

WRKF BOARD MEETING MINUTES
JANUARY 23, 2019 – 5:00 PM
LAMAR ADVERTISING 3RD FLOOR CONFERENCE ROOM

IN ATTENDANCE:

Board Members Len Apgar, Liz Hampton, Stafford Wood, Jim Brandt, Bob Ritter, Robin Merrick, Andree Cullen, Lance Porter, Kenneth Noojin, Rodd Naquin, Mary Kay Carleton, and WRKF employees Gwen Palagi, Barbara Clark, and Paul Maasen.

Board Chairman Rodd Naquin called the meeting to order at 5:06pm.

PREVIOUS BOARD MEETING MINUTES (12/4/2017):

Stafford Wood moved approval, Jim Brandt seconded. Paul Maasen noted an amendment was needed to show that amount settled on to settle all past due amounts owing to NPR nationally was \$55,000; written agreement letter to come from NPR. Noted that these board meeting minutes are posted on WRKF website. This amendment to the previous minutes was adopted, and these minutes were approved.

COMMITTEE REPORTS:

There was no report from the Nominating Committee or the Personnel Committee.

Events/Founders Luncheon Committee Report: Given by Stafford Wood.

- Reported that Founders Luncheon Date will be: September 13, 2019.
- Discussed possible invitees for keynote speakers, including Beto O'Rourke (although not if he chose to become a candidate), Cokie Roberts, Steve Inskeep, Mara Liasson, Teri Gross, perhaps Teri Gross interviewing Walter Isaacson, Joshua Johnson, Wade Goodwin,
- Board members noted a couple of different alternatives: that we might want to consider inviting someone who represents the WRKF brand and could also be identified with the ongoing regional news initiative underway;
- Board members discussed what amounts of money might be necessary to spend for speaker that would attract attendees, noting this is the 5th year for this Founders Luncheon and may be worth a big name to draw interest and attendees.
- Stafford Wood would continue to look for names and work with Paul on requests to WRKF on-air talent.

Personnel Committee Report: Given by Andree Cullen.

- Reported that the Personnel Committee had met several times since last board meeting, looking at discussing Mr. Maasen's compensation. Said the Personnel Committee had made recommendations to the Executive Committee. Noted that this would be discussed in Executive Session at the end of this evening's meeting.

Finance Committee Report: Given by Mary Kay Carleton.

- Noted that one WRKF employee was participating in 401k plan for employees. Said WRKF made not matching contributions currently. Suggested that, instead of moving from a 401k plan to a less expensive, administered retirement plan, maybe WRKF should first try to get more participation from the employees. But noted this would likely require WRKF making matching contribution, in order to retain employee. Suggested WRKF consider making 3% matching

contribution, meaning WRKF would match what an employee contributed, up to 3% of their compensation. Estimated it would cost WRKF roughly \$10,000 a year, including fees. Discussion followed of who would administer the plan followed, including Paul, since he does not participate in the plan, and 401K SurePay Plan, with a menu of investments, choice of funds.

Lance Porter moved, Bob Ritter seconded, a motion to amend the present 401k plan WRKF has with SurePay to include employer match up to 3% of a participating employee's salary if they contribute. Motion passed unanimously, no opposition.

- Continuing Finance Committee report, Mark Kay Carleton noted that, In looking at the financial statement for the year, the committee proposes some changes in presentation, since WRKF now has some personnel in consulting, stated separately from our salary expense, and it can make it difficult to see what WRKF is spending on personnel overall. So the committee is recommending some line items move in the presentation, to make it easier to read, so that Personnel expense would include salary and consulting, and any other personnel that would be contract employees.

Membership Committee Report: Given by Gwen Palagi.

- Next event will be WRKF's 39th birthday on January 31, 2019 at the Radio Bar 5:30pm -8pm, with cake.

There was no report from the Executive Committee.

PRESIDENT'S REPORT: Given by Paul Maasen.

- Programming:
 - Friday, February 15, 2019, Science Friday program will return on air from 1pm -3pm;
 - Out to Lunch program will move to Thursday at 1:00 pm
 - Marketplace program will move to 6:30pm and All Things Considered will stay on through 6:30pm. Since All Things Considered has local cutaways available, it gives WRKF more opportunities to put local insertions in and makes things easier for membership drives.
- Operating Services Grant put on hold, since WRKF has an ask and NPR Central Gulf States News Hub – LA, MS, AL – is also asking CPB to fund their initiative, so NPR is in conversations with WRKF and other states' stations about how we can roll this together. WRKF is a strong participant, since it is the only community licensee in the group. Hoping to get some news over the next two months. 15 stations are involved in this Gulf States consortium. NPR does not receive money from CPB. The stations do. WRKF would be the lead station to make the ask of CPB. The regional impact would go across 3 states. Would be one of the three news hubs announced – Texas, California and center Gulf States.
- Regional News Director search: Have interviewed, along with search committee and some input from other board members. We have done one interview, two more to come.
- Financial Report from President: see agenda attachments; car donations to WRKF up nearly \$10k from last year. Had one exceptional giver – a large gift in bequest this year.
- Membership goal was set at \$450,000 for the year, but Gwen Palagi did a great job—met it at \$456,000. Board member requested that Gwen give us the number of how many members in the membership donations were new.

- Paul noted that Barbara Clark did a great job on underwriting income as that source of funding continues to grow.
- On expense side, said he's continuing to work on categories for contract labor and professional services; Said Wallace Watkins, currently independent contractor, will begin as full-time employee January 2019, and will cover the legislative session and other events.
- Good response in December 2018 to transmitter donation requests, and other end of year gifts.
- Noted that proposed 2019 budget (\$1.2 million budget) gives WRKF room to grow, and ability to move forward. Said the station is in a good position, has more revenue in the past year, and is keeping expenses under control. Has \$650,000 in reserve, but need to buy a transmitter out of that and pay NPR debt settlement, so that those two things together would cost roughly \$200,000, leaving north of \$400,000 in reserves. Goal is to absolutely have \$300,000 at all times in reserve.
- New studio board has been purchased – a board that matches the same board WRKF has in the production room. Also plan to revamp the main studio, put updated furniture in that studio, possibly switch locations of main studio and production room, for space reasons. TSG will do that work.
- Transmitter Tower Follow-up Report: Discussed typical tower rental, negotiations underway with LPB, monthly costs possible. WRKF has been using LPB's tower for our transmitter for 39 years. Proposal would continue to have two antennas on that tower—because the original HD broadcast required two antennas. This is significant because if we get a transmitter, we have a tower site for a potential new classical music station.

Rodd Naquin moved, Andree Cullen seconded, approval of amounts and length of terms for a proposal to WRKF, and then requesting that the board review the specific contract proposed from LPB to see if there are any escalators or changes from original discussion.

The motion passed unanimously, with no opposition.

- Transmitter can be ordered now, knowing that we will place it on LPB's tower. Will move forward with that. Transmitter purchase was previously approved by the board. Now, with transmitter tower rental location designated, can proceed with purchase. Transmitter cost will be roughly \$120,000, installation \$30,000. Within the \$200,000 budgeted to do those things.
- Paul discussed wanting to put together Collaboration Working Group from the New Orleans station (WNOE) and this board to be a group to put together MOUs, things we need to structure news and station partnerships going forward, such as the Regional News Director position, structuring business and working relationships, etc. Perhaps three or four people from each station's leadership.
- Noted against that NPR accepted WRKF's offer of a settlement for all past station debts to NPR. Awaiting agreement to sign, and then WRKF will pay. The thought is that WRKF would pay NPR in 2019, and then at the end of 2019, the debt would be lifted as long as we continue to pay our current fees.

No old business was raised.

The board moved into Executive Session at 6:32 pm.

The Board Meeting adjourned at 7:10pm.