

Media Factory Board Meeting Minutes – June 30, 2021

In attendance: Jess, Shelagh, Seth, Melo, Katherine, Jason, Deb, Chris, Gary, Dan

Absent: Art, Janine

Keith joined mid-way through the meeting.

1. Call to order 5:05
2. Welcome to Deb Ellis, New Board Member / Introductions
3. Public Comment (None)
4. Electing Officers
 - a. President
 - i. Chris – are the past Board Presidents interested to serve again in that capacity?
 - ii. Gary – would be interested potentially. Technically he has only one year left on the board, time limit wise. Transition of knowledge and institutional memory are important, as well.
 - iii. Jess – Keith has expressed interest as well. Not sure if he still feels that way, but was also deferential to both Gary’s and Dan’s past leadership.
 - iv. Dan – Chat communication: “looking forward to taking a break from the executive committee and participating in a different part of board work. ... Katherine would be great in the job.”
 - v. Katherine – Thanks, Dan. This coming year might be a transition for her. She isn’t there yet. So inclined to say not at this time. She’d support Gary.

- vi. Chris – would Keith be interested in VP perhaps, as a natural transition after the coming year.
 - vii. Katherine nominated Gary Lambert for President, Chris seconded. Jess invited further discussion. Gary was unanimously elected, then offered his thanks and made an opening statement before taking over the direction of the meeting.
- b. VP – Gary invited discussion / nominations.
- i. Chris - With Keith not being here, how would it work if he were nominated? (discussion)
 - ii. When asked, Melo mentioned not being interested in being on the Executive Committee this year.
 - iii. Discussion of Exec Comm tasks: VP needs to be capable of running meeting in President's absence.
 - iv. Jess asked Katherine if she'd be interested in a VP nomination. Katherine said perhaps. Given that Keith proactively expressed interest, she would defer to him.
 - v. Decision made to hold off on this position until next meeting after Keith is included in the discussion.
- c. Treasurer
- i. Chris mentioned being open to a nomination for Treasurer.
 - ii. Jason nominated Chris for Treasurer.
 - iii. Gary suggested a vote. Chris voted in unanimously.

- d. Secretary
 - i. Jess – should we hold off on these nominations?
 - ii. Seth – let's go through with the Secretary vote and hold off on the VP until Keith can be a part of the conversation.
 - iii. Katherine nominated Shelagh. Vote held after offer of further discussion. Shelagh voted in as secretary.
5. Committee Appointment Process (Inclusion and Programming are standing committees)
 - a. Gary asked for some discussion of this process. Seth said he'd share information via email about the committee functions, and how they've contributed to VCAM in the past.
 - b. Dan shared in the chat that he'd like to be a part of the inclusion committee.
 - c. These are the only two standing committees in the bylaws, but Jess pointed out that other committees can always be suggested for future discussion.
 - d. Jess – radio representation will be important also, on the programming committee.
 - e. Gary – glad descriptions will be sent out so we can all understand the expectations / time commitments / roles of these committees.
6. Keith joined the meeting
7. Financial Report – Seth shared screen
 - a. Balance Sheet
 - i. Bank accounts not yet merged. Soon to happen. Money market account will be added for interest benefits.

- ii. Deferred capital liability. Combination of what RETN and VCAM had in reserves. Want to spend some of this money down smartly for various reasons.
 - iii. Onion River Coop investment was also made and is reflected on the balance sheet.
 - b. Seth, Jess and Chris to meet to talk about how balance sheets will work in the new Media Factory.
 - c. Northfield Savings Bank - discussion of decision to use this bank for the Media Factory / some of the history.
 - d. P&L (Budget vs. Actual Sheet) shared. Largely on track after first quarter.
 - i. Income discussion. Jess addressed production income. 67% achieved just since April. Lots of work (St. Mike's, graduations, city of Burlington, etc...) Working with the team from Howard. Summer slowdown happening, too.
 - ii. VCF Grant line – Seth brought up for discussion later.
 - iii. Campetelli Scholarship – 25,000
 - iv. Unspent Capital Revenue – 50,000 (will carry over into future quarters).
 - e. 2021 Budget Overview
 - i. Seth explained a change since our email in categories.
 - ii. Discussion of public equipment expenses: what's old, what needs to be pulled out of production, what needs to be purchased.
 - iii. Seth – Upgrading studio cameras.

- iv. Jess – adding PTZ cameras to the fleet in Internal/Municipal tab.
 - v. Caption to video
 - vi. Replacing elevator – possible facility improvement. (Katherine mentioned matching facility grants available from VT Dept of Buildings and General Services. She shared link in chat: “Here's the link to the matching grants, due JULY 31st:
<https://bgs.vermont.gov/commissioner/building-communities-grants>”)
 - vii. Expansion, improvement to reception area.
 - viii. Shelagh moved approval of the capital budget. Deb seconded. Vote held, and capital budget approved.
 - ix. Chris asked for a copy of the edited doc. Seth to share this with him. Jess said she’ll explain to him how shared docs will work in the Media Factory.
 - x. Gary – part of RETN’s approval process was a motion to accept the financial reports. VCAM didn’t do this. Seth asked about the history. Jess said it was somewhat procedural, something we inherited. Chris doesn’t see a need for it, either. So Gary agreed it seems like something we can dispense with. Chris: Maybe we should just capture it in the minutes?
- f. Board Development and VCF Grant
- i. Katherine met with Jess and Seth about some possible VCF grant funding. They tabled it due to merger work at that time. Now looking at it as an idea to use toward board development work. If of interest, what kind of development work would we like to do?

- ii. Katherine: we can ask for up to \$3000 from the VCF to fund a consultant.
More likely to get the grant if we name a consultant up front. So it might be a good idea to choose a consultant to consider this role.
- iii. Seth – should we reach out to Steffi (Stephanie Lahara) for ideas about what she might be able/interested to help us do? She has familiarity with the organization, but he is open to other names.
- iv. Gary – we used to try to set aside a block of time in late summer to get together to do an annual board retreat / planning session. It might be nice to try to build that into our calendar, possibly with the help of a consultant.
- v. Jess asked board members what we'd like to see developed as a new organization?
 - 1. Chris: DEI Training for the board.
- vi. Discussion of late summer meeting.
 - 1. Seth – BBQ
 - 2. Jess and Gary – away late July
 - 3. Seth – will pavilions be open for rental? Not Oakledge.
 - 4. Katherine: Maybe skip July, then meet later in August for a brief meeting, followed by a BBQ?
 - 5. Jess: how about a new Doodle to look at next meeting, and then a consensus about a regular monthly meeting day and time?
 - 6. Gary: look at future calendars so we can agree on what makes sense for this board (for regular meetings).

- vii. Return to VP Role discussion. Keith is interested in a long-term role on the board. Jason nominated Keith. Katherine seconded. Keith voted in as VP.
- viii. Chris asked about Media Factory rolling out our new identity and celebrating it. Jess would love this; Seth as well. COVID delayed all launches and events, but doing something soon makes sense. Katherine suggests choosing a date sooner rather than later, especially if any VT VIP(s) might be invited to participate. Seth and Jess: Internal discussion needs to happen. Some staff aren't super comfortable with things opening up altogether yet. So an event might not be able to happen really soon. Melo: doing something at the BCA would allow people to be both in- and outside the building. Gary: put this on the agenda for August meeting and maybe kick some ideas around in the meantime to have proposals on the table to discuss.
- ix. Adjourned at 6:47.