

KUTE Inc.

## KSUT Board Meeting Minutes

January 5, 2015

### KSUT "New" Building

Present were Board Members: Rich Hoehlein, President, Paula Miller, Vice President, Steve Williams, Eddie Box Jr., Maria Baker, Linda Baker, Williamette deKay, Treasurer, Pip Howard, Secretary. Chris O'Shea-Heydinger was unable to attend due to a scheduling conflict. Also present were staff members Stasia Lanier, Tanya Clegg, Chris Aaland, Jim Belcher, Lorena Richards, and Rob Rawls.

The meeting was called to order at 5:33 p.m.

Rich requested we add two agenda items, Steve requested these could wait till next month. Items deferred. Paula moved the agenda be approved with the date corrected, seconded by Steve and unanimously approved.

The minutes from December 8, 2014 were reviewed. Linda questioned the amounts in Capital Campaign report – this should be changed to "gifts in excess of 11,000". Per Linda's request, and for consistency, Tribal Council should be capitalized. Pip moved to approve the minutes as amended, Paula seconded, unanimously approved. (Maria abstained since she had not been present.)

It was noted that many of the Tribal Radio staff were out sick.

The staff members who were present shared their concerns about the ED selection process. Discussion centered around the future of the station, maintaining stability of staffing and programming, and disappointment that Bruce was not selected, as staff had expressed their strong support for his candidacy. Some staff also felt their input was not genuinely considered and wanted specific details about the criteria used for the decision.

Rich spoke in response to staff concerns: he stated that the Board did not have its mind made up prior to the final decision, but chose the candidate it believed to be the best. Robert Franklin will be starting later this month, no later than 1/26. The Board thought long and hard about the future of KSUT and has high regard for all of the staff, including Bruce, and has expressed the hope that Bruce will remain at KSUT as he will be an extremely valuable team member going forward. There are no plans to change any job descriptions or the organizational chart that were all recently revised. The Board hopes Robert Franklin will have full opportunity to display his abilities and that staff will work well with him. Rich was concerned that the staff felt that the hiring process had been secretive. He stated that the Hiring Committee strove for transparency throughout the process. However, it would be unethical and inappropriate to get into details regarding the selection and hiring process at this time, as personnel matters are confidential.

Other Board members expressed that the decision is up to the Board, not the staff; that the selection process had not been easy, but the vote was for Robert Franklin. Members also expressed the hope that Board and Staff will be able to move forward together, and reiterated support for Bruce to remain as a key employee.

Rich thanked the staff for their input and the staff subsequently exited the meeting.

Discussion of audit – it was a very comprehensive report. There was also a discussion regarding the Deficiency Report. The most significant findings were regarding the estimates of bad debt related to pledges. The Capitalization Policy will be discussed next time. Linda: questions about cash flow with tribal re restricted and unrestricted funds. Paula had questions about estimates vs. pledges, clarification of how pledges relate to actual income. Linda had questions about details of how pledges are individually handled and suggested that improvements could be made, which would improve record keeping, thus potentially eliminating some of the discrepancies between pledges made and pledges received.

Maria moved to table the audit report, surplus and capitalization policy till next meeting, this was seconded by Paula and unanimously approved.

Rich reported that he had talked to Karla Clarke about how the budget surplus policy is affected when budget is revised in midyear –the most current revised budget is what it should be based on. Karla Clarke was sick and unable to attend the meeting.

Robert Franklin's arrival: he intends to start with a rental apt in Durango; his significant other may be moving later. He has been "briefed" about staff's concerns about his appointment. Rob has vacation plans from 1/19-1/26. Robert Franklin is scheduled to start 1/26.

There was a discussion regarding a Board Retreat and when this should be. Pebs suggested Board Members look at dates, locations, and topics for the retreat and get back to Rich by Friday 1/16; these would then be forwarded to Robert so he can suggest other topics. The Board needs to revise/update the strategic vision. This could also be a good opportunity for the new ED to get to know the Board. Robert already has a copy of last year's budget and this year's budget; Rich will send him copies of job descriptions and The Strategic Vision. There was discussion regarding where hard copies of documents relating to the hiring of the ED should be kept at this time. Maria stated that personnel information should be kept in a standard location, and should be kept locked. There was further discussion of how Robert could get to know more about the staff – there is lots of info about the tribe on the website. There was discussion about what should be Robert's goals for first 60 days? It was also suggested that there be a Review at 90 days. The Current Management team members, Rob, Bruce and Sheila should have self-evaluations done by Jan 28. Board members to do their self- evaluations by February board meeting.

Next meeting will be Monday February 2<sup>nd</sup>. A discussion about meeting with Tribal Council will be on the agenda. The next Tribal Election will be 2/12/15. We should ask to introduce Robert and the current Board to the Tribal Council after the next meeting and election. Maria suggested we put together a memo and go through XO – Steve will follow through on this. There was discussion about taking Robert out for dinner after he gets here. Debit cards from management team – what should happen with these? Robert will send bio appropriate for press release to local newspapers.

There will need to be new Job Descriptions for current management team members.

Board Member Terms discussion – the By-laws committee needs to look at terms – Rich will look at terms for future discussion in February. Gaming commission has 2 3 year terms, then one year out, then the member may reapply.

Pip submitted her letter of resignation and discussed that it was for personal reasons.

Linda moved to adjourn to Executive Session at 7:32, seconded by Maria: the By-laws will need to be clarified.

Maria moved to exit Executive Session at 7:43, seconded by Linda.

Paula moved that the meeting be adjourned seconded by Peps.

Respectfully submitted,

Philippa Howard, Secretary