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Northwest PEG-TV Board of Directors Meeting
Meeting of December 5, 2011

1. CALL TO ORDER at 6:00 p.m. by President David McWilliams at the BFA- St. Albans Library. Present for the Board were Gregg Gervais, Marilyn Grunewald, Joey Russo, Rick Tatro, Elizabeth Malone, and prospective Board member Jill Snapp. Absent were Lori Jordan, Bill Walker and Larry Dugin

2. Programming Video Report

The agenda item -the Programming Video Report- will be moved to appear towards the end of the agenda items around #7.

3. Financial Report

The Chair invited a motion to cover the Detailed Account Transactions.

Mr. Tatro-I will make a Motion that we accept the Financial Report as written.

Before the motion was seconded, the Executive Director requested of the president that the motion include all the Financial Report account headings - Transactions, Account Balances and Profit and Loss -together, as they usually included them, in one motion.. The president agreed. Mr. Tatro said what he usually did, too, was to look to the person who was Treasurer and ask, "Madame Treasurer, did you find any discrepancies? Mrs. Grunewald replied that there were no discrepancies.. She said if the board would like to hear a monthly report from her instead of from the Executive Director, she would do that. Mr. Tatro and the president agreed that that would be appropriate for the reason that Mrs.. Grunewald held the title of Treasurer. Mrs. Grunewald said she would work toward that end in the future. The Executive Director added that since October had been a quiet month she had little activity to share with the board..

Mr. Tatro stated that he had made an earlier motion. He advised that he had reviewed the Financial Report and found no discrepancies. The president echoed that statement. As an item worthy of mention in the report, Mr. Tatro touched on Pay Back Vacations.. The Executive Director summarized the policy which appeared in their Employee Handbook as making employees eligible, after 7 years of service, with the option of one week vacation buy- back. She added the information for the board that she had made use of that option. The president said he had a question, which appeared under New Business as well on the agenda item (e)-Long Term Investment Discussion, which he said was their TD Bank's 12-month CD. He said he would like to delay approving this item until such time as they had reviewed it. The Treasurer responded by saying she had been waiting to hear from the Executive Director as to whether or not TD Bank was going to penalize them or not. She said the answer was they were not going to be penalized, adding that there were only a few remaining questions. I don't know whether

47 you want to ask for the motion now, she said. The Executive Director saw that as a
48 separate motion. She said they needed a motion to empower the Treasurer and the
49 Executive Committee to transfer that money into a higher interest-bearing account.
50

51 **(The board revisited Mr. Tatro's initial motion to approve the Financial Report)**
52 **President - We need a second for that motion.. Seconded by Mr. Russo.**
53 **President-Is there any further discussion? (None) President- All in favor of the**
54 **motion, say aye. (All in favor) Those opposed say nay. (None opposed)**
55

56 **MOTION CARRIES**
57

58 **Mr. Russo made the motion that they move the Long Term Investment funds to a**
59 **higher interest CD Account - one that is insured because there are some which are**
60 **not insured. Seconded by Mr. Tatro. President-Is there more discussion on the**
61 **motion? Mr. Tatro-Yes. So it's currently at TD Bank and you're looking to move**
62 **it where? The Treasurer said they were not sure yet. Addressing the Treasurer,**
63 **Mr. Tatro stated, So you're investigating it and we're empowering you to**
64 **investigate it and just do it once you're happy. Executive Director-We need all**
65 **four signatures. President-Is there further discussion? (None) All in favor of the**
66 **motion say aye. (All in favor) All those opposed say nay. (None opposed)**
67

68 **MOTION CARRIES**
69

70 **4. Executive Director's Report**
71

72 The Executive Director advised that the updates related to her report would appear later
73 in the agenda. She said it contained the fact that the Treasurer had talked about the
74 Building Fund investments, adding the fact they would have to move that this month..
75 She said as for the insurance quotes, she had only received one as of this date. She
76 advised that they needed a motion now to empower the president to sign the lowest
77 insurance quote. She said that policy would be due for renewal by the 17th of
78 December, which would occur before the date of their next board meeting. The
79 Executive Director said they were currently getting their insurance through Hackett,
80 Valine and MacDonald. What happens, she told the board, was that each agency out
81 there went out searching for the lowest rate among the different companies and came
82 back with no appreciable difference. She added that she was still awaiting an answer
83 from the Allen Agency in Williston. She said she now had two companies competing
84 against one another to do approximately the same thing. The president invited a
85 motion.
86

87 **Mrs. Grunewald made a motion to empower the president to approve the**
88 **insurance quote covering directors and board members. Seconded by Mr. Tatro.**
89 **The president invited discussion, adding the information that the motion was to**
90 **cover liability. Mrs. Grunewald-Yes. Mr. Russo requested a copy of same.**
91 **President-All in favor of the motion say aye. (All in favor) All opposed say nay.**
92 **(None opposed)**

93
94 **MOTION CARRIES**
95

96 **5. Old Business**

97
98 a. Review 2012 Budget
99

100 The Executive Director noted that the 2012 was unchanged since their review; tonight
101 being the second proposal and the third time they were looking at the budget for 2012.
102 She said if no questions remained, the board needed to approve the budget tonight in
103 anticipation of the start of 2012. They discussed whether or not an action had already
104 been taken to approve pay raises. They came to the conclusion that an action taken in
105 November had not included an action regarding pay raises. The Executive Director said
106 the matter had come up in Executive Session at which minutes would not have been
107 taken. The president didn't see it as a problem. He noted they had already held a
108 discussion on the topic of an across-the board- three percent pay raise.
109

110 Mr. Russo asked whether or not board members got background checks. The Executive
111 Director said no. She explained they only did background checks on employees. The
112 president explained that if BFA were to make that request of them, they would have to
113 comply. The Executive Director said no such request had been made of their volunteers
114 either. Mr Russo said he thought it would just show that they were holding themselves
115 to a higher standard and doing their due diligence. . He said there was a potential for
116 things to go in an unfavorable direction. The Treasurer spoke positively in regard to her
117 experience with background checks for volunteers. She said they were simple and easy.
118 The Executive Director said the price tag was about \$20. Mr. Tatro saw no problem
119 with background checks. The Executive Director suggested they put it off until the
120 January agenda for discussion. She told the board that she had some reservations on
121 background checks for the reason that the last thing she wanted was something that
122 would discourage someone new from coming in to - say - learn how to edit They
123 settled on a January discussion.
124

125 Mr. Russo switched to the topic of equipment and the need to keep it in good repair.
126 The Executive Director told him that for the most part all their equipment had to be sent
127 back to the factory. The president said their equipment had bar codes on it so in the
128 event they had to put a lot of money into it, then the machine would pick up on that fact.
129 If, for example, they had spent \$2000 repairing a camera that cost \$4000, it was time to
130 get rid of it. Asked if they had in fact instituted the use of a maintenance log, the
131 president said yes, adding that it was still their practice. The Executive Director said
132 there was in most cases no one in the state that had the ability to fix their equipment.
133 No further questions were heard on the 2012 budget. The president invited a motion to
134 approve the 2012 budget.
135

136 **The Treasurer, Mrs. Grunewald moved to approve the 2012 Budget. Seconded by**
137 **Mr. Gervais.** The president called for discussion. He noted that the 2012 budget
138 included the three percent increase in pay, which applied to employees only, including

139 full and part-time employees. He asked if that was the understanding of board
140 members, all of whom who expressed agreement. Mr. Tatro said he presumed the
141 subject had been discussed last month. The president said yes. Mr. Tatro offered the
142 opinion that the 3 percent raise being given to employees for 2012 was fair. He added
143 that in 2011, the fact of the matter was the average pay raise for employees in this
144 country was only a half of a percent, so he thought this year's 3 percent was generous.
145 Not to get too economical here, he said, but the rate of inflation even during this
146 recession had been practically nil. **The president noted that the motion had been**
147 **made and seconded and no further discussion. All in favor of the motion say aye.**
148 **(All in favor) All opposed say nay. (None opposed)**
149

150 MOTION CARRIES

151 152 **6. New Business**

153 154 **a. Review 2012 Board Schedule**

155
156 The president asked if there was anything the members would like to change before
157 they accepted the 2012 board schedule. The Executive Director explained that she had
158 updated this just from feedback she had received in the last couple of meetings. She
159 summarized that all board meetings were now full board meetings. She added that she
160 had now ordered quarterly goal reviews, and they would actually be building goals in
161 January again. She said the annual meeting had been moved back to October, which
162 allowed time to get new board members somewhat involved in the budget and the
163 building of goals. She added that for the coming year she had added a review of the
164 Annual Report which they had to file with Comcast and the Public Service Board. She
165 said the board would be able to see that before its submittal. Also a review of the IRS
166 990 form, which the IRS preferred to have the Board of Director review before it's
167 submitted. She said the agenda items enumerated were not limited. She said she was
168 supplying the basic framework.

169
170 Mr Tatro said for the past two years they had held summary sessions. He said he was
171 appreciative of that fact, even though their meetings were not long, it hadn't hindered
172 the process. The Executive Director said because they do fewer shows in the
173 summertime, they were able to do projects in the studio. Mr Gervais said he would
174 have thought the summer would be an active time to try to involve kids. The Executive
175 Director agreed, and said that was why they were getting ready for the Underwriting
176 Campaign, which would take care of funding those programs. After review of the 2012
177 Board Schedule, the Chair looked for approval of the schedule. He said he wasn't
178 looking for a motion but input from members that they were in step with it. Members
179 indicated their agreement. The President said he could change direction if that proved
180 to be the consensus.

181 182 **b. Review First Portion of Bylaws**

183

184 The Executive Director said just to give the board a little background on the work they
185 had been doing on the bylaws she said their bylaws were fairly unique in that they did
186 not include some sections that were common to non-profit bylaws. For membership
187 section she had located some templates on line for recommended bylaws. She said she
188 had followed suggestions from the Vt. Secretary of State's office, as well as other
189 suggestions from across the nation. She had used the new framework from those model
190 templates, but she took almost all of the pieces from their old bylaws and moved them
191 to fit into that template. She noted that they were making comprehensive changes and
192 the result was the breakdown of just the first section. She said she didn't believe it
193 would make substantial changes in what they did day-to-day, but it included some
194 specific changes that the Executive Board had come up with at their October meeting.
195

196 The Executive Director said the **legal section**, their opening section, had not changed
197 from the 2008 version. and was the version they were operating under now. The main
198 section is also unchanged from the 2008 version. The **Purpose**, which is kind of like an
199 elaborate mission statement, was not changed much. The first clause was changed -
200 "To enable support and promote the production and the distribution of television
201 programs by and for (the word "students" was added, because there was nothing that
202 recognized our work with students) residents and employees or. elected officials of non-
203 profits, educational and governmental organizations and municipalities." (She said she
204 had changed the wording a little there because she found that the old version in green
205 was a bit disjointed.) Any questions on that first change?
206

207 Mr. Gervais asked her to review the change in language. The Executive Director read
208 the old version: "To enable support and promote the production and distribution of
209 television programs by and for educational, charitable, social services, religious,
210 governmental, electoral, and other non-profit organizations, residents of or members of
211 a group which operates primarily within service areas of PEG TV." So it still says all of
212 that still but seems a little clearer under the Purpose section, she said. Mr. Gervais told
213 her he had a copy of the old version He said he needed to rediscover it. The Executive
214 Director directed him to where she stopped.
215

216 She moved to the next clause: "To distribute these programs on the cable television
217 channel and other publicly-accessible telecommunication network facilities, as it deems
218 appropriate. " (The Executive Director said all she removed was the outdated list of
219 Modes of Communication, leaving it completely open. She said she had taken them
220 out because many of them no longer existed and they would never be used. This
221 version just didn't have the specific examples that the old version had)
222

223 She said the next three pieces of "Purpose" were not changed from the 2008 version.
224 She invited questions on the sections of Purpose, Name and Legal basis.
225

226 The Executive Director said they were now on totally new ground for Channels 15 and
227 16. This is the **Membership Section**. Previously, instead of talking about the
228 Membership Section, we talked specifically about the subscribers. She said the direction
229 that she had received from the Executive Committee at the October board meeting was

230 that we wanted to open up participation to not just subscribers but all members of the
231 community. This would allow for membership of people who are not necessarily
232 subscribers. Again, this is not too far removed from what we looked at earlier - the
233 Purpose. " Under eligibility, all students, residents and employees, elected officials and
234 non-profit, educational, and governmental organizations and municipalities within the
235 PEG TV service area are granted membership." Basically it means if you live in our
236 member towns, if you go to school in our towns, or if you work for a government office
237 or a non-profit in our towns, then you are granted membership should you so desire to
238 take that up.

239
240 Another piece: - Extension of directorship to Franklin County towns not currently
241 being served by an access media organization. This is a policy that we had in that we
242 offered services to towns that don't have service. The Town of Georgia doesn't count.
243 Georgia is offered service by the Colchester station. They're the only town in Franklin
244 County that is served by another access media organization - another Chanel 15,16.
245 She said what this piece did was it extended the rights of membership but they do point
246 in one little caveat. That is, they can either be requested to pay annual dues or a
247 commitment to volunteer hours. That is something that the board will set. The board
248 will say, "Okay. If you want to be a member - but let's say you live in Fairfield - you'll
249 need to either pay \$30 a year, or you'll need to commit to 20 volunteer hours for the
250 years.. Those are just arbitrary numbers. They can be anything that the board decides.
251 The Executive Director said she thought the intention of the Executive Committee was
252 just to give the residents of other Franklin County an opportunity to produce videos
253 with us, and not be excluded simply by virtue of where they live. An example would
254 be we have a parent in Fairfield who does a lot of video production.- and very high-
255 quality video production. He happens to produce videos for the Fairfield school mostly,
256 which is great for us. In Franklin County, the towns are closely related to one another.
257 There are so many families that live well across many town borders. She offered the
258 opinion that this improved their quality of programming by extending participation to
259 other towns.

260
261 The Treasurer said she didn't think it needed to appear in the bylaws. It's wide open as
262 it should be, but you should have some sort of written policy.. The Executive Director
263 agreed and said that was wording that appeared in the Annual Dues section. She read:
264 "Annual dues and volunteer commitment requirements will be set by the Board of
265 Directors and will not be changed more than once per year. The Treasurer thought it
266 could be a little more specific and suggested a statement be added saying when they're
267 going to do it. And in that policy also have whatever the board decides they're going to
268 charge for that year and have a separate policy. The Executive Director agreed and
269 commented that that would be building a policy rather than entering it in the bylaws.
270 She asked for further input on annual dues, adding they would not enter rates at this
271 time.

272
273 Voting Rights: A simple statement read, "Each member in good standing shall be
274 entitled to one vote on each matter." The Executive Director said this would take place
275 at their annual meeting. Membership' does not mean directorship, she said. She

276 thought the fact that they had separated this would be helpful, adding that they would
277 deal with members tonight and deal another night with the Board of Directors. I think
278 instead of the words, "Annual Meeting", I'll use the words, "At meetings of the
279 membership." Again, we don't want to tie ourselves in any more than we have to with
280 these bylaws.

281

282 **Non-Voting Membership** "The board shall have the authority to establish and define
283 non-voting categories of membership." This is just leaving the window open to a
284 possibility. Let's say we start doing this and we suddenly have 40 members from
285 Fairfield and we feel that is swinging the vote of the membership too much. Then the
286 board might want to say, "Okay. Let's say you're outside of these towns. You can be a
287 member but you're a non-voting member. This is just leaving that window open.

288

289 **The Subscribers and the Life Subscribers/Directors' piece.** This is actually held
290 over from our current bylaws. It defines what a subscriber is and who a subscriber is.
291 And the Life Subscriber/Director allows the board to grant a lifetime subscribership or
292 a lifetime directorship to members. Any questions about the lifetime piece? Mr. Tatro
293 asked what was meant by extended period of time. The Executive Director said it
294 meant it was completely open. They gave the name of Larry Dugan as an example. Mr
295 Tatro posed an example. Say a person was on the board for a year and did a good job
296 but then he became busy elsewhere. The Executive Director said was a circumstance
297 where the title was bestowed on someone. Let's say you bestow the title on David
298 McWilliams because he has given so much time to the station, but then he departs for
299 sunny Florida but you still want him to be recognized. What about the Life
300 Directorship? Potentially this could be hard. You might give Directorship to someone
301 who is still active on the board. That means they could still be on the board in their
302 nineties. Mr Russo-Why would you do that? The Executive Director said it had been
303 there originally. She asked to hear opinions.

304

305 Both the Treasurer and Mr. Tatro offered the opinion that that standing should not be
306 included. Executive Director- If we're going to say that the latest thought is we have
307 nine people on the board but the board gets carried away and gives out two life
308 directorships, then you're down to seven positions on the board. Asked the question of
309 what life membership actually meant, the President said it meant that people like Stan
310 Beauregard and Larry Dugin would have the right to come in and vote on any issue.
311 Treasurer- What might happen, as Elizabeth just said, you have 7 members of the board.
312 Then you have these 2 lifetime members, which gives you your 9 members. But the
313 lifetime members might never or seldom be here. Then they have the right to come in
314 and vote on an issue? Mr. Russo said a voting members needed to be in the loop to
315 know what was going on. The President said he regarded it as more or less an honorary
316 position. The Executive Director suggested they change the title to lifetime membership
317 so that they could come to the annual meeting and vote, offering the thought that a
318 lifetime membership didn't hold the same power of a directorship. That suggestion
319 brought forth an agreement from members. Mr. Russo favored the title of honorary
320 instead of lifetime membership. The president's opinion was that they should do a
321 separate article describing the position is honorary and non-voting. Mr. Gervais

322 suggested a clause to be added to the sentence: **"The board may grant the status of a**
323 **honorary, non-voting member, who have served NW PEG TV -"in an exemplary**
324 **manner '- for an extended period of time."**

325

326 Meetings of Members

327

328 The Executive Director noted they had been discussing moving the annual meeting to
329 the month of

330 October and said she wanted to raise the topic one more time. Any thoughts? She
331 advised that they probably couldn't move it any earlier in the year because of the fact
332 they took two months off in the summer. She said September provided a good time to
333 motivate everybody towards a successful annual meeting. She moved ahead to share
334 with them the direction in which the board was moving with regard to how they were
335 acquiring their representatives: "At the annual meeting the board shall elect three
336 directors for three year terms." This is where it starts to change, she said. It's no longer
337 the Town Selectboard that would appoint you or the St. Albans City School Board that
338 would elect you. It would be every member gets elected by the public. Mr. Tatro-So
339 we have 9 members right now. He asked how they would carve up each third. The
340 Executive Director said she had research left to do, but her guess was that at the coming
341 annual meeting everyone had to be reelected. **Three will be elected for three year**
342 **terms. Three will be elected for two year terms, and three would be elected for one**
343 **year terms. She explained that after that point they would be fine because then**
344 **every year they would have three people moving in rotation.**

345

346 Mr. Tatro asked who would be appointing him if in the future St. Albans Town
347 Selectboard was no longer making appointments. The Executive Director replied that
348 now it would be by election of their PEG Access board membership. She emphasized
349 the fact that this would be a big change and for example Mr. Tatro would no longer
350 representing just the Town of St. Albans. The president questioned if they should to
351 go back to their respective towns or cities and say, "This is one of the things we want to
352 change. Do you want to change it or do you want us to keep it as is?"

353

354 The Executive Director made the point that this format they would be moving to - just
355 having the public elect everyone - was not unique. She said the majority of access
356 stations followed this procedure rather than having people appointed by boards. That's
357 the minority. Do you like the idea of three year terms? Is it too long? The response
358 was favorable for three year terms. The Treasurer recalled they had had a discussion at
359 one time of nominating people and then including that information in the bills. She
360 asked if they had decided against that. The Executive Director explained that that
361 process would in fact be part of it. The practice they would be following in the future
362 came from Rutland access center where they send out ballots in the cable bills that
363 everyone receives at home. When people actually returned those ballots, they would be
364 counted in the vote tally. Mr Tatro-So this is an elected position now. Executive
365 Director-It always has been. We've always had three sources for getting
366 representatives--the municipalities, the schools and then there's the public. It's always
367 been built in but only for a third of the board. (The board takes a brief break)

368

369 **Presentation By Staff** Kris: This is our monthly presentation of what has been seen on
370 the station. This will be a little different than what we have done in the past. We have
371 a new toy so we decided we would play with it in the studio. This will air on 15/16.
372 NW Access Television. As you can see, I'm in the sunny tropics having a good time..
373 With our handy -dandy device that we got in the studio we can travel anywhere in the
374 world at a moment's notice, changing the rules of space and time, if you will. Let me
375 show you how it works . Where do you want to go? Why don't we go a month back
376 and look at some of the great programming we had on NWA TV. (With appropriate
377 contortions of a space traveler, he took the board through amusing other -worldly
378 destinations and some not so far from home)- Highgate Elementary School, Veterans
379 Day Parade and Ceremony in Taylor Park, What's New at MVU - a monthly program; a
380 Reconstitution meeting between the City and Town of St. Albans; a presentation of
381 Native American Stories; they capture the Democratic Party deciding to join the NWA
382 party; and a concert held in St. Albans to help victims of Tropical Storm Irene.

383

384 c. Underwriting Committee Report

385

386 The president reconvened the meeting and advised that the Chairman of the
387 Underwriting Committee was not present and in his absence, the president distributed
388 paperwork and said the Underwriting Committee had come up with the thought that
389 they wanted funds to come in other than through the PEG Access funds which is 5
390 percent of a subscriber's bill. He said these funds would be used to help various library
391 efforts such as children's activities, educational programs, library equipment and labor
392 costs.. The Executive Director said Mr. Russo had raised an interesting question which
393 was how much did it cost to produce an hour of programming. She said that was how
394 they measured things- how much labor did they have to put in to get an hour of
395 programming. She said that one conclusion was that educational programs brought a
396 terrible return on that, adding that those programs took hours of planning time, as well
397 as execution time when someone was actually there teaching, and an enormous amount
398 of equipment and space that the studio did not have. For example, you might get a two
399 minute commercial as a return from the students' work. But in the meantime, they've
400 done such an incredible amount of learning, and it's such a positive experience for them
401 to go from simply consumers of media to producers of media. They come away with an
402 understanding of what goes into producing something. She said in the past they had
403 not been able to afford to offer that experience. The president said it was a high-
404 visibility project in the community. He had visited a number of businesses and said
405 there's a basic \$50 setup fee for sponsors and a quarterly billing process.. A thousand
406 dollars has been put in the budget which will go to Comcast. The Executive Director
407 said she had received good reviews from the business community. An update on
408 progress will be scheduled in a month.

409

410 d. Building Committee Report

411

412 Mr Tatro, the Chairman of this committee looked for feedback on an cover letter he had
413 authored. He said the genesis of this was back in April when the Executive Director

414 was handing out assignments. She thought they should report something to Comcast.
415 He reported that they had an excess of \$300,000. He said that amount was not just
416 sitting there and they were very cognizant of the building committee and what it was
417 for. He said they had assembled a committee, including the Executive Director, the
418 president, and Mike Parizo of Remax, a realtor. Their status as seen from a realty
419 check, was that they were in good standing with BFA at this time. As indicated in his
420 cover letter, Mr Tatro saw no reason for the departure of the station from BFA in the
421 near future. His guess was that no one currently on the board would be around when
422 the time came for them to leave, other than possibly the Executive Director. In any
423 event, the committee had met and tried to make a future move seem realistic, consulting
424 with the Executive Director about what she saw as future building requirements. In
425 turn, the Executive Director read from a sheet of anticipated space/ location needs: She
426 said the ideal square footage they could consider occupying would be just under 3000
427 SF. The minimum they could consider occupying would be just under 2000 SF.. She
428 noted that Lake Champlain Access TV, their nearest neighbor now located in
429 Colchester, was in the process of moving to Milton and their relocation plan was to
430 move into something that was 5,000 SF. She said she had scaled back that square
431 footage number, knowing that their own needs would be about 40 percent smaller. Mr
432 Tatro said they had gathered a few possible listings in the unlikely event they were
433 shown the door as of January 30th. He said that, looking through rose-colored glasses,
434 if there was a building out there for \$300,000 he felt at this point they would not be
435 paying that price. His hope was they would get public support to help subsidize any
436 move. He gave the example of a recent acquisition of the United Way building on
437 Lower Newton Road. He anticipated in their own case, with the support of a public
438 campaign, they would not be burdened with the amount of the breakdown contained in
439 his report. The president emphasized the fact that they were just researching costs if
440 and when they had to move in the future. Mr. Russo applauded the efforts of the
441 Building Committee saying it could only help with a smooth transition some day. Mr.
442 Tatro-We have such a gift here that it's incredible. The Executive Director said this
443 Building Report would be submitted with their annual report to Comcast.

444

445 e. Long term Investment Discussion

446

447 f. Review Insurance Quotes

448

449 The president observed the board had reviewed these matters earlier in the meeting.

450

451 In an aside, Mr Tatro asked if the station was any closer to seeing MVU become cable-
452 ready, allowing them to broadcast. The Executive Director said no, adding that the
453 initiative would be on the part of MVU. Honestly, these days why bother cabling, she
454 asked. They could just stream on the internet. She thought they had used that avenue to
455 present a previous graduation ceremony.

456

457 Mr. Russo said with regard to next year's party he asked if it could appear on the next
458 agenda. The Executive Director advised him that feedback on the topic was resulting in
459 a committee being formed. He further expressed an interest in the status of the Town of

460 Enosburg Falls. The Executive Director, while recognizing it as a positive idea,
461 explained that it would double the station's coverage area, because it would include
462 servicing their 7 towns and 9 schools, and with its sparse population it would not
463 fiscally be a good idea. She favored the idea of helping them get started if they
464 mobilized on their own. The Enosburg area would have to have a whole different
465 model, she said.. They touched on the idea of establishing an exploratory committee.
466

467 Mr Russo harked back to an earlier board discussion at last month's meeting on the
468 concept of board donations. He recalled a amount had been floated in the air of \$25 a
469 year. The rationale of creating board donations seemed to stem from no specific source
470 or direction. The president picked up on this thought and added to it that members who
471 were donating their time to this organization were donating money in his opinion. Mr
472 Tatro expressed bewilderment, not having been present for the discussion. The
473 Executive Director explained that a board member had brought up the idea of taking
474 donations from board members with the idea that it would go for something specific -
475 say for the scholarship fund. She said she had added to the conversation the point that a
476 board on which she served there was an expectation that board members donate - if for
477 no other reason that when you apply for grants that is a question that you have to
478 answer in the affirmative.
479

480 Mr Tatro contributed the thought that the time and energy he brought to the table was
481 worth more to the board than a nebulous sum he might be asked to add to a fund. The
482 Treasurer said when a non-profit board applied for a grant they liked to see a
483 contribution. The Executive Direction explained her understanding by saying if your
484 organization is asking for a grant from a business or an organization they want a sense
485 of what dedication does your organization have to itself. The Treasurer, asked if she
486 had experienced this in the past said yes. It has been brought up by people on the
487 outside that are providing grant money. Mr Russo asked if they applied for grants and
488 was told they had just applied for their first one. Executive Director-For every non-
489 profit board I've been on it's expected that you donate. She added that those were
490 charitable type boards.
491

492 Mr. Russo- May I ask for a definition? I've always taken a in-coming gift as being
493 non-monetary. Executive Director--That's correct. She added that and in-kind gift
494 would probably be acceptable. She gave the example of an in-kind gift as one where
495 Mr. Russo brought cupcakes to all the meetings, which she said she would
496 wholeheartedly enjoy or Mr Tatro provides free tax preparation. Mr Russo- Or it can be
497 considered volunteer time, which was what he said he considered his time to be.
498 Executive Director -So noted. The board has doubts. Mr Tatro said he liked the idea of
499 passing the hat.
500

501 **7. Approval of Minutes of 8/15/11 - 10/4/11 (Exec. Comm.) and 11/7/11.**

502

503 **The president called for a motion to accept the above minutes? Mr. Tatro-I'll**
504 **make a motion that the secretary's reports be approved as written. Mr. Russo**
505 **seconded. President-Motion is made and seconded. Is there discussion? (A few**

506 **kind words from the Executive Director) Chair- All in favor say aye. (All in**
507 **favor) All opposed say nay. (None opposed)**

508

509

MOTION CARRIED

510

8. Executive Session - Employee End of Year Recognition

512

513 **The President invited a motion to go into Executive Session. Mr Gervais made a**
514 **motion to come out of open session and enter Executive Session. Seconded by the**
515 **Treasurer, Mrs. Grunewald. President-Is there discussion? (None) All in favor of**
516 **the motion say aye. (All in favor) Those opposed? (None opposed)**

517

518

MOTION CARRIES

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520 Adjourned at 7:00 p.m.

521 Respectfully submitted,

522 Joan Jordan

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