



Web Site – www.mcam.org
Board of Directors Meeting – February 24, 2006 - 7:00 a.m.
At the Home of MCAM
540 Commercial Street
Tel. No. 622-3023 - Fax: 622-9323

Needed for a Quorum – Nine attending

Attending on February 24, 2006: (9-7-1) John St. Hilaire, June Craig, Carol Williams, Ray Buckley, Gene Mackie, Arthur Gatzoulis, Graham Chynoweth, Chris Williams, Jean Jeudy and Station Manager Joe Lahr. Missing were Chris Proulx, James Stewart, Lorraine Lamontagne, Hubie McDonough, Lou D’Allesandro, Ami D’Amelio, and Carol Yeaton.

Meeting was called to order by John St. Hilaire at 7:15 a.m. and run according to Robert Rules of Order. June passed out a few copies of a bare bones Agenda. John mentioned that he would like to establish a definite conference with June prior to each Director’s meeting to develop the Agenda to be forwarded to the Directors prior to the meeting.

Gene requested that the members of the Board have a moment of silence in respect for the sister of Mayor Baines who died of cancer and whose funeral Mass was at St. Pius Church this AM

Secretary:

Minutes of January 13, 2006 were forwarded via email on January 16, 2006 to each Board Member by June Craig, Secretary. **Minutes of the January 13, 2006 meeting were accepted with no changes on a Motion** by Ray Buckley, seconded by Chris Williams.

Gene Mackie wondered if we might want to establish a stationary number for a Quorum because he notes that we frequently have a problem with attendance for a Quorum. Also folks who have to leave before a meeting is finished, or staying no longer than an hour result in some matters unresolved at each meeting because the quorum has dissolved. He was thinking maybe 5, 6, 7 or 8 members in attendance might work. There was no decision on this suggestion. The Policy and Procedures Committee, presently studying the By-Laws Committee will consider this suggestion.

June mentioned that it might be helpful if Board Members who have on record only their work email addresses may want to consider adding their home email addresses for convenience and opportunity to keep abreast of events, etc.

Treasurer: Gene Mackie

Gene passed out a written report indicating that **The Financial Report of MCAM for 2005** delivered to the Clerk’s Office by John St. Hilaire the first week of January was not the report required in the Agreement with the City of Manchester. The report delivered by John was a

special request from the Board of Mayor and Aldermen (hereinafter BMA) for construction and fit up fees to date.

The Financial Report should be a balance sheet on the MCAM Fiscal Year (September 30th) and according to the Agreement with the City, should be delivered by February 1st each year.

June suggested we send Gene, Joe, Ray and John to meet with John Penchansky, CPA at 70 Stark Street who can do the work required for MCAM. He could take over for the employ of Public Accountant Paul St. Hilaire who the Board hired for a six month term, which will expire on April 26th, 2006.

Gene reported that he had consulted with his financial advisor, John Cashin who advised that we do not need an accountant to do the day to day accounting. John Cashin of Melanson & Heath who does the accounting for the Manchester Emergency Housing advises that we need to produce **an audit** report to the City for our fiscal year ending on September 30, 2005 which could be done by Penchansky.

Gene wrote, "At this point I am requesting that MCAM's accountant run a current balance sheet and profit and loss statement. Detailed asset and expense reports should also be run as supporting documentation. I will work with Joe in preparing an overview narrative to accompany the reports that will be submitted to the BMA."

Gray made a motion, seconded by Gene and following discussion and suggestions from Arthur: "Move to enter into an agreement with a Certified Public Accountant to take all steps necessary to bring us into compliance with the Agreement between City of Manchester and MCAM to extent that we are not in compliance." The motion was **unanimously accepted**.

Gray made another Motion; seconded by Gene: "Pursuant to a request of the City a financial report from October 1st through February 1st, 2006 shall be created and delivered to the City as expeditiously as possible. The Motion was accepted unanimously.

Gene mentioned that he would like to see a calendar of dates and reports by MCAM.

An appointment was subsequently set for Feb. 28th at 2:00 p.m. to meet with Penchansky to advise him of the services we wish him to provide. June noted that last summer she had called three or four accountants; at the time she was looking for an accountant to be on the Board of Directors. John Penchansky's name came up twice as a recommendation. Arthur and John both noted that they were familiar with Mr. Penchansky. June has never met him.

The Non-Profit Tax Return for 2005, due on February 15th, 2006 was signed by Gene Mackie and mailed out on February 15th.

Safeguarding Records

Gene and Ray suggested that MCAM should have all formal documents on site and suggested that we acquire a fire proof safe or filing cabinet to keep MCAM important **corporate** and **financial papers** and checkbooks. There was not motion to set aside funds for this purchase. It was also recommended to Joe that the MCAM information on the computer should be backed up on a CD once a week.

It was noted that John has a notebook in which he has the original documents of incorporation. It was suggested that several copies be made of these documents. The originals to be kept at

MCAM in a fire proof cabinet; a copy for John for his reference; a copy for Joe to keep in his office file for his reference and a copy for the Secretary for her records.

Welcome Letter to the new Mayor

John passed out a copy of a letter he wrote and delivered on behalf of the MCAM Board of Directors **to our new Mayor, Frank C. Guinta** wherein he congratulated him on his election; advised Mr. Guinta that “as the Mayor of Manchester you have the right to appoint a person of your choice to the active board of directors of MCAM. According to the by-laws of MCAM that appointment would normally take place at the annual meeting in June of each year.” John also extended invitations to meet, or visit the MCAM facilities. To date the Mayor has not replied or contacted John or Joe.

Control Room and Studio A As stated last month, Joe’s wish list for further technical fit up design of the Control Room and Studio A will be influenced by the needs of any partnership with UNH or Chester College or both. Working with engineer Mike **Paquin Joe Lahr submitted a price listing of equipment and design plans necessary** to complete The Control Room and Studio A. He noted we are about \$30,000 short of funds to complete this endeavor. Joe will email a copy of the report to all the board members. The prices in the report are from no vendor in particular.

UNH use of MCAM Facilities

A meeting on **January 18th at 3:00 p.m.** was held with UNH representatives and available MCAM Board Members. A letter of intent was received by Joe Lahr as a response to that meeting and Joe recommended that we sign an agreement with them based on their proposal. Although their intent does not include the lease space an association with UNH would ultimately benefit both entities. UNH has classroom facilities at 500 Commercial Street so they are an obvious source for interns and participation with MCAM. Their students would not require parking spaces.. **Carol Williamson moved to table a decision on coming to an agreement with UNH, seconded by Artie.** Continued discussion...

CHESTER COLLEGE use of MCAM Facilities

Joe has not yet received a proposal from Chester College’s William Nevios. Although Chest College is not especially pleased of MCAM possible involvement with UNH, Joe feels that we have facilities to accommodate the two entities and their respective goals. Joe is hopeful that Chester College will come to an agreement with MCAM for the use of the sub-lease space. Joe put the price at \$1,000 a month for one year. The Lease would increase as MCAM’s rent increases. Chester College would upgrade the lease space for their operations including photo development equipment. They would require limited use of the conference rooms They may offer a MFA program out of this facility. Their students would come in on shuttle bus so parking would not be an issue.

The above Motion by Carol Williamson was amended to table any decision on both UNH and Chester College Motion to Table decisions on UNH and Chester Table passes unanimously.

Policies and Procedure Chairman Arthur Gatzoulis A meeting for By-Law Review, was held on Friday, February 3rd at 7:00 a.m. Joe, Ray and Arthur attended. Missing were June, James, John, Lou and Jean. A new meeting has been set for Monday, March 20th at 5:00 PM to review

the first draft for revisions. June will send out an email advising all Board members of the meeting.

There was discussion about the possibility of allowing the producers to elect a representative to serve on the Board of Directors of MCAM. John mentioned the possibility of the Board of Directors naming a producers' representative for the Board. This idea was flatly rejected. It was felt that a better plan would be to send a letter to all producers announcing date for producers to send in an application to have their name placed on a ballot. Then an election could take place by ballot. This would allow all an opportunity to run for the representative position and an opportunity for all to vote for their representative.

There also was a discussion about an Alderman being appointed to the Board. It was generally agreed that having the Mayor's representative and a Producers' rep on the Board would be fine for now.

Sponsorship and Marketing Committee – Chairman John St. Hilaire. Meeting was held on January 18th at 4:30 p.m. Members of the committee are: John, Joe and June attended. Chris Proulx., Hubie and Jim were unable to attend. **John passed out a marketing strategy for the Sponsorship Program for Channel 23 which details prices and terms for static ads.**

Joe advised that MCAM has the right to refuse sponsorship ads if they do not conform to our mission. MCAM has retained the right of refusal. It was suggested that our right of refusal be so noted or made more pronounced somewhere.

Joe advised that MCAM is now a member of the Chamber of Commerce.

At this point several of the directors had to leave, the first to leave at 8:00 a.m. meant the meeting no longer had a quorum. It is discouraging in that most meetings we only take care of the fires, issues that need our immediate attention. Most often Joe, our Executive Director is short changed when time does not allow him to share the very many advancements and innovations that have been made. If any director out there thinks his/her attendance will not be missed, he/she is very much mistaken. We need all of you. Better to come late than not at all.

UPDATES NOT COVERED under Old Business (for next meeting)

Under topic - 2006 Budget.

- Retirement insurance for Workmen's Compensation.
- A 401K bonafide retirement plan needs to be set up.
- Cleaning Contract Blue Diamond is structuring a proposal for cleaning on a per-time basis.
- Proposals for vending machines on premises; Pepsi, Move the water machine to make it more accessible to visitors.
- Public Service of NH. It has a program that may create quite a savings on the MCAM lighting equipment. We may qualify for a rebate program for a media organization.
- **MCAM Open House** Discuss date certain and requirements and goals for MCAM Open House

The meeting was adjourned.

Respectfully submitted,

June E. Craig, Secretary
MCAM Board of Directors

February 26, 2006