

**Board of Directors**  
**Regular Meeting Provisional Minutes**  
**February 20, 2020**

<p>1. Call to Order and Roll Call Vote</p>	<p>Vice President Innerarity called the meeting to order at 10:10AM.  Directors Present: Vice President Innerarity, Director Kenny, Director Wood (by phone).  Staff Present: Executive Director Alex McHaddad.</p>
<p>2. Declaration of Conflict of Interest</p>	<p>Vice President Innerarity asked if there were any conflicts of interest to declare.  Executive Director McHaddad referenced Item 5.c. and noted that a firm to which he provides services as an independent contractor discussed the draft of RFP 2020-1. This discussion took place in part because if the firm intends to bid, the Executive Director would be required to take a leave of absence. The owner wanted to consider additional details prior to considering making a bid, which could result in additional business for his firm but would prevent Mr. McHaddad from providing services for the duration of the proposed RFP process.  No other conflict of interest was declared during the meeting.*</p>
<p>3.a. Director Reports</p>	<p>Director Kenny reported that he had an excellent experience attending the annual conference held by the Special Districts Association of Oregon. Vice President Innerarity also reported an excellent experience at the SDAO Conference. She requests that the Executive Director begin drafting a list of standard operating procedures to inform Directors of administrative practices and plan for contingencies. An additional beneficial resource received is a board member recruitment packet. Vice President Innerarity expressed that this will be valuable because the</p>

	<p>workload for a Director was not properly described to her prior to appointment.</p>
<p>3.b. Staff Report</p>	<p>Executive Director McHaddad reported that he had spent some time in Salem for the 2020 Legislative Session, for both BMTD and Eastern Oregon University. In the office, he has primarily focused on the strategic plan and RFP. He is also preparing reminder liability notices with Chaves Consulting, LLC. Processing reminder letters will soon take up the bulk of his workload in the office.</p> <p>Director Wood asked that the liability notices include a more specific reference to the billing cycle dates.</p>
<p>4.a. Safety</p>	<p>Vice President Innerarity 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. He thanked DirectorKenny for assisting in transporting equipment used at the meeting.</p>
<p>5.a. Expenditures</p>	<p>Executive Director McHaddad reviewed the expenditures in the Board Packet. He described that he will be authorized to spend up to \$500.00 on the Chamber Banquet as needed.</p> <p>Director Wood moved to approve the expenditures, 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>Motion passes.</p>
<p>Item 5.e. Legislative Affairs</p>	<p>Vice President Innerarity asked if there was any objection to opening Item 5.e. for discussion; no objection.</p>

	<p>Executive Director McHaddad reviewed the discussion of changes to the Mt. Fanny broadcast facility. Senator Bill Hansell and Rep. Mark Owens are open to submitting a capital construction funding request of \$10,000.00 to purchase a new building during the 2021 legislative session. However, Executive Director McHaddad has consulted with RS technology and one tenant, and it appears that replacing the building is not feasible given the terrain of the site and the difficulty to transport materials and perform construction. Given the interest of legislators in securing funding for the site, it is suggested that the District discuss improvements to the site rather than construction of a new building.</p> <p>Vice President Innerarity suggested that the discussion be tabled until all Directors are present. She learned about public financing options at the SDAO conference that she would like to review prior to making a decision about construction on Mt. Fanny.</p> <p>Director Wood moved to table the discussion to the next meeting, second by Director Kenny.  Yes: Vice President Innerarity, Director Kenny, Director Wood.  No: N/A.  Abstain: N/A.  Motion passes.</p>
<p>5.f. Goal Session</p>	<p>Vice President Innerarity asked if there was any objection to opening item 5.f.; no objections. Executive Director McHaddad noted that President Wallender asked for this discussion. He added that the District already has several goals on the calendar, and it may be difficult to add any substantial new projects, but he will do what the Board requests.</p> <p>Vice President Innerarity suggested adding the</p>

	<p>creation of a Standard Operating Procedures manual, and a discussion about this document included working on the first draft through April with writing by the Executive Director and review by Directors Kenny and Wood.</p> <p>Vice President Innerarity wants to add the updated performance review to the next agenda.</p>
<p>5.g. Approval of Minutes</p>	<p>Vice President Innerarity asked if the minutes had been read. Directors confirmed that they have read the minutes.</p> <p>Vice President Innerarity entertained a motion to approve the 1/10 regular meeting minutes, so moved 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>Motion passes.</p> <p>Vice President Innerarity requested clarification on the meaning of PEG. Executive Director McHaddad clarified that the acronym refers to a cable public, education, and government access channel.</p> <p>Director Kenny moved to approve the 1/28 special meeting minutes, second by Director Wood.</p> <p>Yes: Vice President Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p>
<p>5.h. Second Reading, Bylaws Amendments</p>	<p>Executive Director McHaddad reviewed the amendments to the Bylaws. Directors had approved the first reading at the prior regular meeting, and had received no comments at that time or since then.</p>

	<p>Vice President Innerarity asked if the amendment should include references to posting meeting announcements. Executive Director McHaddad clarified that announcement procedures are already codified in statute.</p> <p>Director Wood moved to approve the second reading of amendments to the Bylaws, 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>Motion passes.</p>
<p>5.b. Strategic Plan</p>	<p>Executive Director McHaddad asked if Directors had read the final draft of the LPTV Strategic Plan. All Directors have read the document.</p> <p>Director Wood moved to approve the Strategic Plan, second by Director Kenny.</p> <p>Executive Director McHaddad announced that shortly prior to the meeting, President Wallender called him and expressed hesitation about moving forward with channel plans. Director Wood withdrew her motion. Executive Director McHaddad recalled that President Wallender's hesitation seemed to relate to interference problems with another tenant on Mt. Fanny. It was clarified that approving the plan does not obligate BMTD to create an LPTV station without first addressing interference problems on Mt. Fanny. Furthermore, waiting another month to approve the plan would prevent potential RFP bidders from understanding the District's needs, and not passing RFP's right now as an extension of this hesitation would prevent BMTD from doing any work on the local channel due to statutory budget constraints.</p>

	<p>Director Wood moved to approve the strategic plan, second by Director Kenny.  Yes: Vice President Innerarity, Director Kenny, Director Wood.  No: N/A.  Abstain: N/A.  Motion passes.</p> <p>Executive Director McHaddad will communicate the substance of the discussion with President Wallender by email following the meeting, carbon copying Vice President Innerarity for additional perspective.</p>
<p>5.c. RFP 2020-1  Sponsor  Recruitment  and Ad Sales</p>	<p>Executive Director McHaddad reviewed the item. Both RFP's under consideration that day included points that had been discussed at previous meetings. The only new changes that had been added to the documents after Directors received the meeting materials are a requirement that proposers be bonded, a suggestion from President Wallender; and the inclusion of closed captioning abilities in an OTT streaming service.</p> <p>Directors discussed the potential Selection Panel lineup. Alongside the Executive Director, it is suggested that the panel include one new Director (Vice President Innerarity and Director Kenny) and one old Director (President Wallender and Director Wood). Panel members can change.</p> <p>Director Kenny moved to approve RFP 2020-1, second by Director Wood.  Yes: Vice President Innerarity, Director Kenny, Director Wood.  No: N/A.  Abstain: N/A.  Motion passes.</p>
<p>5.d. RFP 2020-2  OTT Streaming</p>	<p>Executive Director McHaddad reviewed the item.</p>

	<p>Yes: Vice President Innerarity, Director Kenny, Director Wood.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p>
6. Public Comment	<p>Executive Director McHaddad asked for permission to take a vacation the week of April 6. Vice President Innerarity requested that the office phone be forwarded to her personal device. Viewers should also be notified about the absence.</p>
7. Adjournment	<p>Executive Director McHaddad noted that President Wallender requested a return to meeting the first Tuesday of every month. This will be the tentative date, but the President will formally choose the next meeting date based on Director availability. Vice President Innerarity expressed that this meeting needs to occur during the afternoon due to a standing engagement.</p> <p>Director Kenny asked for an update on a recent signal outage. Executive Director McHaddad confirmed that there had been a signal outage on Beaver Mountain that disrupted all signals in Baker City and prevented KTVB from broadcasting in the Grande Ronde Valley. OTEC restored power in a timely manner.</p> <p>Vice President Innerarity adjourned the meeting at 10:58PM.</p>

- On February 23, 2020, Executive Director McHaddad emailed the Board of Directors with the following notice regarding a potential conflict of interest that he had failed to disclose.

*Good afternoon Directors,  
Today I realized that I failed to state a potential conflict of interest at last week's board meeting, simply because I forgot. One of the items on the expenditure was*

*sponsorship of the Union County Chamber Banquet, and I am a Chamber employee specifically assigned to work at the Conference Center where it is held. BMTD regularly sponsors this event, but I never work for the Chamber when the District sponsors an event. I will plan on making a public note about this at the next meeting.*

*Regards,*

*Alex*

Author: Alex McHaddad, Executive Director

Approval: 2/20/20