

Minutes

Kekahu Foundation Board of Directors Meeting

January 27, 2016

Location: Kapaa Neighborhood Center

Attending:

Board of Directors

Steve Thatcher, President

Carl Imparato,

Donovan Cabebe

Anni Caporuscio, Secretary, scribe

Jonathan Jay

Jeff Frisk, Treasurer

Tod Walker

Guests

Mickey Sussman, CAB

Marj Dente

Fred Dente

Andrew Cabebe

Laura Christine, station staff

Dean Rogers, Station Manager

1.) Call to Order at 6:05 by Steve Thatcher

2.) Review and Approve Agenda.

No comments on agenda. Agenda accepted as written.

3.) Approval of Minutes for October 21, 2015.

Steve addresses corrections to minutes in recording when motions are actually passed, and there are three in question, which Anni will change.

*Motion to approve the minutes with corrections by Carl, seconded by Jonathan. Motion Approved.

4.) Public Input

a.) Marj: One comment for now, the rest later.

Her suggestion is that the President of the Board should be on the email list for every Committee meeting. Since the President is already, per Bylaws supposed to receive notes, he may not want an email as well.

b.) Fred:

Wants to thank Dean and the other volunteers responsible for installing the light at the gate.

And thank you to KKCR for getting great programs on the air.

c.) Mickey, acting as a member of the public, not as CAB

Today is Remembrance Day. In light of this, we should be proud of our Mission, and the work of the Programming Committee in removing hate language from our media.

It is important that we acknowledge and remember Glen Frey significantly. He gave \$38,000, and then later more, for the establishment of the station. Janet Planet was very close to the Frey family.

Marj says a beautiful plaque was given to Mr. Kekahu's family, and Ms. Planet's family. Dean suggests a plaque for the station. Dean also suggests one day a year be Eagle's day. Mickey, Marj, Dean, and Jonathan will brainstorm appropriate memorials.

5.) President's Comments

a.) We will appoint new officers later.

b.) It would still be nice to have someone on the Board who is a powerful fundraiser. Perhaps a PSA regarding fundraising, targeting professionals on the island who may want to support the station. Like getting people to step up for specific projects.

6.) Committee Updates:

a.) Finance

1.) Juli has been presenting the budget on an actual basis. After reviewing financials, things are looking pretty consistent. The underwriting income seems to be on par from previous quarters, even without the added staff member. Electricity is costing less, due to a rebate for the air conditioner, as well as a more efficient machine.

2.) There is a line item for Special Event Income, and there hasn't been any, and in the future, it should be something that can be worked into the budget in the future. This line item is \$14,500.

3.) We have been operating at a deficit each year, so finances are still tight.

Steve asks if we have an approved budget for KKCR for the current financial year.

Jeff notes that we don't have an approved budget. A budget was made, and the status is that it was moving forward and tied together with the Station Manager's goals.

Carl notes that in previous years we've had a deficit at the end of the year. So far for this quarter is a \$7,700 deficit with a projected deficit of about \$30,000, not including the \$14,500 of income.

b.) Personnel

1.) Anni is going to give a copy of the station's Employee Handbook to a woman who used to work as a Human Resources Manager and writing employee handbooks. She will review it and give pointers. After that we would give it to a lawyer to look over and then revisit the handbook in two years.

a.) Anni will get a bid. The station's worker's comp insurance company charges \$2000 to review employee handbooks.

Steve suggests that we look on the NFCB website for Employee Handbooks.

c.) *Election Committee:*

Carl: Unless the Board wants to look at changing the election process, we don't have to do anything until August/September. If there are desired changes, bring them to the July Board Meeting.

d.) *KKCR Programming Committee.* See Carl's notes. Today, he is talking to the action items that directly relate to the Kekahu Foundation Board.

a.) Act on KKCR Programming Committee membership.

Two members from the Board sit on the KKCR Programming Committee and the terms are coming to an end in April. The Board also has the final decision on members from the other invested groups: CAB, programmers, and staff.

It was decided that the Board will nominate its two members at the next Board meeting.

b.) Decide on the timing of a KF Board meeting to discuss the adequacy of KKCR's programming.

c.) Provide guidance on KKCR Programming Committee's possible review of KKCR management adherence to KF and KKCR policies. The Board needs to decide if it is the responsibility of the PC to talk to the Management in adhering to the KKCR policies and guidelines.

Discussion:

Jonathan asks where in the organizational chart does the PC fit for KKCR. Carl says that the committee is a standing committee and is an advisory group to the manager, but is not an authority to the manager. Answer, it sits off to the side. Dean says that in the past, the Board has traditionally stood as a go between in the middle of all committees and the station staff.

Jonathan also suggests that the Programming Committee actually ask the station manager what it needs. Carl says that this has been addressed.

Dean says that he yearns for diversity in the station. He would love to see the Programming Committee action itself towards diversity, though not by soliciting volunteers. He suggests that the ProgComm do some sort of outreach to other community groups and do recruiting in that way.

We are not sure where to have this discussion. One of the three roles of the ProgComm is to respond to the GM's requests for assistance.

Does the Board feel that the ProgComm can be of assistance to the Board by monitoring adherence of management to the KKCR standards and guidelines.

The Board is not asking for assistance, but if the PC chooses to bring something to the Board's attention regarding management's adherence, they may do so, and the Board will act on it as it chooses. The Board may, as well, ask for assistance from the Committee.

Jeff notes that there is an existing vehicle for monitoring on the website already, via a form on the contact page of the website, and no one, to date, from the PC, has used it.

e.) Outreach and Development Committee

1.) Donovan: regarding budget for 20 year Celebration.

He has provided spreadsheets that outline needs and where they can be obtained. The Courtyard Marriot, the original proposed venue, has changed management hands and Donovan needs to start at zero with negotiating the venue.

Next committee meeting to hash out details and responsibilities will be planned in the next couple of weeks.

If everything on the expense sheet is donated and provided by underwriters and members, we would make money, not lose it. There are income and expense sheets that are flexible.

2.)Anni: Anni would like to plan a grant writing meeting soon, inviting people that she knows have experience with writing grants to make up some of the deficit in our income.

3.) Donovan asks if there is a marketing campaign. Something to brainstorm about. Ad in Edible Hawaiian Magazine. The usual social media.

f.) Governance Committee: Carl

At the last meeting, we approved the major changes to the Bylaws. Marj pointed out that from previous Board meetings, dating back to 2008, there are some resolutions that the Board made to the Bylaws. The two areas are:

1.) clarify and add to the duties of President, Vice President, and Secretary.

a.) President: acts as liaison between the Board and the GM

b.) Vice President: present at all meetings of the CAB

c.) Secretary: assisting President with agendas and minutes.

2.) The ability to do endowment funds, which we have the authority to do without mention in the Bylaws.

Carl thinks that we should be doing these things, and they don't have to be in the Bylaws for them to be done. He has them currently located at the back of the Bylaws as an addendum and recommends that we mass many of them and then make the changes all together.

g.) General Manager's Report

Site Reports

Studio – full power

Crater Hill – full power

Moloa'a – full power

Anahola – decommissioned

Kalepa – STL operating – fully operational

Mt Kahili – half power – due to heat damage power modules failed. Under repair.

Papalina – operational – 95.1 cable feed

O'ahu – full power – due to KONI operating at reduced power, we have received feedback from Molokai and numerous points around O'ahu.

Continued attempts to work with Marvin Mikasa of DLNR regarding Mt Kahili lease. Planning to take a different approach and request assistance from Gary Hooser, Mina Morita and Ron Kouchi.

Primary Studio

- Working with Auntie Maria assembling new Hawaiian Music Archive database with new Dig Library.
- Entry Gate light installed (Linda McCall memorial) – discussing potential plaque.
- Premium inventory complete, at the request of the audit.
- Office phone system fully operational. On Air and Production interfaces require repair.
- Preparing to install a single landline from Hawaiian Tel with new phone number 826-7911.
- Preparing to remove all acoustic tile from On-Air Studio as well as the carpet.
- Preparing to install new on demand hot water for the kitchen.
- Preparing to replace floor tile with area throw rugs and new acoustic tile.
- _Working with volunteer to finish CD storage cabinets and addition of new shelves.

Representative Tulsie Gabbard has contacted CPB on our behalf and they are reviewing our determination.

Kuana Torres Talk Story recorded.

Kealii Reichel scheduled for this summer.

Under writing receipts total from 2014 and 2015 differ only by \$200.

Princevill Corporations Alex Nakajima says they have reduced the size of their diesel storage tank. Dean is researching diesel.

Stream Report

In the last 60 days we had 15,000+ unique listeners from 108 countries. Average listening time 121 minutes (Peak 145 listeners) (Up from 97min – Oct).

Volunteer Update

New programs “Renegade Radio” with Inspector Dan (Mondays) and “Noodles” with Hari (Wednesdays).

Additional Items

Amazon Smile Account: Amazon donates a portion of sales from your purchase to your cause. Needs a PSA

Declare Your Love Campaign: \$10 gets you a short love sentence on air on Valentine’s Day.

Respectfully Submitted,
Dean Rogers

7.) CAB Report: Mickey

a.) Had a CAB Show 11/30/15 and CAB meeting in Waimea 11/23/15. He asks what we thought of the bias on the pre-broadcast show. The feedback he gets frequently is that people are tired of hearing only music and they want more education oriented programming. There is tons of peer-reviewed information on every community radio station except KKCR. This is a way of monetizing. These programs are free.

b.) Interesting Meeting with some recommendations. Representatives for seed companies showed up and talked about fair and equal representation on shows. They said they get bullied by programmers when they call. They mentioned our responsibility to fair reporting. Talked about having different programmers.

Mickey told them we have a responsibility to not broadcast disinformation. Mentions the pesticide report and that KKCR may be the only media output talking about it. *The CAB recommends that the Board, staff, and CAB figure out a way to disseminate the information without opinions first.* It will be an electronic document, 560 pages. The CAB believes this is a very important report and influences our credibility in reporting to the community.

The Board notes the information, thanks the CAB for the recommendation, and says that it is a subject to take action with the GM.

*Motion that the Board asks management to develop a comprehensive plan for addressing the dissemination of the upcoming pesticide report.

2 in favor, 4 against. Motion did not pass.

8.) Old Business

a.) *Letter for Status Change: Anni*

Andre from Representative Tulsi Gabbard's office called the station and told Laura that we are now eligible to apply for a Community Service Grant because the CPB has reconsidered our minority status. We don't have the grant. But we are in the process of applying, and it's due on February 28. This is the potential return of \$30,000 to our coffers. Andre is going to send a letter, but he wanted to call and tell us personally.

(Andre has since called back and told the station that he gave us misinformation and that we are indeed not eligible for the grant, however, we can perform a Nielsen rating test on our listenership to help our case.)

b.) *Strategic Plan Update/Mission Statement Update: Jonathan*

Invites everyone to send thoughts of scope and scale of how to accomplish the Plan to the email strategicplan@kkcr.org.

Solicits when is a good time for the meeting. The week of February 14, Kapaa Public Library is free. Then do a PSA for two weeks announcing the meeting.

Invites everyone to read the current SP. What is not accomplished in the last SP is no programmatic plan.

c.) *Between BoD Meeting. Anni*

Anni will seek something for March. No decisions get made, but it's for vision planning and getting on the same page toward a common goal.

9.) New Business

a.) *Terms for current Board Directors.*

*Motion that Carl and Steve remain on the Board for one more year, to expire Jan 2017. By Jeff, seconded by Jonathan. Motion Passed.

Nominations:

*Jonathan says that Steve Thatcher continue in his role as President. Passed.

*Vice President: Anni. Passed.

*Treasurer: Jeff. Passed.

*Secretary: Anni. Passed.

Committee Chairs:

*Motion that all the committees stay with their current committees except for Outreach and Development be Donovan/Tod instead of Donovan/Anni. Passed.

*Finance Committee: Jeff

*Personnel Committee: Anni

*Election Committee: Carl

*KKCR Programming Committee: Carl/Jeff

*Outreach and Development Committee: Donovan/Tod

*Governance Committee: Steve/Carl

*ad hoc Strategic Plan Committee: Jonathan

Historically, the Strategic Plan was an ad hoc committee. Members were chosen by the Board to represent all the stakeholders.

10.) Member and Public Input

Marj:

a.) Did anybody send a note to Dane Green for dinner last time? Yes.

- b.) Send minutes and notes to Anni.
- c.) Insulation in the ceiling. Why does Dean need to do this? Tod: volunteers are doing it.
- d.) Renting storage area: Is this taken care of? No.
- e.) Recommends the Board have 6 or more meetings a year. Too much rushed conversation and anxiety about the length of meeting. Steve doesn't think we need more meetings, but keep up the good committee reports.
- f.) Happy to hear the committees are working effectively.
- g.) Can we ask our friends to go on smiles.com for Amazon? Yes.
- h.) Dean, do you know the name of the man running the low powered station on the Big Island? Marj would love to set up a connection with them. Jonathan suggests Don Mussel.
- i.) How do you find archives of programs? Must come and request shows back to 2010. Community affairs shows are available online.
- j.) Shorter meeting suggestions: No interruptions.

11.) next Meeting: Wednesday April 13, 2016.

Adjourned at 9:23pm

Meeting notes submitted by Anni Caporuscio