

**Cheshire TV Emergency Board Meeting
Zoom Meeting
01/15/2021 4:00 pm**

Board Members Present: Kyrston Clouse*, Laurie Donohue, Jodi Newell, Travis Rowe, Ruzzel Zullo

Board Members Absent: Michael Branley, Steve Hooper

Staff Present: Rick Blood, Angus Kirkpatrick, Nik Morton

Members Present: Dave Kirkpatrick, Lee Perkins, Darryl Perry

Meeting called to order at 4:00pm.

1. Ms. Ewell submitted to the Board a letter of resignation effective 01/15/2021
 - a. Motion: to appoint Kyrston Clouse to the Board*
 - i. Made by: Mr. Zullo, Second: Ms. Donohue, Roll Call: passed unanimously
2. Nomination of Officers
 - a. Motion: to nominate Ms. Clouse as Secretary
 - i. Made by: Mr. Zullo, Second: Ms. Newell, Roll call: passed unanimously
 - b. Motion: to nominate Mr. Zullo as Chair
 - i. Made by: Ms. Newell, Second: Ms. Donohue, Roll call: passed unanimously
 - c. Motion: to nominate Ms. Donohue as Vice Chair
 - i. Made by: Mr. Zullo, Second: Ms. Newell, Roll Call: passed unanimously
 - d. Motion: to nominate Ms. Newell as Treasurer
 - i. Made by: Mr. Zullo, Second: Ms. Donohue, Roll Call: passed unanimously
3. Committees
 - a. There was a discussion about the restructuring of committees. The current committee positions were reviewed. It was decided that the responsibilities of the Hiring Committee would move to the Executive Committee. Ms. Donohue and Ms. Newell resigned from the Hiring Committee.
 - b. Ms. Clouse stated that nominations for committee memberships were open
 - i. Ms. Clouse volunteered to be on the Finance Committee
 - ii. Ms. Donohue volunteered to be on the Operations Committee
 - iii. Ms. Newell will be on the Finance Committee as Treasurer
 - iv. Mr. Rowe volunteered to be on the Executive Committee
 - v. Mr. Zullo volunteered to be on the Executive Committee
 - c. Ms. Clouse stated that nominations for committee memberships were closed
 - d. Ms. Clouse stated the proposed committees:
 - i. Executive: Ms. Donohue, Mr. Rowe, Mr. Zullo
 - ii. Operations: Ms. Donohue, Ms. Newell, Mr. Zullo
 - iii. Finance: Ms. Clouse, Ms. Newell, Mr. Rowe
 - iv. Mr. Zullo asked if there were any objections. Hearing none, the motion passed.
4. Executive Director
 - a. Motion: to hire Dave Kirkpatrick as the acting Executive Director to be reviewed by the Board at 30 days, 60 days, 90 days, and 120 days.
 - b. Made by: Ms. Clouse, Second: Ms. Newell

- c. Discussion:
 - i. The Board will continue the process of searching for an Executive Director. Mr. Kirkpatrick’s performance will be evaluated at 30, 60, 90, and 120 days and taken into consideration when the final decision is made.
 - ii. Ms. Donohue stated for the minutes: Mr. Kirkpatrick has a deep understanding of the community; he has established relationships with the community, schools, organizations, and government; it is a huge advantage to have him fill this role.
 - iii. There was a discussion about the Executive Director salary. Mr. Perkins stated that the salary was: set by a previous Board, competitive for this position in this industry, not excessive compensation for this position, and not excessive compensation for Mr. Kirkpatrick due to his education and experience. The compensation package includes salary and time off and there are no other benefits. Mr. Perkins stated that the entire Board needed to know the compensation package and that Mr. Hooper and Mr. Branley were already aware of the salary.
 - iv. The cost of a temporary consultant (if approved by the Board) will be deducted from Mr. Kirkpatrick’s salary.
- d. Roll call: passes unanimously

Due to a conflict of interest, Ms. Clouse recused herself from the discussion, vote, and taking of minutes for Item 5. Ms. Donohue took minutes for Item 5.

UPDATE: On 01/19/2021, the first business day following this meeting, Cheshire TV Counsel notified us that there are statutory requirements with regards to how a conflict of interest is handled for dollar amounts of \$5000 and above. As a result, this vote will be revoked and Lee Perkins will provide consulting services as a volunteer until these details can be addressed in accordance with the law.

~~5. Temporary Consultant~~

- ~~a. Kyrston Clouse recused herself from the discussion as it involved a member of her immediate family.~~
- ~~b. Motion was made to hire Lee Perkins as a consultant for \$5000 for one year. Lee will write up a contract with scope and deliverables for review by the Board.~~
- ~~c. Once the contract is approved, Cheshire TV will pay the full amount to Lee Perkins in one lump sum.~~
- ~~d. Ruzzel Zullo made the motion~~
- ~~e. Travis Rowe seconded the motion~~
- ~~f. Roll Call: Laurie Donohue Yes~~
- ~~g. Travis Rowe Yes~~
- ~~h. Jodi Newell Yes~~
- ~~i. Ruzzel Zullo Yes~~

Ms. Clouse resumed taking meeting minutes as there was no longer a conflict of interest.

6. Discussion:

- a. There was a discussion about Cheshire TV Counsel Brad Cook. Mr. Perkins stated that Mr. Cook assured him that any issues of the past could be cured. Mr. Perkins is taking the necessary steps to do so.
- b. There was a discussion about the bank. Mr. Perkins stated that on 1/16/2021, former Board member Kristina Germano will be removed from the bank account and new signatories will be added.
- c. The Board decided to keep the current schedule of regular Board Meetings on the first Tuesday of every month at 5:30pm.
- d. Mr. Kirkpatrick addressed the Board to give a list of immediate steps he was going to take moving forward: address the membership, determine what overall issues there are to resolve, analyze the budget, look into new technology, and community outreach with Zoom meetings.
- e. Mr. Perkins stated that he would work with the Treasurer to review the budget and financial documents.
- f. The Finance Committee will decide the date of the next meeting and notify the membership.

Meeting adjourned 5:00pm