

Minutes of the ORCA Board of Directors Meeting October 23, 2018

Present: Mike Abadi, David Connor, Carlos Diaz, Bill Doyle, Rachel Feldman via telephone, CJ Stumpf, via telephone, Sue Bettmann, Mike Doyle

Absent: Winston Sadoo

I. Call to Order: President Mike Abadi calls meeting to order at 6:33.

II. Public Comments: There are no public comments.

III. Approval of Minutes: Bill Doyle moves to approve the minutes from August 28th, 2018 meeting with the following correction: The title President was previously changed to Chair. Correct minutes so that the word "Chair" replaces "President". Rachel seconds. Minutes are approved unanimously. Carlos will be taking the meeting minutes as of the next meeting.

IV. Financial Reports: Mike Doyle reports ORCA's cash on hand \$23,912.83. Payroll can be made with this amount. Next check will be the 1st or 2nd week in November. Our 30 day expense was \$30,000.00. Our last quarterly check was \$105,000.00. Our Edward Jones Reserve Account has \$245,000 in investments. Our loan is currently \$37,000.00. The Money Market Account is \$207,000.00 down from \$213,000.00 and made about \$582.00 in dividend money.

Rob reports that Budget amounts should be at around 100%. Biggest concern is compensation. Staff adjustments have been made to make up for some of the deficit. A couple of the part-time people have been let go. We decided to keep as many people out in the field taping events and handle post production with staff we have here. We let Scarlet, Rose, and Tiffany go. We have reduced Jerome's hours who will be doing camera operation, editing and covering Saturday shift as well as Dave and Eric. Jerome is no longer in the Vermont Associates for Training and Development Program and has been transitioned to a paid ORCA employee. We have a new participant in the Vermont Associates for Training and Development Program, Brett Campbell. He is learning how to edit. His schedule is 20 hours per week. Carlos has a student who will soon be ready to come to ORCA at least one day a week and could be used as an editor. We also have a person from the Department of Labor, Hannah who comes in 4 hours, 3 days a week. Production has not been impacted by this reduction as other staff have stepped in. We have been working on improvement of post production checklist to be sure things are not dropped.

Rob reported that mileage and Workers Compensation premium rates are up. Premium is based on number of employees. A question was raised about the interest expense being different from what was anticipated (6190 - Interest Expense). Rob believes it refers to the margin loan interest. Regarding the Comcast suit, we have paid our portion of legal fees for the year 2018. The case continues.

Financial reports accepted as presented.

V. Executive Director Report: Discussion was held regarding Comcast accounting changes that seem to have resulted in reduction of the quarterly check. We are working with the Department of Public Service who is looking at these numbers and may perform an investigation regarding these changes.

Rob updated the Board on the status of the First Amendment Case in which Manhattan Neighborhood Media (MNM) was sued by a producer, Halleck and Melendez for not allowing them to use the facility after staff of MNM experienced verbal abuse by them. MNM is appealing the decision stating they are not an agent of the State. Halleck and Melendez won this argument. MNM is challenging this decision and continues to appeal which has reached the level of the Supreme Court of the U.S.

Rob reports the chair of FCC has issued a rule making with regard to the argument that in kind donations could be counted against the franchise fee. In the past the franchise fee had to be actual money it could not be in kind donations. They are now looking at a rulemaking to determine whether or not in kind donations would count against the franchise fees which are capped at 5%. Any money that they take away by saying that they deducted in kind donations would come out of our money, out of the 5%. The list is rather large with some exceptions. Capital Expenditures and Remote Origination might be the two exceptions.

Rob reports in local news, we have negotiated with the City of Montpelier to upgrade the production equipment in the City Council Chambers. They are paying for the entire cost of this equipment. They are investing \$15,000 for new cameras, new switcher, streaming capacity, and improved audio. Install begins in December.

Carlos moves to accept the Executive Director's Report. David Connor seconds. The motion passes.

VI. ORCA Bylaws: At the August meeting some changes of the bylaws were presented which included consistency of language and other minor changes which were agreed upon and passed. This was the first of three meetings. Rob, Sue and Mike continued to work on this. One of the items they focused on was the Secretary's role as defined in the bylaws which they felt was overloaded. They were able to define the role into one that is more manageable. Rob continued to work on bylaws. He looked at many templates of nonprofit bylaws to see what they look like and bring ours into a similar structure. Because of legal language Rob will run by a lawyer before bringing to Board for further reform. Rob recommended that a Conflict of Interest Policy be handled as a separate document. CJ agreed. Rob will also work on this policy.

VII. Old Business:

Mike suggests that next month's working group focus on outreach. If going to have a summer camp, November is not too soon to get started. Chris and Carlos met to write a basic first draft of a to-do list for summer camp. Chris has a Google document he can share with everyone. Board members could help with this list. Next working group may be a virtual meeting in November where the board can assist with this document.

VIII: New Business: Next full Board meeting will be Tuesday, December 18th, 2018 at 6:30 p.m. Rob will present the 2019 budget.

Meeting adjourned at 8:08 p.m.

