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3 NW PEG-TV Board of Directors 5- 21-2012  
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5 1. CALL TO ORDER by President David McWilliams at 6:01 p.m. Present for the board were Gregg  
6 Gervais, Marilyn Grunewald, Lori Jordan, Joey Russo and Jill Snapp. Also present was Elizabeth Malone,  
7 Executive Director. Absent was Rick Tatro.  
8

9 2. Programming Video Report  
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11 Before presenting the video of the month, Programming Coordinator Kris Hoyt updated the board on studio  
12 activities. He described the continuing efforts of the staff to expand their educational outreach in the area of  
13 programming. He said the success of this undertaking could be seen at the City School where students were  
14 producing their own news programming on roughly a monthly basis. The arrangement involved a sequence  
15 where the students edited their finished copy on school-owned software, during which the studio made camera  
16 equipment available to them as needed. Once the editing process was completed, the students moved on to  
17 the studio anchor desk where the process of packaging it into a news program was put together.  
18

19 Mr. Hoyt-Teachers are using this to help the kids become more engaged in the community, and also to know  
20 about current events. This activity can transfer to become a source of English credits for students as a result  
21 of writing scripts about each story,. The output of the City School's young videographers was said to have  
22 included a couple of guests including Darren Perron, the TV weatherman, as well as the kids' filming debates  
23 at election time. Mr Hoyt- It's been successful and the kids love it.  
24

25 With summer just ahead, the educational outreach is slated to evolve with the staff preparing for the oncoming  
26 school year. Their goal is to act as a liaison to school programs and teachers during the school day. Executive  
27 Director-It seems the reason that the City School has been so successful is that they're doing it for themselves  
28 and then just reaching out to us as a resource. We're trying .to encourage other schools to use us in the same  
29 way- where they create the curriculum. We're not creating a curriculum. We're letting them know we're just  
30 a resource for them. Feedback from board members for the outreach was, "It's got great potential."  
31

32 The board skimmed through topics of the moment. Item: Review policy on replaying of programs. Item:  
33 How to spread the word to organizations that the successful outcome of any public event is advance  
34 promotion. Item: Stay on top of technical problems (sound systems) as reported. Item: Gearing up for stage  
35 production of "Gypsy," Mr. Hoyt suggests publicity in the form of behind-the- curtain coverage of rehearsals.  
36 Item: Current Adult classes: Introductory Video Boot Camp.; the Art of Filmmaking Intermediate Editing  
37 class.. Item: Fall class offerings will include Digital Editing 1 & 2; and Studio Production, (where students  
38 will be in the control room - designed to stimulate interest in the production of live programs.) Item: The  
39 Vermont Symphony Orchestra is scheduled to perform on BFA stage in the fall.  
40

41 The No Film Film Festival!  
42

43 Scenes from the Maple Festival unfolded on the screen, but the video of the month was not presented in its  
44 entirety. Mr. Hoyt advised the board that the last segment would contain the following dialogue as provided  
45 by him: "Before I leave you, there's one more thing that I promised you we'd do here and that's to let you  
46 folks at home take a look at our entry in the "No Film Film Festival," It was a competition out of the Bellows  
47 Falls area TV local access. Not to brag, but we did take home "Best Editing" and we were nominated for nine  
48 out of the ten award categories from the different films. (Mr. Hoyt said that without further adieu the entry  
49 would commence and the video wrapped up)  
50

51 Answering questions from the board, Mr Hoyt identified F.A.C.T. ( Bellows Falls Area Community TV) as  
52 the sponsors of the competition for internet users. The sponsors had provided a synopsis of a number of  
53 classes of American movies, including "Psycho," "The Truman Show," "Citizen Kane," etc..from which list  
54 entrants made their film selections.. The twist was that at random they gave participants a genre picked from  
55 out- of- a- hat. So, for instance, you could get Sci-Fi, which was what St. Albans ended up getting. So if you  
56 got a Western, Musical, or anything like that, you had to take the synopsis of this movie and put it into a new  
57 genre. You had one week to film, edit, and create the film and upload it to You Tube. St. Albans picked  
58 "The Truman Show" because there were only 3 or 4 staffers working on it so it was a good fit. We got  
59 Science Fiction as our genre for the next week. Executive Director-They also received "Best Acting", "Best  
60 Script" awards and they were tied for "Best Overall." She said their trophy had found a home in the studio.  
61 Twenty five groups participated but not all met the time limit. Executive Director -It was really chosen  
62 because of staff development, the Executive Director said. You think you have this group of people that every  
63 day are cranking out endless amounts of video. They're never really encouraged to have much fun with that  
64 because everything we do is just taking what's already happened and reproducing it. So here was a chance for  
65 all of the staff to expand their natural abilities and all of their training and apply it to something completely  
66 off- the- wall and different from what they have to do normally.

### 67 68 **3. Treasurer's Report**

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70 The Treasurer touched on the process she followed in reviewing her report and welcomed any questions from  
71 the board. Departing board member, Lori Jordan, requested that arrangements be made to have her name  
72 removed from pertinent books at the bank. The Executive Director- I'll call the bank and find out what you  
73 need to do. A question arose about what category was represented under the heading of Pay Data. The  
74 president identified the Pay Data category as limited to payroll information. The Executive Director reviewed  
75 in some detail the transactions involved. The  
76 Treasurer commented that the payroll was typically the largest amount in the budget, except for those months  
77 when there were large purchases being made. Executive Director- And we get very few purchases in March.  
78 **The president invited a motion to approve the checks. Mr. Gervais-I'll make that motion. President-**  
79 **Motion has been made. Is there a second to the motion? Seconded by Mrs. Jordan. President-Motion**  
80 **has been seconded. Is there discussion on the motion? (None) All in favor of the motion say aye. (All in**  
81 **favor) Those opposed say nay. (None opposed) President- So moved.**

82  
83 The president addressed the main budget. Are there any questions of the Treasurer? (None). Are there any  
84 questions in reference to our CD's? (None) The Executive Director advised they had received their first 2012  
85 quarterly check from Comcast for the January - March time period. She advised it had not yet appeared on  
86 the books, having been received the previous Friday. She said the \$71,000 check was the largest amount they  
87 had received for a quarter and characterized it as a sign that Comcast was doing well in the area. She added  
88 that the numbers were up for subscribers, which indicated the reason why their own dollar amount was up as  
89 well. The president commented that the CD account had been moved from TD Bank to the Credit Union.  
90 Executive Director-Yes. **President-I'll take a motion to approve the Treasurer's Report. Lori Jordan - I**  
91 **move that we accept the Treasurer's Report. President-Motion has been made. Is there a second?**  
92 **Seconded by Mrs. Snapp. President- Motion is made and seconded. Is there any discussion on our**  
93 **budget from January 1st through April 12th? (None) All in favor of the motion say aye. (All in favor)**  
94 **All opposed say nay (None opposed) President- So moved.**

### 95 96 **4. Executive Director's Report**

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98 The Executive Director hit the highlights of Comcast's annual report in which the cable provider had  
99 announced the fact that assistance was being made available to low-income families to receive a reduced  
100 internet service fee of \$10 a month. Literature on criteria for same is available through the Executive Director.  
101 She referred to the coverage in her report of the attendance of personnel at conferences on technology - in

102 particular a get together of a statewide group of Channel 15 and 16 employees. Speaking for herself, she said  
103 she had been seated in a room with 20 Executive Directors who held her exact same job. Programming  
104 coordinators and "techies," including St. Albans' staff, had worked with their own counterparts, which had  
105 been beneficial. The date and time of June 20th at 1:00 p. m. was earmarked as an opportunity for interested  
106 board members to take part in a visit from Tuck Rainwater.

107  
108 **Board nominations.** Executive Director-We talked about approaching Comcast to include ballots for board  
109 directors in their bills that go out to Comcast subscribers. She noted that, according to the new bylaw they  
110 had signed, everyone on the board needed to be voted in because now they were representing the community  
111 at large rather than just St. Albans, Swanton or Highgate. She reviewed the tight mailing schedule that faced  
112 them and concluded that they were looking at a deadline of June 20. She asked if the board wanted to act on  
113 how nominations were to be submitted, considering the fact there was no board meeting scheduled before that  
114 point in time. It was the president's opinion that nominations should be either by email or by a hand-delivered  
115 letter. The Executive Director pointed out that both Lori Jordan's and Bill Walker's seats were open. She said  
116 members needed to be thinking of people with diverse interests and knowledge who might serve the board  
117 well. A member responded that municipalities were experiencing difficulty keeping board members who  
118 became burned out with their workday/ evening commitments. The Executive Director suggested that it  
119 might be time for them to look further afield for new members. **President-Any further questions on the**  
120 **Executive Director's Report? (None) President- The Executive Director's Report is accepted as**  
121 **presented.**

## 122 123 5. New Business

### 124 125 a. Board Self Evaluation

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127 President-How do we want to do this? The Executive Director said she had received only a few self-  
128 evaluations replies to date and they might have to hold off on going forward. She added that the priority of  
129 the moment was to start work on the board handbook. She saw the summer as an opportunity to work on it  
130 and a task that would extend into the fall with input from members. The president identified the weak spot in  
131 the process as the fact that they had not been providing background information to new members. He saw a  
132 total package as containing everything from the bylaws to personnel rules and regulations.

133  
134 The proposed handbook was not envisioned as a living document, perhaps bulleted, to which in the future  
135 they could make additions. Board training was an idea that caught on when it came to light that training had  
136 been offered in the past. The newest board members were frank in saying they had been in the dark for some  
137 time after their appointments as to the basic structure of the organization. A seasoned member recalled past  
138 training as having emphasized board responsibilities as well as what it meant to be a board member. The  
139 Executive Director asked members if they would be interested in a course that focused on finances rather than  
140 repeating exactly what was covered in the past. A board member replied that it was good to repeat things  
141 especially for new boards. Another member said the content of training should be well rounded and not  
142 focused on narrow areas. The rudiments of non-profit organizations (501C3) were seen as a possible area to  
143 cover. A preference was expressed by members for board members working as a group rather than breaking  
144 up into committees. Board members said they enjoyed guest speakers. They responded with interest to the  
145 suggestion of board members visiting other TV stations and perhaps involvement with other like boards. The  
146 director focused on the fact that board members were steering away from committee work and that led to a  
147 discussion on how fall committee work would progress going forward.

### 148 149 b. Annual report.

150  
151 The Executive Director familiarized members with the annual report required by the state and filed with both  
152 the state and Comcast. Completion of the prescribed online form was a task that fell to the director and she

153 explained it was her practice to create the report as a summary. The required form kept track of how many  
154 hours of programming a station produced, how many classes were offered, and the number of hours devoted to  
155 programming by both channels. She said the state looked for how many organizations made use of the  
156 studio's services in a year. At the end of the year, a financial statement was prepared as part of the report,  
157 which statement included the form 990. Additionally, some of the board's work was highlighted. In the  
158 present case, that included the access plan that the board approved, the formation of a building committee and  
159 the underwriting policy for the year of 2011.

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161 **President- "Questions? (None) As the Executive Director said, the 990 form has to be approved by the**  
162 **board in the minutes so she can send it out." The president invited a motion. Mrs. Grunewald- I make**  
163 **that motion. Seconded by Mrs. Snapp. President-The motion has been made and seconded. Is there**  
164 **any discussion? (None) All in favor of the motion say aye. (All in favor) Those opposed say nay. (None**  
165 **opposed) So moved.**

#### 166 167 **d. Recording of the NWPEG-TV Board Meetings**

169 The Executive Director said she believed the board had addressed this subject in the past, but just to  
170 underscore the fact that the board was indeed aware of the situation, she said the station held two conflicting  
171 state documents that dealt with the Open Meeting Law. She identified one as their own Rule 8, which is what  
172 the Public Service Board had created to oversee PEG Access TV. That document said they should follow the  
173 Open Meeting Law. But at the same time, we are a non profit organization and according to the Vt. Secretary  
174 of State for that reason we don't need to follow the Open Meeting Law. The Executive Director recalled that  
175 some two years before she had called both the Public Service Board and the Secretary of State to reconcile the  
176 matter. The Public Service Board said they knew they couldn't force the board to follow the Open Meeting  
177 Law but they would like us to follow it. The Secretary of State said the same thing she had said before - that  
178 because we were a 501C3, a non-profit, we were not required to follow the Open Meeting Law. One thing  
179 the Open Meeting Law means is that people can show up and as long as they don't create any kind of nuisance,  
180 they can record you either with video or audio, and in the case of the press, with a written sort of thing. The  
181 director noted they had the law on their side if they should decide not to follow the Open Meeting law.

182  
183 Offering background, the Executive Director said the only other case she knew of was a case that had arisen  
184 with Burlington's Channel 15 perhaps 4 or 5 years before when some producers had an issue with that board  
185 and had requested their board meetings be recorded and aired. Asserting their right as a non-profit they  
186 chose not to record meetings. The President asked how many other public access entities in the State of  
187 Vermont video taped their meetings. Executive Director-I'm pretty confident in saying absolutely none. To  
188 my knowledge, it's not something that people practice. A member asked what the objection would be to  
189 recording their meetings saying, I tend to be a person who likes total transparency. A member responded ,"I  
190 think that by videoing our board meetings, we would lose something. It's would be much more formal. Who  
191 wants to take two hours out of their life a month to feel like their on the hot seat?" The suggestion was made  
192 that they vote on it. The **President agreed their decision should appear in the minutes. Is there a motion**  
193 **on the floor to videotape the meetings?**

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195 **Mr. Gervais-I'll make a motion for the sake of discussion that we videotape our meetings. Seconded by**  
196 **Mr. Russo. In discussion they framed the outcome. The motion, being in the positive, if it received a**  
197 **majority of yes votes, they would videotape. If the majority voted no, they would not videotape.**  
198 **President-Motion is made and seconded to have our board meetings videotaped. Is there any further**  
199 **discussion on the motion? (None) All those in favor of the motion say aye. (One vote in favor)**  
200 **President-All those opposed say nay. (Five votes in opposition) President-So moved.**

#### 201 202 **e. Email from Marty Manahan**

204 **President- Has anyone read the email from Marty Manahan? Executive Director-This is the same**  
205 **one that was sent out several weeks ago. A board member asked if this was the one they had received**  
206 **before Mr. Manahan's appearance at a board meeting. The president said no, this was another one.**  
207 **The Executive Director asked Mrs. Jordan if she would like to make a politically- correct comment. As**  
208 **a departing board member, Lori Jordan told the board that she wanted to share a correspondence that**  
209 **had taken place. She said she had directly corresponded with Marty Manahan because he had asked**  
210 **for board members email addresses.**

211 **Her response had been to let him know that she was very happy to correspond with him. She told the**  
212 **board that they had had a very nice correspondence back and forth, and she thought that this matter**  
213 **had been put to rest. She believed it had been a good point to bring up and that David had agreed that**  
214 **he would stay out of politics while he was the board president. She concluded that it had been dealt**  
215 **with and it was done.**

216  
217 **Two requests arose. A member requested that bottled water become a commodity at all meetings and**  
218 **another board member begged on bended knee that the minutes be shortened. Both requests will be**  
219 **accommodated.**

## 220 221 **6. Approval of Minutes 4/12/12**

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223 **President-We need approval of the minutes of 4/12/12. Mrs. Grunewald- I make that motion.**  
224 **Seconded by Mr. Gervais. President-Is there discussion on the motion? (None)**  
225 **All in favor of the motion say aye. (All in favor.) Those opposed? (None opposed) President-So**  
226 **moved.**

## 227 228 **7. Executive Session-Personnel**

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230 **President-Is there a motion to enter Executive Session under Personnel?**  
231 **Mrs. Grunewald moved to enter Executive Session. Seconded by Lori Jordan. President-Motion is made and**  
232 **seconded. Executive Director- Sorry. Are you asking me to stay? The president requested an amendment to**  
233 **the motion specifying that the Executive Director be present in Executive Session.**

234  
235 **Mrs. Grunewald- Yes. I make the motion to enter Executive Session and to include Elizabeth Malone.**  
236 **President- Motion has been made. Is there a second? Seconded by Lori Jordan. President-Is there**  
237 **discussion on the motion? (None) All in favor say aye. (All in favor. None opposed) President-So**  
238 **moved.**

## 239 240 **Exit Executive Session**

241  
242 **Mrs. Grunewald made a motion to come out of Executive Session. Seconded by Mr. Gervais. It was**  
243 **stated that no action had been taken. No discussion took place. President-All in favor of the motion say**  
244 **aye. (All in favor) Those opposed? (None opposed) President: So moved.**

## 245 246 **8. Adjournment**

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248 **Mrs. Grunewald moved to adjourn the meeting at 8:15 p.m. Seconded by Mr. Russo. No discussion.**  
249 **President-All in favor of the motion say aye. (All in favor. None opposed) President: So moved.**

## 250 251 **NW PEG-TV BOARD OF DIRECTORS**

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254 **David McWilliams, President**

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**Gregg Gervais**

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**Marilyn Grunewald**

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**Lori Jordan**

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**Joey Russo**

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**Jill Snapp**

Respectfully, submitted,  
Joan Jordan