

**Cheshire TV Special Meeting of the Members  
Zoom Meeting  
05/11/2021 5:30 pm**

Members Present: Ernie Baudler, Zach Benton, Rick Blood, Terry Clark, Kyrston Clouse, Tom Cook, Anna Cote, Laurie Donohue, Bill Dow, Virginia Eskin, Michael Jasmin, Dave Kirkpatrick, Johanna Laurie, Nik Morton, Jodi Newell, Lee Perkins, Darryl Perry, Aaron Potter, Pat Rainey, Travis Rowe, Hilliare Wilder, Ruzzel Zullo

Others Present: Kristina Germano, Jon Meyer, Mia Summerson

Agenda Item: Proposed changes to Article III of the Articles of Agreement

*During the 04/06/2021 Board Meeting, the Chair of the Board called for a Special Meeting of the Members to vote on the City's proposed change to Article III of the Articles of Agreement, and the Board set the date of record as 04/30/2021. On 05/01/2021, all active Members in good standing as of 04/30/2021 were sent notice of the Special Meeting of the Members and were eligible to vote at this meeting.*

The Chair (Mr. Zullo) called the meeting to order at 5:30pm

The Executive Director, Mr. Kirkpatrick, gave an overview of the ongoing situation with the City of Keene. The City sent a letter to Cheshire TV on 01/22/2021 informing that the contract between the City and Cheshire TV would be terminated in 120-days unless Article III of the Articles of Agreement was changed (remove and replace).

One of the reasons stated in the letter is the City's opinion that certain individuals are improperly financially benefitting under the new Board of Directors. In the case of the Executive Director, Ms. Clouse informed the membership that Mr. Kirkpatrick was hired due to: his experience, immediate availability, and the emergency that Cheshire TV was facing at the time. Mr. Kirkpatrick was hired at a salary set by the previous Board. Ms. Clouse also read aloud Section 11 of the Agreement between the City of Keene and Cheshire TV (the contract):

*"Section 11 – Independent Contractor: It is understood and agreed that CTV is an independent contractor and that no relationship of principal/agent or employer/employee exists between the City and CTV. If in the performance of this Agreement any third persons are employed by CTV, such persons shall be entirely and exclusively under the control, direction and supervision of CTV. All terms of employment, including hours, wages, working conditions, discipline, hiring and discharging or any other term of employment shall be determined by CTV and the City shall have no right or authority over such persons or terms of employment."*

Mr. Zullo requested that both the current and proposed Article III be read aloud to review the specific changes that were being proposed.

The Secretary (Ms. Clouse) read aloud the current Article III:

*"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.”*

The Secretary read aloud the City of Keene’s proposed Article III:

*“Provision for membership in the corporation is as follows: There will be two classes of Members of the Corporation, as follows:*

*Class A Members are those municipalities which provide public and governmental access funding to the corporation, acting through their governing and/or legislative bodies. Class A Members shall at all times retain the power to appoint a majority of the board of directors, and shall initially appoint [number] directors to the board of directors. Class A members shall retain the power to approve any amendments to the Articles of Agreement. Each Class A Member of the board of directors will have voting power commensurate with its municipalities’ percentage of the funding of the corporation.*

*Class B Members shall be any natural persons who apply for membership, are residents of the municipalities served by the Corporation, have some interest in, or involvement with, the activities of Cheshire TV, and pay such dues as may be required, if any, and who otherwise complies with the requirements for membership set forth in the By-laws of the corporation, as may be amended from time to time. Class B members may elect [number] directors to the board of directors from among the Class B Members, but shall not have the authority to elect a majority of the board of directors.*

*The board of directors shall have the authority, by majority vote, to prepare and approve the By-laws, and any amendments thereto, to prepare and approve the annual budget, and any amendments thereto, and to hire and supervise the Executive Director.”*

Mr. Clark quoted the City’s rationale behind their proposal: *“The organization lacks the transparency and oversight required to protect the substantial investment in the organization being made by the community.”* Mr. Clark stated that past problems with Cheshire TV were under the stewardship of a rogue Board, one that was removed by the Membership, and that the City’s characterization no longer applies. Mr. Clark, a former city councilor, described a January gathering with City Councilors where they were given a false representation of what was happening with Cheshire TV.

There was a discussion about membership and eligibility. Mr. Perkins explained that while the existing Article III states that residents of Keene, Marlborough, and Swanzey are eligible for membership, others are not excluded. Article IV of the Bylaws, Section 4.01 states that *“Membership in CTV is open to: Any natural person, upon completion of a membership application and subsequent compliance with the policies and procedures of CTV. Parental permission is required for minors. Membership is available to all those eligible without discrimination”*.

The proposed change from the City states that *“Class A Members are those municipalities which provide public and governmental access funding to the corporation”*, and *“Class B members shall be any natural persons who apply for membership, are residents of the municipalities served by the Corporation...”*. It was noted that over one-third of active members of Cheshire TV are residents outside of Keene, and Cheshire TV has always been an inclusive organization.

**Motion: to vote yea to accept the City’s proposal or nay to deny the City’s proposal**

Made by: Laurie Donohue, Second: Terry Clark, Vote was taken by roll call

Yea: Bill Dow, Michael Jasmin

Nay: Ernie Baudler, Zach Benton, Terry Clark, Kyrston Clouse, Tom Cook, Anna Cote, Laurie Donohue, Dave Kirkpatrick, Johanna Laurie, Nik Morton, Jodi Newell, Lee Perkins, Darryl Perry, Aaron Potter, Pat Rainey, Travis Rowe, Ruzzel Zullo

No vote: Rick Blood, Virginia Eskin, Hillaire Wilder

Result: The majority of Members present deny the City’s proposed change to Article III of the Articles of Agreement.

Mr. Kirkpatrick presented a counterproposal that was given to the City of Keene: that the composition of Cheshire TV’s Board of Directors be modified so that there is equal representation between funding municipalities and the membership. Presently, of 12 (twelve) Director seats on the Board, the City of Keene holds 1 (one) seat. This would be increased to 6 (six), and the other 6 (six) would remain as Membership-elected seats.

The City was given the counterproposal after the 05/04/2021 Board Meeting, but did not respond before this Special Meeting of the Members. Mr. Meyer advised the Membership that a show of support for the counterproposal would be beneficial in negotiating with the City.

**Motion: that the Membership approve the counterproposal and that the City consider adopting the counterproposal**

Made by: Darryl Perry, Second: Kyrston Clouse, Vote was taken by roll call

Yea: Ernie Baudler, Zach Benton, Kyrston Clouse, Tom Cook, Anna Cote, Laurie Donohue, Dave Kirkpatrick, Johanna Laurie, Nik Morton, Jodi Newell, Lee Perkins, Darryl Perry, Aaron Potter, Pat Rainey, Travis Rowe, Ruzzel Zullo

Nay: Terry Clark, Bill Dow, Michael Jasmin

No vote: Rick Blood, Virginia Eskin, Hillaire Wilder

Result: The majority of Members present approve the counterproposal of equal representation on the Board of Directors between Membership-elected Directors and Directors appointed by funding municipalities.

**Motion: to adjourn the meeting**

Made by: Darryl Perry, Second: Kyrston Clouse

Result: Passed unanimously

Meeting adjourned 7:30pm