

Blue Mountain Translator District¹

Board of Directors **Regular Meeting Minutes** **November 14, 2019**

1. Call to Order and Roll Call Vote	<p>President Wallender called the meeting to order at 9:02 AM. The meeting was held at the nearest practical location, 1001 4th St, La Grande, OR.</p> <p>Members Present: President Wallender, Vice President Innerarity, Director Mike Kenny, Director Christina Wood (arrived at 10:22). Staff Present: Executive Director Alex McHaddad; Mr. Wyatt Baum, Esq.</p>
2. Declaration of Conflict of Interest	<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 advertising authorizations with this firm.</p>
3.a. Director Reports	<p>Director Innerarity noted that she had certain comments that would be concerned later in the meeting. She had recently discussed procedures and policies with the Executive Director. Both she and Director Kenny need to attend new board member trainings with the Special Districts Association of Oregon. Executive Director McHaddad announced that SDAO's annual conference will take place in February, and new Directors can attend.</p> <p>President Wallender announced that he had recently lost Internet access at his personal residence due to an Oregon Wireless equipment fire at BMTD's Mt. Harris facility. The fire did not damage the facility or impair BMTD's operations.</p>
3.b. Staff	<p>Executive Director McHaddad noted that the</p>

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Report	recent month has been unusually calm given usual appeals of property tax liens. Mr. Baum noted that in previous years his firm has fielded many calls during this time of year, but this has happened very rarely since Executive Director McHaddad started working at the District.
4.a. Safety	President Wallender asked if the Executive Director had maintained a safe workplace environment since the last meeting. Executive Director McHaddad noted that he had maintained a safe workplace environment since the last meeting. However, he is being treated for a sprained foot and may require assistance in performing his regular duties as a result.
5.a. Executive Session - 192.660(2)(h)	<p>President Wallender convened an executive session at 9:10.</p> <p>President Wallender adjourned the executive session at 9:27 AM.</p> <p>Vice President Innerarity moved to submit complaints regarding destruction of public records to the Government Ethics Commission, second by President Wallender.</p> <p>Yes: President Wallender, Director Innerarity, Director Kenny.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p>
5.b. Mt. Fanny Lease Update	<p>President Wallender asked in the Board could enter into executive session for this item due to the subject matter. Mr. Wyatt Baum advised that the Board could enter into executive session under 192.660(2)(f).</p> <p>President Wallender convened an executive session at 9:30.</p> <p>President Wallender adjourned the executive session at 9:45</p>

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	<p>The Board took no formal action.</p> <p>Mr. Baum will contact Oregon Public Broadcasting to discuss unpaid power bills, and will contact the US Forest Service regarding BMTD's status as a municipal utility. Mr. Baum will also review the history of facility use on Mt. Fanny.</p> <p>Executive Director McHaddad will draft a formal agreement regarding BMTD's sublease of space from OPB on Mt. Fanny and the transmission of OPB's signal on Mt. Harris. Mr. Baum will review the draft before submitting it to OPB for initial consideration.</p> <p>Mr. Baum departed from the meeting.</p>
5.c. Expenditures	<p>Executive Director McHaddad reviewed expenditures listed in the board packet. The lease fee for Mt. Fanny increased this year because Skyline Tower was not included as a tenant in previous tenant inventories, and the Executive Director had no cause to believe they needed to be included until he had visited the Mt. Fanny facility that summer. It was further clarified to President Wallender that the Mt. Fanny lease payment listed was not intended to remunerate OPB for a USFS sublease assessment on a separate Mt. Fanny property.</p> <p>Vice President Innerarity moved to approve the expenditures, second by Director Kenny.</p> <p>Yes: President Wallender, Director Innerarity, Director Kenny.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p> <p>Executive Director McHaddad reviewed advertising authorizations listed in the board</p>

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packet. Due to the increasing primacy of content in the revenue potential of media delivery services, BMTD needs to begin creating and procuring content for a local channel, and some of this can begin now. Suggested content creation projects included a short video ad, sponsorship of La Grande High School Sports, and the production of a biweekly movie review special hosted by Eastern Oregon Alive TV.

Vice President Innerarity expressed concerns about standards for BMTD-aligned content. Prior to producing content, BMTD needs to have a set of standards and guidelines in place. Broadcasting a high school play may result in the delivery of content a viewer may find unfavorable, and the District needs to set expectations about content.

Executive Director McHaddad noted that he had reviewed the submission guidelines for a regional public access channel, and they said that their main content submission guideline is simply the protection of all speech under the 1st Amendment of the US Constitution. There are also FCC guidelines for content that can be reviewed.

President Wallender recalled that the Board had previously expressed an emphasis to observe a separation of church and state in District operations.

Vice President Innerarity noted that when she finds televised content to be disagreeable, she simply changes the channel. However, BMTD will not broadcast content submitted by the KKK.

Director Wood entered the meeting.

President Wallender entertained a motion to approve production of a short video ad, but he withdrew his motion for further discussion.

Directors discussed their willingness to

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	<p>purchase ads on La Grande High School sports streams, expressing that most sports seasons were ending and they only wanted to sponsor basketball streams. The Executive Director discuss a lower advertising authorization with Brent Clapp Media Services.</p> <p>Director Wood moved to approve sponsorship funds for the La Grande High School Sports stream up to \$800, second by Vice President Innerarity.</p> <p>Yes: President Wallender, Director Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p> <p>Director Wood moved to produce a video with Brent Clapp Media Services, second by Vice President Innerarity.</p> <p>Yes: President Wallender, Director Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p>
5.d. Approval of Minutes	<p>President Wallender asked if Directors had reviewed the minutes included in the Board Packet. Director Wood announced that she had not, and requested time to review the minutes. Director Wood noted an incorrect word in item 3.a. The word was changed to say "announced." Director Wood asked if the "former employee of BMTD" discussed during public comment is Mrs. Beverly Beach. Executive Director McHaddad confirmed the identity of the former BMTD employee.</p> <p>Director Wood moved to approve the minutes as amended, second by Vice President Innerarity.</p>

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	<p>Yes: President Wallender, Director Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p>
5.e. Policy Changes	<p>President Wallender called a recess at 10:22. President Wallender ended the recess at 10:29.</p> <p>Executive Director McHaddad reviewed the proposed changes to Board Policies Regarding Finances. An error in the proposed policy needed to be corrected: Policy J.B.c. should say "cannot," not "can." Following the Board's approval of the procurement of a debit card, no standards had been set for its use, other than discussion regarding its utility in efficient payment of travel expenses incurred by BMTD officials. The Executive Director had used the card to pay expenses in several categories due to a history of late payment by the District's contract accountant. Only bills that could not be paid with the debit card were forwarded to the contract accountant. Director Wood recalled the sentiment that the debit card would be used for travel and incidental expenditures.</p> <p>Vice President Innerarity discussed concerns that BMTD's contract accountant had expressed regarding bill payment procedures. Changes to payment procedures must be made. While she is sympathetic to the Executive Director's concerns, his claims lack concrete evidence. BMTD and the contract accountant need an understanding about standard operating procedures. Vice President Innerarity requested information regarding the payment limits on the debit card.</p> <p>President Wallender recommended scheduling a joint meeting between Directors and the</p>

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	<p>contract accountant.</p> <p>Possible procedures for paying bills with the debit card were discussed. Review of the debit card payment policies by BMTD's contract accountant was requested prior to passage of amendments to Board Policies Regarding Finances.</p> <p>Vice President Innerarity suggested sending meeting minutes to the contract account after every meeting.</p> <p>Vice President Innerarity moved to approve the first reading of amendments to Board Policies Regarding Finances, second by President Wallender.</p> <p>Yes: President Wallender, Director Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p>
5.f. Performance Review	<p>Vice President Innerarity requested information about the performance review process, including the date needed to complete the form. Directors discussed putting in place an official policy regarding the dates of annual performance reviews even though they have occurred regularly over the last two years.</p> <p>Directors discussed the Executive Director's need to focus more on paying attention to detail. While they appreciate having big picture goals, they must be completed by following the correct procedures.</p>
5.g. Refunds	<p>Executive Director McHaddad reviewed the refunds under consideration and explained refund policies currently in force.</p> <p>Vice President Innerarity moved to approve</p>

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	<p>Summary 1 refund requests, second by Director Wood.</p> <p>Yes: President Wallender, Director Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p> <p>Executive Director McHaddad reviewed the Summary 2 refund request. He confirmed that photographic evidence to reject the conclusion that there were reasonable grounds to believe that signals were being received on the property.</p> <p>Vice President Innerarity moved to approve the Summary 2 refund request, second by Director Kenny.</p> <p>Yes: President Wallender, Director Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p> <p>Vice President Innerarity referenced an email from Director Wood regarding payment plan options for the service charge. Executive Director McHaddad clarified that automatic bill pay and other options were available for complete or segmented payments. Director Wood asked that alternative payment options be noted on future service charge letters.</p>
5.h. Legislative Affairs	<p>Executive Director McHaddad reviewed the item as summarized in the board packet. Support for the RURAL Act, a bill that will benefit OTEC and their customers, would entail the submission of letters of support to US Senators Jeff Merkley and Ron Wyden, and US Representative Greg Walden.</p>

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	<p>Director Wood moved to submit letters of support for the RURAL Act, second by Vice President Innerarity.</p> <p>Yes: President Wallender, Director Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p> <p>Directors discussed signatories of letters of support.</p>
<p>5.i. First Reading: Board Policies Regarding Prevention of Workplace Discrimination, Harassment, and Retaliation</p>	<p>Executive Director McHaddad reviewed the policies proposed in the board packet. 2019 state legislation requires the adoption of a policy, and the Special Districts Association of Oregon drafted a sample policy for use by Boards. Vice President Innerarity noted that sexual harassment procedures are included in the employee handbook. Executive Director McHaddad clarified the Legislative Assembly's intent to create an official set of Board Policies adopted by the board prior to the end of the calendar year.</p> <p>Vice President Innerarity moved to approve the first reading of Board Policies Regarding Prevent of Workplace Discrimination, Harassment, and Retaliation, second by Director Wood.</p> <p>Yes: President Wallender, Director Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p>
<p>6. Public Comment</p>	<p>President Wallender recalled a conversation he had with Executive Director regarding financial procedures. Bill pay procedures with</p>

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Payroll & Accounting Services, PC need to be streamlined. The Executive Director needs to focus on management and promotion of BMTD, not finances.

Relations with BMTD's contract accountant were discussed. If the Executive Director believes that finances are being mishandled, the Board must be notified. The District needs to meet with the contract accountant, and outline a policy for interactions. Contact information for other Board members should be given to the contract accountant if concerns about the District are not adequately addressed by the President or Executive Director.

Vice President Innerarity addressed an agenda item that had been removed from an earlier draft, a leave of absence request from the Executive Director. Executive Director McHaddad clarified that he was considering two work opportunities during the 2020 Oregon legislative session. One would be a part-time legislative aide position at Eastern Oregon University that would be primarily performed in La Grande with a flexible schedule that would not interfere with the current 30-hour schedule at BMTD. The other opportunity is to serve as a Committee Assistant during the 2020 legislative session, which would require a 1.5 month leave of absence from January to March. He considered the position and leave of absence because it will improve his value to the District. He withdrew the item from consideration because he believed that he needed to focus on streamlining BMTD operations, specifically relations with the contract accountant.

Directors discussed the matter of a leave of absence to work for the Legislative Assembly. Finances processes would need to be

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	<p>streamlined enough that a temporary office manager hired to work during the leave could fill the position without problems. Board members could hold office hours during the week, and a temporary office assistant could be hired as well. Executive Director McHaddad suggested hiring Callie Sheker-Grothe, a former BMTD employee, for the position, and he will contact her regarding availability.</p> <p>Vice President Innerarity moved to permit the Executive Director to apply for a Committee Assistant position in the Legislative Assembly, second by President Wallender.</p> <p>Yes: President Wallender, Director Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p> <p>Directors emphasized that internal processes must be improved and standardized for use by Board members and temporary employees in order for approval to pursue this opportunity to stand.</p>
7. Adjournment	<p>Directors reached a consensus to schedule the next board meeting for December 10 at 10AM. Meeting locations were discussed, and La Grande was chosen.</p> <p>President Wallender adjourned the meeting at 11:35.</p>

Author: Alex McHaddad, Executive Director.

Board Approval Date: 12/10/19