

Cheshire TV Special Board Meeting
Zoom Meeting
07/20/2021 5:30 pm

Board Members Present: Tom Cook, Kyrston Clouse, Jodi Newell, Travis Rowe, Ruzzel Zullo
Board Members Absent: Laurie Donohue
Staff Present: Dave Kirkpatrick
Members Present: Gerhard Bedding, Johanna Laurie, Lee Perkins, Darryl Perry
Others Present: Mia Summerson

Note: There was a Special Meeting of the Members on 07/01/2021 for the purposes of winding up and dissolving Cheshire TV. There was not a quorum for the meeting. As such, the meeting was not called to order and no business was conducted.

Mr. Zullo called the meeting to order at 5:32pm

1. Executive Director Report
 - i. Spectrum account has been finalized
 - ii. Some insurance policies have been prepaid, others quarterly, others ongoing. Research will be done as to which insurance policies are required moving forward and which can be canceled.
 - iii. Cheshire TV members have reached out wanting to know what to do next. The City of Keene has taken responsibility for public access in the area and the members have been advised to contact their city councilors and the city manager for next steps.
2. Severance
 - i. There was a Finance Committee meeting immediately prior to this Board meeting. The Finance Committee discussed Cheshire TV's financial standing. As of today, the sum of all bank accounts is \$134,311.34
 - ii. The Board approved a severance package during the 05/25/2021 Board meeting. That severance package is: that Mr. Kirkpatrick and Mr. Blood be paid 12 weeks severance each; that Mr. Kelleher and Mr. Morton be paid 4 weeks severance each. One of the deciding factors at that time was the belief that the City of Keene would approve or deny severance given to employees. For this reason, the Board chose to take a conservative approach to reduce the likelihood of the City rejecting. Since then, the City has released any claim to Cheshire TV funds.
 - iii. Motion: to reconsider the previous severance package
 1. Made by: Ms. Newell, Second: Ms. Clouse, Passed unanimously
 - iv. Motion: to rescind the previous severance package for the purpose of making a new one
 1. Made by: Ms. Clouse, Second: Ms. Newell, Passed unanimously
 - v. Motion: to pay employees, employed full-time as of 05/21/2021, two weeks severance for every year of full-time employment. A partial year will be considered one year for the purposes of calculating years employed and severance due.
 1. Made by: Ms. Clouse, Second: Ms. Newell
 2. Discussion: The Directors present made statements to be entered into the record
 - a. Mr. Cook: I think the original figure was not reflective of our understanding and appreciation of the work that, in particular, Rick and Dave have done over the years. I also think given the pandemic and where we live, my understanding of severance is that it is a means of allowing employees suddenly losing their jobs to have a little cushion to find something else. We're in such a specific type of

business. I think the more we can give them to have a little bit of extra breathing space is appropriate.

- b. Ms. Clouse: The original severance package did not reflect how the Board wanted to treat the staff. It was a compromise based on how the City of Keene would react. This staff has been put through the ringer with a hostile work environment, drama, the Board changing. I remember when at the beginning all Cheshire TV could afford to pay them was scraps. It really means a lot to me on a personal level that for Rick and Dave, their passion is where they were getting their payment from for quite some time. At the end of all of this I feel the best way I can say thank you and we appreciate you and good job is two weeks per year. That's why I'll vote yes. I think the employees deserve that, at the very least.
- c. Ms. Donohue: *Ms. Donohue was not present at the meeting and could not vote, but expressed she wanted the staff to get the maximum amount possible.*
- d. Ms. Newell: I think very simply the package that we're approving is commiserate to experience and what they've put into Cheshire TV. I think it's fair.
- e. Mr. Rowe: I like that we're looking at the amount of work and commitment that they have had to Cheshire TV and I think that this package shows that.
- f. Mr. Ruzzel: In light of knowing what we have to work with, I think this package is a better representation of what we're able to provide the employees for their service and I think this is definitely a fairer way of going about it.

3. Roll call:

- a. Ms. Clouse Yes
- b. Mr. Cook Yes
- c. Ms. Newell Yes
- d. Mr. Rowe Yes
- e. Mr. Zullo Yes
- f. Motion passes

3. Cheshire TV's Future

- i. There was a discussion about restructuring Cheshire TV. As Cheshire TV can no longer provide public access services to the community, the Board would like to modify the mission to fund scholarships for students seeking an education in production. This would enable Cheshire TV to continue providing community services, and if in the future public access becomes a viable option, the nonprofit will remain intact. Given that Mr. Kirkpatrick's last day of employment is 07/22/2021, Mr. Cook volunteered to handle this transition.
- ii. Mr. Perkins informed the Board that he can assist Mr. Cook in his role as a consultant, and that his institutional knowledge would be valuable in the restructuring, as well as previous experience in the creation of different documents. The Board was receptive to this idea and wanted to continue discussion.
- iii. *Note: Mr. Perkins was hired as a one-year consultant in January. Due a conflict of interest (he is an immediate family member of Ms. Clouse) and misunderstanding of regulatory requirements, Mr. Perkins withdrew his offer. The matter was tabled until the Board could determine the proper process for hiring Mr. Perkins. See the 01/15/2021 minutes for additional information. The Guidebook for New Hampshire Charitable Organizations is the text that this Board is using for reference. Conflict of Interest is covered on Page 7 of the Guidebook.*
- iv. Ms. Clouse exited the Zoom meeting.
- v. The Board continued the discussion regarding Mr. Perkins assisting Mr. Cook in restructuring Cheshire TV and decided it was the best path forward. The Board also acknowledged that Mr. Perkins has been consulting on a volunteer basis. Mr. Zullo noted that Mr. Perkins' fee is considered an outstanding debt.
- vi. Motion: to rediscuss Mr. Perkins' employment

1. Made by: Mr. Cook, Second: Ms. Newell, Passed unanimously
- vii. Motion: to rescind the original agreement to employ Mr. Perkins for a fee of \$5,000
 1. Made by: Mr. Cook, Second: Ms. Newell, Passed unanimously
- viii. Motion: to employ Mr. Perkins for a fee of \$4,999.99
 1. Made by: Mr. Cook, Second: Ms. Newell, Passed unanimously
 2. *Note: following this meeting, Mr. Perkins sent an invoice for \$4,900.00*
- ix. Ms. Clouse returned to the Zoom meeting
- x. Motion: to assign Mr. Cook as a representative of the Board and Mr. Perkins as our consultant to find out what we need to do to reconfigure the organization to fund scholarships
 1. Made by: Ms. Newell, Second: Mr. Rowe
 - a. Ms. Clouse Abstain
 - b. Mr. Cook Yes
 - c. Ms. Newell Yes
 - d. Mr. Rowe Yes
 - e. Mr. Zullo Yes
 - f. Motion passes
- xi. Motion: to make Mr. Cook an authorized signatory for Cheshire TV bank accounts
 1. Made by: Ms. Clouse, Second: Ms. Newell, Passed unanimously

Mr. Zullo adjourned the meeting at 7:11pm with unanimous consent.