

## **Minutes**

### **Kekahu Foundation Board Meeting**

**April 29, 2015**

Location: All Saints' Church

#### **Attending:**

*Board of Directors*

Steve Thatcher (President)

Jeff Frisk (Treasurer)

Anni Caporuscio (Secretary, scribe)

Carl Imperato

Donovan Cabebe (arrived at 6:33pm)

#### *Guests*

Brian Neubauer

Fred Dente

Marj Dente

Dean Rogers

Jonathan Jay

There is no representative from the Community Advisory Board at this meeting.

#### **1.) Call to Order**

6:05 by Steve Thatcher.

#### **2.) Review and Approve Agenda**

Additions to 7.) Old Business: b.) Approve addendum to Strategic Plan, and 8.) New Business: b.) Brian Neubauer, c.) Kalepa Lease, d.) Jonathan Jay.

Call for Executive Session

#### **8.) New Business:**

*b.) New potential Board member Brian Neubauer.*

We got to talk with potential Board candidate Brian Neubauer. He has experience with radio stations around the country. He has been an engineer and promoter, and has been involved in the local music industry for a long time. He has lived here consistently for one year, but off and on since 2008. Marj asks what KKCR is doing right. He answers, it's the people that keeps it together, dedicated people that keep it all together. He has never worked with a non-profit Board. He has participated in fundraising events.

#### **3.) Minutes Approval**

a. Nov. 21 2014 Minutes need an email approval if Anni can't find the approval.

b. Jan 21. 2015 Minutes changes:

Steve says Need to communicate in the minutes that the motions have been approved. Add a line item.

<p>* Carl moves to approve the minutes. Steve seconds. Motion approved to approve the minutes from KF Board Meeting Jan 21, 2015.</p>
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#### **4.) Public Input**

##### *a.) Fred Dente*

1.) He wants to congratulate and acknowledge Carl and everyone involved in the Programming Committee for accomplishing a monumental task and the top-notch documents. Great job, Carl.

2.) The administration team at the station is doing a really great job. It comes through the airwaves. The cooperation and mutual respect feels wonderful.

3.) He'd like to recommend Jonathan Jay for a Director position with the Kekahu Foundation and to speak on his behalf. He is a very dedicated and conscientious volunteer and hopes for his selection to the KF Board.

4.) Fred has a proposed mission statement, but wants to wait until the end of the meeting for discussion. The thing that drove him to come up with it (he's been thinking about it for years) is that he thinks it's time that we get more focused about who we are and to erase confusion in the community. The result is our mission statement, with some thoughts from a radio station in Idaho (KRFP) that was incredible to hear.

##### *b.) Marj Dente*

1.) She told us KKCR got a kudos from Jim Kelly at the KIUC Board meeting. KKCR was the only radio station to respond to KIUC's call for customer conservation during the recent KIUC generation capacity shortage. We were the only ones to put out the announcement because we were the only ones with a live dj. It was announced at the KIUC meeting and people there acknowledged it.

a.) Dean says it's a good thing to push at our fund drive, that we have staffing that far exceeds other stations, like in the evening.

#### **5.) President's Comments**

##### *a.) Need for more expansive Board.*

The Bylaws state that it should be from 7-15 members. It would be nice to have a lawyer, or a good fundraiser. Thanks the current Board for the work they are doing.

##### *b.) Fund Drive.*

He would like the Board to be more present at the fund drives. We could be more visible players, and more visible participants.

Dean suggest the Board puts a challenge out to other Boards.

#### **6.) Committee Updates**

##### *a.) Finance Committee: Jeff*

Has the paper report for the excellent audit and he's really impressed how the current office staff has cleaned up the budget and balance sheets from last year.

Steve: Our fiscal year ends in September, so our next meeting will have some budget talk.

Carl: At half way through, how are we doing budgets vs. actuals?

Dean: We have not had reports from the accountant for a year and a half.

Dean: There is a different method of tracking than before.

Dean will get us reports from Julie.

Marj would like to attend the next Finance Committee Meeting.

*b.) Personnel Committee: Anni*

Anni and Dean met and talked goals and action items.

*c.) Election Committee: Carl*

We will perform the same processes as the last few years. If people want to make any changes before the election processes, it should happen before August. Low turnout doesn't mean disinterest in the election process, its just there are no problems with what's going on. Carl, in August, will update the PSAs to ask the members if they want to have an election, and start soliciting candidates for Kekahu Foundation Board Members.

*d.) Programming Committee: Carl*

Meeting on Feb 25 closed up the action items. The Board and GM received a report after it had been sent to committee members. The report doesn't require approval, but to update the Board that the things needed done are being done.

Special thanks to Ed Coll, Rick Cooper, for their work on the training video.

To the extent that the action plan is going as scheduled, the next programming committee would be in September to see if there are any new issues. No need to meet regularly, just to check that the things needing done are getting done or have been done.

Feedback:

Jeff wonders if, the action items for the Staff, namely Dove, if he is aware of them. Dean says that Dove has become aware of them in a recent Staff meeting. If the implementation of some of the action items are behind schedule, they are being handled now.

Anni asks if it is only for new programmers or for updates for all of them. For existing programmers it is a case by case basis as determined by their reviewers. All programmers will be encouraged to review the curriculum.

The resulting document has the approval of Dean and the Board. Thanks and congratulations are in order to all involved. It caused a new Volunteer Handbook that is an updated and living document, updated from ten years ago.

Marj says that all the training videos are finished. They will be publicly available. There are no trade secrets in them.

*e.) Outreach and Development Committee: Donovan*

Donovan and Maren had a meeting before she went to Oregon. Twenty year anniversary is coming up in two years (2017). Would like to make a big event, including honoring key members that have helped it along. Venue idea: Lydgate Pavilion.

Donovan will submit some event and fund raising proposals via email to the rest of the Board. Including a community award for leaders on the island promoting free speech.

Marj says she has a good signature event to raise a lot of money in one evening. It's a complicated one that she will explain to Donovan.

*f.) Governance Committee: Carl*

In 2007, there were many governance committee meetings to make major overhauls to the bylaws. The board was concerned with the changes proposed and held them off and focused instead on election protocols. What Carl has now ready to present are major changes to the bylaws, which first need to go through the Governance Committee and be discussed by them, and then go to the Board.

The goal for the changes is member empowerment without the loss of reasonable control by the Board and the Staff. Philosophically, it allows the members, on an exception basis, to come in and do things if things are not going the way they want them to. Currently, the members don't have any power. He's trying to write them so they don't constitute a burden on the small Board.

Originally, the KF operated under complete control of the membership. Then it shifted to zero control. Now, the task is to make a workable balance.

Activate the Governance Committee, who will receive the draft that Carl has composed, to talk about. Currently the GC is Carl and Steve. Dean is asked to participate. Also, the CAB needs to come, programmers and public.

Marj states that our Bylaws are dated 2001, and are outdated. She will go through her files from the discussions of 2007.

*g.) General Manager's Report*

**Fund Drive May 11-21**

Early Birds, Silent Drive, Waverider and request for Volunteer PSAs are playing now. We mailed out 675 letters from April 13-16. So far received \$2,826 from 39 mail and internet pledges. Waveriders – we mailed out to all previous waveriders and current underwriters, passed out to djs at meeting requesting each to find 2 waveriders. So far received \$2,900 from 23 businesses. Total Pre-Drive collected: \$5,726.

Fund Drive permiums: Chico Tote Bags, Wind-up Radios, T-shirts & Talk Story w/Ledward Kaapana.

New CC Merchant – Dharma Merchant Services – designed for non-profits, besides less % per charge, basic service fees will save us over \$1,000 per year.

**Current status of Repairs:**

Emergency Generator trickle charge system installed.  
Air conditioning – Engineering Room AC has been purchased, awaiting install.  
Phone System – Surge suppressors awaiting install, Primary line (7774) finally repaired.  
New Telephone demarcation interface ordered. System rewiring.

**Underwriting**

The Office is preparing a new Underwriting Package for general distribution, to be completed next week.

**Site Reports**

Studio – full power – 1Kw  
Crater Hill – full power – 80w  
Moloa’a – full power – 230w  
Anahola – decommissioned, trading for Kalepa  
Mt Kahili – full power – 6kw  
O’ahu – full power – 10w

Seeking approval to enter into a lease with Mauna Towers of Hawaii, LLC, by the end of summer.

A copy of the lease has been emailed to each board member.

Purpose: to disconnect from OTWC Fiber Optic (reduction in cost of \$600/mo)

This would be a cost of \$300/mo. (4% increase per year)

We already have the required General Liability/Tower insurance in place.

**Upcoming projects:**

Working with Matt at Princeville Corp on solar motion detector light at gate

Yard work day Friday and Saturday

Installation of STL (studio to transmitter link) from Lihue to Mt. Kahili

Respectfully Submitted,

Dean Rogers  
KKCR Station Manager

**7.) Old Business**

*a.) Letter to CPB regarding minority funding.*

Anni has started a letter to the CPB including ethnicity statistics for the State of Hawaii. Anni and Dean will meet to finish it.

*b.) Strategic Plan Addendum will be emailed to office staff and put on website.*

**8.) New Business**

*a.) Fund Drive participation:*

Dean talks about underwriters doing station id for station. Suggests getting Board Members to do PSAs, and other non-profits.

Donovan suggests calling people in your own phone, rather than waiting for people to call. Acceptable to call businesses, but not members.

*b.) Talked with Brian Neubauer about Board membership.*

*c.) Kalepa Lease.*

See the GM report. The Board will review the lease and vote via email.

*d.) Jonathan Jay talks about Board membership.*

Wanted to have an informal discussion with the Board before formally submitting the application materials. He has submitted a document. He sees the organization at a cross roads, issues in the past resolved and action for the future is ready. He acknowledges that we need more people. His skill set is making decisions from looking at data. Can get stuff done despite obstacles and such. Asked the question by Dean, how would being a Board member affect his presence on the air? Will come back to it. Running for other community boards is indicative of his desire to participate in civic parties.

**9.) CAB Report: nothing to report at this time.**

**10.) Member and Public Input.**

a.) Marj: At the last meeting, Steve said he no longer wanted to be President. Is this still true?

Steve: It is a joy to work with this crew. The continuity question is an issue. It might be difficult to have too many new members and no previous. His Position is up to the Board. He wants to stay on for continuity's sake.

You had a retreat. Was this beneficial? Yes. We will have one between each Board meeting in which no decisions or motions will be made.

b.) Jeff: Regarding the Mission Statement. In his experience, the mission statement is one sentence, and then creating a vision statement that facilitates it.

Steve suggests that Jeff and Fred talk and email about it. Excitement ensued.

Carl wants to reassure Fred that the Board will indeed discuss the mission statement he submitted.

Next Meeting:

July 15 or 22. We will email about dates this week.

Meeting Adjourned for executive session to discuss the candidacies of Brian and Jonathan at 8:20pm by Steve Thatcher. No action was taken on voting these candidacies.

Respectfully Submitted by Anni Caporuscio.