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1. CALL TO ORDER by Chairman David McWilliams at 6:00 p.m. at the BFA Annex, St Albans. Present for the Board of Directors were Marilyn Grunewald, Lori Jordan, Rick Tatro, and Elizabeth Malone, Executive Director.. Staff present: Kris Hoyt. Absent members were Gregg Gervais and Joey Russo.

2. Programming Video Report.

Staffer Kris Hoyt introduced a short video of shows were currently being shown as well as some new items that appeared on the web site. Mr. Tatro suggested they change their 2- page Program Director's report from a paper report to a video report. Mr Hoyt agreed that was the direction they wanted to go and it should appear on the web site or the Facebook page or one of those options. The Executive Director said that would allow them to keep track of the number of times it had been viewed. Among other clips they showed the construction crew building the set of My Fair Lady, an upcoming local production in the newly- remodeled BFA auditorium. Asked about Missisquoi Valley Union. Mr. Hoyt commented that he was working with students at MVU putting together a short news package of school activities. He added that he had spoken with a MVU school administrator about possibly filming more student events and have it sent down here for broadcast.

Board member Lori Jordan described to Mr. Hoyt an educational program she had undertaken on the subject of aging. She said this program would be an offshoot of her consulting work with the Larkin Realty Group and an affiliated entity, Pillsbury Manor. This group is bringing the new senior community to a site on the south end of town heading towards Georgia.. They work with the senior community in Burlington as well and could possibly share programming. Mrs. Grunewald said she was interested in a subject along the same vein as that of Mrs Jordan - that being the psychological issue of dealing with aging and gradually, or all of a sudden being unable to deal with the things one used to do. She told Mrs. Jordan she didn't know what sources would speak to that. Mrs. Jordan commented that that she believed that could be incorporated in the senior planning which needed to start happening. The Executive Director suggested avenues for reaching that goal.

Mr. Tatro explained his vision of a way to recruiting new programming on Channels 15 and 16. He felt that a more direct approach than they had used in the past could be used in view of having an extra staff member on board. He said he was picturing a "white shirt and tie approach" i.e. actually sitting down with prospective users rather than waiting for interested parties to approach the station with suggestions. Mr. Hoyt responded that he had thought of inviting area leaders to address local issues at certain intervals of time. Mrs. Jordan suggested Jim Walsh, the Executive Director of the Chamber of Commerce and his regular "business mixers" as a possible source of programming activity. Mrs. Grunewald suggested holding business panels with some of the businesspeople in the area. Mr Hoyt said he had given thought to inviting restaurant chefs to prepared a favorite dish on camera. To the list, Mr. Tatro suggested having brainstorming sessions at their meetings for new programming ideas.

3. Executive Director's Report

The Chair invited input. The Executive Director said she had one item that wasn't included in her report. She advised that although cameras last for at least 6 years at this time they needed to purchase cameras. Because the cameras cost over \$2500 she said she needed their approval. She said it was still within the budgeted amount and would be taken out of Audio Visual Equipment. She informed them that their last camera purchase - either the end of 2010 or the beginning of 2011. She said their cameras were slowly aging, including 3 cameras that didn't record onto tapes well. She said they anticipated purchasing a Panasonic HD, to add to the one they presently had, which she said were slightly more advanced. A JVC cameras were another camera purchase, said to be needed as an entry-level camera that were used infrequently. The lowest bidders on each of the cameras, she said, was Access AV, a company out of New Hampshire, with whom they had dealt in the past.. She explained there were 3 comparative quotes in each packet. She said these were all HD cameras which was good because there was no worry about tapes. They were recording onto cards, making editing faster. She presented bids. The Executive Director said she would be ordering them all. from one company and consequently was looking for one motion. "If you'll authorize two JBC and one Panasonic, " she said.

62 **Mrs. Grunewald moved to authorize the Executive Director to purchase one Panasonic**
63 **cameras and two JVC cameras. Seconded by Mr Tatro. The Chair invited discussion on the**
64 **motion. Mrs. Grunewald noted that only one JVC camera was listed. The Executive Director**
65 **explained that was just to obtain the basic price. The dealer was not aware there were two**
66 **cameras needed at that time. Mrs.. Jordan verified that the JVC cameras were \$3,000 each**
67 **and the Executive Director responded that indeed they were very expensive. Chair- We've met**
68 **our policy of obtaining bids. He asked for further discussion. (None) All in favor of the**
69 **motion say aye. (All in favor) Those opposed? (None opposed)**

70

71

MOTION CARRIES

72

73 Executive Director-Our thanks to Mike Montagne as the technical coordinator. He is now responsible
74 for preparing all quotes for equipment. Also under my report, which didn't appear on the agenda, is
75 the Financial Report, which hopefully everybody got a copy of.

76

77 4. Financial Report.

78

79 Chair-Let's start with the front of the report. As you can see, Comcast: We're projected over more
80 than we thought by \$42,000 in the budget. That's the payment we receive from Comcast which is
81 actually the payment that comes from the subscribers. Payroll expenses seem to be within range.
82 We're safe. We're 54.9 percent into the budget. Executive Director-Keep in mind that these numbers
83 are through the end of August because we've moved our meeting up in the month.. It will always be
84 an extra month behind.

85

86 Mrs. Grunewald advised that one of the things she was doing as Treasurer was meeting with the
87 Executive Director once a week. She said sometimes it would be just a matter of handing her these
88 papers and she would look at them and to see if she had questions. She said it gave her the
89 opportunity to really get a handle on how things were working.. Executive Director- .Marilyn and I
90 will be going over the re checking account reconciliation. Chair-As you're aware, we're going to start
91 working on our budget for next year. Executive Director-The budget runs from January to
92 December. It's just a calendar year. Chair-All our health insurances are paid up to date? Executive
93 Director-"Absolutely." She told the board that there was nothing in particular outstanding to report.
94 Mrs. Grunewald-Are they increasing health insurance fees a lot? Executive Director-Yes. Chair-
95 Just to make you aware on the CDs, they're coming today We're just going to roll them over because
96 I don't think you'll get any more than one percent interest. Chair-These are all the checks that are
97 made and issued. He inquired about Primary Health Care. Executive Director - Primary Health
98 Care? That's reimbursing the deductible for employees. Thankfully, you have healthy employees.
99 The total hasn't gotten anywhere near \$1,000. for the year. It's very small.

100

101 Mrs.Jordan- Are we going to continue using the payroll service? Executive Director-Absolutely. I
102 don't feel real comfortable as someone who writes checks and receives checks at the same time.
103 It's very reasonable. It's less than \$40 every pay period which is every other week so it's less than
104 \$100. It's such a relief when I get all the things from the State and the Feds about what I need to file.
105 I just call them up and it's all taken care of. Thanks, Marilyn. Mr Tatro-That was a good move we
106 made. Chair-Any questions about the Financial Report? If not I'll take a motion.

107

108 **Mr. Tatro-I'll make a motion to accept the Financial Report as written. Seconded by Mrs**
109 **Grunewald. Chair-Motion has been made and seconded. Is there discussion? (None) All in**
110 **favor of the motion say aye. (All in favor) Those opposed? (None opposed)**

111

MOTION CARRIES

112

113

114

115 5. Old Business

116

117 a. Annual Dinner Discussion

118

119 The Executive Director said she wanted to bring up the question that costs keep rising and maybe
120 they should consider the cost for the annual dinner. This led to the reminder that they were spending
121 subscribers' money and perhaps they should be looking at other options. The Executive Director
122 presented the idea of combining two occasions. She said, We had 50 people at our annual dinner.
123 Then I think about our annual meeting. Last year we had about 20 people and we felt great about that.

124 Maybe we invite all those people? Maybe we don't have a full meal and maybe we serve Hors
125 d'oeuvres. That way we make the annual meeting more of a celebration. We make the annual dinner
126 more informative and we get some ideas. The response from the board was they preferred to keep
127 the occasions separate. Another suggestion came from Mrs. Grunewald who offered the thought that
128 they could hold it at the museum and bring in a caterer. She saw that as a big open space to hold it
129 and she didn't believe they would charge much for a non-profit organization. The response was that
130 the museum wasn't necessarily a celebratory location. Mrs. Jordan suggested they could have a
131 cocktail hour at One Federal for people who want to mingle after having held a meeting, which idea
132 was entirely not dismissed. Finally, the chairman suggested that they just put it out to bid within
133 their public access viewing area. That suggestion met with a warm reception but no destination was
134 decided upon. Kind of bittersweet touch was that everybody shared a few thoughts on what a nice
135 time they had had at the annual dinner.

136

137 6. New Business

138

139 a. Building Committee-

140

141 Mr. Tatro said when the committees were formed in the spring the Building Committee got together
142 within two week for their first meeting with the Executive Director, Mike Parizo and himself in
143 attendance. He said the President had called him with a edict, "You don't have a quorum there!"
144 Mr Tatro said they had needed the presence of one more member and as a result David McWilliams
145 was now a member of that committee. He added that he had spoken to Elizabeth about setting up a
146 meeting and she had suggested - and he agreed - that they postpone the next meeting and finalize
147 things in the fall. Mr Tatro said he looked forward to having their report completed by
148 Thanksgiving.

149

150 b. Enosburg Update

151

152 The Executive Director said that she and Chairman McWilliams were at the meeting on Friday
153 evening. She said there were only about 5 people from the Enosburg area who attended, but they had
154 all seemed interested in serving on the board, which is what they needed - to form a board.. She said
155 at this point she was working with Mr. King who was the major person working with Comcast to get
156 public access in Enosburg, but he was having his first child soon, and had already said he would be
157 phasing out although he's looking for new people. (Mrs. Jordan and Mrs Grunewald offered the
158 names of potential interested parties to contact) Ms Malone gave as the reason they volunteered
159 their time in Enosburg was that anything they could do to help Franklin County's public access also
160 helped them.

161

162 c. Bylaw Review

163

164 Executive Director-You should have your bylaws from 2008 as well as the suggestions that I sent out.
165 I'll highlight each suggestion: We'll start with the big ones.

166

167 1. Members of the organization: Currently members are described in Section 402, the 2nd page. The
168 subscribers are serving as members. The issue is that there's nothing in Rule 8 of the Pubic Service
169 Board, which is what guides all that we do, that describes the subscribers as being the only ones who
170 can benefit from our service. As history shows, I think we've had 3 board members who have not
171 been subscribers that have been on the board. That already defeats our rule of subscribers being
172 members. I would suggest that we remove the word "subscriber" and insert the word "member". It
173 just simply opens it up to all the communities. When we're trying to reach out to more people, I
174 don't think we want to limit that any more than we have to. A further recommendation along the
175 lines of membership would be to extend membership, as we do casually, to people who do not have
176 public access service. For now, there are 8 towns in our county that have no public access service. So
177 we allow the residents to make shows, etc. in our belief that everyone should have the opportunity to
178 have public access. This provision that I wrote up, however, would require them to donate in some
179 way; either a small fee, such as \$40 - or - and this would be preferable- that they donate their
180 volunteer time. (She said she had put down 20 hours per year.)

181

182 The Executive Director advised that the only consequence would be if there were someone who was
183 active, who was volunteering, or willing to pay the dues, they would then have a vote at the annual
184 meeting. (The majority of the board members responded favorably to the foregoing suggestion. A
185 lengthy discussion ensued with Mr. Tatro offered a dissenting opinion, saying he thought it was

186 important for a person as well to know the nuts and bolts of the organization that they were
187 representing. Executive Director- We'll get to this in a minute- how people are appointed. They're
188 either appointed to serve by an elected board or they're elected by the public at large at our annual
189 meeting. We've got to decide "subscriber or member" and we've also got to decide the criteria of a
190 board member. Mrs. Jordan-In a way .it is kind of preferable if they're going to be a board member
191 - but maybe just not on the Executive Board? Mrs Grunewald said she might not select a member
192 who had no connection to PEG Access on the board, but she added that she didn't know how you
193 could differentiate. Executive Director-Right. Why would somebody want to do the work to attend
194 the meetings...Mrs Jordan said she could relate somewhat to what Mr. Tatro was saying because part
195 of being on a board was .guiding the organization. She expressed doubts if a person didn't know
196 what was going on other than internally - but not externally, it would be difficult to guide.

197
198 The discussion continued on. The Executive Director conceded that she wouldn't want a whole board
199 consisting of non-subscribers, but she didn't believe that they should exclude people. (The President
200 quoted from Sections 501 and 404) Mrs. Grunewald- We should certainly operate like a business,
201 but we are a non-profit organization , and I believe it clearly states it's a community organization;
202 that it doesn't belong to the people who are .paying their monthly bills of \$50. Executive Director-
203 There is no reference to the rights of a subscriber in Rule 8. Therefore, the subscriber has no unique
204 rights. Mr Tatro-You're all saying we just come in here generically. Executive Director-Let's think
205 about other non-profits. Think about United Way's board or NCISS' board. I bet none of those
206 board members are recipients of the services but they know how the operation runs and that's their
207 job. . Mrs Grunewald said that could be said of schools as well. Mrs. Grunewald-Right. They've
208 learned. Mr. Tatro-But they're paying taxes to the school so they have a financial investment so
209 there's an attachment there.

210
211 Mrs Jordan-I think I think I have the difference. When you take a board like NCSS, or the hospital,
212 they seek people that bring certain knowledge - whether financial, legal knowledge, or operation
213 management, or whatever. Executive Director- We would seek people if we could but we don't have
214 that advantage so we take anybody that we can get. Mrs Grunewald-Or you could sit there and say,
215 We really want an accountant or we want a lawyer and just go out and ask or seek those people.
216 Probably the Selectboard is the only place that nominates people to be on this board. Chair-I think
217 as far as the main Executive Committee, it should be viewers that are on the Executive Committee.

218
219 Mr Tatro-If you want to do a compromise; if you want to play politics here tonight, I would go along
220 with the Chairman and allow them to be on the board but not be on the Executive Committee. The
221 board members agreed to that compromise. Mrs Grunewald-Yes. I'm happy with what David said.
222 Mrs Jordan-Then you would have diversity on the board

223
224 2. Executive Director.- said there were not many people that chose their directors the way we do.
225 Some do but must don't. Most have abandoned this way Our current bylaws would add up to a board
226 of 25 directors. One way that it's done by several other AMOs is they simply pick a number that
227 says we will have a board of up to 9 people and it will be elected at our annual meeting, say. That can
228 be by proxy. Someone can be out. It doesn't mean that you would no longer be able to go back and
229 report to the town or the city council that you're from. You could still do that, but there's no longer
230 the restriction of, "Thou shalt have one person appointed by MVU; one person appointed by
231 Highgate School ; one person appointed by Sheldon School"; Mrs. Grunewald-It doesn't happen.
232 Executive Director-Right. I guess that's the reality. We can keep it the same way and just have the
233 huge absence on the board or deal with reality. Mr. Tatro and Mrs. Grunewald recalled the unwieldy
234 process that once prevailed involving city and elementary school boards, where every ward had to be
235 represented and they could not get the number of people in certain wards. Executive Director-So is
236 everyone comfortable with that? (The response is unanimously in favor)

237
238 Executive Director - Okay. We'll switch to electing at the annual meeting. It will be the typical
239 thing- maybe 3 board members every year. What we need to decide or at least recommend to the full
240 board is a number. What do we want for our full board? Mrs Grunewald - And how long would the
241 terms be?. She recommend a practice that was followed in Rutland where people were elected by
242 the members and information was disseminated by putting enclosures into bills. Executive
243 Director- I like that. How many board members do we want for the full board? Right now we're
244 almost at 9, if Jill Snapp joins us. Mrs. Jordan-It needs to be an odd number. Mr Tatro-Too many
245 cooks spoil the broth. I would stop at nine. We get more work done with a small group. Mrs
246 Grunewald agreed. (The board chose 9 board members) Executive Director-How long do you want
247 for terms - two years or three years? Mrs. Gruewald - You could stagger them at 2 or 3.years.

248 Executive Director- Let's pick one or the other so it's simpler. Mrs. Grunewald-So not have some
249 with 2-year terms and some with 3? Mrs. Jordan- So after serving 2 years, then what? Executive
250 Director-There doesn't have to be term limits. It would just be after 2 years they could be reelected.
251 So let's say you're elected in 2012. In 2013 you wouldn't be reelected. In 2014 you'd ask for
252 reelection for a 2 year term. Mr Tatro-I'm a little confused. David and I are both from St. Albans
253 Town. The Town Selectboard appointed us for 3 years. Do we go through them in the future?
254 Executive Director-No. We'd all come together and somebody will say, I make a motion that we
255 elect Rick Tatro for a 2-year term. Mr Tatro-So when I get a letter from the Selectboard that my
256 term is complete, it will be up the board to reappoint me? Executive Director-Not the board. It
257 would happen at the annual meeting. Chair-The Directors are here at the meeting? Executive
258 Director-Not the Directors. It's the entire membership. Anybody who shows up at the public
259 meeting; Or if we put it out further - If we put it out to vote among all of our subscribers. That might
260 be a good idea. Chair-Too costly. Executive Director-No, it's free. Chair-I know but you'd only do
261 it once a year, or is it twice a year. Executive Director-Well, we'd only have to do it once a year
262 before our annual meeting. Mrs. Grunewald- Once a year and Comcast would have to put it into their
263 bills. Executive Director-Right. Mrs. Grunewald-We wouldn't send anything out.

264
265 Mr. Tatro-Can we set it up - if we're doing nine - where it's three, three and three? Executive
266 Director-Absolutely. Mrs. Grunewald-Yes. **So in that case we want 3-year terms.** Mr. Tatro-Just
267 say David is president next year - so what date? Executive Director-The annual meeting will be in
268 October. Mr Tatro-Okay. So David gets voted out in October. As president, his term is still going?
269 Executive Director-No. The board as a whole gets elected. Then that board will elect its officers. So
270 the officers can change every single year because the board can potentially change every year. Mr
271 Tatro-So David would finish his term out until November if he got voted out in October? Executive
272 Director-As it is, David has to be reelected as board President 9n -. We're going to change the bylaw
273 dates - but either in January or February. So as it is anyway, David has to be reelected. We do
274 officers every single year and we always will. Chair-In January? Executive Director-It's going to
275 change because we're going to change our annual meeting. So as it is, we would vote for 3 new
276 people in 2012- although not necessarily new people. Those people would not be up for reelection
277 until 2015. Then we would have a batch in 2013 and a batch in 2014; always 3 and always 3 years. I
278 think that would be easy.

279
280 Mr Tatro-Also we would be conscious to be top-heavy with too many St. Albans people? Mrs.
281 Grunewald-Like we are now. Executive Director- I think it may be only natural. It's the most
282 populated center. Mr Tatro-But we do have Highgate and Swanton now so that's a good thing. The
283 good news is we've covered the two biggest parts. The rest we're going to sort through.

284 285 Board Meeting Times

286
287 Executive Director -For board meeting times I would recommend that we remove the listing that says
288 the day of the week and the week of the month that we must meet. Instead we can put more open
289 language so that we can make change that as needed. As it is, we have to change this part of the
290 bylaws because we had to change the schedule. It doesn't seem to make sense that we have to
291 rewriting the bylaw every time we reschedule the meeting. Okay?

292 293 The Indemnification Policy

294
295 Executive Director-The next piece is something really important to have in there - the
296 Indemnification policy. This is for the protection for each of the board members. So long as a board
297 member is acting in good faith, they will not be individually held responsible for any legal issue. It
298 would just be the organization that assumes legal responsibility, assuming that it was done in good
299 faith. Mrs. .Grunewald-But also understand that anybody can sue all of us as individuals. But this
300 language here protects us a group. So anybody can sue anybody. Mrs. Jordan-We have insurance.
301 Chair-Yes. We pay a lot of money. It's through Hackett, Valine and MacDonald. The Executive
302 Director- Questions? (None)

303 304 Non-discrimination Statement

305
306 Executive Director-We do not have a Non-discrimination statement. These are pretty common in
307 bylaws. I would suggest we add those - just a sentence saying that we will not discriminate. (Board
308 members indicate agreement)

309

310 Executive Director -Even smaller changes: On the first page under Section B of the bylaws. At the
311 bottom it says: To distribute these programs on cable television channels and other publicly-
312 accessible telecommunications network facilities as it deems appropriate...These other pathways may
313 include - (and there's really no reason to have these listed Almost all of them are completely
314 irrelevant and no longer functioning in today's world) - I'd just like to suggest that we cut out that
315 whole section about- "These may include but are not limited to..." and just leave the first sentence
316 which is completely open: "Other publicly - accessible telecommunication network facilities."
317 Questions? (None)

318
319 Annual Meeting

320
321 The Executive Director said they had talked the previous month about moving their annual meeting
322 to August instead of November and they had to make that change in the bylaws. She said if no one
323 had changed their feelings on it, she would go ahead and change that because November seemed a
324 little late to be putting new board members on the board. Questions? (None)

325
326 Check Signing

327
328 The Executive Director said the last item was check signing. The bylaws say Section .303, which is
329 the second to the last page. It's under Checks, Drafts, etc. It says that checks must be signed for by
330 he president and the treasurer. I'm just going to change that because we only have one Executive
331 Committee member signing these instead of multiple people. Chair- It makes it better. Mrs
332 Grunewald-I can't remember. Do we have any amounts where we do require two signatures on the
333 checks? The Executive Director replied that she could go back and look in the manual to see what
334 they did. Mrs Grunewald-Yes. There will probably be some amount clarified here. Executive
335 Director-Yes. Chair-So those changes will be for next month's meeting? Executive Director - Yes.
336 Next month I'll put that together. I'll talk with you more about that because next month is the annual
337 meeting so I don't want to keep people out too long that night so we'll talk more about that.

338
339 Mrs. Grunewald-I have one thing under Articles, Books and Records. It talks about the board should
340 keep correct and complete books and records of accounts and minutes, etc. I'm not sure as a board
341 that we're doing that so it seems to me it should say the Executive Director on behalf of the board
342 shall keep correct and complete books and records because none of us - I mean I'm starting to keep
343 financial stuff. Is anybody doing that? Executive Director- I wonder if we should just keep that like
344 that's how we operate but not put it in the bylaws just because the Secretary of State expects that the
345 secretary is maintaining minutes. Mrs. Grunewald -True. Executive Director-I don't know that we
346 should point out that we're not. I mean we have them. Mrs. Jordan- No. I don't think we need to
347 because I'm not. I stopped doing that so maybe we should talk about it. Really the job of a secretary
348 is to maintain certain files. I haven't been and I'm not really doing my job. I feel like I love being on
349 the Executive Committee because I love to help guide in that way but really I don't have the time to
350 do any more than what I'm doing by coming to these meetings. The Executive Director suggested
351 talking about it when the full board was together and see if we can find someone else interested?
352 Chair-I think by the State of Vermont's Secretary of State's office we have to have our financial
353 reports and minutes on the ground so if someone walks in here and wants copies of them right then,
354 we have to produce them.

355
356 Executive Director-Well, you don't have to produce them the same day. There's a reasonable amount
357 of time. Mrs. Jordan asked if the board minutes were on file. The Executive Director replied that she
358 kept them religiously. I have every single page since I started. I'm very serious about that kind of
359 thing, she said. Mr Tatro- I clean this out every quarter because we accumulate a lot of paper. I'm
360 always under the assumption that somebody has got all these records somewhere. Executive
361 Director-I take that very seriously. Mr Tatro-Then somebody is keeping all the records. Mrs.
362 Jordan-But how we conduct our business needs to be outlined in these bylaws. The secretary has a
363 certain set of expectations. I will be very clear in telling you that I'm not doing that. Chair-That's one
364 of the reasons why we hired a secretary. Executive Director- I'll ask. It's very common that
365 Executive Directors do have to take care of this. Mrs. Grunewald-In the Superintendent's office or
366 the United Way office I don't think the secretaries are doing that stuff. Mrs Jordan-So clarification on
367 that would be really appreciated. Mrs. Grunewald-It's on behalf of the board. Chair-Are you going to
368 make that change now? The Executive Director said she would call the Secretary of State's office and
369 get a ruling.

370
371 d. First Review of 2012 Budget

372

373 The Executive Secretary said the budget looked a little different this time for a couple of reasons.
374 First, the names of the accounts which she said were really important in how they did their
375 accounting, were kind of jumbled. For instance, she said, some didn't necessarily apply to their
376 business or she had tried to make things fit where they didn't necessarily fit. She said she had started
377 fresh and noted that the account names all lined up with their 990 form that they had to file at the end
378 of every year. She said it make the accounting more streamlined and it also would hold more appeal
379 to the eyes of the IRS. She said she would be happy to answer questions. In addition to the name
380 changes, she said, all the way to the left where she had included the amounts, she included what their
381 budget would be without rent, assuming that nothing changed in their lives and they stayed right here.
382 She added that since they had the building committee and the responsibility of having accumulated
383 the building fund, they had to start to consider what it would be if they didn't receive the rate and the
384 great and wonderful donation of their space from BFA. She said those numbers were in the
385 furthestmost left hand column and said "with rent". The reason for saying "with rent" instead of
386 "mortgage", she explained, was that rent was easier than trying to estimate a mortgage, which are
387 subject to many variables. Any differences between the two are highlighted in red. There are no
388 large changes from 2011's budget. She said she decreased the Special Approval expense, which was
389 down to \$5000 as opposed to \$10,000. She said it wasn't an account that ever got used. It typically
390 just got rolled over to the following year's budget. She could see no problem with just decreasing
391 that down to \$5000 she said. Were we dealing with rent we would probably just eliminate that item.
392 We have such a diversified budget, a Special Approval account really isn't needed because we have
393 so many different accounts to deal with. Questions?

394

395 Mrs. Jordan-Under the Direct Public Support and Underwriting Income it says:. With rent: \$3,000.
396 Without Rent: \$1,000. I don't understand that. Executive Director- For Underwriting, I set a goal of
397 earning \$1000 for the coming year. That's the only goal. Comcast is straight revenue. I'd be very
398 surprised if we don't get this budget amount. Mrs. Jordan- So if we were renting a facility, you're
399 saying your goal would be to get \$3000? Executive Director-That's right. Mrs Jordan- Next.
400 Investments, interest income would stay the same? Executive Director-Absolutely. Mrs. Jordan -
401 Capital expenses, Audio/Video: Why would that go down \$5000? Executive Director-Well, we
402 wouldn't have as much money to begin with so we wouldn't be able to spend as much money on
403 equipment. Chair-If you're going to be paying rent, you've got to start cutting out something. Like
404 for the yearly party you might give them gift certificates to McDonald's. (laughter) Mrs Jordan-
405 Capital Expense, Software. Furniture - office. Executive Director-That I also brought down from
406 2011 amount as well - the \$1000. It was \$1500 I think. Mrs. Jordan -Capital Expense, Software,
407 less, the thing is would our quality of service come down? Executive Director-That's why I
408 decreased some of the Capital Expenses rather than the Operating Expenses. I tried to leave the
409 Operating Expenses alone because that's where you deal with service. Capital is about what you
410 have. Chair-If you start cutting benefits to employees, you're not going to keep employees.
411 Executive Director-It's purely hypothetical to get people thinking about we'd have to look at.

412

413 Mr Tatro-Why would we put this on record? Chair-This is just a proposal. It's something that If we
414 have to look in the future we're looking at it now so we can be prepared. Executive Director-Right.
415 And what Lori is giving me is exactly what I want. I want to know what the board is concerned
416 about before we find out that next year we have to rent. It's better that I hear this now. Mrs. Jordan-
417 The first thing I would say immediately say is the goal of \$3000 is not nearly enough. If we're
418 thinking about a facility at \$3000...Executive Director- Right. But that does balance out. It balances
419 out with what our expenses would be. I projected \$31000 expenses based on what the Colchester
420 channel which has more space than we would need and because it's in Colchester to begin with. Mrs.
421 Jordan-I feel like \$3000 is a very minimal goal. Executive Director-But it would be our first year
422 and we haven't even tested the waters yet. That's why I didn't over-project. One of the realities
423 around the chances? Do we have a contract? Executive Director- No. That's why we have to think
424 into the future like this. That's why I keep working with our staff, too. I keep saying, this is the year
425 we may be able to afford this. This may not be the case next year or the following year...We need to
426 think how we spend our dollars. I'm working with them to be more energy- efficient so they learn to
427 do that. If they're doing it now before we would have to start paying utilities, it makes all the more
428 dollars we're saving in the future. Mrs. Jordan-Do you have any ideas on possibilities? Executive
429 Director-No. That's what we're leaving to the Building Committee and that's what you'll be presented
430 with when you get that report. Mr Tatro-I have a better understanding. Thank you.

431

432 Executive Director-One thing I will say under Operating is that the payroll Health and Life
433 insurances include a 15 percent increase in Health Insurance and only a 5 percent increase in Dental,

434 which our agent suggested. As for the payroll salaries and wages, I'm asking for a 3 percent
435 increase. If you want to wait and do that with the full board I can put that on the agenda. Do you
436 want to wait? (The answer was yes) Questions? (None) Executive Director- When we change the
437 bylaws it's going to change when the quarterly meetings are. I'll let you know.

438

439 e. Annual Meeting Preparation

440

441 Executive Director-I think the last thing before Executive Session is Annual Meeting preparation.
442 I've been gathering thoughts from you as we've spoken though, including a little more mingling and
443 a gathering of ideas. Kris Hoyt is going to have a video ready for that - probably a little more
444 encompassing, faster-paced, and maybe shorter clips and she would provide a snapshot of what they
445 do. She told the board that the meeting needed to be held in their own location as she had made that
446 fact known in various places. Any more thoughts on the Annual Meeting? She said she would speak
447 to the Chair about whether there would be a board meeting to follow the occasion. Mrs. Grunewald
448 suggested they think about having it in a local restaurant the next year.

449

450 Mr Tatro brought up the topic of **scholarships**. He suggested, since it was October, they think about
451 putting out feelers for an increase in the number of scholarship applications. The Executive Director
452 said the Paul Legassey scholarship was very specific but they had talked about turning the others into
453 a video contest. They'd have to submit their videos and some sort of application. She said she
454 thought they might finally get multiple entries. Mr Tatro-What if you're just a journalist - a writer?
455 You might be getting too specific with just videos. Mrs. Grunewald -It could be a project that's "not
456 limited to" Executive. Director-Or we could just separate the two. We could just have the traditional
457 journalism award - the traditional pattern, and then just try one as a video contest. She added that the
458 work with the Tech Center had always been rewarding. Mrs. Jordan was of the opinion that the
459 subject should be raised at the annual meeting. The Chair-suggested it should appear on bulletin
460 boards. Mrs Grunewald provided the information that she had learned there was a booklet from
461 guidance counselors published every year in February on the subject of availability of scholarships to
462 which they had not subscribed in the past. She suggested they avail themselves of this opportunity.
463 The Chair was in favor of that suggestion. They talked at length of the possibilities. Chair-We need
464 to adjourn the regular meeting and enter Executive Session.

465

466 Discuss Evaluation Process

467

468 The Executive Director prefaced her remarks by saying that Mrs. Grunewald had asked her to prepare
469 a list of her goals before the board proceeded with this review and that copies were available. Also
470 she told them that Lori. Jordan had offered her a thought-provoking comment about the process that
471 she had taken away and wanted to be sure they talked about. As the crux of the task, she informed
472 them that it wasn't an easy process. She said in researching how the process should be done, she
473 had found a lot of places that did it really badly, or didn't do it at all. The Chairman's opinion was
474 that evaluations served to maybe improve employees in an area in which they might be weak and
475 gave the board a chance to determine whether an employee could grow in value if provided with
476 additional training. Mr Tatro said to him the most important thing was what an employee had done to
477 date because that way the employee is held accountable. Lori Jordan's take on the process was that it
478 wasn't really a personal thing. She saw it as a performance measure, and from a business standpoint
479 she believed it was a return on investment. By way of recommendations, she said in the initial goal
480 process there should be an action plan. She gave a lighthearted view to the board, saying those were
481 the only reasons she could see that evaluations were good, because there was nothing else that was
482 good about them.

483

484 The Executive Director was ready with encouragement, saying, "You had a very strong reaction,
485 Lori. Can you say a little more? When I first sent this out you had a very succinct reply. Mrs.
486 Jordan-They're so yucky! Executive Director- That's the word I got It was a yuck. Mrs. Jordan said
487 that had to do with the fact that they were a very small group and that, besides being professional,
488 they had become attached to one another, which seemed to make it hard. She wrapped it up by
489 commenting that she thought it was all about achieving goals. Goals makes us feel good when we
490 reach them, she said.. Mrs. Grunewald agreed, saying that was where she was coming from. Nobody
491 is perfect and if I were sitting in that position, I would want the feedback of, What can I do better?
492 What would you like to see me spend more time on? The Executive Director described her initial
493 task of evaluating a coworker this fall and the trepidation that both had felt .She said in the end she
494 had regarded it as a great success because there were things the employee was charged with doing

495 that she didn't understand why he was doing them and vice versa. She said she was sold on the
496 process even though it had made them uncomfortable for the moment.

497
498 **Adjournment**

499 **The Chair invited a motion to adjourn the regular meeting. Mr Tatro made a motion to**
500 **adjourn the Executive Board meeting at 8:00 p.m. Seconded by Mrs Grunewald. The Chair**
501 **called for discussion. (None) All in favor? (All in favor. None opposed)**

502
503 **MOTION CARRIES**

504
505 **7. Executive Session-Personnel: Executive Director's Review**

506 **The Chair called for a motion to enter Executive Session pertaining to Personnel. Mrs.**
507 **Jordan- I move that we go into Executive Session to discuss Personnel. Chair-Is there a**
508 **second to the motion? Seconded by Mr. Tatro. Chair-Is there discussion on the motion?**
509 **(None) All in favor? (All in favor) Opposed? (None opposed)**

510
511 **MOTION CARRIES**

512
513
514 **NW PEG-TV BOARD OF DIRECTORS**

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516 _____
517 **President- David McWilliams**

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519 _____
520 **Vice -Chairman Rick Tatro**

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523 **Marilyn Grunewald**

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525 _____
526 **Lori Jordan**

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529 **Executive Director, Elizabeth Malone**

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534 **Joan Jordan, Scribe**

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