

Cheshire TV Special Board Meeting
Zoom Meeting
05/17/2021 5:30 pm

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

Mr. Zullo called the meeting to order at 5:45pm

Pursuant to the letter sent by the City of Keene on 01/22/2021, the contract with the City will be terminated on 05/21/2021 unless a new arrangement is made to continue the contract.

On 05/11/2021, the Membership voted to reject the City’s proposal: that there be two classes of Membership: Class A would be funding municipalities and Class B would be residents of the funding municipalities; at no time would Class B Members hold a voting majority on the Board of Directors.

On 05/11/2021, the Membership voted to approve a counterproposal: that Cheshire TV Members and the funding municipalities would have equal representation on the Board of Directors. The counterproposal was given to the City.

Jon Meyer, Cheshire TV Counsel, notified Mr. Kirkpatrick on 05/17/2021 that the City of Keene rejected the counterproposal.

Cheshire TV, a PEG nonprofit organization, has legal duties and purposes that are stated in the Articles of Agreement and Bylaws. These duties include television broadcast and a production facility. Without a contract and no ability to fulfill the legal requirements, Cheshire TV must wind up and dissolve.

The winding up and dissolution of the organization can only be approved by the Membership. The Chair called a Special Meeting of the Members for 06/01/2021 for this purpose, contingent upon the termination of the contract. Notice will be sent no later than 05/22/2021.

The Directors present, having convened a quorum, held a discussion and made the following resolutions:

1. Advertisement – Keene Sentinel
 - a. There was a discussion about putting an advertisement in the Keene Sentinel thanking the community for their support for Cheshire TV and providing an explanation for the circumstances that led to the termination of the contract.
 - i. Motion: to spend up to \$1,500 on advertisements for Cheshire TV
 1. Made by: Ms. Clouse, Second: Mr. Cook, Passed unanimously
2. Severance
 - a. There was a discussion about paying employees severance in the event that the contract is terminated. The Finance Committee will discuss this at the Finance Committee meeting on 05/18/2021 and review staff hire dates and salaries, ensuring that all proper protocols are followed.
 - i. Motion: contingent upon the contract being terminated, the Board resolves to empower Mr. Kirkpatrick to work with Mr. Meyer to create a severance package for current employees as fully as the law will allow.
 1. Made by: Mr. Cook, Second: Ms. Clouse, Passed unanimously

3. Winding Up and Dissolution

- a. Winding up and dissolving the organization must be approved by Membership vote. The Chair called a Special Meeting of the Members for 06/01/2021. The notice will be sent no later than 05/22/2021.
- b. There is a legal process associated with winding up and dissolving Cheshire TV. Utilizing an attorney for this process will ensure that Cheshire TV remains in compliance with the relevant laws. Mr. Kirkpatrick will speak with Mr. Meyer on how much it will cost to provide this service. Mr. Meyer will also serve as a legal adviser for this process.
 - i. Motion: to authorize Mr. Meyer to wind up and dissolve the organization, and prepay him the amount it will cost for this service
 1. Made by: Ms. Clouse, Second: Ms. Newell, Passed unanimously
- c. Mr. Kirkpatrick will need to handle various end-of-business tasks and will speak with Mr. Meyer to determine what Cheshire TV's legal responsibilities are. The amount of time this will take exceeds the 05/21/2021 termination date. A 30-day window is appropriate given it is the length of a billing cycle (to receive final invoices and bills that need to be paid, as well as the handling of producer property and Cheshire TV documents and data). Mr. Kirkpatrick will require assistance with these tasks.
 - i. Motion: to set aside the money it will take to fulfill Cheshire TV's legal requirements for wind up and dissolution
 1. Made by: Ms. Clouse, Second: Ms. Newell, Passed unanimously
 - ii. Motion: to prepay Mr. Kirkpatrick for 30-days to fulfill legal requirements to wind up and dissolve Cheshire TV
 1. Made by: Ms. Newell, Second: Ms. Clouse, Passed unanimously
 - iii. Motion: to authorize Mr. Kirkpatrick to spend up to \$2,000 in labor to assist with the winding down and packing and moving of Cheshire TV documents and materials
 1. Made by: Mr. Cook, Second: Ms. Clouse, Passed unanimously
 - iv. Motion: the Board of Directors formally recognizes that the contract between the City of Keene and Cheshire TV will be terminated at 5:00 pm on 05/21/2021. Any extension of the contract must be in writing.
 1. Made by: Ms. Clouse, Second: Mr. Cook, Passed unanimously

4. Upcoming Meetings

- a. Mr. Kirkpatrick previously scheduled Board Meetings for 05/18, 05/19, 05/20, and 05/21 at 5:30pm so that if the Board needed to convene quickly, the notice requirement to the Membership was made.
- b. The Board scheduled an additional meeting for 05/21/2021 at 12:00pm
- c. There is a Finance Committee meeting on 05/18/2021 at 7:00pm

Meeting adjourned 6:45pm by unanimous consent