

**NOT
APPROVED**

Cheshire TV Board of Directors
Meeting Minutes
November 10, 2020; 5:30 p.m.; Location: Virtual Meeting via Zoom

Attendance:

Board Members: Ken Colby, Diane Forcier, Kristina Germano, Steve Hooper, Robert Milliken, Dave Payson, and Jodi Turner

Members: Kyrston Clouse, Dave Kirkpatrick, Kristen Nevious, John Michael Dumais, Allan Treadwell, Lee Perkins, Ruzzell Zullo, Mike Brown, Conan Salada, Terry Michael Clark, and Michael Branley

Other: Mia Summerson of Keene Sentinel

The Board of Directors was called to order at 5:30 p.m. with the welcome message and quorum established.

Welcome Message: Jodi stated that we have a new person in charge of the office filling in as the Interim Executive Director. His name is Nik Morton. Cheshire TV is very busy tonight with a City meeting and a School Board meeting in addition to tonight's Board meeting. Guidelines for tonight's meeting were established as follows:

- Go through Board activities that we have on the agenda. Please write down any questions that you have, and we will address them at the end of the meeting. Timelines have been established for each agenda topic so we can attempt to stay on track. Jodi requested that members who have question, please state your name and address (similar to what is done at the City meetings) so that the Board Secretary knows who is talking and can take accurate minutes.

At 5:32 p.m. the Board voted on the approving the following meeting minutes:

- Board meeting held on September 1, 2020 – Kristina Germano made the motion to approve the minutes which was seconded by Bob Milliken. This motion was voted on and passed.
- Special Closed/Sealed Board meeting held on September 28, 2020 – Dave Payson made the motion to approve the minutes which was seconded by Ken Colby. Member, Lee Perkins, asked the purpose of the meeting. Jodi Turner explained the purpose of the meeting was to discuss the altercation between Tom Travers and Rick Blood. It was confirmed that the meeting was duly noted in the September 28th minutes as going into and out of "Closed Session" in addition to being noted that the minutes were sealed. Lee Perkins noted that there wasn't the need to approve these minutes as this particular meeting and could be put off until the next meeting. Jodi Turner requested to vote on the

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approval of the September 28th minutes anyway so as to not have to bring it up again at another meeting. A debate then ensued about approving the minutes or not. It was decided by the Board to approve the minutes as it was a closed/sealed meeting and did not need member input to approve the minutes as it was a closed/sealed meeting. The meeting minutes for closed/sealed session on September 28, 2020 were voted on and approved.

- Board meeting held on October 6, 2020 – Kristina Germano made the motion to approve the minutes which was seconded by Dave Payson. This motion was voted on and passed with one absentia.
- Board Annual meeting held on October 20, 2020 – Dave Payson made the motion to approve the minutes which was seconded by Steve Hooper. This motion was voted on and passed with one absentia.
- Nominating Committee meeting held on October 26, 2020 – Bob Milliken made the motion to approve these minutes which was seconded by Kristina Germano. This motion was voted on and passed with one absentia.
- Special Sealed and Closed meeting held on October 27, 2020 – Kristina Germano made the motion to table the approval of these minutes until the next meeting as there are some questions and possibly some changes that need to be made. This motion was seconded by Bob Milliken and was then voted on and passed.
- Finance Committee meeting held on November 9, 2020 – Dave Payson made the motion to table the approval of these minutes until the next meeting which was seconded by Kristina Germano. This motion was voted on and passed.

Jodi Turner noted that passwords (SBW & Liscio) have been changed and the signature cards have been updated with the Savings Bank of Walpole.

Kristina Germano stated that the Finance Committee consists of herself and Andrew Huneck. The Auditors Report was reviewed that was already signed by Joe Bendzinski as Board Treasurer at the time the report was written for the year ending June 30, 2020 as part of the Annual Report that Jodi Turner presented to the City back in October as a draft. The City did have a couple of questions the most significant question being was that the cash position was reported as one number and they requested a breakdown of that number. The breakdown was provided to the City of Keene. Once the Annual Report has been approved, the City of Keene will receive the final version. The report will be going to the City tomorrow, November 11th. Kristina Germano noted that these documents will be added to the website for all the members to see.

During the Finance Committee meeting Kristina Germano and Andrew Huneck reviewed the Operating and Capital Budget drafts that were presented to the City on October 22, 2020. They had a couple of questions, and the addition for the increase on the lease and heat needed to be entered. There were also a couple of things in the budget that needed to be updated. The budget was created on an even year based on the previous year's budget.

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Lee Perkins continued the discussion regarding the fact that the members were not notified of the finance meeting, which took place 11/9/20. He in particular, had expertise to add. Kristina responded quoting the bylaws that it is up to the Finance Committee to bring their findings to the Board for approval, then the information would be made public. Lee emphatically disagreed with this practice. And would not allow a motion to be made to accept the minutes from the Finance Meeting of 11/9/20.

Jodi remind the participants of the meeting that the present officers of the Board have been a board in place for three months (or less). The Board is doing everything they can to get things right, that hasn't been right for years (according to the bylaws). Dave Kirkpatrick responded that the Board has functioned perfectly for years. Jodi Turner responded that she highly doubted that, when she has seen all of the things that have gone on. Lee responded that the organization has run fine for fifteen years.

Discussion continued. Lee made it clear that the bylaws require that all meetings be public. Lee Perkins said that a board member's (Bob Milliken) response to that was, "If they didn't show up in the past why should we care?" This was not Bob's question to Lee. The question by Bob was "Why, all of a sudden, has this become such a topic of importance after not being important in the past?"

Lee Perkins response was to bring to the Board's attention that Cheshire TV is at risk of losing its non-profit status. It's exposed to two wrongful termination suits, the IRS is preparing an audit, and the NH Attorney General's Office is looking into its behavior. Lee is concerned that an organization that has been doing just fine for fifteen years is now is now at risk of not existing at all. Lee said that this is not a secret. Jodi Turner asked who was bringing all of this to the attention of these people? Lee's response was "I guessing the wrongful termination suits would be... it shouldn't matter, but. (End of answer.)

Seeing no resolution to pass the Finance Committee minutes, and the chance of completing this meeting without continued disruption, Kristina made a motion that we will get our legal counsel to be on the next meeting. She continued if there are formal complaints to the Attorney General's Office, if you want to whistle blow to the IRS, go to the City, go to the Sentinel and have at it. We have done a lot of homework, we have got council, you are a member, we are trying to move forward, and Lee has prevented us from moving forward since July. Members will have input, she continued that the members would have input at the end of the meeting. Lee still disagreed, and asked if the Board was not going to adhere to the rules, then how are you ever going to have a meeting?

Ruzzell Zullo made a point that if the IRS or AG's office is called in no one is going to care that Kristina has only been Treasurer of a short time. Jodi Turner re-stated that we have nothing to hide. Jodi once again reminded Lee that we are doing the best we can, and this was again not acceptable to him. The members were not overlooked on purpose. Dave Kirkpatrick's input was that if a mistake has been made correct it.

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Lee Perkins stated “For all of you who have been on boards before, we can’t even have a conversation about the fact that the budget was prepared by people who know nothing about the organization. “

Discussion continued and seeing no resolution, and due to the chaos of the Zoom meeting, a motion was made by Kristina Germano, to cancel this meeting until further notice. Dave Kirkpatrick said he had never seen anything like this. Lee Perkins said he had never seen anything like this in 15 years, and Kristina responded that she had never seen anything like this in 30 years. Lee Perkins asked if there was a second. Dave Payson seconded the motion. Vote was taken and it was unanimously decided to adjourn. While taking the vote Lee Perkins commented that “There is not one independent board member in the room.”

There being no further business to discuss the meeting was adjourned at approximately 6:15 p.m.

Respectfully submitted,

Diane M. Forcier
Board Secretary

While this information is all public knowledge, video of the meeting was taken, produced and submitted to Cheshire to be aired as November and Beyond, by Dave Kirkpatrick of Iron Horse Productions. This information was put up on YouTube and did air on CTV the week of 11/15/20.

https://www.youtube.com/watch?v=eZJKuaTi83I&feature=youtu.be&fbclid=IwAR2B_0nm2-jm4snjeNvSdCqmfS_mUPcdYgZVvxCwgUDJZWZpwebg6rvCuI8