

KOPN BOARD MEETING MINUTES
Tuesday, April 16, 2019

Attendance: Linda Day, Margot McMillen, John Lofton, Dan Hemmelgarn, Laird Okie, Laura Wacker, Barbara Ross, Gordon Rogers, Reggie Ford and Sean Spence.

Guests: None

Call to order and Approval of Agenda:

The meeting was called to order by President Linda Day and a quorum was established. A motion was made by Gordon and seconded by Dan to approve the agenda and the motion carried.

Approval of March Minutes:

Linda asked to make a correction to the draft version of the March minutes, changing the phrase "an actual corresponding" to "a corresponding" before the third occurrence of the phrase "\$5,000" in the Financial Report and adding the word "deposit" after it. A motion was made by Laura and seconded by Reggie to approve the March minutes with this modification and the motion passed.

Financial Reports:

Linda distributed written financial reports as provided by Sean. Laura noted that we are still having unresolved problems with accounts receivable. Sean reported that the accounting firm is working on correcting this problem using a large list of corrections recently provided to them. Line 1100 should get fixed very soon while line 1201 will take longer. Our reports have also regularly contained lines 8000 and 9000, titled "Ask My Accountant", which appear to be flags but are not clear in their meaning. Sean said we will be using more of our accountant's full-service capability in the future, which will probably involve a little more billing time from them at least until the problems are resolved. Linda noted that our total revenue is down compared to last year, and that as a board we can help with fund-raising ideas. She mentioned our history of having rummage sales as one idea and Sean mentioned the Beard Contest as another type of event the board has helped with.

General Manager Operating Report (Sean):

Audit Update: The Audit is still underway. We were granted an extension until May 14. Linda noted that last year's audit also talked about problems with Accounts Receivable, and Sean said the problem has dated back for years. Dan asked if we have secured an auditor for next year, suggesting the same auditor could be used (Howe and Associates) but that we needed to formalize an agreement soon, including a time frame for the work to be done. Sean said he would seek such an agreement. Dan asked to double-check the agreement from last year to review the time-frame agreed to then. Previous audits have been done by Marberry and Eagle. Dan noted that audits should be done by a firm other than our book-keeping firm (which currently is Accounting Plus).

Board Insurance: The policy has been issued. Sean said that the bill has not yet been received.

Grants Update: Sean says we will find 12 grants to apply for. He believes we can wait until June and then apply for two grants per month. He believes the Boone Electric grant can pay for a chair lift for access from the rear door. Sean estimates the cost would be \$15-20,000 of which Boone Electric might pay \$10-15,000 of that. Sean also is hopeful about the Children's Mental Health grant of which FACE (Family Access Center of Excellence) is a new team member attached to the

granting agency (Boone County). He hopes their grant may provide \$25-50,000 which could possibly be used predominately for operating expenses.

Diversity Magazine Update (and Underwriting): Sean said that we may be able to bring in another \$60,000 or more this year in combination of the magazine along with other underwriting agreements. The next issue should be printed tomorrow. We will be able to bill Master Tech and Subaru at this point.

Diversity magazine is now named Central Missouri Diversity to clarify that it is about the local area. Sean said that after tomorrow's issue we will be publishing the next one early in May and they will be monthly after that. We have a new managing editor, Eric Pherigo, which should help getting us back onto a monthly schedule. Our most recent issue was published in January. Linda suggested a bi-monthly schedule might not only make it easier to do but would make the magazine thicker and less likely to be mistaken for a purely advertising flyer. Sean reported that our income from it would be cut by half if we published half as often. Linda reports that the Historical Society contacted her to say that they have not received an issue recently and would like to receive all issues.

Community Events:

Holiday Parade: We expect to start getting parade registrants in the next 2-3 weeks. We don't have good records of participants from previous parades. Prices are \$50 for non-profits, \$75 for others, with a \$10 discount for early bird registrations. The parade will be in November.

BASH: The last event was not as well-attended as previously, but was successful. The next event will not be at the Mall. We want to partner with groups with a diversity interest and may be partnering soon with a group forming a Hispanic Chamber of Commerce. The Chamber has been supportive. Cory is still involved and will remain so for as long as he is interested.

Station Location Update: Margot reports a working group meeting was held recently and a "to-do" list was created. Sean says he will disseminate the list for broader input on things needing to be considered, as well as priorities for each consideration.

Tower/UM Update: Linda contacted them with good results. Sean states they contacted him back the same day and he hopes the right of way will be granted soon.

Station Technology: Backup systems are being planned and evaluated. A new antenna would be inexpensive and a good redundancy. This would be Comrex-related. John says the co-axial cable is a source of periodic failure. We should be ready soon to stop using the Pacquin Tower link.

Website: Sean reports we are continuing to improve. This month we will be on the new podcasting server.

Volunteers: Tim is working on manuals for volunteers and involving the programming committee. More volunteers were involved in the last fund-raising drive.

Fund-raising plan: Sean distributed a fundraising plan (attached below) from now through the end of the fiscal year September 30, 2019. In brief, he anticipates raising between \$485,000 and \$589,000 in that time (including the money -- \$129,000 -- already raised to date this fiscal year). Linda noted that we cannot count any federal funds toward the \$300,000 needed to receive the CPB grant. Eligible funds are designated as NFFS funds (Non-Federal Financial Support).

Miscellaneous items: There was discussion of staff relations, staff salaries and COLA adjustments. Sean says he is trying to be sure he is not the only staff member who has the knowledge to run the station. Sean announced the Community Advisory Board meets the 4th Thursday of every even-numbered month, at 9:00 AM here at the station and members of the board are welcome to attend. Their purpose is to give advice from the community to the board about how to increase

the value of the station to the community. Margot reported that the beard contest had about 10 entries and went well. The dog food give-away from the last pledge drive happened yesterday and went well. Sean reported on problems concerning a KOPN program involving programmer behaviors not in accordance with KOPN values and rules and said he would intervene. Laura announced that Earth Day volunteers are needed. Linda suggested we try to get premiums from underwriters who used to offer them more regularly.

Committee and Working Group Reports

Financial Working Group: This report was covered in the financial report earlier.

Programming Committee: One program problem was covered earlier in the meeting. Linda reported that Reggie Ford's new show will start Monday April 29 at 1:00 PM. Bill Hastings will work with him as a co-programmer, and Emily Fuller, a music teacher, will help also. The show will be pre-recorded. The Maplewood Barn Theater plan for radio theater broadcasts is not going to work out with time slots. The Missouri Symphony is interested in a collaboration. Nick Foster from Voluntary Action Center is interested in doing a weekly show. Trevor Harris submitted a proposal for a jazz show and he will be replacing David Clague as co-host of the Good Sounds of Jazz. A replacement was found for David's role in the Sunday Morning Coffee House.

Engineering/IT working group: Reggie reports that this group met on April 2 and reports that there are things going on with new Comrex equipment, the transmitter, etc. There is an archive project "Archivematica" being investigated. New microphones are needed and better ones are available. Sean says that two new microphones will be purchased. A new transmitter part has been ordered.

Library working group: no report this month.

Guiding documents working group: Gordon reported that although the group did not meet this month much is pending to be dealt with tonight and more remains to be worked on.

Station Relocation: Covered earlier in the meeting.

New Business:

Insurance Coverage: Linda reported that she has learned that Commercial Inland Marine Insurance increases coverage of our EDP (Electronic Data Processing) and data loss (as well as equipment transportation coverage). She was also advised that we do need more than \$1 Million coverage. Our agent found that we can get \$2 million coverage which would cost less (and perhaps much less) than \$100/year.

Unfinished Business:

Adoption of Proposed bylaws amendments: All proposed amendments have been posted for the required time.

Changes to Article 3.02.2. Margot moved and Reggie seconded that we adopt this proposal.

The motion passed, and the new wording of the final sentence of this article now reads "No paid staff Member shall be a Director except that the General Manager shall be an ex-officio Member of the Board of Directors and will attend Board meetings but shall not be entitled to vote and will not be counted for the purpose of establishing a quorum."

Changes to Article 3.02.1. Dan moved and Laura seconded that we adopt this proposal. The motion passed, and this article now reads "Number: The Board shall be composed of no fewer than nine (9) or more than fifteen (15) members. If the Board should ever have fewer than nine members, the remaining members shall recruit and appoint new

members until there are nine. If unable to do this, the Board members remaining are authorized to conduct the Corporation's necessary business."

Changes to Article 3.02.2.a. Laura moved and Laird seconded that we adopt this proposal. The motion passed, and the new wording of the first sentence of this article now reads "Elected Directors: Elected Directors shall be elected at the annual meeting of the Corporation and will assume office at the first Board meeting following the election."

Changes to Article 5:01. Laird moved and Dan seconded that we adopt this proposal. The motion passed, and the final two sentences of Article 5.01 now read: "The General Manager may hire and fire other staff as necessary and, with Board approval, add or eliminate staff positions. The General Manager shall be an ex-officio member of all committees of the New Wave Corporation."

Adoption of an Organizational Dissolution Plan: Postponed.

Conflict of Interest forms: All are signed except Allen Vaught's. Sean said he would mail Allen his form to be signed.

Closed Session: Other business being completed, Sean was excused and the meeting moved into closed session to discuss a personnel matter prior to adjournment.

Respectfully submitted,

Gordon Rogers, Secretary

(Fundraising plan attached below)

Fundraising Projections through 9/30/19

Already Raised/Banked	\$129,000	\$129,000
CPB	\$21,000	\$21,000
State Grant	\$8,000	\$8,000
Tribune	\$10,000	\$10,000
Missourian	\$12,000	\$12,000
Call-Time	\$60,000	\$80,000
	\$2,500/week x 24	
Events	\$36,000	\$60,000
	6 regular (\$24,000)	
	Tuesday, April 30	
	Week of May 27	
	Week of June 24	End of drive
	Week of July 22	Probably with Susan Hart
	Week of August 26	
	Week of September	End of drive
	4-8 targeted (\$12,000)	
	1-2 veteran events	
	1-2 arts community events	
	1-2 progressives events	
	1 MU event	
	1-2 outside Columbia	
	Probably one or two others (women, Dan Viets, etc.)	
Mail	\$40,000	\$60,000
	5 regular (\$20,000)	
	Week of April 29	
	Week of May 27	
	Week of June 24	
	Week of July 22	
	Week of August 26	
	Week of September	
	10-20 targeted (\$20,000)	
	2-4 veterans	
	2-3 arts	
	2-4 progressives	
	2-4 women	
	1-2 female health professionals who are donors	
Drives	\$30,000	\$40,000
	\$15,000 x 2	
	June	
	September	
Community Events	\$24,000	\$24,000
	Parade	
	Global extravaganza	
	Picnic	
	BASH	
Underwriting	\$60,000	\$80,000
Grants	\$30,000	\$50,000
Misc.	\$15,000	\$15,000
	\$485,000	\$589,000