

Media Factory Board Minutes

September 15, 2025 at 6:00 pm

In attendance: Keith Oppenheim, Jason Raymond (online), Deb Ellis, Dean Pierce, Jane Chou (online), Duane Peterson, and Olivia Hartwig.

Media Factory Staff: Seth Mobley (Executive Director), Gin Ferrara (Communications Director), Patrick Heltz (Content & Distribution Director).

1. Call to Order

- a. Keith called the meeting to order at 6:02 p.m..
- b. Dean volunteered to take notes for the meeting as the Secretary position remains vacant.
- c. Board members provided brief introductions; Duane Peterson was welcomed back, and Olivia Hartwig was welcomed to her first full board meeting.

2. Public Comment

- a. None.

3. Approval of Minutes: July 21, 2025

- a. Dean moved approval of the minutes for the July meeting. Deb seconded the motion.
- b. The motion was approved.

4. Executive Session to Discuss Legal Matters

- a. Dean moved that the Board enter an executive session for the purpose of discussing legal matters. Jason seconded the motion.
- b. The motion was approved, and the Board entered Executive Session at 6:35 p.m.
- c. Dean moved that the Board exit executive session, and Deb seconded the motion.
- d. The Board resumed the meeting at 7:12 p.m.

5. Financial Report

- a. Seth provided a brief financial report on Deb Ellis's behalf.
- b. The organization is planning to move toward more robust quarterly financial reports, with the next in-depth review occurring after the close of the third quarter. Ted LeBlanc will assist in crafting a new presentation format using Excel spreadsheets.
- c. Burlington Telecom (BT) Funds: The annual operating funds have come in but are not yet booked. The organization budgeted \$53,000 total between operating and capital income and received \$52,768, reaching its target closely.

d. Grants/State Funding: Due to declining cable revenues, staff has advocated for state funding. The organization is expecting about \$190,000 in statewide funding this year, which exceeds the budgeted \$148,000. The previous year's Vermont Department of Labor grant cycle concluded.

e. Production Income: Production income is on pace to meet or exceed the budget amount. A major project this weekend (Old Growth Forest Network Conference) between UVM and Middlebury College, including production and recently added post-production, is expected to bring in around \$15,000 total.

f. Investments: The Vanguard portfolio investment, which began two and a half years ago with an initial \$800,000 investment in reserve funds, is currently valued at more than \$903,000.

g. Expenses: The Vermont Healthcare Assessment expense is double what it was last year; staff will seek clarification on this increase.

h. Olivia moved to accept the financial report, and Dean seconded. The motion was approved.

6. Bylaw Proposal

a. Dean Pierce presented a proposed amendment to the bylaws aimed at formalizing a standing Executive Committee. The bylaws currently do not define an Executive Committee, although the officers operate as one on a recurring basis.

b. The proposed changes were to Article 6 on committees. Proposed edits would recognize a total of three standing committees, starting with the Executive Committee.

c. Composition Discussion: The officers currently serve as the group (four members). Although conventional committees often use an odd number (five) to ensure a majority vote (Option 2), the Board preferred keeping the composition simple at four officers (Option 1) for practicality and ease of meeting.

d. Purpose and Authority Discussion: Two options for the Executive Committee's authority were presented: Option 1 (Advisory: set agendas, monitor implementation, develop recommendations) and Option 2 (Advisory plus authority to act on urgent matters expressly delegated by the Board, subject to ratification).

e. Board Feedback: Concern was raised that granting the committee voting authority (Option 2) could create a "slippery slope" and potentially alienate board members, as decision-making power should rest with the full board. Historically, the Board has managed emergencies by calling emergency board meetings, not relying on an empowered officer group. Concerns were also raised regarding the formal overhead of warning and minuting meetings required under the Vermont Open Meeting Law if the committee were formally established in the bylaws.

f. Evolution of proposal: Jason provided a summary of the discussion from his perspective. He observed that the majority of the conversation favored Option 1 for purpose and authority, which he described as the "status quo". He confirmed that four members (the officers) seemed to be the "doable option" for composition. To ensure transparency, he suggested "keeping minutes of that process in some form" using a "rotated position" to record conversations about setting agendas and providing

support prior to the full board meeting. Dean noted that based on the feedback he was removing Option 2 from consideration, leaving Option 1 (advisory role) as the sole proposal.

g. Next Steps: Dean will refine the language and create a more streamlined proposal in the next packet. Pending the discussion in October, a formal vote on the amendment could take place at the November board meeting.

7. Strategic Planning Check-In

a. Seth reviewed the draft Strategic Plan, noting that staff have largely filled in the action items and benchmarks.

b. Next Step: Board members need to work on defining benchmarks for the items primarily related to the Board (highlighted in orange/specific color in the document).

c. Board members were tasked with using existing committees to advance this work.

d. Committee Actions:

i. The Inclusion Committee (Jane and Seth) will meet soon to review the plan and develop recommendations.

ii. The Marketing Committee (Deb, Jason, Duane, and Eric) will be convened by Deb to begin work. iii. The timeline goal is to have the finalized plan, including all benchmarks, approved by the Board at the November meeting.

8. Board Appointment (John Billingsley)

a. Keith requested input on how to proceed with the potential appointment of John Billingsley, who remains interested in joining the Board. John is an audio engineer and adjunct professor.

b. Action: The Board agreed to invite John Billingsley to the next board meeting for introductions and discussion, with the vote to occur subsequently, noting that he could be asked to leave the room if a private discussion was needed.

9. Other Business

a. Budget Committee: Seth requested the formation of a budget committee to begin working on the 2026 budget, referencing that this step is outlined in the strategic planning document. Deb Ellis agreed to participate, and Seth will also connect with Ted LeBlanc.

b. Staffing Update: Seth announced two staff departures.

i. Gabby (Internal Content Producer) moved to Pittsburgh. The position, a pilot program, has been posted and is receiving applicants.

ii. Katie (Production Team) is moving to Brooklyn at the end of the month (after approximately three years of service). A refined position similar to Katie's will be posted soon.

c. Crowdfunder Premiere: The premiere of the crowdsourced feature film, *Matilda*, is scheduled for Friday, November 7th, at Main Street Landing. Doors open around 6:00 p.m..

10. Adjourn

- a. A motion to adjourn was made by Deb and seconded by Olivia.
- b. The motion was approved.