

Minutes of July 25, 2012 Meeting of Kekahu Foundation Board of Directors

1. Call to Order: The meeting was called to order at 6:15 PM at the Lihue Neighborhood Center. Present at the meeting: Board members Carl Imparato (presiding), Marj Dente, Lynn McNutt, Maren Orion, Mahelani Sylva and Healani Waiwaiole (Steve Thatcher was excused); Station Manager Dean Rogers; CAB members Fred Dente and Mickey Sussman; KKCR listener Vivarto.
2. Review and Approval of Agenda: The draft agenda was approved with no changes.
3. Approve Minutes of April 11, 2012 Board Meeting: Marj moved, Lynn seconded and the Board unanimously approved the minutes.

4. Public Input

Vivarto from Moloa'a commented on the Ad Hoc Programming Committee Recommendations. His primary concern was that KKCR's programming is biased towards liberal, left-wing and new age perspectives and ignores other viewpoints. To address this, KKCR should include more programming by people with other perspectives rather than focusing on trying to make existing programs less-partisan. He feels that the station may be losing listeners and potential donors because of its bias. He also felt that there was insufficient public notice regarding the Board meeting and the Ad Hoc Programming Committee recommendations.

Carl noted that the discussion of Vivarto's comments would take place when the Ad Hoc Programming Committee's Recommendations are considered during Agenda Item 7(a).

Fred Dente thanked the Board for allowing the public to provide input at the beginning, rather than solely at the end, of its meetings. Referring to Vivarto's comments, he noted that the Ad Hoc Programming Committee has been grappling with this issue for years. He suggested that Vivarto put together a program proposal. Vivarto responded that he has not felt welcomed by station management to do that.

Mickey Sussman noted that information has been broadcast on KKCR about the Programming Committee's work and the Board meeting.

5. Schedule November 2012 Board Meeting: The next Board meeting was scheduled for Wednesday, November 14 at 6:00 pm. Location TBA.
6. Updates

(a) Finance Committee

Carl presented the budget report for the third quarter of the fiscal year. Actual expenses minus revenues are close to budgeted expenses minus revenues.

In addition, the Kekahu Foundation recently received a \$100,000 donation from a person who wishes to remain anonymous. (This donation was not included in the budget report above). Carl urged that until it is verified that this large donation cannot be withdrawn, no plans be made to spend any of it; and that afterward, the Board will be able to provide guidance, through the 2013 fiscal year budget process, on how to use the donation. He also noted that one of the goals of the Strategic Plan is to maintain a reserve account equal to 90-days of operating

expenses (approximately \$85,000) to protect the station from unforeseen expenses, changes in public funding, etc. In addition, the station needs to allocate \$15,000-\$20,000 at some point to pay for additional CPB National program expenses to which KKCR has made commitments. Should the Board choose to address these two items in FY2013, most of the unexpected donation would be encumbered.

A Finance Committee meeting should take place in August, after the station manager submits a draft budget for FY2013.

(b) Ad Hoc Programming Committee: The committee has not met since the last Board meeting; its Recommendations will be discussed under Agenda Item 7(a).

(c) Election Committee

Carl presented the report on behalf of committee chair Steve Thatcher. The committee recommended revisions to the Board election process to address the fact that there does not appear to be great interest (as measured by numbers of candidates and by voter turnout) in the current election process. The committee believes that the low level of interest simply reflects general satisfaction with the station and foundation, but that it remains essential that the membership be empowered to select one-third of the Directors as there may come a time in which members may be dissatisfied.

The recommendations are laid out in the "Proposal for 2012 and Future Elections for Directors." Under the recommendations, members would be solicited annually (using PSAs and the KKCR website) as to whether or not they desire to have an election. If, after a one month response period during which Board candidates will also be solicited, 15% of the members respond affirmatively and there is more than one candidate, an election will be scheduled. Other than the above, the process for elections, the qualifications to become a Board member, and the qualifications to vote would remain unchanged.

Lynn, Maren and Dean expressed concerns with the existing policy (approved by the Board in 2011) that starting in 2012, only those Kekahu Foundation members who are Kauai residents would be allowed to vote in the election.

For the purpose of discussion and amendment, Marj moved and Mahelani seconded that the Election Committee recommendations be approved.

Following discussion on the question of which members should be allowed to vote, Carl proposed that all members be allowed to vote in 2012 and that voting be restricted to Kauai members beginning in 2013. This will allow the Board to discuss the matter further in 2013. The recommendations will be revised to reflect this and to clarify that to become a candidate, a person must have been a member for at least one year at the time of establishment of candidacy. With those changes, the Board approved the recommendations (all Directors voting in favor except for Mahelani).

(d) Outreach & Development Committee: Current committee chair Mahelani Sylva may not be able to continue in that role because she must spend more time on Oahu. The 15th Anniversary event is scheduled for August 10 at Lydgate Park. A report will be provided under Agenda Item 7(c).

(e) General Manager's Report

Dean presented the Manager's Report (handout) and responded to questions.

The Emergency Protocol is now posted in the station and the Emergency Alert Machine should be familiar to all programmers. Additional programmer education on emergency protocols remains important. Programmers must understand that they must give priority to emergency situations and that they must report every 15 minutes during times of Alert or Emergency. At those times, the highest priority for the station and for programmers is to inform the general public about the situation. The County of Kauai will not phone KKCR about emergencies, so programmers must be trained to call the County and to look for emails from the County.

Carl asked that Dean place increased programmer training and awareness regarding emergency operations on the list of goals for 2013.

7. Old Business

(a) Ad Hoc Programming Committee Proposal

The April 11, 2012 Recommendations of the KF Ad Hoc Programming Committee were discussed. Four sets of written comments were submitted by various people. The following issues were discussed.

Marj raised the concern that some programmers are doing self-promotion. Lynn noted that programmers do not always run announcements at the time they are supposed to be run. Fred echoed Marj's concern about self-promotion. Carl noted that there are already requirements related to these matters in the Programmers' Handbook and in the station's payola/plugola policy. When the Ad Hoc Programming Committee's new recommendations are finally approved and merged into the Programmer's Handbook, the Handbook will also be updated to emphasize the concerns raised by Marj, Lynn and Fred, as well as to add additional clarifications regarding optional ("should") guidelines and mandatory ("must") requirements.

Marj suggested, and the majority of the Board agreed, that the permanent Programming Committee should select its own chair. Section 3.A.1 will be revised accordingly.

Vivarto commented that KKCR's programming does not comply with KKCR's existing "Values" because the programming is often partisan and the programming mix is not inclusive of all points of view. Carl noted that to the extent this is the case, the Ad Hoc Programming Committee recommendations will hopefully bring programming more in line with the Values.

Vivarto stated his belief that KKCR's mission should be to provide opportunities for all points of view to have a voice on KKCR's frequencies (vs. focusing on providing opportunities primarily to those points of view that are under-represented on the entire spectrum of radio stations). He also felt that providing air time to partisan programmers with opposing points of view would be better than trying to minimize bias on each program.

Carl suggested that it might be useful for the Ad Hoc Programming Committee to go through one more round of discussion, to consider the points raised in the previous paragraph. Mahelani therefore moved to table the proposal until after that Programming Committee meeting.

- (b) Kekahu Foundation Hiring and Spending Authorization Policy: tabled until next meeting of the Board.
 - (c) Planning for August 10 15th Anniversary event: This is a Board-sponsored outreach event for the whole community. Marj asked all Board Members to make a cash donation if possible, to defray event costs. Dean will resolve questions about event insurance, which should cost less than \$400 and can be funded using money that was budgeted for Board activities. Invitations have been sent to elected officials, other dignitaries and underwriters. Many prizes have been gathered for the birthday cake contest. There is a possibility of broadcasting the event live.
8. New Business
 - (a) Election Committee Proposal: This was discussed during the Election Committee report (Agenda Item 6(c)).
 9. CAB Report: Mickey Sussman reported that the CAB feels that the station is making progress: there is more information being provided to the public; the Ad Hoc Programming Committee's proposed recommendations will provide a further opportunity to tighten up the ship. Fred Dente stated that he appreciates Vivarto's comments and that the CAB will continue to try to improve the station's programming.
 10. Member and Public Input: There was no further public input.
 11. Close of Meeting: The meeting was adjourned at 9:20 PM.
 12. Executive Session: The Board held an executive session to discuss issues, including possible restrictions and priorities, related to the anonymous \$100,000 donation to the Kekahu Foundation.

Minutes respectfully submitted by Maren Orion

August 30, 2012