

**Minutes of July 17, 2013 Meeting of Kekahu Foundation Board of Directors**

1. Call to Order: The meeting was called to order at 6:40 pm at the Kapaa Neighborhood Center. In attendance: Kekahu Foundation Board members Steve Thatcher (Chair), Joshua Fukino, Lyn McNutt and Maren Orion; KKCR General Manager Dean Rogers; and guests Erik Coopersmith, Fred Dente, Faith Harding and Mickey Sussman.
2. Approve Minutes of April 13, 2013 Board Meeting: Moved/seconded by Maren/Steve to approve the draft of the minutes of the April 13, 2013 Board meeting. Lyn moved to amend the minutes to reflect that she did not volunteer to work on Board Retreat planning. Maren seconded Lyn's proposed change. The amended minutes were approved as amended.
3. Committee Updates
  - (a) Finance Committee: Carl, who is off-island, sent an email noting that he still needs to work with Joshua to bring him up-to-speed on the Treasurer's duties. The new fiscal year begins on October 1. Dean is preparing a first draft of the budget and will meet with Carl, Joshua and the Finance Committee in late summer to review the draft.
  - (b) Personnel Committee: Steve, Maren and Carl met on June 16 in preparation for their annual meeting with Dean. Steve and Maren met with Dean on July 15. The meeting went well but there are challenges ahead. Details will be discussed in executive session
  - (c) Election Committee:
    - Healani was not present. Carl provided information by email: (i) at this point, based on previous Board resolutions, only Kauai members will be eligible to vote for Directors; (ii) unless there are at least three candidates for the Board, there will be no need to hold an election to determine who should fill the upcoming Board vacancies. Carl asked whether the Board wanted to change the process now in place - for example, should non-Kauai members be allowed to vote in 2013 election? Does anyone want to change the election process?
    - Fred commented that it is very disappointing that after working so hard to procure the right of members to vote for Directors, member participation is very low. Mickey noted that even if only a few members participate, the process has democratized the organization.
    - Lyn likes the idea of keeping elections open to non-Kauai residents. Why would we exclude non-Kauai residents from voting? One fear is that the station could be taken over by a church or other off-island organization that could get its employees or members to join and then seat board members. Some feel that local control is imperative to keeping the Kekahu Foundation a Kauai organization.
    - Faith asked how we would determine whether members are part-time or full-time residents. The answer is that we consider them residents if their legal residence is on Kauai. It was noted that fewer than 20% of our members are not Kauai residents.

- After discussion, no one moved to rescind the current policy (i.e., voting will be a right of Kauai members, who will be able to vote on Board members who make station policies). Mickey suggested that we review this issue when we review the strategic plan. If there is a lot of feedback about this, we can revisit the issue.
- (d) Programming Committee: The committee has not met yet, as Carl has been off-island having surgery and dealing with other family issues.
- (e) Outreach & Development Committee: Maren reported that she is planning a KKCR ohana party for Sunday, August 25, 4:00 pm at Kalihiwai Beach. Folks suggested other events in which KKCR could participate: Polynesian Fest (Mahelani did represent KKCR there), Seed Exchange, Banana Polka Roundup, Earth Day events. There was discussion about producing a concert to benefit KKCR. Performers would include Jack Johnson and Graham Nash. It was suggested to have a local Hawaiian open for a big mainland star.
- (f) Governance Committee: Steve noted that there is nothing pressing at this time, and that the only work for the Committee at this time is to work on cleaning up the Bylaws. Marj wants to be involved.
- (g) General Manager's Report: Dean handed out a copy of his report.
- Steve asked about the expenditure for new transmitters (\$12,500 for two new transmitters, and \$2,000 for the Moloa`a transmitter). Was this an outside-the-budget expenditure? Funding came from "Other Equipment " fund. The "Flex Grant" recently procured by Erik could be used to help us meet the rest of our equipment needs.
  - Steve asked Dean if new programmers are adequately tuned in to station procedures. Dean replied that there is a file on each programmer in case of doubts about training or complaints. Programmers must complete a test and each is given a volunteer handbook explaining procedures and policies. So all bases should be covered.
  - It was suggested that all programmers be assessed to be sure they are aware of proper procedures (for example, sound checks) and are doing a good job. The Programming Committee could participate in this. All programmers' files must be kept current.
  - It was asked who has control of funds received from Hawaii Community Foundation Flex Grant?
  - It was agreed that the Board needs to approve future grant requests, and that the Board President should sign a cover letter to submit with grant proposals.
  - Lyn requested an update on the status of the Talk Story Series.
  - Mickey asked for an update on a member who wrote a letter complaining about the station and a certain programmer, and threatening legal action against the station. Because of this threat, this member was asked not to enter the station premises. Many attempts by Steve to communicate with the member have gone unanswered. Steve will report back to the Board if this issue develops further.
  - Underwriting: staff member Erik Coopersmith feels that all is going well, and that some problems with some underwriting messages have been resolved.

- Community Calendar: staff member Faith Harding expressed her thanks to Linda McCall for producing the community calendar; but now she will be stepping out of it, so we need a new volunteer to produce it. Faith would do it if necessary but is not looking forward to it. Erik volunteered to boil down the announcements that come in for the calendar, making it easier to put together.
- Lyn suggested making it mandatory that programmers put in more volunteer time at KKCR than just their show. Maren suggested 3 hours/month.
- Corporate Seal: this has still not been located.
- Hawaiian Pronunciation: Dean already has a chart for people. Perhaps something could be incorporated into the Volunteer Handbook to require that programmers practice proper pronunciation of Hawaiian words.

#### 4. New Business

- (a) Spending Authorization Policy: Maren suggested that Section 4, Subsection i (Other Expenditures) of the recently-approved policy be amended to change the figure of \$5000 to \$500. Steve/Lyn moved and seconded Maren's suggestion. Following discussion, Maren/Lyn moved/seconded a motion to delete subsection (i) and to change the figures in subsection (ii) from \$5000 to \$500. The motion was approved unanimously.
- (b) Correction to the Minutes of the January 13, 2013 Board meeting: The meeting minutes were amended to remove Marj Dente's name from the Governance committee roster as she is no longer on the Board. (She can, however, still be appointed to the committee.)
- (c) Request to Zonta Weinberg Foundation for \$10,000 Grant: Erik reported that a proposal is almost ready for submission and that he would like to get Board approval for the proposal. It was discussed that receipt of this grant would mean creating a program for youth involvement in radio. Some feel that at this time, we have neither the organization nor the energy to take on the creation of such a program. After discussing at length the pros and cons of this possible program, the Board decided to not apply for the grant. Perhaps next year we will be more able to incorporate such a program, but not right now.
- (d) Future Grants: It was discussed that instead of trying to find grants and then create programs for using those grants, the procedure should be to gain approval for programs that people are passionate about and then look for grants to fund those programs. Erik would like to know how to proceed with grant opportunities. For now, the best advice is to check with the GM before starting.
- (e) Strategic Plan Review: The period covered by the existing Strategic Plan ends in 2014. After the Fall pledge Drive, we need to look at the Strategic Plan. Lyn volunteered to work on this. Lyn and Marj will review the current Strategic Plan and do a first cut at suggesting new additions.
- (f) New Board Members: More Board members are needed to help accomplish all the things we wish to do for Kekahu Foundation. All Directors were asked to consider who might be a good candidates for the Board, the CAB, or other volunteer positions. Keep in mind people of all races and experiences.

5. CAB Report: There has been no CAB meeting since the last Board meeting. However, Mickey had some suggestions and questions:
- Do all programmers understand the things they must do on their shows (for example, playing underwriting and PSAs and setting up for the next programmer)? Is everyone in compliance?
  - Is archiving of shows legally required? (Answer: No)
  - Music shows should only play music, they should not be forums for expressing opinions (other than “saying it through the music”).
  - Any and all complaints should be sent to GM via email.
6. Member Input:
- Fred thanked staff and the Board. He reminded all that we are a non-profit membership, non-commercial station, and stated that underwriting should be very brief and that it should support the station as a whole and not individual shows; that statements that are too long are distracting; and that KKCR is not selling products.
  - Dean said that he would change the message to say “KKCR is supported by...” rather than “This show is supported by...”.
  - Mickey wondered if there should be a limit on how many times per day underwriting messages are played.
  - These issues will be considered in the Strategic Plan review.
6. Adjournment: The meeting was adjourned.

Submitted by Maren Orion and Carl Imparato