage. One suggestion has been submitted from the Community Advisory Committee which Kevin said he would get more information about. Signage materials were discussed. Kevin reported our tree appears to be more problematic than we had thought for signage purposes. Painting our name on the parking lot was suggested but would require frequent upkeep. No motions were made. Linda reported that she has tried to research the attachment issues for awnings for our doorways and she now hopes we can have some installed.

**Music Library Working Group:** Joy reported that Margot has been working heavily with the reel-to-reel project. Actual progress is being made on that. Joy has been shelving LPs. She suggests that smaller or less used genres be stored on the higher shelves. She is getting a good sense of how much room is needed for each of our various genres. We still have new CDs coming in regularly and we need a system for managing them.

#### **New Business:**

**Disposition of old transmitter:** Linda reported that we have two transmitters, one of which is non-functional. Dylan has located a person who will pay \$500 for the non-functional one and arrange to have it hauled away. Our engineer has said it is of no use to us. Kevin moved, with Martha seconding, that we sell it to that person. The motion passed unanimously.

**Disposition of CDs not being kept:** Linda proposed, with Diana seconding, that CDs we do not want to keep should be given to the group that purchased the previous lot as part of that lot of CDs. The motion passed without dissent.

**Accounting services:** Linda reported that our current accountants, in a meeting to discuss next year, had planned to triple their monthly fees. After discussion of options, the consensus among staff and Linda was that we will be able to do more of the bookkeeping tasks ourselves in-house. This would reduce the accounting costs to considerably less than the triple fees. We are investigating other options for end of month and year end accounting.

**Giving Tuesday and CoMo Gives:** Covered in GM report.

**Budget:** Deferred at Jet's request.

**Plan for Cash on Hand:** Linda stated she has determined that the rough cost of adding a slab and a steel building for a previously discussed storage or warehouse addition to the station would be about \$150,000, not including the creation of a doorway or connection to the current building. She noted that thanks to the large donation from a donor-advised fund discussed in the previous meeting and some pledged capital campaign money, we could now consider building this addition. Other members revived the suggestion from the previous board meeting (that had not been put to a vote) that we could alternatively use assets on hand to pay down the mortgage principle by \$100,000, which would enable our current monthly payments to just about fully pay off the mortgage with its fixed low interest rate by the end of the current contract in about six more years. Otherwise, a new contract would be negotiated then at presumably a much higher interest rate. Much discussion ensued, after which Sharif moved with Joy seconding that we pay down the mortgage by \$100,000. During the ensuing motion discussion Linda reported that Margot, before the meeting, had

expressed the view that we should invest \$100,000 in a Certificate of Deposit. The motion to pay down the mortgage passed without other opposition.

**Digitization Working Group Proposal:** Joy and Margot proposed, seconded by Diana, the formation of a working group to take charge of the current reel-to-reel digitization project. Currently, an agreement is being formulated between KOPN and MU's Library Science Program regarding digitization of tapes. The motion was submitted to the Board in writing prior to the meeting (see addendum). Linda proposed changing the creation of a working group to an ad hoc committee instead so minutes will be kept, and Joy accepted this change to the motion. Also, to clarify an ambiguity in the wording, the inclusion of at least one Board member and one KOPN staff member on the committee was, with Joy's approval, changed to requiring a KOPN member and a staff member. With these changes to the originally submitted motion, the motion was approved.

**Old Business:**

Due to time constraints, old business was postponed.

**Closed Session:**

Linda requested a closed session to discuss a personnel item. Joy moved, with Gordon seconding, that we enter closed session with Jet also being invited to participate, and this motion passed.

**Adjournment:** With the adjournment of the closed session and no further business to address in open session, the meeting was adjourned.

Respectfully submitted,

Gordon Rogers, Secretary

Addendum: written motion submitted for this meeting (next page)

## ADDENDUM TO KOPN BOARD MINUTES OF NOVEMBER 22, 2022

## MOTION by Joy Rushing and Margot McMillen (original wording)

We hereby move that a Working Group be formed to direct the work of the KOPN Reel-to-Reel Project, as follows:

- The group shall consist of at least one KOPN member and one staff member appointed by the Board of Directors. Each such Board member and staff member shall serve until replaced by action of the Board. The KOPN member appointed with this motion is Margot McMillen, and the staff member is Dylan Martin.
- The task of the Reel-to-Reel Working Group will be to review the reel-to-reel tape collection of KOPN, and to take steps to preserve the KOPN productions on those tapes in electronic format. The Group will work to ensure that KOPN programs are easily accessible to KOPN staff and volunteers, with at least one source/format available for the entire digitized collection. The Group may cooperate with outside entities to make programs available other interested parties, and to the general public.
- In all activities involving the reel-to-reel tapes, the tapes and any materials produced from the tapes, shall remain the property of New Wave Corporation. Agreements allowing transfer of materials produced from the tapes are the property of New Wave Corporation and can be transferred to other entities only on the following conditions:
  1. The materials shall not be altered
  2. Any use of the materials shall name KOPN as the original source
  3. The materials shall not be used for commercial/profit purposes
  4. The materials shall not be used to produce derivative works
- The Group may explore sources of external funding, such as grants, to fund the work of the Project. The Group may also work with outside entities in the performance of the work of the Project. Any applications/agreements for outside funding shall be approved by the Board of Directors, as shall any cooperation agreements with other entities.