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1. CALL TO ORDER by Chairman David McWilliams at 6:00 p.m. at the Bellows Free Academy annex, St. Albans. Present for the board were Gregg Gervais, Marilyn Grunewald, Joey Russo, Rick Tatro, Bill Walker and Elizabeth Malone, Executive Director. Absent members included Lori Jordan and Larry Dugan.

2. Introduction of New Programming Coordinator Kris Hoyt.

By way of introduction, Executive Director Ms Malone said the new Programming Coordinator, among other duties, would be working with the after-school group at MVU in the fall.. Mr Hoyt told the board he would be teaching a video productions course at MVU, teaching students camera techniques, how to film and how to edit, in hopes that eventually they could start producing TV shows for the station through the school. He touched on ideas he had in mind -- one being a quarterly or monthly program where students would describe activities taking place at the school, as well as possibly having competitions and contests among students as well as other schools in the community. Ms Malone added that with these contests they could also use their connection with the Tech Center and the full time video production students. Mr Hoyt mentioned that he and the Executive Director had thought about possibly doing videos of the MVU shows, with an introduction by him, to be aired at the station.

3. Programming Report

The Chair advised their new Programming Coordinator that the station was always on the lookout for input and Mr Hoyt should feel free to pass information and ideas to staff members. Mr Tatro said that the task of alerting the station to happenings in outlying towns also applied to the board members representing those towns. Ideas were plentiful. Board members discussed increasing the distribution of their newsletters to include leaving copies at the local Comcast office, emailing them to producers, libraries and senior housing complexes, Meals on Wheels recipients and to any active viewers of Channel 15. who might be congregating. They considered feeding a scattered number of timely news releases to The Messenger and also interspersing the camera clips focused on Main Street traffic with station news content..

4. Executive Director's Report (attached)

The Chair, noting there were two sections to this report, invited questions on the Staff Section (None) He pointed out that in the Financial Section of her report, the Executive Director was looking for the board to transfer money. The Executive Director explained that back in the March time frame there was a motion to take some of the surplus from the year 2010, add \$30,000 and put it into a CD earmarked for the Building Fund. Originally the motion was to transfer it out of the Money Market account, she said, but their Money Market account was constantly feeding into their checking account to the amount of \$20,000 a month. At this point it's getting out of balance, she said. If you look at the account balance sheet, it's over \$100,00 in our checking account. I would personally feel more comfortable if we took that \$30,000 out of there just because it's a lot of money to have in the operating account.

46 **The Chair invited a motion from the board to act on the request to transfer the**
47 **requested funds to the building fund. Mr. Walker-"So moved." Seconded by Mr.**
48 **Gervais. Chair- Is there any discussion (None) All in favor of the motion say aye.**
49 **(All in favor. None opposed)**

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MOTION CARRIES

53 **5. Financial Report** (attached)

54 The Executive Director said the Financial Report included transactions all the way back
55 to May 1st. We've had two months off so it includes May, June and July's transactions.
56 I spelled out the splits for you, she said.. We discussed whenever there's a bill that
57 comes from multiple accounts such as in Shipping and Furniture, then I account for that
58 in the splits. Chair-We also need the board to sign one sheet. Executive Director--Yes.
59 The accounts, again, are all very healthy We just got in our Comcast payments for the
60 second quarter of the year. I'm pretty sure it's the highest amount we've ever gotten.
61 It's just a few hundred dollars shy of \$70,000. So our revenues are only increasing
62 which is a little surprising; in other areas they're decreasing. Does that mean the
63 number of Comcast subscribers are increasing, Mr Gervais asked. Executive Director-
64 It's tough to tell. Either the number of subscribers is increasing or the rates are
65 increasing. The Chair invited questions (None).

66

67 The Chair moved to a discussion of insurance coverage on their directors and officers.
68 He pointed to a cost of \$1250.- Mention was made to the name of Helena McDonald in
69 relation to insurance matters. The Executive Director advised that in October the
70 insurance people would get one more big payment in the area of their liability
71 insurance. Mr. Walker asked how Pay Data was working out. The reply from the
72 Executive Director was that it was working well and she had no complaints. Every
73 once in a while, she said, they would get a small glitch but typically it was regarded as a
74 lifesaver because the service took care of State and Federal filings for which she
75 subsequently received the paperwork.. Mr Tatro-What are you paying - \$35 a month?
76 Executive Director -No. We pay about \$35 bi-weekly but you pay per check. The
77 budget is looking healthy, as I said, and our revenues are going to be higher than
78 expected for the year.

79

80 Mr Tatro looked for an explanation for the purpose of two teleprompter cards recently
81 purchased. The Executive Director told him it was for anyone who had a prepared
82 piece to air, such as an introduction She added that the results were like night and day,
83 saying most people came in with material they were trying to memorize which
84 invariably turned out to be a hair-pulling process. She explained how this \$1200
85 advance in technology involved the use of a monitor and a glass plate and she said it
86 really worked. The Chair invited further questions. (None) .

87

88 **Chair-Is there a motion to accept the Financial Report? Mr. Walker moved to**
89 **accept the Financial Report. Seconded by Mrs Grunewald. Chair-Any further**
90 **discussion on the Financial Report? (None) All in favor of the motion say aye.**
91 **(All in favor. None opposed) Motion Carries.**

92 6. **Minutes** - April 18, and May 16
93 Chair-Any errors, additions or omissions in the minutes of April 18 and May 16? Mrs
94 Grunewald identified an error on page 4 of the minutes of May 16th where the word
95 'motion' was misspelled. **Mr Walker- I'll moved to accept, with the spelling**
96 **correction, the minutes of the meetings of April 18th and May 16th. Seconded by**
97 **Mrs. Grunewald. Chair-Is there further discussion on the minutes? (None) All in**
98 **favor of the minutes say aye. (All in favor. None opposed) Motion Carries.**
99

100 7. **Old Business**

101

102 a. Adopt Financial Manual

103 The Chair invited an update from the Executive Director and Mrs Grunewald along
104 with the final outcome. The Executive Director said she and Mrs Grunewald and the
105 Treasurer, Larry Dugan, had had what she thought was a good meeting in order to go
106 over the concerns that the Treasurer had emailed out to the board before the manual
107 went up for adoption the last time. She told the board that the Treasurer's input had
108 been good and insightful and in reviewing the manual again they had incorporated
109 many of the changes suggested. She noted a sheet containing the changes had been
110 distributed to members.

111

112 For his part, the Chair echoed the comments of the Executive Director pertaining to the
113 review of the Financial Manual. Larry Dugan, the treasurer, he said, had a lot of
114 questions but after sitting down with Elizabeth and Marilyn, the manual was done. He
115 said they would get down to preparing the article when it was time to adopt it. He
116 added that they were also going to set up a Schedule of Policies to review for this year
117 and next year. Executive Director -The big thing for the end of this year is we're going
118 to send out our policies for review by an attorney because we're using our best
119 knowledge to create these policies, but at the end if they don't stand up in court, there's
120 not a lot of reason to have them. I don't know how expensive that will be, she told the
121 board. The Chair thanked the Executive Director, Mrs Grunewald and the Treasurer,
122 Mr Dugan, for their commitment of time to this task. **He called for a motion to adopt**
123 **the Financial Manual.**

124

125 **Mr Tatro- I make a motion that we adopt the Financial Manual. Chair-Motion**
126 **has been made Is there a second? Seconded by Mr .Walker. The Chair called for**
127 **discussion.** Mr Walker-Should we mention what version this will be? Mr Gervais-I
128 have one here that's dated May 16th. Mr Tatro identified that as a version they had been
129 looking at at a previous meeting. Mr Walker added to his motion the adoption date of
130 August 15, 2011. **Chair -Is there any other discussion? (None) All in favor of the**
131 **motion and the friendly amendment to include the adoption date of August 15,**
132 **2011 say aye. (All in favor. None opposed) Motion Carries.**

133

134

135 b. Scholarships

136 Chair-Another item that's being distributed addresses the presentation of
137 scholarships. Mr Tatro said he would like to pass along kudos to whoever had been

138 responsible for choosing the three recipients of scholarship awards.. The Executive
139 Director advised him that the board had been responsible for having chosen the Stan
140 Beauregard and the Larry Dugan scholarship recipients and Dan Marlowe was
141 responsible for choosing the Paul Legassey scholarship winner. The Executive Director
142 added that they had received exactly as many scholarship applications as they had
143 scholarships to award. It was noted that one of the scholarship recipients, Kyle
144 Lumsden,.a graduate of MVU, was now enrolled in a 4-year broadcasting school in the
145 New York area.

146

147 **8. New Business**

148

149 **a. Board Training Class**

150 The Chair reminded the board they had wanted to hold a Board Training Class. He
151 added that the gentleman who was going to conduct the class was very good. The
152 Executive Director said the cost would be less than \$100 for the entire board. She said
153 she had sent out feelers to as many non-profits as she knew and it was her expectation
154 that the class would be full. She said she had spoken to the coordinator of the program
155 who offered the choice of them providing snacks for a small cost - or else the board
156 could choose to get several non-profits to contribute snacks and that would bring down
157 the cost for everyone participating. She noted there was no board training offered in
158 Franklin County and as a result the response for a class had been over-whelming. The
159 training will be held on Wednesday, October 26. The Chair suggested they create a
160 video for future reference.

161

162 **b. Update Contact Information**

163 The Executive Director said that she had obtained the contact information

164

165 **c. Review Board Schedule for 2011 and 2012**

166 Executive Director- We're just a little behind. We had originally scheduled the
167 bylaw update for this month but because the Financial Manual went forward, the bylaws
168 now need to be bumped forward as well. So The Executive Committee will work on
169 the bylaws in September and those will be up for adoption in November. Also we
170 have the Producer Program Policies which probably won't require a lot of work other
171 than just polishing. We pass those out to people interested in creating a show and need
172 to review information such as content limitations. We'll also be reviewing Goals for
173 2012, which, she said, should work out nicely because it will be bumped again until
174 November. Originally that was scheduled for October so it will come after the board
175 training. The Executive Director noted that the Subscribers meeting was scheduled for
176 November per their bylaws. The public and the 4 member towns are invited. It's an
177 occasion to choose P.E.G. representatives, i.e. Public representative chosen by the
178 public; Education - representatives appointed by a school board;. Government
179 representative chosen by government entities. The Executive Director said that in 2010
180 there were a number of people in attendance. In past Subscribers' meetings, a lack of
181 attendance had resulted in the board taking a role in helping volunteers to be named.
182 Looking ahead to the 2012 schedule, the Executive Director discussed the possibility of
183 changing the date of the annual Subscribers' meeting for the reason that it had proven a

Northwest PEG-TV Board of Directors
Meeting of August 15, 2011

184 little bit awkward in the past to have new people coming on to the board in November
185 just as board members were completing the final work of approving the budget.. Since
186 the date of the Subscribers' meeting was in their bylaws, the Executive Director said she
187 wanted to discuss the matter with the full board at this evening's meeting. She said if
188 they wanted to change the date in question they needed to do it tonight in order that the
189 Executive Committee was informed ahead of time. Based on when they chose to have
190 their Subscribers' meetings, she said, it might change the month in which they had their
191 full board meetings and their quarterly board meetings, etc. On the 2012 schedule, the
192 Executive Director said she had just moved the Subscribers' meeting back one month to
193 early October. Then the full board would meet that month and then elect their officers
194 that month and be able to finish out the year. She looked for response from the board.
195 The response was positive.

196
197 The Executive Director posed another question. She said this current year was the first
198 year they had gone to full quarterly board meetings - then have two months between
199 those quarterly board meeting and Executive Committee meetings.. She asked - If
200 you're on the Executive Board, how do you feel about that? If you're on the full board,
201 how do you feel? Do you feel like you're catching up? Mr Russo said he only needed
202 to know what night to come to a meeting. He added that they were in receipt of
203 information anyway and they were aware they could sit in on Executive Committee
204 meetings any time. The Executive Director looked for input on the schedule for the
205 rest of 2011 and into 2012. She said the schedule of meetings would be dealt with in
206 the bylaws. No objections were forthcoming and no motions were made at this time..
207

208 d. Resignation of Larry Dugan, Treasurer

209 The Chair acknowledged receipt of a letter from Mr. Dugan addressed to The
210 President. "Dear David, It's been a pleasure working with you and the board of NW
211 PEG -TV After serving the board for many years, I am now tendering my resignation
212 as Treasurer so that others may enjoy their participation in our local Access TV board
213 activity as much as I have. I know there are others now on the board who are available
214 for this position, so I am confident that the corporation will continue to grow in strength
215 and I'm proud of all we have accomplished.- Larry Dugan Chair -Larry will remain on
216 the board but he doesn't want to be Treasurer because he's out of state 4 or 5 months of
217 the year.

218
219 Chair-What I'd like to do, because I think we have to warn it because of filling that
220 position as Treasurer - is I'd like to put it on the agenda for our next monthly meeting.
221 Executive Director-.The next monthly meeting is scheduled to be an Executive
222 Committee meeting. The full board isn't scheduled to meet again until November but I
223 think we can fill our Executive Committee vacancy.

224
225 **Mr Tatro-I would 'be more than happy and honored to put forward the**
226 **nomination for Treasurer of Marilyn Grunewald.** (Mrs Grunewald expressed
227 interest) **Chair-The nomination has been made for Marilyn to be Treasurer. Do**
228 **you want to do it tonight? Mr Tatro-We've got a full board present. Why delay?**
229 **Seconded by Mr. Walker. Chair-Nomination has been made and seconded for**

230 **Marilyn Grunewald for Treasurer. Are there other nominations from the board?**
231 **(None) Chair- I'll entertain a motion that nominations be closed. Mr Gervais-I'll**
232 **make that motion. Chair-Motion has been made. Is there a second to the motion?**
233 **Seconded by Mr Russo. Chair-Is there further discussion? (None) All in favor of**
234 **the motion for Marilyn Grunewald as our new Treasurer for the rest of this year**
235 **and next year, please signify by saying aye. (All in favor.) Those opposed? (None**
236 **opposed) Motion Carries**

237

238 **Adjournment**

239 Chair- Any other issues before I close the meeting (None) They adjourned at 6:50 p.m.

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242 NW PEG-TV BOARD OF DIRECTORS

243

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245 **_____
President David McWilliams**

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248 **_____
Gregg Gervais**

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Marilyn Grunewald**

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Joey Russo**

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Rick Tatro**

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260 **_____
Bill Walker**

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263 **_____
Executive Director, Elizabeth Malone**

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265

266 Respectfully submitted,

267 Joan Jordan

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