



Web Site – www.mcam.org

Board of Directors Meeting – June 22, 2005 - 7:00 a.m.

At the Home of MCAM
540 Commercial Street

Attending: John St. Hilaire, Joe Lahr, June Craig, Hubie McDonough, Chris Proulx, Linda Thomas and Ray Buckley. Joe made the coffee in our fine kitchen.

Meeting was called to order at 7:10 a.m. and run according to Robert Rules of Order; Minutes of the prior meeting on June 9, 2005 were forwarded via email to each Board Members by June Craig, Secretary.

Joe passed out to June a Notice from the Department of Justice, 33 Capitol Street, Concord, NH advising that we are required to register with and report to the Attorney General, Charitable Trusts Unit along with instructions to do so. We also received a post card from the NH Dept. of State, Annual Reports, P.O. Box 9529, Manchester, NH 03108-9529 with a business id# which states that our Non-Profit Report is due on December 31, 2005.

John passed out to June and Joe a Draft Contract For Executive Director/Station Manager of Manchester Community Access Media, Inc. which he has been working on with MCAM's Attorney Dean Eggert.

John noted that Greg Salts apologized for his behavior on Saturday, June 18th. The Meeting with the Producers has been edited and is currently running on Channel 23 often during the day. John thanked Joe for his quick and good work. Most Producers were overjoyed with what they saw and heard at the meeting.

John noted that The Bank of America, office on the corner of Elm and Bridge Street has been selected for MCAM banking. There are three accounts opened:

\$15,000 in checking

135,000 in an accessible Money Market

\$200,000 in a 91 day CD @ 3%

Free Banking

Signatories will be Joe and John. Chris Proulx advised the Board that he will not be able to continue with the Treasurer's position on the Board due to his job but has agreed to stay on the Board.

John noted that we were able to get the 3% interest on the 90 day CD. They had spoken with Jim Stewart's brother-in-law who is CEO at Bank of America, NE

John says we would like to find a new Board member who has bookkeeping or QuickBooks experience, or has been on another Board in Treasurer's position who would be accessible.

Ray Buckley felt that it was not advisable for John to sign on as Treasurer. The Board has to protect the Chairman and the Executive Director from appearances of wrong doing. We are susceptible to criticism from the public. Ray agreed with Linda that a written financial report would be helpful for Board members to peruse at meetings. However he did understand that we have only had money for three days in which time they have been making payments for expenditures which have already been approved by the Board. Ray wanted to know who signs purchase orders. It was explained to him that all payouts made thus far have already been approved by the Board and were included in the Budget which was approved the Board of Mayor and Alderman

It was noted that as a new member of the Board, Ray had to receive copies of documents that would give him necessary background on MCAM's position. June and Joe will get some documents together for him past minutes, By-Laws, the budget, the Agreement with the City of Manchester, etc.

John also noted that there is no phone access to the facilities yet; there are no computers on the site. John will provide a written report of the expenditures via e-mail by the weekend.

Regarding telephone access. It is imperative that folks be able to contact Joe at 540 Commercial Street. John spoke with Call Logics which has an office above our facilities. They will provide us with a phone number and they will immediately start taking phone messages. This is a service for incoming calls only. The phone number they provide to us can stay with us when we are able to be up and running with Comcast/Verizon combined services. If we ever wanted to do a telethon or an on-air auction, Call Logics can provide the service. They handle calls for Imus in the Morning. The last he knew the cost for such service was under \$50 a month. (subsequently learned it is \$70 + a month. Linda asked if this was included in the original budget. John said no.

Currently we are still under the electric bill of Independent Technologies the former tenant. John has a call in to them to advise them of the situation and that we will be transferring the service to MCAM as of July 1st.

We will receive the \$116,000 on July 1st that will cover our operating expenses until October. A portion of the \$350,000 Capital equipment funds will be put in a 5 year annuity available on a yearly or ¼ year basis. We could have \$125,000 to \$150,000 left over after equipment purchases to put in the annuity

On October 1st our 1% from Comcast will be approximately \$230,000-235,000. The Comcast funding quarter is effective June 30th when we will know the figure more precisely.

Linda expressed concern that the Board did not receive any written accounting of the expenditures thus far. John apologized for not making himself clear or perhaps not speaking loud enough, that he will provide written accounting of the expenditures thus far by the weekend. He reiterated that the entire MCAM operations are a work in progress, and they just received the check from the City on Friday afternoon.

The insurance papers for employees have been completed through BC/BS. Our operating budget will fund the electricity, rent, payroll, insurance, etc. and the Board will receive periodic reports.

Next Board meeting on June 30th we must extend the terms of the Board Members. We need Policies for Producers, Committee roles for producers. Atty Dean Eggert says we should be proactive in setting up policies and procedures.

There was a discussion that we need a Motion that John St. Hilaire be appointed temporary treasurer. John noted the reluctance for him to be temporary treasurer. He said he had asked June Craig to step into the position but she had not accepted. Upon further discussion June agreed to temporarily perform the duties of treasurer of MCAM. **Ray made the Motion: To approve June Craig as Temporary Treasurer until the election of a permanent treasurer;** Hubie seconded, all approved.

Chris Proulx had to leave the meeting to get to work so he wanted to vote on whatever. After much discussion it was decided that Joe should pick up a cell phone put it on a credit card and submit the bill for payment.

Joe noted that the Manchester School District wants Joe's resignation in by Friday, June 24th. Joe said he put off submitting his resignation as long as he could. A copy of Joe's contract will be forwarded by John to all Board members this evening. Joe's contract is for three years and it includes stipulations about his salary and retirement. Joe says he is generally happy with what he believes to be in this latest version, but he knows that it does not contain verbiage that says Board Members do not have control over the employees.

There was discussion that there is no verbiage in the By-Laws relating to who oversees employees and other issues and that we will need to have a committee work on any weak points in the By-Laws and bring proposed changes to the full Board for review and approval

Linda noted that there was a provision in Joe's contract that specified a 90 day notice in the event Joe's services were to be terminated. She asked if that provision was acceptable to Joe. Should the Board have the ability to waive the 90 days? John noted that all the Board members will receive a copy of the Proposed Contract via e-mail, until then we should not be using our precious meeting time to discuss this now.

John would like the Board members to review Joe's contract as soon as possible after receiving it and respond by the end of the day on Monday, June 27th. Hubie McDonough

noted that he will be on vacation the last week of June and he believes Lou D'Allesandro will also be on vacation at that time.

Linda noted that Joe's contract states that any extra education expenses which Joe would like to partake must be approved by the Board. She thought it would hamstring Joe. Ray says that recent incidents published in the Union Leader should be a lesson to us that we need to protect our employees and board members from any appearance of wrongdoing. So many acts, done in good faith can be twisted to appear underhanded and self-serving.

John noted that there were some changes needed to the By-Laws that have to be made before July 1st.

Joe will set it up that any e-mails sent to Board Members via the web site www.mcam.org will be forwarded to each board member's personal email address automatically.

John and Joe will be taking pictures of the progress of construction.

John noted that a financial report will be sent out to everyone. June must go to Bank of America to sign on as the Treasurer of MCAM. John noted that that there will be three checking accounts to prevent any equipment funds from being co-mingled.
One account for payroll taxes which will be automatically withdrawn by Advantage
One for operations – (The \$116,000) electricity, payroll, pencils,
One – restricted for equipment (The \$350,000.)
To affect the Minimum balance, all the accounts are combined.

The calendar for producers will be on line.
MCTV is on the air until June 30th on channel #23. Producers are showing reruns.

Following this meeting Joe and John are going to JFK Coliseum to discuss the connection for reruns to be broadcast on Channel 23 until Studio A is ready.

Because Hubie McDonough will be on vacation next week, he wrote a proxy for June Craig to vote in his stead. He felt this was necessary because the issue of quorum at a Board meeting is always a problem when several board members do not attend.

The next meeting will be June 30th at 7:00 a.m. at 540 Commercial Street.

A motion to close the meeting was made by _____, seconded by _____. All approved.

Respectfully submitted,

June E. Craig, Secretary
MCAM Board of Directors

June 23, 2005