



Board of Directors Regular Meeting

December 8th, 2021, at 6:00 pm

LCATV & via Zoom

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

Board of Directors in Attendance: Greg Drew (GD), Dirk Reith (DR), Ken Rocheleau (KR), Curt Taylor (CT), Jeff Hathaway (JH)

Staff in Attendance: Kevin Christopher (KC), Michael Wright (MW), Buddy Meilleur (BM)

1. Call to Order by Chair DR at 6:00 PM.

2. Approval of Agenda

Motion to approve the agenda by CT, second by GD, passed unanimously.

3. Public, board member, and staff comments

CT described his interest in Virtual Reality (VR) devices. He had mentioned this to KC and inquired if LCATV might be interested in such equipment and how it might be used. KC responded that he has been looking into it and knew of work being done by the Media Factory in Burlington. He described their efforts. Their costs were about \$10,000 for the equipment. GD also described his experiences with his Google Pixel phone. KC offered to arrange with Media Factory for a demonstration and discussion of their equipment. LCATV directors expressed enthusiasm. MW also expressed interest and mentioned some VR equipment that he has used. The consensus was that we should investigate this further.

4. Approve minutes of October 27th, 2021

Motion to approve the minutes of 10/27/21 by CT, second by GD, passed unanimously.

5. Executive director's report

KC read a message from Carol Jones regarding a plaque she received for her service to LCATV.

6. Treasurer's Report

The treasurer (JH) noted that the Payroll Protection Program loans had been forgiven and dropped from LCATV's books. LCATV has November liabilities of \$37.90. That is the roughly \$40 of Unemployment Taxes that sit on the books because is not paid when the report is generated. LCATV saw a slight increase in revenue. Otherwise, the budget seems to be about as planned. CT asked for clarification of some expenses that were lower than the previous year's. KC provided the details.

7. Old Business

a. FCC and Legislative Status Update

KC stated that the FCC's commissioner has been confirmed. She is "friendly to community media." Lobbyists will be looking to reverse some of the previous administration's initiatives. Vermont Access Network (VAN) is meeting with legislators to discuss the upcoming legislative session and possible state help with funding.

b. Cable Line Extension Fund

CT reported on the Joint Fiscal Office's briefing on Vermont's economy and funding. He mentioned that broadband is a priority. GD asked about the December 31 deadline for spending some of those federal funds and the possibilities of continued funding. CT responded that often there are ways to get these things done if they are worthy projects. DR stated that the project on Middle Rd. in Colchester seems to be moving forward with poles on (not in) the ground.

8. New Business

a. Employee Handbook

KC stated that the small changes to the Handbook have been made.

Motion by GD to approve the handbook modifications, second by JH, passed unanimously.

b. Board Milage Reimbursement – Discussion

KC put forth LCATV's accountant's responses to questions the Board had about milage reimbursements. The question and responses were:

- Is the issue the nature of the payments, in that they are going to volunteer Board members instead of paid staff? No, it's an issue of spending money and not classifying it as Reimbursement of Expenses
- Should the Board report their milage and be reimbursed at the federal rate? Yes
- Does classifying them as Director's Payments make those payments taxable? If so, can we classify them as something else so as to make them not taxable? To be not taxable they have to be classified as reimbursement of expense. KC noted that this brings us back to the first question.

KC then put forth three alternatives

1. Do nothing. Keep things as they are and one day this will happen again.
2. Do monthly milage reports. KC did the math and figured what each Director would be receiving. That amount would be recorded after each meeting and summed up at the end of the year, then paid out as Milage Reimbursement. Each Director would not have to report their milage.
3. The Directors could be given a yearly stipend that would be taxable.

GD and JH concurred that if the stipend were less than \$600 a year it would not need to be reported to the IRS. CT asked about the amount of work KC needs to do in order to implement the second option. KC responded that the work is minimal. GD asked about other expenses (copying for example). JH raised a question of immunity if we are paid a stipend and no longer volunteers. KC added that the auditor would like to see this decision voted on and properly recorded in the minutes. KC confirmed that currently Directors are receiving \$25 per meeting as a milage reimbursement. There was some discussion of reimbursing for additional expenses. DR proposed that each Director could calculate their various expenses and report them to KC for reimbursement. The consensus was not to pursue that option at this time but to get the milage reimbursement issue taken care of.

Motion to implement KC's second option by CT, second by GD, passed unanimously.

c. Fiscal Year 2022 Budget – First reading

KC informed the Board that there are two proposed versions of the budget based upon the work of the Compensation Committee.

- Option A – No changes to employee classifications or structure with compensation increases based upon the recommendations of the committee. In addition to that: \$30,000 for Field Producers and \$3275 for bonuses.
- Option B – Adding of a fifth full time staff including benefits and salary adjustments for existing staff - \$30,000 for Field Producers and \$3800 for year-end bonuses.

Those are the important changes to the Operating Budget. There were also small changes to the Capital Budget.

DR recommended that we adopt Version A. Then, should the decision be made to hire a fifth staff member, the budget could be adjusted. After some discussion a motion was made.

Motion by GD to adopt option A as described, second by CT, passed unanimously.

9. Executive Session

Motion by CT to enter executive session, second by GD, passed unanimously.

Motion by GD to approve what was discussed in executive session, second by KR, passed unanimously.

10. Adjournment

Motion to adjourn by GD to adjourn at 7:42 PM, second by CT, passed unanimously

DRAFT Respectfully submitted by Curt Taylor – Secretary on March 2nd, 2022

Approved at March 7th meeting