

# **Media Factory Board Minutes**

**October 20, 2025 at 6:00 pm**

**In attendance: Keith Oppenheim, Jason Raymond, Deb Ellis, Eric Agnero, Dean Pierce (online), Ted Leblanc (online), Colleen Goodhue (online), Olivia Hartwig (online), John Billingsley.** Media Factory Staff: Seth Mobley (Executive Director), Gin Ferrara (Communications Director), Patrick Heltz (Content & Distribution Director), Adam Walker

## **1. Call to Order**

- a. Keith called the meeting to order at 6:04 p.m..
- b. Dean volunteered to take notes for the meeting as the Secretary position remains vacant.
- c. Brief introductions were conducted for the benefit of guest John Billingsley.

## **2. Public Comment**

- a. None.

## **3. Approval of Minutes: September 15, 2025**

- a. It was noted that the Executive Session timing contained a typo (e.g., entered at 7:12, resumed at 6:35).
- b. Eric moved approval of the minutes with the correction]. Deb seconded the motion.
- c. The motion was approved.

## **4. Financial Report**

- a. Deb and Deb presented the financial reports
- b. Operating and Capital income from Comcast through Q3 reflect projections, as the actual Q3 figures have not yet been received.
- c. Capital Income from Burlington Telecom is booked as an annual payment for the year.
- d. A \$25,000 request was submitted for a grant for equipment and a backup power generator. We are also awaiting statewide Vermont Access Network (VAN )funding (around \$190,000 this year) intended to offset the loss in cable revenue.
- e. Actual donations are \$1,675 higher than previously reported. A bookkeeper error where \$1,675 in in-kind service provided to a client was booked as a negative against the donations account is being corrected.
- f. Invoices are pending for fee-for-service productions completed in Q3, including eight meetings for the Vermont State Board of Education and a bus safety video. Staff noted having eight projects in post-production and five in pre-production.

- g. Dues and Subscriptions expenses are high because VAN raised its dues and added a legal fee
- h. A recent invoice from Paul Frank and Collins had been entered, updating the reported expense. Attorneys are currently preparing projections for budgeting future legal work.
- i. The need to budget for a new van in the 2026 capital budget is being discussed (the 10-year-old van with 29,000 miles requires a costly ABS system replacement).
- j. Seth and Ted discussed adopting a new quarterly reporting tool.
- k. The organization is ineligible for Blue Edge Business in 2026 due to exceeding the maximum claims limit under the existing plan. The proposed alternative is an HSA/HR combination plan through Blue Cross Blue Shield, which is projected to result in an 11.6% decrease in expense while maintaining 100% coverage for single employees.
- l. Seth requested guidance from the Board on establishing a target reserve amount (e.g., one or two years of operating budget).
- m. Ted moved to accept the financial report, and Olivia seconded. The motion was approved.

## **5. Board Appointment**

- a. Keith opened the discussion by noting the resignation of Jane Teeling Chou, who is stepping away due to professional and family capacity constraints.
- b. The Board currently has 9 sitting members, with two vacancies (Jane's seat plus one existing vacancy, for a total of 11 seats required by bylaws).
- c. Guest John Billingsley is being considered for a seat. John described his background, including working as a production engineer and producer for Vermont Public for over 10 years, teaching at Champlain College, and running his own production company.
- d. John left the room for discussion at 6:55 p.m. Comments included that the current board may be heavily biased toward media production backgrounds, suggesting future recruitment for the 11th seat should target individuals with financial and business acumen. John's connection to Vermont Public and audio expertise was seen as a valuable capacity addition.
- e. Deb moved that John be appointed as a member of the board. Colleen seconded.
- f. The motion was approved. John is being appointed to fill Jane's vacated appointed seat, serving out the remainder of her term (which expires in 2027). John returned to the room and was welcomed to the Board.

## **6. Continued discussion of Bylaw Proposal**

- a. Dean presented a simplified, revised proposal to amend Article IV of the bylaws, formally establishing the Executive Committee as a third standing committee.
- b. Dean emphasized that the Media Factory is subject to the Vermont Open Meeting Law, which requires standing committees to keep minutes and warn meetings. Formalizing the executive committee would align practices with Media Factory policies.
- c. The Executive Committee would consist of the four officers (President, Vice-President, Secretary, Treasurer). Its role would be advisory only: helping to draft agendas, monitoring Board decisions, and developing recommendations.
- d. Deb and others expressed reservations about formalizing the committee. The need for published schedules, warnings, and minutes would impede the informal flexibility currently used by officers, especially when achieving a quorum (three members) is difficult.
- e. Dean confirmed that because this proposal contained new, revised language, a vote could not occur tonight.
- f. The proposal will be presented for discussion and a formal vote at the November board meeting.

## **7. Committee Reports/Strategic Planning Check-In**

- a. The discussion focused on developing the specific action steps and benchmarks for the strategic plan for 2026, which is targeted for approval in November.
- b. Inclusion Committee members led discussion of the Road Show Initiative, a project to take production resources to different communities to produce on-location shows. The initiative is designed as both an outreach/inclusion tool and a significant marketing effort to give diverse communities a platform. Staff noted this is a large undertaking requiring determination of capacity, scope, partners, and volunteer help.
- c. Olivia presented notes on developing benchmarks for staff training, focusing on topics such as multicultural competence, physical safety, trauma-informed practices, and incident response. They also discussed improving board development, including better onboarding and clarifying board expectations.
- d. With respect to finance/budgeting action steps, Seth offered to synthesize feedback, including suggestions from Ted Leblanc regarding strategies for diversified revenue and targets for reserves, into benchmark language for the strategic plan.
- e. Regarding timeline Seth will work to gather committee feedback and finalize the language to ensure the strategic plan is ready for approval next month.

## **8. Executive Session to Discuss Legal Matters**

- a. Deb moved to enter Executive Session to discuss personnel and legal matters. The motion was seconded by Olivia.
- b. The motion was approved, and the Board entered Executive Session at 7:47 p.m.

- c. Jason Raymond moved to exit Executive Session. Dean seconded the motion.
- d. The Board exited Executive Session and resumed regular business at 8:11 p.m.

#### **9. Other Business**

- a. Seth requested the formation of a budgeting committee, noting Deb and Ted were open to serving as sounding boards in developing the 2026 budget.
- b. Ted brought up the "voting issue" and related committee. He then asked Keith if he could follow up via email. Keith responded it would be fine and that he had done some digging.

#### **10. Adjourn**

- a. A motion to adjourn was recognized by Keith.
- b. The motion was approved. The meeting adjourned at about 8:13.