

**Kekahu Foundation Board of Directors Meeting  
Wednesday, October 23, 2019  
All Saints Church, Kapaa, HI**

*Attending:*

Directors

Steve Thatcher, president

Hari Khalsa, vice president

Jeff Frisk, Treasurer

Marj Dente

Larry LaSota

Marshall Paul

*Guests:*

Laura Christine, gm

Adam Roversi

Michelle Corr

Jimmy Trujillo, CAB

Anni Caporuscio, scribe

**I. Meeting Called to Order** by Steve Thatcher at 6:03pm

**II. Welcome** by Steve and introduction of guests:

Michelle is a media and branding specialist.

Adam heard there was space on the Board and was invited to attend. Current Housing Director for the County of Kauai.

**III. No official agenda.**

Additional Items to discuss:

Strategic Plan Report by Marj.

Should the Board have a Non-Disclosure Agreement.

Events policy.

**IV. Public Input.** 5 minutes each.

No public input.

**V. New Business**

A. New Board notebooks have been made by Laura and Marshall. A new addition: CPB Guidelines to all Directors.

Awesome to have the updated information in a concise format.

**VI. Approval of Minutes from meeting July 17, 2019.**

\*\*Motion to approve the minutes. By Larry, seconded by Hari. Motion Passed.

Please change the Finance Committee notes from Bank of America account to Bank of Hawaii.

Please edit the spelling of Hari Khalsa's name.

## **VII. Committee Reports:**

### *A. Secretary Report: Marj*

The Board is in need of a Secretary. Larry has volunteered for the position. He is being appointed by the Chair

Marj has stepped down from all secretarial duties for the Board, but will remain on the Board. The job of acquiring space for meetings, alerting of meetings, and setting agenda needs to be passed on.

Jeff says having a Secretary is more important than having someone to do the above mentioned tasks.

Marj mentions that the job of the Secretary is to ensure that the Board Minutes are maintained at the place of business, which means on the internet. Also that they may not be there. Upon discussion, the last two meetings of 2018 are no on the internet. These will be investigated.

### *B. Treasurer's Report: Jeff*

No meeting in the last period. He is waiting for the final financial statements from the accountant to make a report. A budget has been made but has not yet been distributed for Board approval.

Things to note that affect the bottom line:

New roof: \$25,000

Production improvements: \$10,000.

Rebuilding Kahili stairs, guy wires, transmitter, etc.

Short on Fund Drive.

Budget notes by Laura Christine.

The budget balances to 0. Budget to make \$357k. Last fiscal year made \$314k.

Fiscal 2019 P&L is under \$30k under for fund drive, and spent \$35k on roof and production room. CPB Grant will remain the same, or possibly increase based on having 2 full time employees. This next fiscal year, expect to spend much less because there's no new roof and now have proper drainage.

Audit scheduled for the week of Nov 18. Audited financial statements should be out in January.

\$43k in BOH. \$72k in Gather.

Marj presents to the GM small receipts for Board expenses. The Board accepts Marj's expenses for \$58.05.

**\*\*Motion to approve the budget by Jeff, seconded by Larry. Motion passed.**

### *C. Personnel Committee: Hari*

Nothing to report.

There was supposed to be a meeting in October to review/evaluate the General Manager but the meeting was never scheduled. Since it's the beginning of the fiscal year, now is a good time.

Steve requests that the present Board members that serve on the Personnel Committee to have a meeting and assessment of the General Manager. Hari, Marj, and Marshall will talk on the phone prior to scheduling the meeting about what they should discuss with the GM.

Marj says in the past, the Personnel Committee discussed policies. But at this point in time, the only purpose of the Personnel Committee is to hire and oversee the General Manager.

#### *D. Election Committee*

Laura reports that all the correct things were performed. A PSA aired for the month of August for elections. Nobody wants elections.

Steve thinks most listeners don't know what's going on, nor are they concerned. It means the Board is doing a good job. And so is the station.

#### *E. Outreach and Development: Larry*

1. Larry has gotten the contact list from the Chamber of Commerce for outreach to them individually as underwriters. Larry will meet with Lindsay for the mailer. Hopefully to wrangle some underwriting.

2. Larry presents details for the War Memorial for renting for events. And made copies. To rent the entire theater, a non-profit is \$400 or 7.5%, plus miscellaneous charges like lighting and close captioned sound system. The college is considerably more, but less than Anaina Hou.

3. In conjunction with the Endowment Committee. Annuities and Endowments. There are people on deck and ready to do it. Possible presentation at the next Board meeting.

#### *F. Endowment Committee: Hari*

1. Hari spoke with Harvey Cohen. He said that as long as the account exists, we are ready to accept funds. Must keep track of who gives what funds and having a copy of the will. Most are given End of Life.

2. Marketing. It should be marketed as a Permanent Fund, not as an Emergency Fund.

3. Hopefully having a meeting of the Endowment Committee in the beginning of November. It will need to be talked about for years so people will keep KKCR in their End of Life plans. Hopefully the meeting will be scheduled for Nov 11.

Jeff brings up we need to have an Emergency Fund and we don't really have it right now.

#### *G. Strategic Plan Meeting.*

1. Meeting July 24. Six attendees at the Kapaa Library. Went over the current plan, made headway and suggestions for the next plan. Identified what was accomplished and not accomplished.

2. Interest in continuing the Committee. The grant written in May was not approved by the Hawaii Community Foundation. Marj feels that she wants to have a personal face to face with the Kauai representative to see what the Foundation is looking for in grant applications.

We asked for \$40,000 for Strategic Plan process, \$10,00 for the Strategic Plan and \$30,000 for other projects. Marj had a budget for it but it's not even a requirement for the application.

3. Ann Walton, who was going to spear head the process, is moving. Mason Chock is also willing advise the process, says Ann Walton.

Jeff brings up the idea of bringing in a bootstrapped version of the Strategic Plan if there is no grant money available. Jeff and Jimmy agree to facilitate the process. The several day facilitated process could be overkill for the position that the station is currently in. Something is better than nothing.

Larry says to hold out for one meeting for someone like Mason because he knows how to do the process of SP. Jeff has done this before in the shortened version.

Marj will reach out to Mason to ask if we would join the stakeholders and interested parties and meet with them for a pre-event free consultation. Could meet at Larry's house because Mason lives close by. After this meeting there will be more information on how to proceed.

Steve thinks the bootstrapped version could come up with a Plan. He would love to see it, and anything we can do in advance of that we should.

*H. General Manager Report. Please see report.*

### **VIII. Old Business**

A. Event's Policy: Anni will email the Policy from 2018 to Steve and he will forward it to the Board and GM. The GM will review and with the Board, edit and approve.

B. A previous board member discussed past disfunction of the Kekahu Foundation Board at a well-attended public meeting. Discussion of need to require non-disclosure agreements from KPCR volunteers, staff and board. Jeff brought up that non-disclosure agreements usually involve proprietary information or privacy, not defamation. Perception of requirement and lack of recourse discussed as reasons not to require agreements.

C. New application for Board Membership, prepared by Marj. Here are the suggested edits:

1. Point 9 #2 add "and familiarity".
2. Page 2. Point #2. Add "Please write legibly".
3. Point #4. A complete mailing address.
4. Change the date every year for elections.
5. Add "you may be required to participate in an on-air candidates forum".
6. Page 3. End of first sentence, change to "could", in case of elections.
7. Change date.
8. Please write legibly.
9. Ballot "may" be sent to members.
10. Page 4. Reduce the signatures from 15 to 5.
11. Change the Board President.
12. Volunteer hours requirement. Is 10 appropriate? Or is 30?
13. Page 5. Change date and year.

**\*\*Motion to discuss the recommendations and changes, including the housekeeping verbiage and 30 hours of volunteer service, for the application for Board membership. Motion made by Marj. Seconded by Jeff.**

The motion has been withdrawn. Jeff will review the application and circulate it via email to the Board for review at the next meeting.

Jeff says to remove all of the verbiage about the election to make the application more simple, since there has not been an election in quite some time. Also to remove the signature portion, since most haven't gotten signatures that are sitting on the Board currently. Also, make it able to be filled out online and typed. He proposes to drop the footnote at the end as well. If we ever needed an election, we can create a form for that event.

Marj mentions that many community radio stations are no longer in existence because they have been taken over by outside groups via the Board. The application needs to be a serious process to deter a hostile takeover.

**IX. CAB Report.** By Jimmy Trujillo.

1. March 27 was the first meeting. Second meeting will be in early December. The first meeting went well. Seated 5 members. Dennis was the vice-chair. Aubrey, Eric, Steve, Khyanasun.

2. There have been three applications for membership to CAB.

3. There have been three CAB shows, sharing fund drive, basic information, and Strategic Plan process.

4. On the last show, they suggested the CAB meetings be linked to fundraising opportunities.

5. CAB would be able to play a role in the Strategic Plan process.

6. Will keep abreast of the next meeting date (early in December) and any recommendations. Tentatively December first week.

**X. Next Meeting** shall be: January 8. The station will be responsible for getting the venue.

**XI. Meeting adjourned** at 8:38pm by Steve Thatcher. No executive session.