



Board of Directors Regular Meeting

October 24, 2019, at 6:30 pm

LCATV

63 Creek Farm Plaza, Suite 3, Colchester, Vermont 05446

Board of Directors in Attendance: Greg Drew (GD), Curt Taylor (CT), Bob Shea (BShea), Dick Pecor (DP), Ken Rocheleau (KR), at 6:32 pm

Staff in Attendance: Kevin Christopher (KC).

1. Call to Order by DP at 6:31 PM.

2. Approve Agenda

Motion to approve agenda by GD, 2nd by CT, passed unanimously.

3. Public / Board Member / Staff Comment

GD commented that LCATV staff did a fine job stepping in to help out with a recent Historical Society event.

4. Approve Minutes of 9/24/2019 Meeting

Motion to approve by CT, 2nd by KR, passed unanimously

There was considerable discussion regarding the how minutes are approved and whether a person who had not attending the meeting must abstain from voting. This led to questions regarding quorums and voting procedures. The result of the discussion was an understanding that a quorum is required for there to be a vote. A person who votes to abstain is still part of the quorum. If a majority of voters vote to approve a motion, it passes. So, if there are five directors attending, a quorum is established and votes may be taken. If two of those members vote to abstain on a vote, the other three can all vote to approve and the motion will pass. If, on the other hand, three directors vote to abstain, the other two cannot make up a majority vote and the motion cannot pass. Three of five must approve to make up a majority.

5. Executive Director's Report

KC reported he had nothing that will not be covered later in the agenda.

6. Treasurer's Report

With the treasurer not in attendance KC went over the financials. DP asked about the Operating Revenue item and KC pointed out that those funds seem to be in the Transfer for Operating to Capital. He was unsure why landed there and will look into it.

7. Old Business

a. **FCC Action Status & Planning** – KC reported that on the 26th of September the recent FCC order went into effect. Cable providers may begin taking advantage of the in-kind charge back discussed at previous LCATV meetings. As of yet no Vermont providers are taking advantage of it. There have been motions to appeal the FCC order by various national organizations. On November 6th the Department of Public Service (DPS) will clarify the implementation of this rule in Vermont. If a cable operator in Vermont wants to begin charging back any in-kind services then this changes the franchise agreement. That, in turn, requires approval by the Vermont Public Utilities Commission (PUC). The PUC has 120 days to make a ruling. Vermont Access Network (VAN) wants to be sure to have a chance to weigh in on any discussions during those 120 days.

b. Legislative Update

At the state level KC reported that the PEG Access Legislative Study Committee met for the fifth time. At the meeting ComCast discussed how they are approaching the FCC ruling. ComCast is assessing the situation, talking about value of in-kind services and how the rule will be implemented in Vermont. Currently, the only service on the table for a charge-back is the curtesy cable service to schools and libraries. There is still the possibility that those who receive that free service but do not use it might be able to stop receiving it, which may reduce the charge-back.

KR then described the recent public hearing on the FCC ruling. Nineteen people from various public sectors (students, artists, religious representatives etc.) spoke about the value of public access TV. After the hearing, the study committee met. The final meeting will be November 6th, during which draft legislation will be discussed and approved for submission to the legislature prior to the November 15th submission deadline.

The draft legislation may include funding for an expert study concerning what other states are doing to charge **any/all** users of the public rights of way in order to fund PEG organizations. There was some discussion about various ways that funds might be obtained and distributed to those that can provide public access programming. There are many remaining issues to resolve regarding the management of communication over public rights of way.

c. FY 2020 Budgets – Second Reading of the FY2020 budget

KC included a 1.5% increase in salaries in the FY2020 budget and revised number based on September actuals. The version presented also contained a significant increase in dues and subscriptions due to funds needed for the new interactive programming guide. The actual amount needed may not be the estimated \$100 per channel per month. Negotiations of that cost are still under way.

KC stated that he underestimated capital revenue in the previous year's capital budget. He has modified that estimate. Otherwise, no big changes.

KR asked about the source of capital funds and KC responded that it is separate from the funds LCATV receives for operations. When individual Access Media Organizations (AMOs) negotiate contracts, capital funds are not subject to the 5% cap on franchise fees that exists on funds for operations. The standard state contract is 5% for operating costs and .5% for capital expenditures, but that is not universal.

Though KC is not confident that his estimated 10% loss of operating revenue is accurate, but without further information about how the FCC ruling will play out it is the best he can do.

KC would rather that the Board not approve the second reading of the budget until the next meeting when he should have more accurate numbers. The Board agreed.

i. Bonuses

The proposed budget also contained proposed bonuses. The Board voted on those bonuses in order to have firm numbers for KC to use in the final budget presentation at the December meeting.

Motion by KR to approve bonuses as presented, 2nd by DG, passed unanimously

8. New Business

a. Holiday Gathering and December Meeting

Discussion of next meeting brought up the question of whether to have a Holiday Meeting. After considerable discussion the Board decided to make it a potluck in order to save money and still have the celebration.

KC recommended that the next meeting be in early-to-mid-December and that the Holiday Celebration be the same night. He also supported the idea of a potluck. The Board agreed and established that the following Directors will provide the following items:

- KR – Chicken Chili
- DP – Macaroni and Cheese
- CT – Tossed Salad
- BShea – Goulash
- GD – Deserts and Potato Salad
- KC – Finger food, beverages and equipment

The date for the event will be set using an internet poll. There will be no meeting in November. At the December meeting, prior to the Holiday Celebration, the Board will consider approval of the FY2020 budget.

9. Executive Session

There was no Executive Session

10. Adjournment

Motion to adjourn at 7:53 PM by KR, 2nd by DG, passed unanimously

Respectfully Submitted on November 16th (DRAFT) by Curt Taylor – Secretary
Approved at December 13th, 2019 meeting.