



Manchester Community Access Media, Inc.

TV23 - Public Access Cable Television for Manchester, New Hampshire
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MINUTES

MCAM Board of Director's Meeting
January 23, 2007 at 7:00 a.m.

Chairman: Meeting to Order - John St. Hiliare would not be attending due to illness and Ray Buckley was also unable to attend. Gene had previously notified the Board members that he could not attend the meeting due to a schedule conflict. In his absence, Gene requested that John Cashin attend the meeting.

Secretary June Craig opened the meeting at 7:15 a.m.

Board Members: Present Status: 15 members. 8 members in attendance required for a quorum.

In attendance: (6) Joe Lahr, June Craig, Arthur Gatzoulis, Bill Garamella, Glen Ouellette, and Carol Williams. Not in attendance were: (9) John St. Hilaire, Ray Buckley, Gene Mackie, Gray Chynoweth, Ami D'Amelio, Hubie McDonough, Carol Yeaton, Will Infantine and Jean Judy.

Guests in attendance were: John Cashin, MCAM's accountant and Producer R.J. Norton. R.J. attended the meeting to make a presentation regarding special use of the MCAM facilities.

There being no quorum, the six attendees agreed that a non-official meeting would be held. If there was an issue that needed a vote, the members would be requested to vote via e-mail.

1. **Secretary:** June asked if all had read the minutes from December 7, 2006 and if anyone had any changes. All in attendance found them acceptable so June will forward an email vote for all members to vote yea or nay for their approval.

2. **Treasurer:** Response to **Annual Audit Report:** Treasurer Gene Mackie was not in attendance. Joe Lahr and MCAM accountant John Cashin presented the Treasurer's report. A Balance Sheet and a Profit & Loss Report as of January 24, 2007 were passed out to attendees. Gene had forwarded to all Directors his response to the comments and suggestions contained in the Audit report by the Penchansky CPA firm presented at the December meeting. The Directors were asked if they had any questions pertaining to the Audit report or to Gene's response to the report. A copy of Gene's report is attached.

John Cashin will be completing the 990 Tax Return which is due in March 2007.

Explanation of some of the issues in the Penchansky Report are as follows:

The Audit report stated there are seven bank accounts. These accounts are maintained at two separate banks. It was the auditor's feeling that MCAM is maintaining more accounts than

are necessary. Joe explained why the accounts are at two different banks, and why each bank account was created. Joe agrees with the auditors that at this point a number of accounts can be combined and maintained at one bank. John Cashin recommended that the payroll account be eliminated as unnecessary. Payroll and automatic withdrawal is handled by Advantage Payroll Services. If the payroll account is eliminated, a check can be issued transferring the necessary funds to Advantage from MCAM's General Account.

The Audit report stated that MCAM's Chart of Accounts contains some superfluous accounts. John Cashin explained that the Quick Books business program, used by MCAM, contains accounts suited for a large company, but not required for a small non-profit like MCAM. John Cashin advised that he is in the process of cleaning up the Chart of Accounts by combining and eliminating unnecessary accounts.

Joe explained John Cashin's suggestion that allocation between the Management, Fundraising and Program Services, though very important for the IRS and any potential donor, need only be done prior to the annual audit by agreed to percentage calculations.

John Cashin addressed the suggestion that the Monthly Treasurer's Income & Expense Report compare the actual year-to-date expenses and income to the approved budget figures. He said he will be happy to prepare the reports in that manner as soon as the minimizing the chart of accounts is completed.

Joe advised that the money raised through the Poker Games last fall were originally included with other fundraising figures. It has been advised that the Poker Game money should be in a separate account, and that has been done.

Artie requested that the Treasurer's Report be emailed to the Board for an e-mail vote.

3. MCAM Annual Report to the City of Manchester. This report is due on February 1, 2007. The report is based on finances ending on September 30, 2006. John St. Hilaire has been working on this report, recapping financial information and reporting on MCAM's progress since the separation from the School District. John had expected to deliver a copy to the Directors for their review at this meeting. He will attempt to e-mail a draft of the report to the Directors during the weekend.

4. Handicapped Parking: Carol Williams reported that she is upset that the handicapped parking sign that she had made and delivered to MCAM is not installed. It appears as if the sign has disappeared. Joe responded that he will locate the sign and make arrangements to have it installed. Further, following Carol's remarks, the Directors advised Joe to inquire about having the "handicapped parking" symbol space painted on the pavement as soon the weather allows. June will assist Joe in getting prices for the parking space painting. It was explained that as part of MCAM's lease negotiation process, it was agreed the responsibility for having the symbol painted on the parking space was MCAM's and not that of the landlord.

5. Wall Decorations: Glenn and Carol asked who is in charge of what goes up on the walls at MCAM. They also asked if there any rules covering what is put up on the walls. Joe, as Executive Director has the initial authority to decide what goes up on the walls, but that there is no policy.

6. **Poker Game Fund Raising Updates:** John Cashin advised that the New Hampshire Pari-Mutuel Gaming Commission had advised MCAM that it has satisfied requirements for its part in the poker games last fall, but had not made a determination regarding the possibility of receiving a greater percentage of the profits from the games MCAM sponsored last fall. The non-profit organization is supposed to receive 35% after expenses.

John Cashin further explained that there is an item that needs explaining if it is to be included in the annual report to the City of Manchester. A portion of the poker game financial transactions were included just prior to the year-end figures being submitted to Penchansky for the audit. \$30,000 appears in fundraising costs, but in reality the final results were a \$7,000 profit was realized from the poker games with a total expenses amounting to a few hundred dollars.

7. **Report of Executive Director:**

Kitchen Sink: Joe Lahr reported that his is still working on completing the kitchen sink area. Lowe's has a hot water heater that they are intending to donate, but in the next business quarter.

Handicapped Bathroom Facilities: The doors for the stalls have been ordered and the work should be completed by next month. The cost to MCAM was \$800.

Hold Harmless Agreement: After the reviewing the proposed document, Directors felt that the form is satisfactory for producers to sign. Although Joe was told by others that the form might not fully protect MCAM from being held responsible for theft and other personal property losses to producers or visitors to the Studio, the form does serve as a warning/reminder to visitors that there is a risk of theft or damage in any public scenario.

Part Time Employee: Bill Ferrarini has been hired by MCAM as a part time employee. Bill had been a volunteer at MCAM prior to Joe hiring him to fill the position approved by the Board of Directors.

Intern Position: No one has been selected yet to fill the intern position..

Flooring for the back studio: An agreement is being negotiated with Lumber Liquidators and MCAM for wood flooring to be installed.

G4 Communications for telephone service: Joe reported that we have ended our relationship with Verizon to provide MCAM's telephone service. We were using auxiliary program storage at G4. We have retained G4 Communications for our telephone service. We now have five times more internet speed.

Sound proofing: Joe reported that although there was a recent occasion when a band was taping at MCAM during business hours and tenants in the building complained, this is not an issue of concern at this time.

8. **Second Channel Update:** There was a meeting with the Committee on Administration of the Board of Mayor and Aldermen (BMA) on December 12 at 5:15 p.m. There was no presentation required by MCAM. It was determined by BMA that a committee be established with members from the Police, Fire, and Highway departments, Grace Sullivan from MCTV, and Joe from MCAM to determine if the City needed a channel for emergency broadcasts. A request was made for the committee to meet with City Solicitor Tom Arnold. To

date Joe has heard of no further developments from this committee. We are hopeful that the City will determine that MCAM is the brightest prospect for the highest and best use of the currently unassigned channel.

9. **Sponsorship and Marketing:** Joe reported that \$1,100 was raised in December, with a substantial percentage accomplished through bartering.

10. **Sub Lease:** There have been a few suggestions for possible sub lease tenants but nothing is in the works at present. John St.Hilaire was not present to make his proposal for the space. June mentioned that a non-profit is looking for space – VISTA. Joe said the Dennis Hebert has already contacted him. June learned that Vista could afford \$500 a month. Less that we are looking for but we might want to look into it for part of the space.

11. **UNH use of the Studio A:** Joe advised UNH that we could not make the commitment for their use of Studio A for next fall because we haven't raised sufficient funds for its completion. \$45,000 to \$50,000 is needed for the equipment.

12. **Borrow Funds?:** June stated that she felt it would be worthwhile to look into borrowing the sum needed to complete Studio A. It is a vicious circle; if we don't raise the money, no Studio A; however if we don't complete Studio A we will lose many, many opportunities to have the Studio A pay for itself. Joe stated that he knows of other access stations which took out a loan to get their station up to speed. June volunteered to get some quotes, but Joe said he would be happy to do it. We should at least know our options. Joe will have a report on the loan next meeting

13. **Telethon Fundraiser:** Artie suggested that as a fundraiser we host a live telethon auction. Bill said it would even be OK if the back studio was not completely finished as it would be more evident that we need money to finish. The Directors agreed that this issue should be brought to an email vote.

14. **Special Use Request:** R.J. Norton and Glenn Ouellette asked the Directors for approval of their plan to use a room that is included in the sublease space for the upcoming Presidential Primary Interviews. They would need a key to the facilities because the availability of the candidates comes at a moment's notice and at all times of the day and night. They would paint the room and do whatever else is required to make the room ready. This of course is contingent upon the sub lease space still being available.

15. **New Board Members:** It was mentioned that there are several Directors on the Board who have not attended a meeting in a long time and this is critical when we do not have a quorum at a meeting. Since our newly revised By-Laws state that missing three meetings is cause for a Director to leave the Board, the **secretary should write a letter to the individuals in question and inquire if they are still interested or able to serve on the Board**. In their defense, it was noted by June that in the past, although some Directors have offered to resign because their attendance was not consistent, they were encouraged to stay on for a while longer because they were supportive. Several names were suggested as possible nominees. Directors who would like to submit a nominee should deliver the nominee's resume to June for distribution to the Board of Directors at the same time she emails the Agenda for the February 23rd meeting.

Directors were advised that meetings scheduled on the last Friday of the month are a detriment to our efforts to recruit new board members.

16. Insurance Report: Will Infantine was not present to report on his findings and to present the opinion of an insurance specialist concerning MCAM's coverage.

17. Televising the MCAM Board of Directors' meetings: Although Will Infantine was not present there was some discussion about his revised suggestion in an email to Directors on January 25, 2007. "...I want to make a compromise. We will notify the public through our weekly press release about our meetings and have the meeting open to the public. We can also have 10 minutes up front for public comment. I think that will do it for now. If there is public outcry from every part of the City to have them televised we can talk about it then. I would like to do this for now."

Gene response to Will's email: "Will's idea sounds fine with me. Am I correct in my understanding that as a private, non-City owned corporation we are not legally required to televise our meetings, and that whatever we decide to do is our own decision, not a legal requirement?"

This issue is tabled until the next meeting so there can be discussion with Will.

18. Next Meeting: February 23, 2007.

Meeting adjourned at 8:40 a.m.

Respectfully submitted,

June E. Craig, Secretary
MCAM Board of Directors
January 25, 2007