

1. CALL TO ORDER at 6:00 p.m. by the Board of Directors President, David McWilliams. at the NW Access television station, 4 Academy Drive, St. Albans. Also present were Rick Tatro, Vice President, Bill Walker, and Elizabeth Monroe, Executive Director. Present as incoming Board of Directors were Joey Russo of Highgate and later in the evening, Gregg Gervais of Swanton. Absent were Larry Dugan, Lori Jordan, and Jack Bergeron.

2. Mr McWilliams entertained a motion from the floor to appoint three members to the Board of Directors for the year 2011. He identified the candidates as Mrs. Marilyn Grunewald, Joey Russo and Gregg Gervais. ( At this point in the meeting Mr Gervais had not yet arrived.)

**Mr. Tatro moved to appoint three members to the Board of Directors for the year 2011: Marilyn Grunewald, Gregg Gervais and Joey Russo. Mr McWilliams-"We have a motion. Is there a second?" Mr Walker seconded. Mr McWilliams-"Any discussion? (None) All in favor of the motion? (All in favor) Those opposed?" (None opposed)**

#### **MRS. GRUNEWALD, MR. GERVAIS AND MR. RUSSO ARE BOARD APPOINTEES**

The Executive Director looked for verification from the president that Mrs. Grunewald would be representing Bellows Free Academy, Mr Russo would be representing the Town of Highgate and Mr Gervais would be representing the Town of Swanton. Mr McWilliams verified same. He added that Mr Walker would continue to represent the Town of St. Albans and Mr Dugan and Ms Lori Jordan would represent the City of St. Albans. Mr McWilliams added that Ms. Lori Jordan expressed a willingness to continue to serve in her varied secretarial job description until such time as someone else wished to fill that position.

#### **3. Election of Officers**

**Mr Tatro-"I would like to put a nomination on the floor for the office of President for a gentleman who has done an outstanding job here for the last few years and I'm looking forward to his continued leadership. I'd like to place in nomination the name of David McWilliams for President on the floor." Mr Walker seconded. Mr McWilliams-"Are there any other nominations on the floor for President? (None) If not, all in favor of the motion say aye. (All in favor) Those opposed?" (None opposed)**

#### **DAVID MCWILLIAMS REELECTED AS PRESIDENT**

**Mr McWilliams entertained nominations from the floor for Vice President. Mr Walker-"I think we should keep our officers intact and I'll nominate Rick Tatro for Vice President again." Mr McWilliams-"The nominee for Vice President is Rick Tatro. I'll second the nomination because he's been a good Vice President. Are there any other nominations on the floor for Vice President? (None) All in favor of the nomination say aye. (All in favor) Those opposed?" (None Opposed) Thank you, Rick, for coming back on. I appreciate it."**

#### **RICK TATRO REELECTED AS VICE PRESIDENT**

**Mr Tatro -"Thank you. I will put a nomination on the floor for the office of Treasurer for Mr Larry Dugan." Seconded by Mr Walker. ( Mr McWilliams said that in speaking with Larry Dugan, Larry had expressed a willingness to serve until such time as someone else wished to fill the position). Mr McWilliams invited further nominations. (None forthcoming) The nominations being closed, he called for a vote. "All those in favor say aye." (All in favor) Those opposed?" (None opposed)**

#### **LARRY DUGAN REELECTED AS TREASURER**

**Mr Tatro-"I'll place a nomination on the floor for Lori Jordan for the office of Secretary." Mr McWilliams-"A nomination has been made for Lori Jordan as Secretary for 2011. Is there a**

second?" **Mr Russo seconded.** (The president advised that Lori Jordan had expressed a willingness to continue as secretary until such time as another candidate wished to fill the position) **There being no further nominations, Mr McWilliams called for a vote. "All in favor of Lori Jordan as Secretary say aye. (All in favor) Those opposed?" (None opposed)**

#### LORI JORDAN IS REELECTED AS SECRETARY

#### 4. Programming Coordinator's Report (See attached)

Ms Malone noted the most noteworthy event on their schedule was Town Meeting Day on March 1st with the annual coverage of local elections. Mr Tatro advised that Richard Cowperthwait had to be in Montreal that day but hoped back in time. Ms Monroe pointed out that Town Meeting Day was one of the two times in the year when their station was the first to get the news out to all the villages, towns and cities in Franklin County. She said that fending off phone calls wasn't easy what with candidates calling to ask, "Have you got the numbers yet?" Mr Tatro-"Yes. Everybody is watching Channel 16 that night. He flashed back to the days when the radio station used to do coverage of results with Mr Cowperthwait handling the news side and observing that now Mr. Cowperthwait had brought his talents to the TV side." Mr McWilliams-"It takes a lot of teamwork behind the scenes. There's Richard Cowperthwait and myself. and if Richard is delayed it will be Jim Levy and myself producing the results that our employees give to us on the budgets and articles that pass." Mr Russo-"It sounds like the first boil in the sugar house."

Mr McWilliams-"One of the things that we also got from the City of St. Albans is they asked us to submit information on their City Plan. I think we should get in contact with Jim Tessler and find out just what they want." He added that in any event the station would provide the opportunity to be on public access TV at any time for presenting their plan - whether it be the City or the Town. Mr Russo-"Do they, the town offices, have Comcast to access the station?" Ms Malone-"Yes. It's part of Comcast's agreement that they're supposed to wire every single city hall and school and library. So they should have at least one Comcast connection but they don't have televisions, I don't think."

Mr McWilliams recounted a visit he had made to Lake Champlain Public Access station. He said that during the course of a 3 hour visit they had given him the name of Mary Hartman at Missisquoi as a good contact person for us in accessing Missisquoi information and one of their board members had put forth the suggestion of a dinner meeting with our board members. "I suggested May would be a good time." Mr McWilliams added that he had passed along literature he had gathered there for Elizabeth to include in their Outreach distribution. No further questions were heard on the Programming Coordinator's Report.

#### 5. Executive Director's Report (See attached)

Ms Malone invited questions on her report. In that vein, Mr Tatro raised the topic of the station's earlier plans with Mr Sink, a BFA teacher and his student staff who publish The Mercury That included as well related plans with BFA's Videographer teacher and his students. At an earlier meeting they had formed a plan for the groups to get together and produce two shows in March Mr Tatro-"Realistically, that's not going to happen." He went on to suggest to Ms Malone that they make the effort instead to plan one good show to run hopefully in the month of May. Mr Tatro-"I think it's vital that with Mr Sink resigning that we get one really good show in because that way we'll lay the groundwork for the following year. I think this type of show will have a life of its own. I think the kids will be interested. And "ditto" for the last line in your report, Elizabeth. If BFA is successful, that means we can take the same format and introduce it to MVU. Adam Noel has ties there and that will make it easier."

Ms Malone-"There's been one nice development. As I said in my report, the groups are separate but the videographer teacher came to me and said, "What are we going to do for a show?" Ms Malone said the teacher advised her that he was struggling with ideas because of the fact his students weren't great on camera work yet. She in turn told him there was another side of the picture, which was that she would have The Mercury kids under her wing and was going to be struggling to bring them up to speed on technology. So she asked, "Since your video students already know the technology, would you be willing to work with The Mercury kids?" He said, "Absolutely." "So now we're waiting for Mr. Sink", she said. Mr Tatro went on to say that he had talked to the student editor in charge of The Mercury, Kyle Treat, and their thoughts had been similar. "All we're doing, he said, is taking our newspaper and putting it in television format and ending up with print and visual material

for the show. You have your two sets of talents - your techies and your journalists and they have to come together as one to make this work." Ms Malone agreed, "If we get one show down, get the format done and then start the next school year with that in mind, it's going to work out."

#### 6. Petty Cash Procedure Formalized

Ms Malone added an item relating to their Financial procedure.. She told the board she had recently met with the person who taught the accounting class she had taken in the fall. She said her former teacher had encouraged her to change a few things that were being done as far as far as the finances go. She said, "For example, we have petty cash and our petty cash is a little odd in that we don't take \$250 every quarter and put it into petty cash. Our petty cash is funded through selling tapes. So then we don't record all of the money that we actually make in selling tapes. So she really encouraged us to formalize that with an account. That means we need a balancing account for where petty cash is spent, which is usually coffee and chocolate, etc. I'll be working with her and what I will do is probably next month I'll propose what the new budget would look like, just realigning some of the accounts. If that looks acceptable to you, then we'll switch. I'm sorry to do it midstream." Ms Malone explained that her teacher was a professional bookkeeper so when she had looked at the petty cash arrangement and scratched her head, it had been persuasion enough to convince Elizabeth that they should change some of the listings of their accounts.

Mr Tatro-"One other question on the Health Insurance policy - the standard increase. Are we really getting a 15 percent increase?" Ms Malone-"At the end of last year our agent was telling us it would probably be a 12 percent increase but after the first of the year she said, "No. It's going to be 15 percent and that indeed is what it is." Mr Walker provided the information that the Town of St. Albans was seeing the same increase. Mr McWilliams-"We've budgeted for Health Insurance and I think we'll be safe." Ms Malone-"Yes. We've budgeted for the 15 percent increase." Mr McWilliams invited questions. (None)

#### 7. Financial Report (See attached)

With paperwork before them, Ms Malone told the board she was updating them from the first of the year until through today. Mr McWilliams noted that members had had a chance to look at the checks that were issued. "Basically, this is a record of all the checks that were issued from payroll to different purchases we made at Staples. Any questions? I've gone over the list with Elizabeth. It's pretty self-explanatory. Mrs Malone--" One I guess outstanding thing was the Tapes Income has already reached over 60 percent of our tapes income for the year. That's simply because we had a huge project that we did for the hospital. for their Chronic Pain Management Conference. The project took forever to finish and get payment for it. That was around \$1800 - the work that we did for the hospital." Mr McWilliams-"As you can see our payroll right now is \$14,500 so far this year- January through February and the promotion work that we've done is on here, which includes all of our t shirts, etc.."

Mr McWilliams-"The scholarships I think you heard have already gone out." Ms Malone-"That due date will be April 1st, so at the April meeting we'll go through it and the board can choose if they want to interview people on scholarships." Mr McWilliams looked to the board for a motion.

**Mr Tatro made a motion to accept the Financial Report as written. Mr McWilliams-"Is there a second on the motion?" Seconded by Mr Walker. Mr McWilliams-"Any further discussion the budget? (None) All in favor of the budget say aye. (All in favor) All opposed?" (None opposed)**

#### MOTION CARRIES

##### a. Building Fund Allocation

Ms Malone broached the subject of how much they had allocated to the building fund for the previous month. "If you look at the account balance, we did receive our check from Comcast. That was \$66,000. That goes into our Money Market. Then above that you see checking - That's the \$63,000. The remainder is all CD's. If the board is interested in opening an additional CD to allocate more for the building fund, we had a pretty large carry over from 2010." Mr McWilliams-"I wanted to make sure our books were okay before we decided to do this." Mr Tatro-"Elizabeth,

exactly how much do we have in our building fund now?" Ms Malone-"Right now that's pretty much the sum of the CD's. We never touch the CD's - so that's about \$275,000."

Mr McWilliams, addressing the Building Fund Allocation asked,. "What's the wish of the board? " Ms Malone-"If you'd like, we can open another \$25,000 CD. We'll be receiving another \$66,000 approximately in mid May. That's a fairly average period." Mr Walker-"So where are you going to pull this from?" Ms Malone-"From the Money Market." Mr Tatro initiated discussion on the formation of a Building Committee. He said this discussion did not include taking \$200,000 to go out and buy a new building unnecessarily. He said he viewed a Building Committee as one that would simply stay neutral but be prepared. He described himself as a long-term believer in the philosophy that it didn't hurt to save money. He emphasized the long relationship they had enjoyed with BFA and held out hope for its long duration. Mr McWilliams-"Yes. Basically, we want to set up a committee so that in 5 or 10 years, or whatever, we'll have some guidelines of where we want to pull a building. He noted the added incentive that in the event Comcast asked about their plans, they could advise them that the board had formed a Building Committee. Mr Tatro-"I agree with that. He added that saving a paper trail for Comcast was one thing, but there was no way they wanted to leave this facility. He noted that in the process of forming a committee, the figure might come to light of how much they were saving a year by not owning their own building. Mr McWilliams-"Yes. We're just covering ourselves here."

In brief, the board took a moment to bring Mr Russo, their new director, up to speed on some of Comcast's expectations of its public access stations. As far as financial dealings, they told him the expectation was that stations be very clear about monies and how they were earmarked; that holding large balances in liquid cash was frowned upon; and that a threshold had been established in this regard of one and a half times the current budget of a station. Mr Russo commented that if the board became concerned about what the future held, as a business person he would want to start looking ahead to when the threshold was exceeded. Ms Malone-"We're not there yet, she said, but we get a little over \$250,000 a year from Comcast and in the meantime we have to be very clear what this money is for." She added that this was something they should speak to Comcast about again because the staff at Comcast had changed. Mr McWilliams agreed, saying that sometime in the month of May he'd like to have someone from Comcast come up and just have a round table discussion about everything.

**Mr McWilliams-"We're still on the Financial Report. We haven't made a motion to put money in a CD. What is the wish of the board?"**

**Mr Tatro-"I make a motion that we reallocate \$30,000 from the Money Market account to a \$30,000 CD for the Building Fund." Mr McWilliams-"Motion has been made. Is there a second?" Mr Russo seconded. Mr McWilliams invited discussion on the motion. (None) All in favor say aye. (All in favor) All opposed?" (None opposed)**

#### MOTION CARRIES

#### 8. Approval of Minutes

Ms Malone noted the board had held a special meeting in January as well as their regular meeting. Ms Malone added that a few changes had been made of an inconsequential nature.

**Mr Walker-"I make a motion that we accept the two meeting minutes The first was January 17th, 2011 and January 31st, 2011. " Mr McWilliams-"That's a motion. Is there a second to the motion?" Seconded by Mr Tatro. Mr McWilliams-"All in favor say aye." (All in favor) All opposed?" (None opposed)**

#### MOTION CARRIES

#### 9. Old Business

##### a. Underwriting Policy

Mr McWilliams noted that the board had the Underwriting Policy before them. "Basically, you're looking at one part and the other part we haven't put together yet. Therefore I'd like to have a committee set up because, first of all, the article is very good for generating a policy but we have to make a determination whether it should be \$50 or \$10 to sponsor a program, etc." Ms Malone agreed, saying that would be the procedural step. She told members that the language she had used for the central part of it was almost exactly what the V-Cam example had used, which people had tended to like at their special meeting - and she had tacked on at the end the fact that the station needed to be informed about it before receiving money. "That's because of the fact we need the leverage if they're going to take a great deal of our staff time to create the show. Then it's only fair that we be compensated in some way for that. That was the only addition of our own that appears in there," she said.

Mr Tatro questioned whether now was the best time for people to spend money on advertising and/or underwriting." I've been reading and hearing about the financial status for the last half year and I'm just unsure that there's going to be revenue coming this way. That's just my thought." Mr McWilliams-"This program will have to creep before it walks. I think the first year is going to be trial and error. I already have someone who wants to sponsor a program here on public access. I had to tell him I couldn't do it because I don't have the policy in place and I don't have the numbers to run with it. I said right now there's no one doing it other than People's Trust who is underwriting the Santa Claus show."

Ms Malone explained that there were two sides to this arrangement. "On one side are the producers seeking their own underwriters For that we need to have something in place so that they understand what they can and cannot say. The reality is they can't thank "Bob's Meat Market", or whoever is their sponsor, 6 times in the middle of their show, which is something that people tend to do. Then the other side is if we want to get underwriters - and yes, there is that possibility. Mr McWilliams-"It could take a year to actually see this thing through." Mr Walker-"Anyway we need the policy in place for whatever might get done." Ms Malone asked if the board was comfortable with accepting the policy as written. Mr Walker-"I am."

**Mr McWilliams-"Is there a motion to accept the Underwriting Policy as dated February 21, 2011?" Mr Tatro-"I'll make that motion." Mr McWilliams-"Motion has been made. Is there a second to the motion?" Seconded by Mr Walker. Mr McWilliams-"Is there discussion on the motion. (None) All in favor of the motion say aye. (All in favor) All opposed say nay." (None opposed)**

#### **MOTION CARRIES**

Mr McWilliams-"The rest of it will come later because we have to come up with some numbers."

#### **10. New Business**

##### **a. Creation of Committees**

##### **b. Planning Commission, St. Albans Town**

Mr McWilliams said he could foresee establishing 3 committees. - . the Underwriting Committee, the Building Fund/ Financial Committee and the Outreach Committee. Mr Malone said she hadn't been thinking of the committees as just composed of board members - her thought being that it would be best if committees were made up of some board members working with some staff and some producers in order to get all sides of the picture at the same time. "So as far as the Underwriting Committee, that may not be a very long commitment. We may be done in a couple of months with that. As David was saying, we'll just hammer out the rates that we would want to charge and any other concerns we may have about that specifically."

Ms Malone-"The Building Fund/Financial Committee would be a longer term, but again probably only meeting twice a year. As Rick said, there's not too much to act on, but we still do need to keep aware of what is the rental climate and what is the possible purchase climate out there." At this juncture, Mr Tatro expressed an interest in being on that committee and also suggested to the board the name of Mike Parizo, who he identified as producing a sports show with him on occasion. Mr Walker and Mr Tatro saw the function of the board president as becoming an Ex Officio member of

the building committee. Ms Malone offered to that list the name of Larry Dugan for his background knowledge of their finances. Speaking for himself Mr Walker offered to sit on the Underwriting Committee. Ms Malone said the last committee to be created was the Outreach Committee, which in her estimation would be a committee that would be fun to be a part of. She floated the name of Lori Jordan for that committee. Mr Walker-"Good idea." Ms Malone said that in the meantime, she would be checking with Mrs Grunewald and Gregg Gervais to see where their interests were.. She added that she would welcome suggestions for names of other potential committee members from the board.

b. Planning Commission, St. Albans Town

Mr McWilliams offered the board a review of his contacts with the Town Manager and the Planning Coordinator of St. Albans Town. He said the station had been asked by the St. Albans Town Manager to videotape their Planning Commission meetings, which would involved two meetings a month, which meetings typically lasted two hours - and three hour meetings were not unheard of. Mr McWilliams's answer was, "If I do it for St. Albans Town, I've got to do it for the other towns. I told them if they wanted us to do separate coverage for their Planning Commission they'd better put money in their budget. They did that. The amount was like \$500 a year." Ms Malone-"That's not enough for a year. It's not even close."

Mr Tatro-"I assume the money in the budget is for you to pay the video people?" Ms Malone said yes. Mr McWilliams-"In my first offer to them I said we would provide the equipment to anybody who wanted to learn to videotape. I told them if we were going to assume the cost- then every town - Sheldon, Highgate and Swanton may want the same service." Mr Tatro pointed out that the advantage of the station adopting the volunteer arrangement in St. Albans Town is it would set the stage for volunteers in the next town to come along. He added that it always left him in a quandary to know there were volunteers working out there as opposed to videographers who got paid \$12 an hour.

Ms Malone provided the estimate that between 30 and 50 percent of the TV access stations in Vermont actually charged fees to the towns that they recorded for. She added-"They either charge them for recording or in some cases they charge them for the service of putting their meetings on line - "so it's not unheard at all for public access stations to charge a town." She said she would support the idea of saying, "If you have a 3-hour meeting then it costs us \$60 to produce that meeting. Then if Swanton says, "Hey! We want to get our Planning Commission on the air," we say the same thing - Sixty dollars a meeting."

.Mr Tatro-"This may be opening a can- of -worms here, but I know, Elizabeth, that you've said in the past "Never judge the content of a show." With that, he asked Mr Walker how long it would take before he switched from watching the Planning Commission meeting to another channel " Mr Walker-"I don't think it's a very good idea at all. I think it's very dull. The Selectboard meetings are bad enough most of the time, although not lately." Mr Tatro said he agreed with Elizabeth that they shouldn't judge the content of a show, but nobody wanted to fill the airways with programs that by their very nature dragged on at a snail's pace. He added that they shouldn't rush to dismiss the volunteer route.

.Mr McWilliams, in reply to a suggestion, said he wouldn't want to charge the Planning Commission because a lot of people watch that. "I think what we ought to do is Elizabeth and I sit down and say, "This is what it's going to cost if we videotape your Planning Commission. These are costs for labor and editing." Then we send it to every town. That way we don't pick and choose." Mr Russo-"That's a good idea." He asked how many times the meetings should be shown if they're didn't keep viewers on the edge of their seats. Ms Malone said it was hard to schedule these meetings because they're usually extremely long - . "You could be talking about a 3-hour time chunk. If you put it on during prime time, that's 7:00 o'clock to 10:00 o'clock, that's the entire night's prime time TV."

Mr Tatro -"Let me ask you. Are you saying there are certain shows, for example Selectboards -no matter what - that we want on the air? Are we willing to absorb them where something like the Planning Commission that might not be all that enticing..." Ms Malone-"I think it's a valid point that we can't handle having 5 different Planning Commissions. So we are setting a limit. We're trying to discourage them from signing up. Point blank. We are! That's why we'll put the cost on it. We just can't handle everyone." Mr Tatro-"You made another good point You said that would absorb the whole evening's TV." Ms Malone-"Yes. Monday through Friday - Planning Commission meetings.

Prime time. Whereas at the same time you could show a school board and a selectboard meeting in the same time slot." (Mr Gervais arrived at the meeting having been delayed)

Mr Russo-"Is it because they want the shows for their files. Maybe they don't even want them on the air. Do they want just a record?" Mr McWilliams replied that that the Planning Commission wanted both." Mr Tatro-"So is that what you want to do - come up with some figures?" Mr McWilliams-"Yes. We'll put the numbers together and send them to all the town selectboards so the towns can make a decision." Mr Tatro-"So the Chairman of the Highgate Planning Commission says, "You're going to charge us "X" number of dollars if we want you to air the show - but yet the Selectboard isn't being charged? What gives?" Ms Malone said they had always said they would cover the Selectboard meetings because the Selectboards were the supreme bodies or town fathers, so to speak. Mr Walker-"And It's the policy of the station." Mr McWilliams-"It's not like we have big budgets like Burlington Public Access.. I don't mind covering joint meetings of the Selectboard and Planning Commission but when they want individual meetings and want them on public access and for their public record, we have to look at our costs. That's why, with the board's approval, we'll put it together and send it out." Mr Tatro-"Last question. So are you saying if you send the financial stuff to the town, do you feel obligated to send it to all the other towns?" Mr McWilliams-"We'll send it to every town. Then we don't single out any town ." Ms Malone-"That's as opposed to waiting for the other towns to come to us." Mr Russo-"That's a good way to avoid any problems.". Mr Tatro-"You're right. That would be a catastrophe if all 6 municipalities agreed." Mr Russo-"Not for \$250 a show."

**12. Adjournment**

Mr McWilliams-"If there's nothing else on the agenda I'll entertain a motion to adjourn." Mr Walker moved to adjourn the meeting at 7:15 p.m. Seconded by Mr Tatro. Mr McWilliams-"Hearing no discussion on the motion, all in favor say aye. (All in favor) Opposed?" (None opposed)

**MOTION CARRIES**

**NW PEG- TV BOARD OF DIRECTORS**

\_\_\_\_\_  
**David McWilliams, president**

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**Rick Tatro, vice-president**

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**Bill Walker**

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**Joey Russo**

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**Gregg Gervais**

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**Elizabeth Malone**

*Joan Jordan*  
Joan Jordan, Scribe