

**Cheshire TV Special Board Meeting
Zoom Meeting
03/19/2021 7:00 pm**

Board Members Present: Kyrston Clouse, Laurie Donohue, Travis Rowe, Ruzzel Zullo
Board Members Absent: Steve Hooper, Jodi Newell
Staff Present: Dave Kirkpatrick
Members Present: Lee Perkins, Aaron Potter

Mr. Zullo called the meeting to order at 7:02pm

1. City of Keene – City Manager Meeting – 03/04/2021
 - a. Mr. Kirkpatrick, Ms. Newell, Mr. Zullo, and Cheshire TV attorney Brad Cook met with City Manager Elizabeth Dragon on 03/04/2021. The City of Keene previously informed Cheshire TV (by certified letter on 01/22/2021) that the contract will be terminated unless Article III of the Articles of Agreement is changed.
 - b. Current Article III of Cheshire TV’s Articles of Agreement (filed 09/08/2005):
 - i. The provisions for establishing membership and participation in the corporation are: There shall be a Board of Directors governed by the organizational by-laws and guidelines. All residents of Keene, Marlborough, and Swanzey, New Hampshire are eligible for membership in the corporation. Educations, governmental, healthcare, arts, religious, business, civic, and other entities which are based in or serve the residents of the three communities shall also be eligible for membership. Application for membership shall be made by submitting a membership form to Cheshire TV, 350 Marlborough St., Keene, NH, 03431.
 - c. City of Keene’s proposed change (remove Article III as written and replace):
 - i. The provisions for membership and participation in the corporation are as follows: The City of Keene and Town of Swanzey (if they agree to rejoin) shall be the members of the corporation, and shall have votes in proportion to their percentage of funding of the corporation’s activities. The members shall retain the right to appoint directors of the corporation, to remove directors with or without cause, to approve annual budgets, to amend these Articles of Agreement, and to approve such by-laws as may be adopted by the directors.”
 - d. Ms. Dragon was not open to negotiation during the 03/04/2021 meeting.
2. City of Keene – City Council Meeting – 03/18/2021
 - a. Mr. Kirkpatrick submitted a letter to Mayor Hansel requesting a public hearing to discuss the proposed termination of the contract. The letter was presented to City Council on 03/18/2021.
 - i. Mayor Hansel proposed referring the matter to the City Manager, who is responsible for negotiating contracts.
 - ii. Councilor Filiault proposed, in the interest of transparency, a public hearing so that Mr. Kirkpatrick could address the full Council.
 - iii. There was a vote to: refer the matter to the City Manager OR “take some other sort of action”.
 - iv. 4 (four) Councilors voted in favor of “taking some other sort of action”: Filiault, Jones, Greenwald, and Williams.

- v. 11 (eleven) councilors voted in favor of referring the matter to the City Manager: Bosley, Chadbourne, Giacomo, Hooper, Johnsen, Madison, Manwaring, Ormerod, Powers, Remy, and Workman.
- vi. Result: there will be no public hearing scheduled and the matter is referred to the City Manager.
- vii. *As of 03/21/2021, a video recording of the 03/18/2021 City Council meeting is available on the City of Keene website.*

3. Severance Packages

- a. The Board will research appropriate severance options for Cheshire TV employees in the event that Cheshire TV is dissolved as a nonprofit organization.
- b. Mr. Kirkpatrick and Mr. Perkins will seek the advice of counsel on any legal matters related severance packages and nonprofit organizations.

4. Public Relations and Legal Representation

- a. After being denied a public hearing, Mr. Kirkpatrick proposed a PR campaign to inform the public on what is happening between Cheshire TV and the City of Keene.
- b. Mr. Kirkpatrick requested to consider options for legal representation for Cheshire TV.
- c. Motion to authorize Mr. Kirkpatrick to spend up to \$10k on PR expenses and up to \$10k on lawyer expenses.
 - i. Made by: Ms. Clouse, Second: Ms. Donohue
 - ii. Roll call: Ms. Clouse-YES, Ms. Donohue-YES, Mr. Rowe-YES, Mr. Zullo-YES
 - iii. Motion passes

5. Nonpublic Session

- a. Motion to move into nonpublic session to conduct the Executive Director's 60-day review
 - i. Made by: Ms. Donohue, Second: Ms. Clouse
 - ii. Roll call: Ms. Clouse-YES, Ms. Donohue-YES, Mr. Rowe-YES, Mr. Zullo-YES
 - iii. Passed unanimously

6. Motion to seal the minutes from nonpublic session

- i. Made by: Ms. Clouse, Second: Ms. Donohue
- ii. Passed unanimously

The Chair adjourned the meeting at 8:35pm with unanimous consent