

**Kekahu Foundation
Board of Directors Meeting
Minutes DRAFT**

April 18, 2020

Via Zoom during the Covid-19 period

Attending:

Steve Thatcher, president, chair
Hari Khalsa, VP
Jeff Frisk, Treasurer
Marj Dente
Larry LaSota, Secretary
Marshall Paul

Guests:

Laura Christine, Station Manager
Anni Caporuscio, scribe
Jimmy Trujillo, CAB

The Meeting is being recorded via Zoom technology by Jeff. Jeff is an excellent facilitator.

1.) Call to Order: Steve @ 12:10pm

2.) Review and approve Agenda.

Marj: add to New Business, Personnel Committee to include job descriptions.

Marj: add to New Business, all committees update job descriptions.

3.) Approve minutes of January 8, 2020 meeting.

****Motion to approve the minutes of the last meeting with corrections. Brought by Larry, seconded by Hari. Unanimously passed. Approval for minutes for Jan 8 2020 has passed unanimously.****

4.) Public Input has been CANCELLED due to the zoom format.

5.) President's Comments:

a.) Force Majeure Meeting. Force Majeure means you can break a contract for reasons of forces beyond your control. Steve, as chair, is calling force majeure for possibly breaking contract with the various agencies that govern that community radio stations must have public meetings. Due to the Covid-19 crisis this is true.

b.) Zoom presents possible opportunity for more public exposure for KKCR to get more people to participate in board meetings. Jeff brings up the password security exposure when you give the password to the public.

c.) This meeting may take a different form because the main thing in front of us is finances.

7.) Committee Updates

a.) Finance Committee: Jeff.

He is making broad strokes about onward viability, long term. We have 2 quarters of this fiscal year behind us so far. If we look at the first half, Covid-19 had not affected it. Now, however, small business was a big part of underwriting and that will hit underwriting budget.

Halfway through the fiscal year, we are down \$33k, mostly because of membership. One good thing is that we applied for the PPP and the loan was approved for \$35k, deposited by April 26th.

We are down \$33k, and we got a forgivable loan for \$35k, it is a wash. As long as we don't lay anybody off and payroll cannot be reduced more than 25%, per the rules of the PPP.

Looking at the next 6 months, worst case scenario: If we have a fund drive and nobody pledges and all the underwriters cancel, how can we prepare? Jeff thinks that could account for \$100k not coming in. The good news is that we got a note from the CPB saying that because of the CARES act, we qualify for another \$112k from the CPB. It is a grant.

So, we have financial viability for the rest of the fiscal year. Looking into the next fiscal year, we may need to tighten our belt. We may want to start that sooner rather than later, so that we have a longer period of viability. (Recommendation only.)

The PPP loan says you can't lay anyone off during the 8 weeks of the period, but after that, if belt tightening needs to happen in this regard, after that period is the time to do it. (Recommendation only.)

6.) General Manager's report: Laura Christine. Please see the GM report. Following are extra notes:

She'd like to blame Covid-19 for the low numbers of the Ho'oilu Fund Drive. The US president called to close the airport during the drive.

Probably have to do some payroll reduction within the PPP period and after, to be fiscally responsible and safe, not knowing what the future will be like for the station.

CPB is giving every community station \$75, but we qualify for more because our budget is less than \$500k.

Also applied for the EIDL but has not gotten a response.

5 underwriting contracts cancelled. Were on track to get \$100k this year. However, there is some state funded PSAs that have come in.

New volunteers, but not training during Covid-19.

30 programmers are still on the air, which means 50 are not doing shows.

Steve asks about possible new Board members. They are in the application process.

Marj: who did the painting on the outside? What did they do to eliminate mold on building? Hahn painting. Powerwashing and treatment.

Laura will post her report as a separate email for the Board.

Larry asks: is Laura satisfied with the roof and solar vents? Not satisfied. Never showed or brought solar powered vents.

Jeff is thankful for the money from the government. We shouldn't rest on our laurels. All decisions financially are in the hands of the station manager.
Steve mentions that Larry was going to see about getting some rent reduced. There is a connection that Larry is attending to.

b.) Personnel Committee: Hari. Nothing to share at this time.

c.) Outreach and Development Committee: Larry.

1.) 2 meetings about a golf tournament, but the golf course is now closed.

2.) Also talked with the Lion's Club about golf and thinks golf tournament could be successful.

d.) Strategic Plan: Marj.

1.) The initial meeting was planned inadvertently during the fund drive so it was postponed. Now there is Covid-19 and she doesn't want to do it over zoom.

2.) suggesting to review the last SP to see what we can do to do the things that were not done. An email thread could be useful.

e.) Endowment Committee: Hari.

1.) creating a tasteful and timely PSA script.

f.) Election Committee: nothing to report.

g.) Governance Committee: nothing to report.

8.) Old Business

a.) Mission Statement: this was approved at the last meeting.

b.) Fundraising Policy for non/KKCR-sanctioned events. Steve was looking through notes as far back as 2014.

c.) Is the Board application updated on the website. Yes.

10.) CAB Report: Jimmy Trujillo.

The last CAB Meeting was at the end of 2019, which was live on the radio. There is not a new CAB meeting scheduled. Loves Steve's suggestion about using zoom as a platform for meetings. It allows for greater access for people who cannot drive to the meeting or otherwise attend. The next meeting will take place sometime before the fourth of July.

9.) New Business

a.) Update the Personnel Committee to include certain grievance procedures. Per a meeting at Monico's, the only thing the PC is responsible for is hiring and firing the GM.

Jeff says that grievances currently are brought to the proper channels. The personnel committee will be alerted when there are grievances between paid staff and station manager, they don't need to step in. Steve would like to look in to the description of the personnel committee and see if it's appropriate and what the right channels are. And address it at the next meeting. There is a mention in the Employee and Volunteer Handbooks about how to deal with grievances.

b.) Marj: At the Jan 8 meeting, Steve made the comment that as volunteers and we're all busy, he didn't think it was necessary for us to have clear job descriptions and responsibilities on Board Committees. Marj says that in her opinion if we don't have clear job

descriptions for all the committees there will be a lot of ambiguity and confusion. We need more clarity and not less. She protests and wants to review all the job descriptions. Jeff says he doesn't want people to exceed their mandated authority that is already stated in the Board Handbook. If there are more requirements, we should bring them back to the next meeting to update what exists. Marj merely says the Committee descriptions need to be brought up to date. She suggests that every committee chair review it and bring it up to date.

11.) Member and Public Input: nothing to report.

12.) Schedule Next Meeting: Wednesday, July 22, if the world comes back into order. Larry will determine a meeting place if it is appropriate.

13.) Meeting Adjourned by Steve at 1:32pm.

Scribes notes: please note that the bullet points are in order of discussion, though out of order of the Agenda. This is for the strangeness of the meeting format.

Respectfully Submitted by Anni Caporuscio