

Kekahu Foundation Board of Directors  
Meeting Minutes      APPROVED

January 8, 2020

Hawaii Life Real Estate Office in Kapaa

In Attendance:

*Steve Thatcher, President, chair*

*Hari Khalsa, VP*

*Jeff Frisk, Treasurer*

*Marj Dente, Secretary*

*Larry LaSota*

*Paul Marshall*

Guests:

*Laura Christine, GM*

*Anni Caporuscio, scribe*

*Richard Moreno*

*Jimmy Trujillo, CAB*

- 1.) Call to Order by Steve Thatcher 6:06pm.
- 2.) Review and approve Agenda:
  - a.) Jeff: Add to agenda: move the General Manager's Report above the Committee Updates, as these may answer committee report questions prematurely.
  - b.) Marj: Discuss Laura's review? Steve says it will be in the Personnel Committee update.
  - c.) We have a great article in AAA magazine.
  - d.) Marj: gave information to Hari about endowments
  - e.) Marj: application for Board Members.
- 3.) Approve Minutes from October 23, 2019.
  - a.) There were some amendments brought over email.  
**\*Motion to approve the Minutes with corrections as submitted. By Paul, seconded by Hari.**
- 4.) Public Input.
  - a.) Richard Moreno. Would like to invite someone to speak at the Hanalei Rotary Meeting. Ron Wiley made a presentation in early October. Meetings at Princeville Hotel. 15 minute conversation of what KKCR does for the island. More money, more exposure. Exposure is important.
    - a. They are on Thursdays at 11:30ish. For one hour.
    - b. He loves to tune in and learn about Hawaiian culture.

5.) President's Comments. Happy New Year!

a.) we are all volunteers, not life or death, it's only community radio, which it might be the most important thing you do with your day.

b.) remember to allow people the time to speak, especially after reports.

c.) looking for a more diversified Board, of course.

d.) Elections: We need a Secretary, and would take nominations from the floor for the position.

**\*\*Larry nominating himself for Secretary, seconded by Jeff. Unanimous decision for Larry LaSota as Secretary.**

**\*\*Jeff would remain as Treasurer for one more year. Larry seconded. Unanimous decision for Jeff as Treasurer.**

President: Steve is concerned about continuity. He would consider staying on as President if the Board deemed it appropriate/desirable. Larry encourages him to stay. Marj says the rest of the Board should step up and take things off his plate and highly recommends he stays on as President. Jeff says Steve could stay on as VP if someone would step up as President. Hari is comfortable with him staying. Steve says he cockroached Chief Justice Rehnquist's statement, "I did very little and I did it well." The main thing the President does is to keep the fire lit under everybody else. **\*\*Jeff nominates Steve for President, seconded by Larry. Unanimous decision.**

**\*\*Hari is nominated by Jeff for VP. He is seconded by Marshall. Unanimous decision for Hari as Vice President.**

6.) General Manager's Report: Please see General Manager Report.

a. Marj: thinks bloc programming is fabulous.

b. Marj: sorry Felicia is leaving us.

c. Marshall: this is excellent work, thank you, Laura.

d. To fix the stairs and deck on Mt Kahili, Doug Gates and Gray Hayton are going to do it for free, or possibly in-kind. The Board will write a letter of thanks to them.

7.) Committee Updates:

a. Finance Committee/Treasurer's Report: Jeff

i. Refer to the audit for key things.

1. Underwriting has increased from \$76k to \$92k.

2. Membership numbers have gone down with fund drive numbers.

3. Bradda Kelly's father passed and left money in 2018, which accounts for some differences.

4. There was zero fraud and the financial audit came back good.

ii. Quarter 1 financials:

1. Underwriting income +\$20k.

2. Income is higher than expected.

3. Expenses is slightly lower than expected.

4. Things are looking as well as they can be, heading in to Q1, also with a new roof and things.

- iii. Our visibility into our financial health is stronger than it's ever been, meeting with staff and accountant regularly. They are aware of making all the data consistent and accurate.
  - iv. Quarter ending statement from Gather made \$42 interest at .3% on \$72k. He would like to move this money into a 2 year CD for 1.695% interest. **\*Motion to put this \$72k into a 2 year CD at Gather Federal Credit Union. Brought by Jeff. Seconded by Hari. Motion Passed.**
- b. Personnel Committee: Hari and Marj
- i. General Manager's Review, with job description.
  - ii. Conclusion: after an exhaustive interview, the General Manager is doing a darned good job.
  - iii. Laura would really like to meet her financial goals. Lots of people that want to be involved. Love the upcoming fundraising plans.
  - iv. Marj: They decided at a June Meeting at Monico's that the actual definition of the Personnel Committee is only to review the Station Manager. In the past, the other thing the PC did was to create policies, but this may have predated the Governance Committee.
  - v. Steve thinks that we can make our Committees what we want them to be. If there is a specific task that needs to be done and a committee takes it over, so be it. Wants the Board to feel the freedom to do whatever works for this Board. Jeff disagrees in some respect that for clarity, committees should respect the scope and have clearly defined duties.
- c. Outreach and Development: Larry
- i. Chamber of Commerce List. The contact list. Lindsay and Larry composed a letter to everyone on the list. It can be used for Waveriders.
  - ii. Met with the manager of the Makai Golf Course who was enthusiastic about doing fund raisers with KKCR. He thinks we can pull off a golf tournament to benefit KKCR. They expect the golf tournament this weekend to net \$30k this weekend.
    - 1. Talked with someone about donating the rent on an event space, perhaps with a trade of underwriting. She will pass this along to higher ups.
  - iii. A few conversations with HPR, namely with the VP, in regard to an endowment, which they don't have. Instead, they do bequeaths, planned giving. She was adamant about that the Board needs to pass resolutions about this regarding putting it aside once it reaches a certain threshold, kept in a separate account from the operating account. Also important to have a trained staff member to field these sorts of calls. They haven't done any outreach, but they have mentioned about bequeathing on air and in their newsletter.
  - iv. Also talking with HPR, Jim Lyons, who would be happy to send us some of their on-air resources for fund drives.
- d. Strategic Plan: Marj

- i. Grant was not approved. Marj has not had time to schedule a meeting with the Hawaii Community Foundation. Wants to know how to write another grant that would be accepted.
  - 1. Mason Chock says that there were so many grants and less money this year.
- ii. Meeting with Mason Chock and Megan Fox. Received a proposal from them to be the facilitators for the Strategic Plan. \$4,000. Marj thanked him and said she's bring it to the Board.
- iii. She is waiting for Jeff. He suggested that he could give a 4 hour workshop on advancing the process or writing the SP with no money for a facilitator. Marj asks for this proposal so she can get back to Mason.
  - 1. How, who, logistics, where, when.
  - 2. Jeff: He says that instead of spending the money, between he and Jimmy, they could facilitate a half day meeting to get a SP done. If the SP Committee has all the input, Jeff can facilitate getting the ideas onto paper. He can spend a half day from moving it from undone to done.
  - 3. Steve says that we don't have the extra money to spend \$4k, and we have another option on the table.
  - 4. Jeff and Jimmy would facilitate.
  - 5. Steve suggests that Marj and the Committee set the date and venue. **\*Motion to accept the donation of facilitation from Jeff and Jimmy and the Strategic Plan Committee will plan an in house Strategic Plan session, and to send a message to Mason and Megan to thank them for their input. Motion brought by Steve, seconded by Jeff. Unanimously passed.**
- e. Endowment Committee: Hari
  - i. He's been reading about community radio endowments.
  - ii. We need an acceptance policy. Ie. We need to be able to accept gifts.
    - 1. Jeff mentions that we have always agreed to have \$100k available to us before we put aside any money in an ungrabbable account.
    - 2. Laura heard that you should have a third of your operating budget in your account before you put any money away into an endowment account.
    - 3. So, the first \$28k that comes in supplements the Gather \$72k.
  - iii. We need to include our planned giving program included with everything we do. Like website and newsletters and on air mentions.
  - iv. The mantra of planned giving is to include us in your will. Hari mentions that it needs to start in our own wills.
  - v. The Board is mostly responsible for the financial health of the station to make sure that we will always be broadcasting.
  - vi. Steve: before we put out the first request letter out, we need to make sure we have our plan solid and backed up and everyone knows what we're doing.

- vii. Hari says we will have an acceptance policy, procedures for taking money, by the next meeting.
- viii. Laura says to look at WERU.org. They have an excellent endowment program on their website.
- f. Election Committee: nothing new
- g. Governance Committee: nothing new.

#### 8.) Old Business

- a.) Mission Statement – vote to approve the current Mission Statement.
  - a. We collected survey responses
  - b. \*Motion to keep the current mission statement as is. Proposed by Jeff, seconded by Hari. Unanimously carried.**
  - c. Marj: The word “progressive” as the opposite of “regressive.”
    - i. Also, “innovative values” instead of “progressive values”.
- b.) Fundraising Policy for KKCR-sanctioned events.
  - a. There have been some fundraising issues in the past.
  - b. The document in circulation is more of a checklist with an intro paragraph.
  - c. Steve has a policy that has existed from years past. He says he’ll find it this weekend.
  - d. Jeff thinks it should only be up to the GM. Steve challenges it just a bit because of potential legal ramifications.
- c.) Board application update: Jeff
  - a. Tried to incorporate Marj’s ideas and removed references to Elections from the Board Application, and we can add it in should it be needed.
  - b. He left out “write legibly” because it’s now a downloadable form.
  - c. \*Motion to accept this application with gratitude. Brought by Marj, seconded by Jeff. Unanimously approved.**

#### 9.) New Business

- a. Audit 2019: done.
- b. Status of Jonathan Jay’s term. Expired January 2020. Steve will write a letter thanking him for his service.
- c. Marj: She would like to volunteer to come to the next meeting with a draft for making our system more efficient so that people don’t go unnotified. She wants to eliminate the last minute stuff.

#### 10.) CAB Report

- a. The 30<sup>th</sup> was the on-air CAB Meeting. Good feedback.
- b. A couple new volunteers. Keahi and Shelby. Ray Catania and Mary. Eric Hansen.
- c. Listener feedback
  - i. An online listener was able to attend the on air meeting.
  - ii. Improve the archive playback format with Radio Free America. Limited and you only get it for 2 weeks and you can’t stop and start. This is common feedback.

- iii. Someone who called in was put on hold and not allowed to say their event on their air.
- iv. Doing more live meetings. Remote broadcasting is possible.
- v. Why not utilize the CAB as a vehicle for Outreach and Support.

11.) Member and Public Input

- a.) Also mentioned in the Hawaiian Airlines magazine, in addition to the AAA magazine. Steve suggests we promote the articles.
- b.) SP: Pick 3 things that you think are important in the next 5 years. Get some feedback about it. Jeff can set goals surrounding these things.

12.) Next Meeting:

- a. April 15, 2020.

13.) Meeting Adjourned 8:41pm.