NWC/KOPN BOARD MEETING MINUTES
Tuesday, February 20, 2024
404 Tiger Lane

Attendance: T. Sharif Abdul-Hakim, Adam Archibald, Martha Daniels, Linda Day, Austin Dey (remotely by telephone), Ed Herrmann, Heather O’Connor, Gordon Rogers, Nancy Silver, and Dylan Martin, Executive Director and ex-officio Board member
Absent: None
Guests/Staff: Julie Aston

Call to Order, Establishment of Quorum, Approval of Agenda, and Approval of Minutes
Ed, as vice-president, called the meeting to order and requested the Board’s approval to preside until new officers could be elected. Approval was unanimously given. A quorum was verified. Linda proposed the officer election take place at the end of the meeting and that proposal was accepted by all. Nancy moved, with Martha seconding, to approve the proposed agenda with that alteration. This motion passed. Sharif moved, with Linda seconding, to approve the January 16, 2024 draft minutes and the motion was approved. Ed called on Nancy to discuss her proposal to elect officers at January meetings in the future. After discussion it was decided to postpone this decision.

Financial Reports & Audit Status
January Reports: The January financial reports were emailed to the Board prior to the meeting and were acknowledged as received by the members. Linda reported that credit card fees for donations are up while membership pledges are down. She said that appears to be partly because our auto donation fees are included in that line item and partly because more of our underwriting is done by credit cards. She intends to move auto donation fees into the transaction fee category. She explained other atypical costs and revenues. She reminded the Board that part of our responsibility is oversight and complimented the current staff on their performance. Additionally, she reported that our CD renewals were done as approved at our previous meeting.
Audit Update: Linda reported that we have had no response when reaching out to our auditor recently, prompting us to file for an (automatically approved) extension on our audit submission to CPB. Linda said this is not unusual for him during this phase of his work and expressed confidence in his performance.

General Manager Report
• Dylan reported that the CPB activity survey and local content reports have been filed.
• Julie and Dylan are having a volunteer orientation this week and then will split the volunteers into groups, one with Joy and Margot to work with the library, and others into the studios for an orientation there.
• Dylan has taken an NFCB online pledge-pitching course.
• He said he has installed a 5G filter on the satellite dish that has much improved our reception and reduced delay or lag in our signal reception. He will be doing some transmitter preventative maintenance. He reports seeing no evidence of mice there.
• He will install a firmware update in our Emergency Alert System box that we have received.
• He is working on a connection from Stripe, our payment provider, to SalesForce which will automate a lot of our data flow and lessen Julie’s workload.
• We have a number of new and renewed media underwriting contracts and we have new outreach opportunities such as arranging concerts at the Farmers Market. We are also working on new business underwriting. Our Natural Log program is being used for all new and renewed contracts. Dylan will be providing reports from that program. We have a trade relationship with True/False Film Festival.
• He said we are working on re-forming the Programming Committee, which one of our volunteers is helping with. Ed suggested if programmer interest is so low in the committee, we may want to change the make-up of the committee or consider other possible changes. Dylan thought it would be worth bringing up at an all-station meeting, which meetings he said he would like to revive. There are several pending program applications he is reviewing. Ed said he would like to see another Arab music program. Linda said a former programmer, a musician, who had a good show with Eastern and Middle Eastern music is now back in town and might be available to revive his program. Dylan said we have two new co-hosts for Women’s Issues, Women’s Voices who seem to be doing well.

• Sharif brought up the question of a motion sensor or other device to signal when the after-hours door is opened. There ensued a discussion of door code security and of general security concerns.

New Business

Fundraising and Pledge Drive: Nancy asked Dylan to create or update a plan for managing lapsed memberships. Dylan said a system is being implemented with new memberships and he will work on doing it for older memberships as well. There was discussion about ways to simplify donations and to make drives more painless and with more effective renewal options. Details about the upcoming pledge drive were discussed, including sign-ups for volunteers. Details about the Café Berlin event on March 17 were discussed and plans are in place for that.

Operations Assistant Position: A proposed job description emailed to the Board was discussed. Discussion included whether this person could be on-call sometimes so Dylan is not on-call 24/7. There was discussion about taking on other duties such as podcast work and social media management. Concern was expressed about this person working with Quick Books due to the easy possibility of errors and the difficulty of finding and correcting them. It was mentioned that maintaining confidentiality would be important also. Dylan said the expense to KOPN would be $20K-25K depending on hours worked. Questions about the search and hiring process were discussed. Dylan said he would like to have a search and hiring committee including at least our Administrative Manager, a Board member, and a programmer. Dylan would make the final hiring decision. Nancy volunteered to be the Board representative. There was more discussion of salary ranges. Adam moved to approve filling the position of part time Operations Assistant, with wages not to exceed $22.00 per hour or to exceed annual employee wage-related expenses of $25,000 per year. Heather seconded the motion. The motion passed without dissent.

Old Business

Neon Sign: There was discussion of where within the KOPN sign to put the “89.5”. Linda suggested that the 89.5 should have its numbers be re-worked to fit on the right end of the KOPN, to read KOPN 89.5 FM. Dylan said he would discuss this with the member group interested in the sign, as well as with an electrician/engineer friendly to the station.

Ideas for 2024 document: Ed reminded us to use the brainstorming document on our drive.

Obsolete equipment disposal: Ed reported that we have only a few items left, most of which have little or no value. Dylan said he could dispose of much of this. Ed reported we have received $1199 in donations.

Election of Officers

Linda nominated Ed to be President, seconded by Gordon. Ed nominated Nancy to be Vice-President, Linda to be Treasurer and Gordon to be Secretary, all of which were seconded by Heather. No further nominations were made and the slate was approved by acclamation.

Closed Session

A closed session was called by Ed, which was approved without dissent, for approval of the minutes of the closed session of the January 16, 2024 regular meeting. Dylan and our guest, along with Adam and Austin (Dallas) who had not been at that session, departed at this point. Attendance was otherwise unchanged.
Gordon distributed the draft minutes of the January 16 closed session and everyone had opportunity to review them. Ed moved, with Nancy seconding, to approve the draft. This motion passed without dissent. This is the only documentation of this current closed session.

**Return to Open Session**
Linda noted that the dues for our Chamber of Commerce membership will expire at the end of May. She noted that no current employee desires to commit to continued participation with them. Linda recommended that, if staff agree, we allow our membership to lapse. This was approved without dissent. No one present expressed interest in participating in the April Chamber Showcase.

This meeting, both closed and open sessions, was then adjourned.

Respectfully submitted,

Gordon Rogers, Secretary