

**Board of Directors**  
**Regular Meeting Minutes**  
**December 10, 2019**

<p>1. Call to Order and Roll Call Vote</p>	<p>President Wallender called the meeting to order at 10:00AM.  Directors Present: President Tim Wallender (by phone), Vice President Innerarity, Director Kenny, Director Wood (arrived at 10:12).  Staff Present: Executive Director Alex McHaddad.  Members of the Public: N/A.</p>
<p>2. Declaration of Conflict of Interest</p>	<p>Executive Director McHaddad declared a potential conflict of interest. He currently provides services to Brent Clapp Media Services as an independent contractor, and the Board will consider an expenditure to a payee for which BCMS will provide related services as a subcontractor.</p>
<p>3.a. Director Reports</p>	<p>Vice President Innerarity has read materials sent by the Executive Director regarding a possible office assistant position. While he no longer plans to take a leave of absence in 2019, it will be beneficial to retain a temporary office assistant position description and procedures list. Questions about upcoming training and performance review were asked, and Executive Director McHaddad will follow up during his staff report.  President Wallender noted that he had received pictures from a BMTD lessee, Oregon Wireless, on Mt. Fanny of weather conditions at the facility. There appears to be approximately 6 inches of ice encasing District antennas. Oregon Wireless is encountering Internet delivery issues, but BMTD signal quality does not appear to be affected. He concluded by</p>

	<p>announcing that he should have noted a potential conflict of interest as a customer of Oregon Wireless. Vice President Innerarity noted pixelation on channel 8, and Executive Director McHaddad suggested that ice may be resulting in receive problems for KGW currently being reported in Baker City. President Wallender informed the Executive Director that he will receive a call from a new member soon.</p>
<p>3.b. Staff Report</p>	<p>Executive Director McHaddad discussed the response to a signal outage this week when an OTEC power outage affected the Beaver Mountain facility and interrupted the relay of KTVB to Union County. Communication with viewers included posting on social media, replying to social media messages and posts, and emailing viewers.</p> <p>Due to medical issues, the Executive Director cannot reliably leave La Grande to test TV signals. He recalled that remote signal viewing equipment had been approved the prior year so that Director Wood could check signals in Baker City, but the equipment was not purchased. It was recommended that the antenna be purchased, along with a tablet that could be used to view signals. An Amazon Kindle Fire at less than \$100.00 was suggested.</p> <p>Director Wood arrived at 10:12 AM.</p> <p>Vice President Innerarity moved to approve the purchase of an Amazon Kindle Fire at less than \$100.00, second by Director Wood.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p>

Training was discussed. The Special Districts Association of Oregon holds an annual conference in February, and the next event will take place in Seaside. Vice President Innerarity and Director Kenny will need to attend for onboarding training. Executive Director McHaddad would like to join them to get training on changes to public meeting law and other topics. He suggests that Directors stop in Salem on the way to the training to meet with local legislators. Ultimately, planning will be unnecessary until January because the conference is in February.

The annual performance review was discussed. The document in use was modified from a format utilized by a local government in California. Directors do not appreciate the current format for review, which currently requires all board members to individually fill out a questionnaire, with individual review of results by the Executive Director. Directors reached a consensus on two changes. 1) The questionnaire will be updated to include an "N/A" column. 2) One Director will receive all completed questionnaires from other Directors to tally responses and present them to the Executive Director. A list of primary achievements and areas of improvement will also be selected from completed questionnaires. The first implementation of this process will be completed by January 2020. President Wallender requested clarification on whether providing these documents to Jean for this process would violate public meeting law; Executive Director McHaddad is not aware that this would be a violation.

Director Kenny noted a need for additional training on his duties. Executive Director

McHaddad is happy to accommodate him as needed, and can provide access to online training videos from SDAO in the office. Executive Director McHaddad mentioned a request from President Wallender to clarify the hours he works since the office publicly remains open 20 hours a week but 30 hours per week were approved for this budget cycle. The Executive Director clarified that the public office hours remain 8-12 Monday-Friday, though he usually works 8-2 each day. Retaining only the 8-12 public schedule provides additional flexibility to work outside the office to make house calls or attend meetings without receiving angry calls from viewers when he does not answer the phone. President Wallender clarified that the request to clarify hours was not a criticism, and Executive Director McHaddad concurred that this is a good measure of transparency.

Three recent staff developments were noted based on training from SDAO. The Executive Director is studying contract and procurement practices, and informed the Board that they are required to conduct business as BMTD's Contract Review Board when considering contracts. The state requires all local governments to use state procurement rules if they lack any of their own. State procurement rules surpass 200 pages, so rather than adopt a board policy that rewrites or replaces them, it is recommended that the Board pass a policy adopting the rules for BMTD but replacing certain rules with new provisions chosen by the Board. Finally, the Executive Director has been writing a practice RFP to consider advertising procurement for the local channel in order to better understand the rules for the process. This specific RFP is being used because it will be needed in the future, but

	<p>he can practice with another service if needed. Directors concurred that this is a valuable subject for the RFP because it will be needed next year.</p> <p>Executive Director McHaddad is continuing to build a programming lineup for the channel. Union County Commissioners would like to schedule a work session to discuss broadcasting county meetings, though Commissioner Paul Anderes noted his opposition to these broadcasts at a recent meeting. Broadcasting local government meetings can keep the public informed, and government agencies can raise additional funds for their operations without raising taxes. Director Wood asked if community events could be broadcast on the channel, such as the Haines Rodeo. Executive Director McHaddad replied that this can occur, and was the most popular content option in a community survey. Broadcasting the events will result in revenue for the entity holding the event.</p>
<p>4.a. Safety</p>	<p>President Wallender asked if the Executive Director had maintained a safe workplace environment since the last meeting. Executive Director McHaddad confirmed that he had maintained a safe workplace environment since the last meeting. However, a foot injury will continue to require meaningful accommodations for him to execute his duties. He is not currently able to drive outside La Grande and is unable to test Beaver Mountain TV signals. This is why a tablet and an antenna are being purchased for Director Wood. Director Wood asked for training to use the device.</p>
<p>5.a. Expenditures &amp; Finance</p>	<p>Executive Director McHaddad reviewed the expenditures listed. The magnetic signs for a car were suggested for field work, but they</p>

are not a necessity. Directors concurred that two magnetic signs should be purchased rather than one, with an authorization up to \$50.00. The penalty from the IRS was due to late payment of BMTD's payroll taxes the year before. Executive Director McHaddad assured the Board that he is working on streamlining operations with the District's accounting service, but he has never had any involvement with BMTD payroll taxes before.

President Wallender entertained a motion to approve expenditures as amended, so moved by Vice President Innerarity.

Yes: President Wallender, Vice President Innerarity,

Director Kenny, Director Wood.

No: N/A.

Abstain: N/A.

Motion passes.

Executive Director McHaddad reviewed the advertising authorization with La Grande High School as listed in the Board packet.

Director Wood moved to approve the advertising authorization with La Grande High School, second by Vice President Innerarity.

Yes: President Wallender, Vice President Innerarity,

Director Kenny, Director Wood.

No: N/A.

Abstain: N/A.

Motion passes.

Director Wood asked if BMTD is sponsoring Baker High School athletics. Executive Director McHaddad recalled that he had discussed broadcasting sports games with the Baker High School and La Grande School

District. President Wallender expressed that the operation of a local channel may affect the Executive Director's job description. Employment matters related to a local channel will be reviewed in the strategic plan developed in Q1 2020.

Executive Director McHaddad reviewed the advertising authorization with the La Grande Observer. In response to a query from President Wallender, the Executive Director noted that approximately \$2,500 remained in the advertising budget. Directors expressed a preference to spend \$149.00 on an advertisement.

Director Kenny moved to approve the advertising authorization with the La Grande Observer at \$149.00, second by Vice President Innerarity.

Yes: President Wallender, Vice President Innerarity,

Director Kenny, Director Wood.

No: N/A.

Abstain: N/A.

Motion passes.

President Wallender reviewed his request that BMTD consider discontinue paying bills via automatic bill pay or ACH. A billing arrangement with Frontier had increased without a change in the automatic bill pay amount, resulting in overdue charges. He proposed that BMTD only pay bills via checks cut by the accounting service. This will allow the accounting service to better keep track of bills that are paid. In response to a query from Vice President Innerarity, President Wallender clarified that the accounting service has access to BMTD's online bank

	<p>statements and can view information about bills that are paid. Directors discussed payment trends that focus more on automatic and electronic payments rather than individual checks. Directors also discussed monthly reviews by Board members to ensure that bills are in fact being paid. Directors reached a consensus to continue using automatic bill pay for current accounts.</p>
<p>5.b. Approval of Minutes</p>	<p>Executive Director McHaddad reviewed the minutes under consideration. Vice President Innerarity requested that separate motions be made for each document.</p> <p>Vice President Innerarity provided changes to the minutes from 11/14/19 to the Executive Director.</p> <p>Vice President Innerarity moved to approve the minutes from 11/14/19 as amended, second by Director Wood.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p> <p>Vice President Innerarity moved to approve the minutes from 1/15/19, second by Director Wood.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p>
<p>5.c. Contract Review Board</p>	<p>President Wallender called the Contract Review Board session to order at 11:10 AM.</p>

Executive Director McHaddad reviewed the summary of ASL Interpreting Services in the Board Packet.

President Wallender asked for public comment at 11:12:10AM. No public comment was received. Public comment was closed at 11:13:10AM.

Director Wood expressed that the contract with Sharon Dahlberg is likely the least expensive. Executive Director McHaddad, concurred, and recommended enlisting her services. He recommends including onboarding training as part of her billable hours for providing services to the District.

Vice President Innerarity moved to contract with Sharon Dahlberg for ASL interpretation services, second by Director Wood.

Yes: President Wallender, Vice President Innerarity,

Director Kenny, Director Wood.

No: N/A.

Abstain: N/A.

Motion passes.

Directors discussed the need to provide accessibility services on TV. Executive Director McHaddad noted that this will be done with closed captioning.

Executive Director McHaddad reviewed the draft contract with Oregon Public Broadcasting included in the Board Packet and updated Vice President Innerarity about CRB procedures.

President Wallender asked for public comment at 11:19:40AM. No public comment was received. Public comment was closed at 11:20:40AM.

President Wallender expressed dissatisfaction with Provision I. He does not want to limit

	<p>what the District can transmit to just 4 channels per transmitter. Executive Director McHaddad clarified that this provision limits what OPB can broadcast on K34NG-D, not BMTD. President Wallender asked that Provision H be amended to reference the sublease of space from OPB on Mt. Fanny.</p> <p>Vice President Innerarity moved to adopt the first reading of the contract with the notations mentioned, second by Director Wood. Yes: President Wallender, Vice President Innerarity, Director Kenny, Director Wood. No: N/A. Abstain: N/A. Motion passes.</p> <p>President Wallender ended the session of the Contract Review Board at 11:24 AM.</p>
<p>5.d. Board Policies Regarding Finance</p>	<p>Executive Director McHaddad noted that Director had not been with the accounting service as requested. The accounting service did not provide feedback on the proposed new debit card policies.</p> <p>Director Wood moved to table the discussion, second by Vice President Innerarity. Yes: President Wallender, Vice President Innerarity, Director Kenny, Director Wood. No: N/A. Abstain: N/A. Motion passes.</p> <p>Director Kenny asked when a meeting with the accounting service would take place. Executive Director McHaddad clarified that a meeting had yet to be scheduled.</p>

<p>5.e. Board Policies Regarding Prevention of Workplace Discrimination, Harassment, and Retaliation</p>	<p>Executive Director McHaddad reviewed the item as summarized in the Board Packet. No changes are recommended prior to passage.</p> <p>Director Wood moved to approve the second reading of Board Policies Regarding Prevention of Workplace Discrimination, Harassment, and Retaliation.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p>
<p>5.f. Marketing Plan</p>	<p>Executive Director McHaddad reviewed the item as summarized in the Board Packet. He recently met with the EOU Small Business Development Center to discuss marketing existing district services as well as the local channel. Two primary recommendations from EOU SBDC for marketing are customer endorsements and movie theatre advertisements. He recalled that President Wallender said that movie theatre ads were too expensive. President Wallender clarified that when the option had been previously reviewed, the advertising budget was much smaller. Theatre ads can be reviewed again.</p> <p>Directors discussed soliciting third party endorsements via social media and email, and posting endorsements on both platforms.</p> <p>Directors discussed mass-mailing campaigns in cities. President Wallender recalled that BMTD sent mailers to households in Elgin following the collapse of the Elgin cable nonprofit. Placing service charges notices in municipal utility bills would be a valuable way to spread the word about the need to pay for service charges. The District should ask Baker</p>

	<p>City for a copy of the people who receive municipal utility bills. The Union County website also needs to have a hyperlink to the BMTD website where the District is referenced.</p>
<p>5.g. Refund Requests</p>	<p>Executive Director McHaddad reviewed the refund request.</p> <p>Vice President Innerarity moved to approve the refund request, second by Director Kenny.</p> <p>Discussion: President Wallender expressed that the property owner had ample time to request confirmation that their had exemption request had been received, and does not support offering them a refund.</p> <p>Yes: Vice President Innerarity, Director Kenny, Director Wood.</p> <p>No: President Wallender.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p>
<p>5.h. Political Norms</p>	<p>Executive Director McHaddad reviewed the item as summarized in the Board Packet. The item no longer requires immediate consideration because medical issues are preventing him from exploring any political campaigns in the near future.</p> <p>Vice President Innerarity expressed that this will be a valuable document for BMTD to have prepared should a future employee consider running for office.</p>
<p>5.i. Mt. Fanny Helipad</p>	<p>Executive Director McHaddad reviewed the item as summarized in the Board Packet. Vice President Innerarity asked for an estimate on the cost to build a new helipad; the answer is unknown. Directors concurred that there is not enough time to make a decision regarding the helipad. BMTD will need to consult with Union County about funding, and write grants before they can take on his</p>

	project.
5.j. Legislative Affairs	<p>Executive Director McHaddad reviewed the item as summarized in the Board Packet. BMTD successfully advocated for a legislative program this year, but changing conditions in the Capitol will make future legislative programs more difficult. Senator Cliff Bentz, who sponsored SB 393, 394, and 901, is resigning from the Senate to run for US Congress. Senator Findley may be appointed to the SD 30 seat, and while he said he will work with BMTD on further reforms, he will only support voter consideration for ad valorem property taxes if there is clear community support. Union County Commissioners supported SB 901, but Baker County Commissioners did not, which will likely prevent Rep. Findley from sponsoring such legislation in the future. The only other potential contender for the seat is Rep. Daniel Bonham of the Dalles, whose current district does not include Baker County, so BMTD is likely lower on his priority list. Senator Bill Hansell is supportive of BMTD's legislative efforts, and he voted for SB 901. However, Rep. Greg Barreto originally opposed property taxes, and did not cosponsor the bill. Rep. Barreto is retiring, and there is no guarantee that his replacement will be interested in sponsoring translator district legislation. Beyond pursuing ad valorem property taxes, BMTD has a better chance of growing revenue through ad sales on the local channel. Furthermore, property tax rates are likely to grow to compression for most existing local government agencies in the next decade in order to pay for PERS, and taxes levied by other government agencies not related to PERS may not be permitted to be collected under compression to</p>

	<p>ensure that public employee pensions are paid. Director Wood suggested levying a tax on the sales of antennas. Scaling operations to increase the number of translator stations in the region may also increase revenue. Vice President Innerarity expressed that conditions in the Capitol appear to make ad valorem tax provisions difficult. BMTD can better spend resources growing revenue via marketing.</p> <p>Executive Director McHaddad suggested that BMTD promote the creation of a regional council of governments. Similar councils operate around the state, and Eastern Oregon counties have an association, but there is no organization for all governments in this region. A council of governments has better chances to advocate in the Capitol than single governments. Member agencies can also share resources and best practices. This will be a difficult initiative to create, but can be valuable to the District.</p>
<p>6. Public Comment</p>	<p>President Wallender ended his participation at 12:03PM.</p> <p>Progress restoring Channel 8 in Baker City was discussed.</p> <p>Vice President Innerarity is reviewing the office assistant position created by the Executive Director, who noted on the record that medical issues are preventing him from working for the Legislative Assembly in 2020. This document will still be developed in case such a position is needed in the future.</p> <p>Director Kenny noted that he may have questions about the profit &amp; loss statement included in the Board Packet, and Executive Director McHaddad referred him to BMTD's accounting service for questions.</p>

7. Adjournment	<p>The next meeting is tentatively scheduled for January 10 from 10AM-12PM. Location will be determined later.</p> <p>Director Wood moved to adjourn the meeting, second by Director Kenny.</p> <p>Yes: Vice President Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Meeting adjourned at 12:14PM.</p>
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Author: Alex McHaddad, Executive Director

Approval: 1/10/20