

CALL TO ORDER by David McWilliams, President, at 6:00 p.m. at the BFA-St. Albans Library. Present for the board were Gregg Gervais, Joey Russo, Rick Tatro, Bill Walker and Elizabeth Malone, Executive Director; Jill Snapp was in attendance for a third meeting as a prospective board member. Absent were Marilyn Grunewald, Lori Jordan and Larry Dugan.

### Executive Director's Report

The Executive Director said that for underwriting they had their first large sponsor and would be working with a company that would be sponsoring the entire high school winter sports season. She said this sponsorship was a little different because they had to pay commentators - the people who did play-by-play - and it was hard to find people who would do it for free on a reliable basis. For that reason they had contracted with this business and it's Midas. She said that she and Kris had created a schedule. She said she would be meeting with them and they would be paying a large sum to cover the cost, first of all, for paying the play-by-play people and the expense for them doing a game, and, beyond that, some of our expenses of production.

Mr. Tatro-Correct me if I'm wrong. On the hockey games did you not just take the radio station's feed and incorporate it with your visual? The Executive Director said yes and explained that the radio station was covering 11 boys' games and 4 girls' games. She said that's only BFA and that was only hockey. We wanted coverage of more girls' hockey games. We wanted coverage of basketball games and we wanted coverage of MVU games. She said that was why they had pursued this underwriting sponsor. The president said the two people he contacted in Swanton were Kidder's and Swanton Lumber. The Executive Director told him she had not connected with them and the president said he would contact them again. The Executive Director said the deal for them was they were the sole underwriting sponsor for this year. She explained that that was how the station had gotten their production costs covered. The president asked about the status of Heald's Funeral Home. The Executive Director said she would be contacting them again. She added that they, as well as a number of other companies, were interested in the community bulletin board as opposed to being the sponsors of a program. As the diversity of programming grows she hoped they would be able to encourage more diverse underwriters as well.

The president offered the opinion that they would have to give it a year for it to take off. The Executive Director agreed, saying they hadn't really done any public relations on it. She said her plan was to give a story to The Messenger, which from her perspective was the most beneficial way to get the word out. She added that they would be doing a show here as well and she would be talking to Mrs. Grunewald about giving a talk at Rotary.. She concluded the underwriting discussion by saying she hoped by month's end to tie things up with the folks who had expressed interest at the end of the year. She wrapped up that topic by expressing thanks to the annual sponsor of the Santa show - Peoples Trust Co. The president invited further comment on the Executive Director's Report. (None) Moving on, the Executive Director said that they

would be reviewing everything else contained therein eventually. She noted they had no topics for Old Business on the agenda.

## **New Business**

### a. Quarterly Goals Review

The Executive Director said that hopefully everyone had the Goals sheet that they had created two falls ago in October of 2010: She reviewed the list:

## **GOAL**

Growth: New programming...Targeting 10 -30 yr. olds with School and college cooperation Of this goal, she said she believed they were making progress. She said they were now working with both high schools, and that she and Kris Hoyt had started discussing the subject of camps for younger students during the summer time. "I think we're there with that goal," she said.

Bigger Studio - Expanding/Relocating - The Executive Director commented that she believed this was just a possibility more than a goal. Mr. Tatro agreed, saying it was ongoing "I wouldn't even put it in as one of the achievements. Again, we discussed an outline of what our goals were last month. I hope it's never achieved," he said. The Executive Director agreed.

Picture Quality - Fiber optic installation. Executive Director-When we revisited this after setting it as a goal, we found out that the price had only gone up \$4,000. We have no choice. It has to be done by Comcast. I suppose if we ask this year, it will be up above \$20,000 for it. I think if we have the previous goal and this goal - the relocation of fiber optic installation - they're competing goals. It doesn't make sense to put in \$20,000 in infrastructure. The president agreed. The Executive Director said she thought they would have to request a review of those and see how they work together.

## **COMMUNITY**

Community Outreach - The Executive Director told the board she thought they were starting to get there but the Public Relations Committee was just getting off the ground. She said they had just had their first meeting in December so they still had some ground to cover with that. The answer to the question, "When will it be achieved? - Three to five years would probably be reasonable, she guessed.. Hopefully, it would be closer to 3 years before we're putting that sort of thing out. Also under Outreach, Kris and I are working. We have a 3- class series to get more people trained - people who are interested in video, whether it's camera work or editing. That will be starting in late February when we'll have our first community class. In the past, we've always had staff classes but not community classes. Mr. Tatro-Do you think realistically there will ever be a need for a Channel 17? Channel 16.for a community of this size -. I mean a lot of shows repeat themselves. No that it's the station's fault. It's just that it is what it is in the

community. I'm thinking that there's so much room for expansion. I'd rather see a tighter schedule with fewer shows on Channel 16 and just make it a better channel. He said he didn't see a need for a Channel 17.

The Executive Director said that if there were ever a Channel 17 it would probably be the education channel. She added that those were the most intensive channels to try and come up with. She said she knew all the people who ran the Channels 15, 16s and 17s in the state. She said that Channel 17s - to her mind and she thought to their community's mind, Channel 17 were the weakest because they relied on a lot of downloaded satellite programming and that sort of thing. It would serve some sort of purpose but in today's world where, if you want training, there's a lot of it available on the internet. She hazarded a guess that perhaps in 5 years they would be ready for that.

Board Representation The Executive Director said they were pretty good shape there thanks to Mr. Russo and Mr. Gervais.. She noted they had Swanton and Highgate covered in addition to St. Albans City and St. Albans Town. Sheldon is still elusive , she said, adding they did not have numbers for how many subscribers they had there. Mr. Tatro volunteered the information that there were seventeen homes that had cable in Sheldon.. Board members were encouraged to attract interest among active Sheldon's citizens, including young people who could produce video work. The president looked for input on the shows produced by volunteers in the Town of Fairfield. The feedback was positive on the work being done by volunteers with the suggestion that the effort not spill over into busy staff time. The Executive Director said the person who did the videos for the Fairfield school was a dream volunteer. She said he did all the taping and editing himself and brought in the finished product. She noted that they were part of the BFA school district as well -. Franklin Central.

Employees The Executive Director said that Under Technical Education for the staff, that's pretty much ongoing. She commented that they would always be committed to that.

Highly - trained Volunteers. The Executive Director said this was what they were hoping to achieve for this coming winter into spring with sessions of classes for the community. This will be the first. This isn't going to be an annual type thing. It will be at least springtime and fall when they would offer a series she said. She thought they would be offering more. The word from other access centers was that these classes are not particularly well attended. She said she thought they should still be offered anyway and that was not a reason not to offer them. The president noted these classes were just for volunteers and not paid employees. The Executive Director agreed saying, If they wanted to attend to enhance their skills, that's great - but it's aimed at new community members who have not produced a video with the station.

Outreach Employee- The Executive Director said this category was created just before they changed the rules about grants. She explained that had resulted in the fact they couldn't have someone who was purely a grant writer anymore. "You can't fund yourself through grants," she said. It used to be very common that you would add in a

certain amount for the cost of having written the grant. She told the board that would have funded the outreach person that they had originally envisioned. The other idea for funding of the outreach employee is the Sponsorship Commissions. She said that was a possibility but they hadn't yet reached that point. She added that they needed more sponsorship. Mr. Tatro asked if they had achieved that goal in some part. He said that back in October of 2009 Paul Legassey was the Executive Director. He asked if Kris kind of encompassed the outreach idea. The Executive Director said she saw that more as her position. She said at this point they were still working on that. I mean at this point they had only had the 3 full time people for 4 or 5 months. So this was still very early in this 3- person staff. She said it was changing again because Kris has different skills than Adam did. She commented that it had fallen back more into her job because Kris was being more directed toward the educational piece. He's very good at that piece, she said, and she was very happy to have him with those skills. So the outreach was becoming more of her position as well, she explained. She said she would review these goals again, responding to what the thoughts of the board had been. She would then see what was left standing and in about a month they could look at them again quickly.. In the meantime, the board could be looking at any goals they were really aiming for in 2012. Mr Tatro-Is it even worth putting bigger studio picture quality on the list of goals. He suggested deleting it to which the Executive Director agreed.

The Executive Directors said that along the line of the goals that they were going to achieve right after this, they would be talking about committees. .She said hand-in hand with the goals they wanted to achieve would be the formation of committees which they would need for the current year. Any other questions on the goals? As far as committees go, there were 3 committees that seemed to make sense, just based on the conversations they had had at previous board meetings. One that popped up was Volunteer Recognition with the primary focus being the annual dinner. She asked, "How do we want to recognize the people who do great work for us all throughout the year?" Mr. Tatro said that in discussions on this subject after their last soiree where he had been seated with David McWilliams, the president has looked around the room and asked, "How many actual volunteers do we have in this room?"

Mr. Tatro said that the president could probably have counted them on one hand because most everybody present was getting some type of pay. They had concluded that they didn't have a great number of volunteers. The Executive Director agreed Mr. Tatro said it was nobody's fault The president reminded him that the board members were volunteers. It was noted that Bill Walker had undertaken the assignment of recording the St. Albans Town Selectboard meeting and Mr Tatro who had volunteered his time to record a Highgate Selectboard meeting. The Executive Director said that was exactly what this committee needed to take on. Mr Tatro-It's just the nature of the beast. Board members voiced their thoughts on possible avenues to explore in the process of recognizing volunteers. The president reiterated an earlier discussion of going out to bid in order to select a host restaurant for their annual dinner. bearing in mind the need to keep costs under control. Mr Tatro recognized the fact that all their board members happened to have areas of expertise, such as their restaurateur member, Joey. Russo, who with his background could talk turkey. Mr Russo offered the opinion

that the board could do better at organizing the annual dinner. The Executive Director made the point that the annual dinner should not involve a big commitment of time on the part of a committee- maybe a meeting in early spring and one in late spring. Mr. Tatro suggested a small committee made up of the President, Joey Russo and the Executive Director who could assume the task of organizing the event.

The Executive Director moved on to the next committee - the Orientation Committee. This had evolved from a discussion at the board training session, she said. She characterized it as new members kind of thrown into the ring - such as Jill Snapp, who had just survived her preliminary third meeting of the board. She said Board members had discussed preparing some kind of a packet and maybe a video for new people in order to bring them up to speed. The packets would offer a quick glimpse that was easily understandable of the laws that applicable to us, etc. She told the board that she was recommending that Marilyn Grunewald be on the Orientation Committee.. She said Mrs. Grunewald would do a good job because she had done orientations for boards for decades. Board members agreed. She inquired of Jill Snapp if she would like to take part in the Orientation Committee, which would probably only involve 3 meetings a year. Jill was agreeable to the idea.

Enosburg Exploratory Committee. The Executive Director said that serving on this committee would involve a big commitment and it would take work. She said someone would have to call Comcast and find out where things were and someone was going to have to make connections in Enosburg and get the word out. For the board's information, the president shared an idea that had occurred to him. He said he would like to travel with their staffer, Kris Hoyt, with a camera to Enosburg and introduce him to local people and see if the visit sparked any interest. He said he had already approached Kris about the idea of running the camera up there. He said that expense-wise it would include a meal.

The Executive Director reminded the board that they had expressed an interest in expanding in that direction. Mr Russo asked if they would be looking for interest on the part of the Town of Enosburg and the president said yes. He said it was to get a feel for what kind of reception they would receive from a visit to Enosburg. At the same time, his plan was to do some videotaping up there, bring it back to the studio, possibly put it on their public access channel, and then, if they got a good response, they could talk about setting up a committee.

Mr. Tatro asked if from a business standpoint it would result in time being diverted from the duties of the Executive Director. He said there would be no financial gain for her to be spending her time. He added that he was happy to hear that Kris was volunteering to get to know a neighboring town. The president said he felt the same way and it would only involve 2 or 3 hours up there when the weather warmed up. The Executive Director said she would put on hold the exploratory trip to Enosburg, weather permitting. The president Director invited further thoughts on the expansion of their committees. (None) (They skipped to "C" under New Business.)

**c. Volunteer Background Check Policy**

The Executive Director said this topic of background checks had come up at the previous month's meeting when they had a busy agenda. As a result, they had moved it to this month's agenda. She said the discussion arose around the question of whether or not everybody who came into the studio should have a background check done. The obvious answer is no, she said. She pointed out that there were people who came into pick up a video once every 5 years, so she questioned whether they should do a background check on them. Is it a liability to the school? Yes, it is, she said. There's no question about that. She said they couldn't give up their present form of functioning either. She said the question was where did they draw the line., On who do we want criminal background checks done? Mr. Russo-All I would say is that if there are people regularly entering this building - because as we discussed it's a privilege to be here and it takes a very, very tiny incident - and then all of a sudden fingers are pointing. So I think we should do our due diligence as much as possible. This is not our building and there are kids here. There could be a problem.

The Executive Director said her only question was that would kind of mean when she handed out a form to someone who wanted to produce a show that she also had to get their permission to run a criminal background check on them. That would be the reality. If someone does a regular show, they're in here regularly. Mr. Russo-One thing. If they're coming in here regularly, I think we should do it. If not, I think we're exposing ourselves. I personally feel uncomfortable. President-This is not to say we're not going to do it, he said, but he would like to have the Executive Director table the question in order to check with other Comcast providers who were also located in schools. He said he thought there were one or two other providers in the same situation of occupying schools and it would be a way to find out how they handled it. Mr. Walker-"We do have to be careful here." He said If they were going to have people who were either volunteering, or whatever, and they' were going to produce shows, they should have a list of requirements for those people, I.E. that they have a criminal background check done, as part of the understanding of producing a show.

Mr Tatro asked what would happen if a person were to come in and he or she was only going to do a single show or just some special event coming up.. If the Executive Director was unlikely every to see that person again, would that person still have to have a background check? The president pointed out that it was \$25 every time such a check was required. He reiterated the need to learn what other such access providers were doing. Mr. Tatro said he was largely in agreement with Mr. Russo. He said one little incident could have consequences. He suggested they form a committee to draw up guidelines and have it approved by the board so they were all in sync with the rules. Correct me if I'm wrong, he said, but the principal of the school will see these guidelines so he'll see what our fear factor is about being around kids. That way we would have a marriage with the principal and the school if per chance there was an incident Mr Russo thought they should also disclose the fact that one-time visitors would not be subject to criminal background checks, if that became a policy. Then if something happens, it's all there.

Mr. Walker said the basis of what they were worried about here was the fact they were in a school and they were talking about kids. Where do we draw the line, he asked. He added that if the Superintendent of Schools and/or the principal were made aware of the action they were considering, the board may not draw the line. They may draw the line for us. Mr. Tatro said he thought the bottom line was they needed to draw up a policy. As far as drawing a line in the sand, will it ever be a hard, hard line, he asked. His opinion was that that was kind of a hard thing to do. He said they could create a policy but there were always cracks in policies like this. The Executive Director reminded them that there were also a number of regular visitors who were in the habit of picking up videos they had ordered. She said that was as much of a danger as anything was.

The Executive Director went on to say that no one except the employees were ever alone in the studio. She said that visitors were either walking passed the principal's office or they were in the studio. Those are the only two places they can be, she said. Also, Vermont Interactive Television is located downstairs as well, so this is a very open school. They have dozens of people who come through downstairs. The president suggested that they postpone making a judgment until they received feedback from the other two schools which were housed in school surroundings.. **He called for a motion to table the matter until the next meeting. Mr. Gervais-So moved. Seconded by Mr. Walker. The Chair invited discussion on the motion. (None ) Chair-All in favor of the motion say aye. (All in favor" Those opposed? (None opposed)**

### **MOTION CARRIES**

#### **d. Review Second Portion of Bylaws**

Asked if they were just reviewing Section 2 of the bylaws, the Executive Director said yes. She said she had sent out Section 1 just so that the members could see that it was the black and red one - not the black, blue and red one. Section 1, Version two. That's just so everyone is on the same page and there are no surprises in another two months when we present the whole bylaw. The red just represents the changes that we made at the last meeting. If there are no problems, we'll go on to Section 2.

Bylaws -Section 2 for Review

### **BOARD OF DIRECTORS**

#### **Role Size Compensation**

Executive Director-These are the two sentences that kind of change everything for us. It says that everyone will be elected at the annual meeting, rather than some are appointed and some are elected at the annual meeting. The definition of the size of the Board is put in here - up to nine members. Any questions on this? (None) We discussed this last month. Also, in comparison to our 2008 version, I pulled out the piece about

"Lifetime Directors" because the board wasn't comfortable with that. So that's no longer included in the role or the size of the Board.

## **TERMS**

Executive Director- I put in three years. That is what I heard expressed in the past, if everyone is still comfortable with that. That's a new definition because the 2008 version didn't have a definition of terms.

## **MEETINGS AND NOTICE**

Executive Director-I opened this up a little bit because previously it said it was the second Monday of each month quarterly - that sort of thing. Instead, the first sentence is, The Board shall meet quarterly at an agreed upon time and place. (This just leaves it open in case half way through the year we need to change it to the third Monday of the month instead of the first Monday of the month, we're not disregarding our bylaws.) (Mr Russo: In the summer we stop having meetings. Is it just because everybody is busy?) (President: It's just to allow people to have time off during June and July. Executive Director: Actually it helps me as well as the staff. It's so quiet in the studio that it's our time to take everything apart, and do the kind of big projects we never get to do. You still receive the monthly reports, and financial information, etc. and someone is always in to sign the checks. But it's just quarterly meetings that we're officially supposed to have) Seven days written notice of all regular meetings of the Board shall be distributed with a tentative agenda by the President to all Directors and local media.

## **MINUTES**

Executive Director-Minutes and Special Meetings both remain exactly the same: Minutes of all meetings of the members, the Board and of the Executive Committee shall be the responsibility of the Secretary. Minutes shall be filed at the PEG TV office and be available within five days of the meeting, and a copy shall be sent to all Directors prior to or with the tentative agenda of the next scheduled meeting.

## **SPECIAL MEETING**

Executive Director - Special Meetings reads exactly the same. The President may call special meetings of the Board. Special Meetings shall be called if requested in writing by two or more Directors.

## **QUORUM**

(The Executive Director said she had offered the following alternative version to what the definition currently said. I.E. -A quorum of the Board shall consist of a simple majority of those Directors present and voting) She said the older version defined a quorum as whoever showed up - It could be one person. She said they used to have a very small board and it was hard to get people to come. That's not the reality any more



and I don't think it's wise to leave it as a completely open quorum. That means we need to make a decision on how many people constitute a quorum. She said an example that she got from a resource about non profit bylaws was 40 percent, which would be 4 out of 9. The president and Mr. Russo suggested it be 51 percent. Mr. Tatro's preference was that a quorum be five members.. Five out of nine is about 55 percent and it's a majority, he said. They commented that anything above 50 percent was a simple majority. Executive Director-If we put in the percentage that works and then one year we're short and we only have eight members, then what? Mr.Walker said it had to be a simple majority of the entire Board which was different from what it was today.

## **BOARD ELECTIONS**

**Election of officers will take place at the first Board meeting following the Annual Meeting of the members** (The officers of the board are required to be local cable service subscribers) **The terms of office for the President, the Vice President, the Secretary and the Treasurer shall be one year beginning immediately after the meeting at which they are elected. Officers shall hold their offices until their successors have been elected.**

Executive Director - The paragraph at the top of the second page includes the following sentence: "The officers of the Board are required to be local cable service subscribers." She said this was discussed at the October meeting of the Executive Committee. She said that would mean that anyone could serve on the Board whether or not they were a cable subscriber - but only cable subscribers can be officers of the Board; President, Vice-President, Secretary, Treasurer. So we have had no subscribers in those positions before. What do you all think? Mr.Walker said he didn't agree with this sentence at all for the same reasons that he had objected to it the last time it was brought up. To me, he said, if we have a person who is knowledgeable about business and other things - not necessarily public television - and that person has the ability to contribute positively to the Board of Directors, or whatever organization it happens to be, to make a requirement that they have to have cable TV seems to me to be at cross- purposes with that. Mr,Tatro-But on the other side of the coin, Bill, they're not really a stockholder in this company. He said he preferred a person on the Executive Committee being a stockholder. Mr. Russo-Suppose it's not available where you live? Mr. Walker-It says you can't be an officer. That's all. You can be on the Board but not an officer. Mr. Russo said he disagreed He said he thought it was very restrictive and it was almost offensive in his opinion.

Executive Director-Any other thoughts? Mr. Tatro-I'd like to think that a person on the Board actually watches TV and has more than just a feel for what this place does. Executive Director- Yes. But at the same time if you have cable, it doesn't mean you watch Channels 15 and 16. Mr. Tatro-Personally, I do watch it. I feel like it's part of my responsibility to watch X number of hours a month. Mr. Walker said there could be credible reasons why someone might choose not to subscribe to cable other than the fact that they don't like cable TV, or something. The president said he called in every time he saw something wrong. He said he called in the date and the time. For instance, this

weekend Channel 15 and 16 had audio but no video. It was Comcast. It wasn't us. There are pros and cons. The president said he was looking for the wish of the board. Mrs. Snapp said she thought sitting anyone on the board should watch channels and 15 and 16.

The president asked for the wish of the board. Mr. Walker said he had argued originally against the overall prohibiting someone serving if they didn't have it, but not becoming an officer might make sense. Mr Tatro said the genesis of the conversation was should a person be allowed on the board if they are not a subscriber. This is where we played a little politics. We bantered back and forth and said okay. let's compromise on this. As you stated, Bill, you don't want to leave out a professional person who could bring a lot to the board - so we're having our cake and eating it, too, where they can be on the board. Then you get into the circumstance where they're not a subscriber. So at that point the thought was you can be on the board, but if you're not a subscriber/ stockholder of this company- no matter what the reason. I'd like to think that everyone on the board actually watches Channels 15 and 16. The president said that Elizabeth lived in Fairfax and she couldn't watch it. I'm just saying that it would be the president, vice-president, secretary, treasurer who would be the ones to react if something went wrong. He recalled occasions when he had called employees to come in when the station had been shut down and felt they should be compensated with a couple hours off. Mr Tatro said they were getting off on a tangent. The Executive Director asked if they wanted to wait until they heard from the whole board, but they chose to press forward since there was a quorum present. .

Mr Tatro-The best way to settle this is democratically and vote on it. If anyone opposes it, all they have to say is nay.. **The president - On the question of Board Elections, is there a motion on the floor? Mr. Walker- I'll move that we accept the new version as written. That doesn't mean I'll vote for it. I'm just stating it in a positive way. Seconded by Mr. Tatro, who said, You can still vote nay. Mr Walker-So the motion has been made. Mr President- Yes. The motion has been made and seconded. Is there any more discussion on the motion? There being no discussion on the motion, all those in favor say aye. (Mr Tatro-Raising our hands might be better. (Four raise their hands in favor) President-All those opposed raise your hands. (Two raise their hands in opposition) The vote was 4 to 2. Mr. Walker It passes.**

### **MOTION CARRIES**

Mr. President-We can always revisit it if we don't feel satisfied. Executive Director- Yes, in another few months.

### **ELECTION PROCEDURES (Unchanged from 2008 version)**

Nominations will be taken from the floor from Directors, for the officer positions. The officers shall be elected by the written ballots of the Directors present. (Question: Mr. Walker - "Nominations will be taken from the floor but only from Directors." Is that correct? Answer: Executive Director - Yes. "Nominations will be taken from the

floor, from Directors for the officer positions." Should I change that in any way and make it clearer? Mr Walker- I just wanted to ask because usually when you say "from the floor" - if someone from the public happens to be at the meeting, they're "from the floor."

Executive Director - Should I just strike, "from the floor" and put "from the directors?"

Mr. Walker-Sure. It's clearer that way. Anybody have a problem with that? (None)

Mr. Walker- I don't think we need a vote here to do it..

**OFFICERS AND DUTIES** -(Unchanged from 2008 version)

The officers of the Board shall include a President, Vice President, Secretary and Treasurer  
President: The President shall call meetings of the Board and Executive Committee, shall preside at these meetings, and create and discharge special committees and serve as a non -voting ex- officio member to all committees, and shall perform such other duties as customary to the office . The President shall cast his or her vote on all issues voted on at all Annual, Board and Executive Committee meetings, unless he or she wishes to abstain The President shall prepare and cause to be distributed to members a tentative agenda for all Annual, Board and Executive Committee meetings.  
Vice President: The Vice President shall act as President in the absence or incapacity of the President.

Secretary: The Secretary shall perform such duties as are customary or assigned by these bylaws, or required by statute.

Treasurer: The Treasurer shall perform such duties as are customary or assigned by these bylaws, or required by statute.

**VACANCIES** - Executive Director: (The 2008 version included a statement limiting when in the calendar your vacancies could be filled. That sentence was deleted. because now they can just be filled when they occur.)

In the event of a vacancy in the office of President, the Vice President shall become the President. The Board shall fill any vacancies existing or occurring between Annual Meetings. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining directors. This vacancy will be filled only until the end of the vacated director's term.

**RESIGNATION, TERMINATION, ABSENCES** Executive Director -(the black is the current text we have. Red is an alternative version. This request that a resignation from the Board be in writing seems like a good idea. The second sentence in red is a little more severe than this - the black version. The original version, ""Directors 'may' be removed if they miss 3 consecutive meetings without being excused." That's a 'may'.

The red sentence is," A board member shall be terminated from the board due to excess absences - more than 3 unexcused absence from board meetings in a year." The president said he thought they ought to include that they call the president or the vice-president. Mr. Walker- Yes. You should be able to call if you can't make it and give a reason.. Executive Director-Yes. It seems like people are in favor of the resignation being in writing. Then do you want the tighter language about being terminated for more than 3 unexcused absences or simply leaving it as a may?. Mr. Russo- I think

that's okay because you still can have an excused absence. (They agree with that)  
Executive Director-So go with, "A board member shall be terminated from the board  
due to an excess number of absences?" Mr .Walker-The entire red version.

**RULES** (Unchanged from 2008 version.)

PEG TV shall apply the current Robert's Rules of Order Newly Revised, and so be  
governed by them in all cases to which they are applicable, and in which they are not  
inconsistent with the bylaws of PEG TV.

Mr Walker-Let's go back. I don't agree with the change from "shall" and "may"  
because it doesn't leave you any wiggle room at all and the areas are gray. Executive  
Director-Well, three unexcused absences. If someone just doesn't show up for 3 times  
and doesn't tell anyone they're not coming, that seems like a pretty strong disregard for  
the board. Mr Russo- Truth be told, three absences is kind of liberal. - More than 3?  
That would make it 4 unexcused absences. . That's one third of your meetings during  
the course of the year. I would almost be a tough guy here and give one unexcused  
absence. You've got to take your responsibilities seriously. If you go with one  
unexcused absence during the year, that's fine but if you go with two unexcused  
absences that's not to me being a responsible board member. It's very easy to call the  
president or email Elizabeth. I would put "more than one unexcused absence.

Mr Walker-Or take out "more than three and put in the word "multiple" Executive  
Director-That's kind of open. That's the only thing. Mr. Walker-That's right. It's open.  
The Executive Director noted that the fact they had the word "excused" in there left it  
open anyway. They discussed the exception where a number of members are unable to  
attend and the president consequently cancels the meeting, in which case it would be  
unnecessary to make the duty call to the president. (They agree) The board went back  
and forth on definitions and the Executive Director gave voice to what she heard.: **"-A  
board member shall be terminated from the board due to more than one  
unexcused absence from board meetings in a year."** Is that what we're going with,  
she asked. They were all in agreement. She verified that there were no questions on  
the last 3 definitions .not being changed from the 2008 version.

Mr Russo-Does Comcast see this before we approve it? Executive Director. -We send  
them an annual report. This will go in the 2012 report annual report which doesn't go  
out until 2013..

### **3. Donation of Video Connection to BFA**

The Executive Director said she wanted to bring this up with the board because she was  
having a conversation with the Tech Department at BFA and they were discussing a  
production that was coming up on January 15th.wnen Nan O'Brien was coming in for a  
fund raiser for SASPA. She said they had had a long-running connection with Nan  
O'Brien, having worked with them for quite a while. They asked to use our equipment,  
etc. She said as they were working out all of the technical pieces of this, there was as  
connection that was missing from the new auditorium from when they put the new

auditorium in. She said they had run many new cables but one video cable in particular they didn't run from the back of the "house" to the front of the "house." That's something that would help our productions and it would help BFA as well. I was talking with Alan Steele, head of the Tech Department and Jeff Lyons, who oversees all of the building operations. I said "Let me bring this up in front of the board. I know that they were happy to donate the audio system to the Performing Arts Center. Let me see what they might think about that. The quote that I have, and probably we would be limited to going to just this one company because they're the company that installed the most-recent upgrade to the sound system. So they're the ones who know how all the equipment works. So getting an outside company to come in and do it probably would not be advantageous. The initial quote is about \$1700. That would take care of running the cable basically from the front of the house to the back of the house. and doing all the configurations that needed to go into their current system. She said their system was really complicated over there. It's not something that an electrician from off the street could take on. It's fully computerized and it's a complicated system.

Asked if it involved one of their parts, the Executive Director said yes. Asked if it had been just an simple oversight when the wiring was being done, Executive Director- Yes. She said it was the kind of thing where they talked about it and they had gotten a lump sum, but you get a lump sum to do the project and things end up on the cutting room floor.. Mrs. Snapp asked if this would be done in time for the Nan O'Brien production. The Executive Director said it would not but they were pursuing another solution. Mr. Tatro said he liked the idea of the gesture but, as they had discussed the previous month, he' would like to see it happen with as little fanfare as possible. . He said if they passed a motion, he would like to see the station keep a low profile if it came to providing a check to the principal.. The president said he was in accord with those sentiments. "I don't want any benefit or attention directed to us or BFA, he said.. The Executive Director explained that they still had to get an okay. She said the next step was for her to meet with Jeff and Alan from the school in the Performing Art Center to discuss the mater first, because, obviously, it was their facility. If you do make the motion, she said she had one suggestion. She said they had some surplus funds from 2011 which again they had not seen because the books had not closed for 2011, but the funds would exceed the \$1700 needed. If a motion is made, if it could be to use some of the surplus funds from 2001 to make this donation.

**Mr Tatro-I make a motion that we use 2011 surplus funds in order to help the Bellows Free Academy Tech Center as well as its neighbor (..?..) with the purchase of video equipment. Seconded by Mr Walker. President McWilliams invited discussion. (None) All in favor of the motion? (All in favor) All those opposed? (None) President-So moved.**

#### **MOTION CARRIES**

**f. Approval of Purchases (if necessary)**

The Executive Director noted, as they had rounded out 2011, that computers were lovely creatures, but when they go they go really quickly. She said she had put off making any large computer purchases until such time as they finished their fiscal year with no problems. She said they had enough money remaining in the 2011 budget specifically that for two laptops for editing that could be used when they went out to work with schools. She pointed out that it was a real problem not to have their own computers at these facilities. She said Kris Hoyt was still trying to get the videos that he produced with the students at MVU. She said they were on a computer but only one person knew the password of the computer and they were only available on certain days and times. To have ownership of these laptops would make his work much more efficient and in turn the relationship with the schools and with the students more meaningful if their work is all in one place. The President added that it would make their work production much faster.

Executive Director-We would ask the board if they would approve the purchase of two laptops. She said they had had checked into Macs and Dells because they' were the most reliable brands from their experience. The Macintosh laptops are more expensive. She said they come in at just \$300 more per unit. Also, the issue with Macs is that the software considerably more . We get really great donations where we save .95 percent of the overall retail cost because of these donations. So if the board is willing, we'd appreciate a motion for two of these laptops, preferably the Dell because of the cost and price per unit. The price per unit is just over \$2,400. These are not your standard laptops that you can get for \$600 These are laptops that have to be able to edit. Mr Tatro asked why two laptops and not one? The Executive Director said they were working with groups of students that numbered a minimum of ten. She said ten students could not work around one computer. In answer to a question, the Executive Director said this was from the 2011 budget still because she had to get approval from the board for such a large amount - \$5,000. She added that it wan a purchase amount that she was not authorized to make on her own. Mr. Russo-Why not three laptops instead of two? I'm just saying that because of what you just said about the other computer.. The Executive Director said the laptop he was referring to was just for files and not for editing. She said the ones they were looking at were about as powerful as you could get The studio is working with files of an enormous size and they are only going to get bigger. They spoke about the fact that there was no H. D. Public Access in the state.

**Prompted by the president to move the question, Mr. Russo stated his motion saying, "Let's go for it. Let's keep them very well equipped so they can do their jobs." Seconded by Mr. Gervais. President - The motion has been made and seconded. He called for discussion. Jill?**

Mrs. Snapp-"I would buy one and see how it goes." Mr. Walker-"Well, I think we know how it's going to go." Mr Russo-It's coming out of available funds. President-Yes. He said it was coming out of a 2011 Replacement fund. He added that all of their equipment had bar codes because they needed to know how much equipment they had. He recalled when he had taken over they had \$50,000 worth of fire insurance. When

they did an inventory, it was \$350,000 worth of inventory. He explained that when they added new equipment they also had to increase their fire insurance. Any further discussion? **All those in favor of the motion say aye. (All in favor) Those opposed? (None opposed)**

### **MOTION CARRIES**

#### **Minutes (12/5/11)**

President McWilliams-The only thing I want to put in here is at the end of one of our meetings we went into Executive Session and then **we came out of Executive Session.** Mr. Russo-Yes, that was there, but the votes weren't there. We were supposed to take votes on the material under discussion from Executive Session. President- That's right. So we need to have that as part of our minutes.. Executive Director-Do you have a summary of that? President-Basically, we went into Executive Session to discuss personnel. - and then basically we came out of Executive Session. He said Rick Tatro had made the motion to go into Executive Session and Joey Russo seconded. Mr. Walker-Did we assign a clerk to take notes in Executive Session? President-No. We never do in Executive Session. Mr Gervais said the notes were scanty.. He said The notes were just the topics that they discussed. President-Yes. **Mr. Gervais** said they had basically come out of Executive Session and discussed bonuses for the employees. **We** didn't have a tape recorder here. President-The president never makes a motion so it had to be one of you guys.. Mr Tatro- I think it was me that made a motion to come out of Executive Session, and Joey Russo made the second on that. Executive Director-Okay. Was there a vote? The President said no.

The Executive Director said she had a correction to make. On line 406 on Underwriting it says that the money that was put in the budget in anticipation of what we earned from Underwriting would go to Comcast, but that money goes to us. That's just diversifying of our income. The Executive Director said she just wanted to clear that up so Comcast didn't think they were getting .it. The Executive Director said she would made those corrections. **President- Is there a motion on the floor to accept the minutes of December 5, 2011? Mr Gervais moved to accept the minutes. Seconded by Mrs. Snapp. Chair-We have a motion and a second. Is there discussion? (None) Chair-All in favor of the motion say aye. (All in favor) Those opposed? (None opposed)**

### **MOTION CARRIES**

**President-Is there anything else we need to discuss before I adjourn the meeting? (None) Mr. Tatro moved to adjourn the meeting at 7:45e p.m. President-We have a motion to adjourn the meeting. Do I hear a second? Mr. Walker- I don't think you need one to adjourn. Chair-You don't? Mr Walker-No. Mrs. Snapp seconded. Mr. Walker-Just in case. Chair-Is there any discussion? (None) All those in favor say aye. (All in favor) Those opposed (None opposed)**

**MOTION CARRIES**

**NW PEG-TV BOARD OF DIRECTORS**

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**President David McWilliams**

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**Vice President Rick Tatro**

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**Bill Walker**

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**Joey Russo**

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**Gregg Bervais**

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**Jill Snapp**

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**Elizabeth Malone, Executive Director**

Respectfully submitted,  
Joan Jordan



