

1. **CALL TO ORDER** by David McWilliams, Board of Directors president, at 6:00 p.m. at the BFA Annex, 4 Academy Drive, St. Albans. Also present were Executive Director Elizabeth Malone, Larry Dugan, Rick Tatro and Lori Jordan. Staff member Adam Noel was also present. Absent were Bill Walker and Jack Bergeron.

2. **Moment of Silence in Memory of Paul Legassey, former Executive Director.**

Mr McWilliams-"He did a wonderful job for us. He's probably looking down on us to be sure we're doing the right thing. We'll always remember him"

3. **Nomination and Election of Officers**

This agenda item was tabled and will reappear on a February agenda. The Executive Director suggested that for the following year they hold the Subscribers' meeting earlier in the month of November separate from the board meeting. She anticipated that at that Subscribers' meeting - as soon as they found more subscribers - that would enable them to appoint the Public Sector representative. Thereafter, at the regular November board meeting, the directors could start up with a fresh board..

The board delved into the subject of the election of officers. It was noted that agenda Item #3 did not mention the appointment of directors. "I think the bylaw says you can appoint at anytime for vacancies," Ms Malone explained." Mr McWilliams agreed. Mr Dugan-"Okay. But specifically I think it's saying that any spot that has not been filled by the end of December - let's say by the Town of Sheldon - then the board can fill that through action by the president. But in terms of the others, if we were to fill a vacancy and then say, "We have this person," would that be the proper person the way the law is written right now?"

Ms Malone said that someone who came to the Subscribers' meeting and who was appointed by subscribers would represent the public and not the government aspect. "Say, for example, the Town of Sheldon's Selectboard appointed someone. That person would be representing entities from the government - whereas anyone from the Subscribers' meeting - or someone that the board appointed - could be representing the public. I don't think we'd have to get rid of someone who is representing the public sector just because a school board or a Selectboard has appointed someone. I think that could be "in addition to, " the person who is already serving."

Ms Malone pointed out that the Board of Directors was only required by the bylaws to have quarterly meetings. She characterized the meetings in between as special meeting of the board. The question was asked if a person not affiliated with the station, other than that he/ she was interested in becoming a board member, would that person be allowed to attend an Executive Directors' meeting. Mr McWilliams responded by saying guests were invited at the call of the president. Mr Dugan floated the idea that they could just be holding their regular board meetings quarterly, while acknowledging that the president had the authority to call additional meetings.

4. **Programming Coordinator's Report - Sky Watch demonstration (See attached)**

Staff member, Adam Noel, provided copies of the December monthly newsletter, "Around the Studio" to the board.. He looked for reaction on the layout, which was favorable. Mr Tatro bemoaned the absence of a list of subscribers to whom the monthly newsletter could be distributed, with Mr Dugan suggesting that instead newsletters could be posted in public places such as city/town halls. That led the board to discussing the possibility of preparing a special issue for subscribers for distribution at a date in the foreseeable future. In the same vein, Ms Jordan suggested that the board talk to Jim Walsh at the Chamber of Commerce about getting newsletters out to downtown businesses.

Mr Noel described Sky Watch, a new weather program being made available to the station by the Fairbanks Museum. Related to that, a 5-minute video was viewed by the board, followed by a lengthy discussion period that covered the spectrum from favorable to not- so- favorable. Mr Noel provided the information that the program would be broadcast weekdays and that programs would run an average of 3 to 4 minutes. He said programs would be directed to 5 separate zones of the state, each zone receiving its own localized weather. St Albans viewers would receive the Champlain

Valley weather. The price tag for a year was \$1300. The museum was said to be looking into finding a statewide sponsor. Alternatively, if they're unable to find a statewide sponsor, the St. Albans station, as a non-profit organization, could find a local sponsor. The production was designed for viewing on public access channels only and to be able to move forward, the museum was looking for at least 10 channels to sign on.

Following the video, Mr Dugan said his first impression was they were not showing St. Albans weather. "Then the more I watched it I said I don't think that's what our audience would necessarily want to see. It just seems so technical. Most of what I watched was pretty much over my head." Mr Tatro's take on the video was that the graphics seemed outdated, and that it occurred to him that their station would be competing against other channels that already provided good weather services.. Mr Noel said people could expect to view Sky Watch weather on Channel 15 at designated times every day. "We would download it in the morning and have it available." Mr Tatro-"And you could actually have it every half hour - but are they going to provide you with a new feed 3 times a day?" Mr Noel-"No. The one program produced daily could be aired multiple times a day, while not competing with the other news channels on 3 and 5. Mr Tatro observed that conceivably it could become outdated after one showing; for instance, if an unexpected storm came out of Plattsburg. Mr Dugan said he liked the excerpt of the Burlington's web cam. He pictured a weather show saying to its viewers, "These are pictures of what St. Albans looked like at 8:00 this morning."

Mr Dugan " Maybe what we need to do is try it as a sample - put it on and see if people like it. We could asked for feedback." Ms Malone said that feedback was hard to come by. Mr Tatro-"I like the national weather map, because if it's going to rain on Saturday, and maybe it's just me but I want to know is it coming through the Ohio Valley or is it going to be a Nor'easter coming up the coast." Ms Malone said, in her opinion, what the museum weather program offered that wouldn't be found in other weather sources was its incredible technical content. "I doubt that it's outdated, but what it isn't is it's not broadcast graphics. It's scientific graphics. It's meteorologists' graphics. If we were to offer something through this service, it would only be for like the science-minded." Mr Dugan-"That's right. And how many of those have we got here to watch our weather report?" Mr Tatro said another positive it held was kind of a folksy charm of the narrator. He concurred with Mr Dugan that it was directed to the real "weather junkie". Mr Dugan-"We should give these people feedback." Mr Noel-"Right. My next step is to bring these concerns to them." Mr Tatro-"I'm not sure we would be providing a service that isn't already available to the public."

Ms Jordan-"But I wanted to speak to that, I think that the more diverse that we can make our programming the more value we're adding to what it is that we do. I like the fact that we would have a local connection with the Fairbanks Museum. It's interesting. It's cool. I think people would watch it given time. I don't think \$1300 is a terrible amount to spend for our subscribers and it could add diversity to our programming." Mr Noel-"One thing about the technical part of it is they're also trying to get across an educational aspect of the program. They're trying to inform the viewers of how the weather patterns develop." Mr McWilliams-"Do you want to try it for a month?" Ms Malone-"I don't think we can do it just for a month." Ms Jordan suggested that trying it for a year would make good sense." Mr Tatro said there were stations that offered 24 hour weather programs.

Ms Malone-"I think the idea was just getting feedback from a bigger group than just the staff tonight. Then Adam has something to work with and he can approach them again and say, "Could you make these changes? How flexible is this? What the possibility of maybe we can look for a sponsor?" It's a whole different thing. Do we want to try this if we have a sponsor versus do we want to try this and pay for it ourselves?" Mr McWilliams-"And also look at whether people will watch it. That's my feeling." Mr Tatro-"Does that \$1300 make a difference? I will not lie to you. Yes, it does.." Mr McWilliams-"Maybe if they can downsize it so we can use it for our area.." Mr Dugan-"In watching it, it's not something that's focused on the St. Albans area. You said they would offer something that would be split into five. areas." Ms Malone-"Yes, the northwestern part." Mr Dugan-"Northwest is probably going to include Burlington and that will probably be the prime focus of it. "

Mr Dugan-"Again, we may be interested in the outlying towns but it's mostly St. Albans, Swanton, Highgate and Sheldon that we want to focus on. Conceivably, that could be a 10 or 30 second forecast, "Right now it's raining in Sheldon. Swanton had showers a half hour ago but it's cleared up and in St. Albans it's this. If you put something like that on a frequent basis, you're telling people what's happening now. It's kind of like our camera that's pointing downtown.. What's fancy about that? It's just cars going by." Ms Malone-"Yes. People do enjoy that." Ms Jordan-"When you listen to Vermont Public Radio, some of their programs are pretty darn technical." She pointed that the

goal of education was something that Channel 15, 16 supported. and in that respect, the Weather Watch programming would add that value. Mr Dugan took the position that if they wanted to do an educational show, that would be fine, but they should call it an educational show.

Ms Malone noted there was a mixture of opinions on the board as to the merit alone of the program. She said she didn't think it was worth giving up the investigation of, "Can we approve it a little bit?" And also, there's been a little talk about having money behind it. So if we can get it approved then why not try to find a sponsor for it?" Ms Jordan-"Or multiple sponsors." Mr Dugan-"As Rick brought up, on some of the other channels there's weather you can go to at any time. If you come to our station, you can't get weather any time, but viewers can flip over to the Channel 3 weather station to watch it right away. He said he would rather they offered something that nobody else was offering, like a brief news show with 2 or 3 minutes of, "This is what happened in St. Albans today."

5. Executive Director's Report (See attached)

Mr McWilliams-"You have a copy of the Executive Director's Report in front of you. Are there any questions about her report? There was only one change and that was about the election of officers." Executive Director Ms Malone-"Right. The only thing that we would possibly discuss is the Alliance for Community Media. Do you want to sign up for a one-year membership. It's pretty reasonable. It's \$350. That included the mission statement and the report. This was just because in the coming year and possibly the following years when the FCC will decide on the broadband plan. That will deal with the complexity of television no longer being offered purely on satellite or cable - and now offered by phone companies, and by internet companies. So there's the possibility that - and this is not right now but Vermont won't have to deal with this very much and especially not in our area because we don't have all those services yet. But in the future if we want Fair Point to have to offer public access - this is when this broadband plan will be enacted."

Ms Malone-"We already regret that we're not on satellite. If the possibility becomes that now Comcast is not the only land- line television, then we'll lose even more subscribers to - say- Fair Point or one of the internet providers." Mr McWilliams-"Questions from the board?" Mr Tatro-"Does this alliance have any political affiliation?" Ms Malone-"I can look into that for you. That is specifically why we would join - for their lobbying efforts at the national level." Mr Dugan-"So you want to know what else they're lobbying for and who they represent?" Mr Tatro-"Yes. I kind of want to know who they really are - if they're a left wing, liberal- type organization. Another question would be do they receive any government funds. Ms Malone-"I can find that out for you, too." Mr Dugan-"As a lobbying group, can they do that? I'm not sure." You mean above the table?" Mr Tatro-"Yes, above the table. Like NPR receives money from the taxpayers every year." Ms Malone-"Right, but they're not an alliance of organizations, though. They're their own organization." Mr McWilliams-"Any other questions on the Director's report?"

Mr Tatro-"Did you speak with the Department of Labor?" Ms Malone said she had spoken to them and was told it would be six weeks before they begin to look at it. Mr Tatro-"So we're not on the hook at this point for anything?" Ms Malone-"No. They have all our documents in. We just have to wait until probably the first of the year. "

Mr Tatro-"I'll make a motion that we accept the Executive Director's Report as written. " Seconded by Mr Dugan. Chair-"Motion has been made and seconded. Is there any discussion on the motion? (None) All in favor of the motion say aye. (All in favor) All opposed say nay." (None opposed)

MOTION CARRIES

Mr Dugan-"I move that we accept the Programming Coordinator's Report." Chair-"Motion has been made is there a second to the motion?" Seconded by Mr Tatro. Chair-"Motion has been seconded. Is there any other discussion on the motion? (None) All in favor of the motion say aye. (All in favor) Opposed?" (None opposed)

MOTION CARRIES

6. Financial Report (See attached)

Ms Malone passed around the check warrants she had sent to members with a request to sign them. Mr Tatro-"Elizabeth sent 6 different items." Mr Dugan-"I was going to say the Capital One bill....?" Ms Malone-"The credit card?" Mr Dugan-"Yes. You don't have a breakdown of that here?" Ms Malone-"I can call that up." Mr Dugan-"And the Access AV?" Ms Malone-"Access AV was tabletop microphones. That was actually a bill from this summer. The big part of the Capital One bill was the new Dell laptop that we talked about last month. That was part of the \$1300. So \$1200 of that was the laptop. The \$2400 was for 12 tabletop microphones." Mr Dugan-"Okay. Do you have the previous Capital One, which was \$21.08 and dated 10/18?" Ms Malone-"The big one under that was my course at UVM - The Vermont Business Center. We also had some supplies and tool cases. We had power backup for the computers and we had some small expenses for the annual dinner." Mr Dugan-"Very good. Thank you." Mr McWilliams-"Very efficient."

Mr Tatro-"Those tabletop microphones. You were talking a few minutes ago about having outdated microphones." Mr Dugan responded that that was for the wireless microphones. Ms Malone-"Yes. These are different. These are the ones we use at meetings." Mr Tatro inquired about the wear and tear experienced with their use and whether or not they had a short shelf life. Ms Malone said they did have a short shelf life. One reason for that, she explained, was that the station had expanded the number of meetings that they took. She said, for example, that presently they were covering up to 6 meetings on the second Monday of the month. She added that there were at least 3 meetings scheduled on that night at which they had to have 6 microphones. As a result of the increase they were replacing some older microphones that were not as well made, as well as purchasing probably 10 replacements before year's end that would be slightly more expensive at about \$240 each.

Mr McWilliams recalled a recent budget discussion during which Mr Dugan had pointed out that some of these cameras had been around for quite a while. The president recalled that Mr Dugan had been an advocate of the idea of putting cameras in schools, and he asked if it was a wish of the board to investigate the purchase of more cameras and then putting the older ones into the schools. Ms Malone's replied that she thought they should first have to establish a relationship with the schools and would not want to see a camera just placed in a school or a library. The relationship she preferred was to see someone representing their staff going through the formality of introductions to the video teacher and the teacher who took care of computers. Mr Tatro said his prerequisite would be input on how many shows were being planned at a location per year. He said there should be "X" number of shows scheduled, but if the number of shows were limited to like two shows a year then leaving a camera there might not be warranted.

Mr Dugan-"It would depend on what else they do with it, too." Mr Tatro agreed, saying there should be a certain amount of activity so it's good for both parties. Mr Dugan's thought was to wait until after the first of the year to make such determinations. "I'd rather get something into the school, he said, and I certainly agree with you a thousand percent that we need to develop relationships. That may mean carrying a briefcase in with a camera and a tripod and saying to somebody, "Hi! I'd like to talk to somebody in the school who might be interested in doing some video work for the school." "I'd rather do it the other way, Ms Malone said, rather than to start producing programming and then saying, "Wow! You guys are using this camera so much. Let's make it easier and put the camera in the school." Mr Tatro agreed. Ms Malone-"Rather than just putting a camera in the school. You know how things disappear in a large organization." Mr Tatro agreed that if people haven't paid for something they don't watch out for it. Mr McWilliams-"Any questions on the rest of the Financial Report? We have one more payment on our health insurance before the end of the year." Ms Malone-"Yes, and also the big one is the regular insurance. It's only \$50 more than it was last time. We have one more payroll before the end of the year."

Ms Malone, "We're right where we were last year for base income, which is good." Mr McWilliams-"It shows our total income from Comcast. Shouldn't we have that broken down for the following year? Am I right?" Ms Malone agreed that Comcast had been paying the station differently than they had in the past, because now they were paying quarterly. She noted that money had gotten rolled into the building fund. She added that they were basically 9 months ahead in payments when Comcast had switched to the quarterly basis. Mr Dugan questioned whether they should identify that separately because that was not their building fund. "That's next year's money received in advance for programming," he said. Ms Malone agreed. Mr Dugan said if they were to spend all of their building funds for some reason, they would still have an obligation to complete those other three quarters of programming. He said they couldn't spend that money and say, "Gee! We don't have anything to pay any staff for next month."

Ms Malone noted that they had to provide services through the end of their contract - not just through the end of the year. Mr Dugan agreed - "For that period that we received that money. If they're paying us quarterly and we decided that we were going to close, we'd only have to complete for the amount of time that we received the money." Ms Malone said that Comcast had been paying the station quarterly for over a year now. Mr Dugan told the board that made the most sense because the station had the money where it could earn half a percent of interest. Mr McWilliams-"In other words, it's a category." Mr Dugan-"Right. It should be named so that it's seen as not being extra funds. These are funds received in advance." Mr Malone-"But even though they are paying us quarterly, and have been, we should do that for a whole year?"

Mr Dugan-"But they are paying us for next year each time that we get that money, I think." Ms Malone-"But really they're paying us for the last 3 months. Their check is based on the revenue. Like the first quarter of next year, we'll get a check in late April for the first 3 months of that quarter." Mr Dugan-"Is that true - or are they paying us right now for last December?" Ms Malone-"No. It says right on the check that they send us. In late January we'll get a check for the fourth quarter of 2010. ' Mr Dugan-"So maybe we don't have an obligation." Ms Malone- They have always paid us backwards. Whether they're saving all of the money until the end of the year, or the end of the quarter, that's how they calculate it." Mr Dugan-"Well, then we don't need to make that change necessarily." Ms Malone-"Okay." Mr McWilliams agreed, "Thanks for clearing that up because that way it doesn't look like we've got a lot of extra money."

Mr McWilliams noted that they had left out the topic of 3 scholarships. Ms Malone said that would be part of the next year's budget. She explained that one of the 3 scholarships had not been awarded this year because of the fact they had had only two recipients. The question arose as to the criteria for those awards. Ms Malone said that Mrs Gruewald and Paul Legassey had worked on those awards.. Mr Dugan asked it that criteria had been finalized, recalling a discussion on the subject earlier in the year. Ms Malone said she would check with Mrs Gruewald.. Mr McWilliams-"Are there any other questions on the Financial Report? (None) **Is there a motion on the floor to accept the Financial Report?"**

Mr Tatro-"I'll make a motion that we accept the Financial Report." Chair-"Is there a second to the motion?" Seconded by Ms. Jordan. Mr McWilliams-"There's a second to the motion. Is there any other discussion on the motion? (None) All in favor of the motion say aye. (All in favor) Those opposed?" (None opposed)

MOTION CARRIES

7. Approval of Minutes

Received late. Tabled for approval on the January agenda.

8. Old Business

X FY 2011 Budget Approval A. C. M. Membership

The Executive Director informed the board that this entry was inadvertently included from last month's agenda.

B Audit Discussion

Ms Malone advised that she didn't have anything current to relate on this topic other than the fact that she had met with a person from SCORE. Although not specifically an accountant, she said, the person was a former local business executive from a fairly large firm. She related an observation that he had made to her when he said that the station had only one income source and that made it a relatively simple accounting process. He noted the board has regular reviews of the output and the accounts. In his opinion, and again, he's not an accountant, but still a businessman of some years, and he felt that an audit was really overkill. I valued that - having someone completely unassociated with us and completely unaware of how we do business, and what our business is, for him to have that opinion as well. Does anyone else have further thoughts to audit or not to audit?" Mr Dugan-"I think perhaps he could give a written statement - not as an auditor but as an observer of the books. He could say that it appears from a cursory view that the income is all reported and properly categorized. For the expenses he reviewed, for example, he could pick a month or two and say,

"Show me June and November." Mr Dugan said he could look at the details and come to a conclusion. Then that could go on to our record. Then if somebody says, "Have you been audited?" You can say, "Well, it was considered that we really don't need to be audited. However, our books have been examined by an outside person. So having somebody else looking at it gives us a little bit of a security blanket." Mr McWilliams-"So you'll check into that, Elizabeth?" Ms Malone said yes.

9. New Business

a. Programming

Mr Tatro-"Programming: I just want to share with the board a possible new programming in 2011. He said he had an idea about the BFA Mercury going to television. "They have a great newspaper that they've been doing for over 70 years. I spoke with the student editor of The Mercury. We had a conversation to see if it was something he was interested in doing. He spoke with his teacher, Jean Saint, who emailed me and said, "I'd like to have a meeting with you." " The meeting was set up and Elizabeth, Jean Saint and myself met a couple weeks ago to discuss the possibility of having a news magazine that would probably not all that different from the newspaper, but just in a television format. The title will be left up to them." Mr Tatro said there was an obstacle insofar as the teacher would be retiring in June, but the hope was to get this project going starting in February. March would be the first show, with the second show in May, and it was anticipated that thereafter it would become a quarterly event during the school year. The project could evolve into including the journalism class, if interest is shown. Mr Tatro said this project would fulfill a goal of putting on more youth-driven programming.

Ms Jordan told the board that a local man, Jeff Young had mentioned to her that he would like to see a mixed group of 3 or 4 local people get together to field questions on a mix of Main Street topics of the moment. She suggested approaching Mr Young and giving him an opportunity to hatch some ideas. She added to that the name of Lindsey Bryant, the City's' new Downtown Manager. An interest had been expressed to her by Ms Bryant about Channel 15 producing a segment familiarizing viewers with the identity of local store owners and the related history of how St. Albans businesses came to be. Ms Jordan said that the City's new Downtown Manager was new to the area, and exposure to business people would be an asset to her and as well as viewers. Next Ms Jordan made the board aware of the St. Albans Master Plan Committee, an offshoot of the Northwest Regional Planning Commission. Ms Jordan said that Greta Brunswick, who served with her on the Master Plan Committee, and who was also a land use planner with Regional, had expressed to her an interest in exploring the possibility of a Channel 16 show. The directors were receptive to the suggestions and Ms Jordan will make contact with these people.

b. 2011 Board Schedule

Ms Malone asked what people thought about the board schedule for 2011. Mr Dugan's commented that it was good to have a plan. Ms Malone agreed, and recalled that earlier in the evening they had discussed moving the Subscribers' meeting to a date earlier in November. She said they wouldn't have to change the bylaw to do so because the bylaw specified that the Subscribers meeting be held in November- but on no firm date in November. Then later in November - whatever the bylaws say - at the next full board meeting, officers could be elected. Mr Dugan was unsure if the bylaws could be changed in a 2 or 3 month time period. "If it doesn't say that we may want it to say that."

Mr Dugan suggested they might want other things. For example, with the November meeting, if they wrote into the bylaws that the meeting will be on the 3rd Monday of the month and/ or could be changed by the president - if you have that written in then everything is covered. Ms Malone reminded the board they had taken off July and August this year, but that technically August was a quarterly meeting, according to the bylaws. She said if they wanted to change that procedure, they could move their review of the bylaws to earlier in the year, I.E. if everyone was okay with taking off June and July as opposed to July and August. Mr McWilliams asked if the schedule for the board meetings for 2011 was acceptable. Mr Dugan-"That was a good job of trying to outline what we're going to be doing."

10. Executive Session

Mr McWilliams inquired if there was a reason to call an Executive Session. The consensus was no Executive Session was needed.

11. Adjournment

Mr Tatro moved to adjourn the meeting at 7:30 p.m. Ms Jordan seconded. Chair-"All in favor say aye. (All in favor. None opposed)

MOTION CARRIES

NORTHWEST PEG-TV BOARD OF DIRECTORS

David McWilliams, President

Elizabeth Malone, Executive Director

Larry Dugan

Rick Tatro

Lori Jordan



Joan Jordan