

Board of Directors
Regular Meeting Minutes
August 8, 2020

<p>1. Call to Order and Roll Call Vote</p>	<p>President Wallender called the meeting to order at (time). The meeting was held via phone in compliance with Executive Order 20-16.</p> <p>Directors Present: President Tim Wallender, Vice President Jean Innerarity, Director Scot Butner, Director Mike Kenny.</p> <p>Staff Present: Executive Director Alex McHaddad, Office Assistant Curtis Carson.</p> <p>Members of the Public: Jeff Crews, Randy McKone, Tanner Sheahan, Nathan Smutz.</p>
<p>2. Declaration of Conflict of Interest</p>	<p>Asked and none declared.</p>
<p>3.a. Director Report</p>	<p>Vice President Innerarity announced that she and Director Kenny will resign effective August 31, and will remain a signer on checks until then. President Wallender respects everyone participating, but announced that the meeting will be streamlined and efficient. He does not mean to offend anyone. He is happy with the progress on processing service charge letters made by the Executive Director and office assistant, but he has some concerns that will be addressed later in the meeting.</p>
<p>3.b. Staff Report</p>	<p>Executive Director McHaddad announced that processing service charges has occurred with unprecedented speed and efficiency, and he commended office assistant Curtis Carson for his success. The annual antenna census has begun with the northwest corner of La Gande, and 24 unregistered antennas have been found. He went to Mt. Fanny with USFS District Ranger Bill Gamble, and will discuss this later.</p>

Author: Alex McHaddad, Executive Director

Approval:

<p>4.a. Safety</p>	<p>President Wallender asked if the Executive Director had maintained a safe working environment since the previous meeting. The Executive Director is maintaining a safe working environment when possible. During a recent trip to Mt. Fanny, he failed to bring adequate water and sunblock, and will remember to bring those supplies on future trips to the facility.</p>
<p>5.a. Mt. Fanny Management</p>	<p>President Wallender asked if Directors had read the item summary in the Board Packet. Executive Director McHaddad reviewed the item as summarized in the Board Packet.</p> <p>President Wallender rejected the claim that Mt. Fanny Powerline Reserve records are not exempt from disclosure under Oregon state law. He suggested that service charges are a public fee levied by voters preventing them from public disclosure, but powerline access lease fees are private and therefore exempt from disclosure. Executive Director McHaddad noted that all money possessed by government agencies is subject to disclosure under public law.</p> <p>Vice President Innerarity expressed that she understands assertions made by both President Wallender and Executive Director McHaddad, but it is best if the District obtains a legal opinion from BMTD's attorney.</p> <p>Vice President Innerarity moved to consult the District's legal counsel about whether the Mt. Fanny Powerline Reserve Fund is exempt from public records requests, second by President Wallender.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny. No: N/A. Abstain: N/A. <i>Motion passes.</i></p>

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Approval:

	<p>President Wallender also recommends that the Executive Director consult the Oregon Department of Revenue.</p> <p>Executive Director McHaddad asked if Directors had read the report. President Wallender asked what discussion needed to occur beyond the summary. Executive Director McHaddad asked if District officials and tenants wanted to visit. He suggested that the floor be opened to Mr. Jeff Crews or Mr. Randy McKone, whose companies are tenants on Mt. Fanny. President Wallender refused to receive comments by tenant representatives and claimed that the discussion was only for Directors. Two Directors are resigning and COVID-19 is causing issues, so President Wallender believes the matter should be tabled until 2021. Tenants seem satisfied with the existing arrangements, and President Wallender declared that the tenants are assuming the risk of remaining in a building with an unknown lifespan. Directors Butner and Kenny, concurred that the discussion needed to be tabled due to tenant satisfaction with the facility. Vice President Innerarity believes that the District needs a long-term plan even though the building will not be replaced in the near future.</p> <p>President Wallender thanked tenants for participating in the call.</p>
<p>5.b. Expenditures</p>	<p>Executive Director McHaddad reviewed the expenditures included in the Board Packet.</p> <p>Vice President Innerarity moved to approve the expenditures, second by Director Kenny.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny.</p> <p>No: N/A.</p>

Author: Alex McHaddad, Executive Director
Approval:

Abstain: N/A.
Motion passes.

Executive Director McHaddad reviewed the item as summarized in the Board Packet. He clarified the difference between ACH and automatic bill pay. ACH is recommended to ensure that BMTD Internet bills are paid on time and the office does not lose Internet access. OTEC power bills are paid via ACH.

Vice President Innerarity moved to approve paying Internet bills via ACH, second by Director Kenny.

President Wallender asked if the Executive Director could see his face on screen. Executive Director McHaddad noted that he could not see the President's face because he is sharing the agenda on his screen. President Wallender claimed that the Executive Director could see his face somewhere. BMTD contracts with an accountant for a reason. ACH has caused problems for BMTD in the past. Furthermore, BMTD contracts with BMTD for a reason, to have an additional set of eyes on District finances. He will schedule a meeting with the Executive Director over winter to educate him about business. Invoices and statements are different. ACH allows a vendor to extract funds from an account without recourse.

President Wallender called the question.

Vice President Innerarity asked for clarification about ACH and automatic bill pay. President Wallender explained the difference and reiterated that there is no recourse if a vendor extracts funds.

Vice President Innerarity asked if any bills are paid via ACH. Executive Director McHaddad confirmed that OTEC bills are paid via ACH.

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Approval:

	<p>Director Butner asked if all other bills are paid by check. Executive Director McHaddad clarified that some bills are paid via automatic bill pay and a limited number via debit card, the latter limited to travel and office supplies. The overwhelming majority of bills are paid via check.</p> <p>Director Butner noted that one of his friends uses automatic bill pay for bills.</p> <p>President Wallender asked the Executive Director why the District has a contract accountant, and recalled problems that had occurred in the past. He questioned why the District would be contracting with an accountant if bills would be paid via alternative methods. Executive Director McHaddad replied that a significant portion of District bills are not paid on time. President Wallender noted that bills are paid at the end of every month on a specific date, and asked if bills are not arriving in a timely manner. Executive Director McHaddad replied that bills are delivered on time, but regularly are not paid on time. President Wallender asked why this occurs. Executive Director McHaddad replied that he does not know why bills are not paid on time and that he has broached the subject several times over the past few years only to be shut down. President Wallender asked, "What did you and I talk about in the District office?" Executive Director could not recall. President Wallender accused the Executive Director of drifting into the political realm more and more as he works at the District; if the Executive Director could not recall the unspecified conversation, there is no reason for further discussion.</p> <p>Executive Director McHaddad raised a point of order that Vice President Innerarity is obligated to vote yes because she made the motion, but if her opinion has changed and she</p>
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Author: Alex McHaddad, Executive Director

Approval:

	<p>no longer supports her motion, she can withdraw the motion.</p> <p>Vice President Innerarity noted that she still does not understand the difference between automatic bill pay and automatic withdrawal. Executive Director McHaddad explained the difference. Vice President Innerarity asked the President if automatic bill pay is an acceptable compromise, and President Wallender stated his opposition to the policy. President Wallender noted that the District hires an office assistant every summer to assist the Executive Director with processing service charges, and an accountant is contracted for the same reason. The President recalled a financial problem 6 months prior and stated that he would not provide details regarding the problem. Checks need to be provided to the contract accountant in a timely manner to be cut. He usually signs checks within one to two days of notification that they have been cut. As long as bills are delivered on time, they will be paid. President Wallender maintained his opposition to using ACH, and opposes using automatic bill pay because he is in charge of maintaining automatic bill pay through Umpqua Bank and has to update it when the price of an automatic bill changes. An accountant is hired for this purpose, and he has additional duties to perform running his own business.</p> <p>Vice President Innerarity asked the Executive Director to note the options once again. Executive Director McHaddad stated that if the motion is not withdrawn, the Vice President is obligated to vote yes even if she no longer supports the motion. If she prefers to support an alternative payment method, she must withdraw her motion.</p> <p>Director Kenny asked if bills are paid late. Executive Director McHaddad described that bills</p>
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Author: Alex McHaddad, Executive Director

Approval:

	<p>are chronically paid late; he forwards bills on time as often as possible, but many bills forwarded on time are not paid on time. He described that on one occasion,¹ the annual lease payment to Hancock Forest for the Mt. Harris facility was paid several months late despite repeated requests to the accountant to cut a check. Finally, Hancock Forest called the Executive Director with a deadline of the approaching weekend and assured that if payment was not received at that deadline, the District's technician would be arrested for trespassing the next time he visited the site. The arrest of the technician would have likely resulted in litigation filed against the District, Directors, and himself, and he is not compensated enough by the District to afford the legal bills of a lawsuit. President Wallender asked the Executive Director who visited with Hancock Forest in person following a payment issue.² Executive Director McHaddad noted that both he and the President have dialogued with the firm's management in person in regards to payments. President Wallender asked who went to the firm's manager in person and took the heat and resolved the situation. Executive Director McHaddad replied that this has happened on multiple occasions. President Wallender asked if the Executive Director has had to interact with Hancock in person since 2019. Executive Director McHaddad replied that this did not happen this year. President Wallender asked why this did not happen in 2020. Executive Director McHaddad replied that he was able to get the bill paid on time in 2020. President Wallender asked why this occurred in 2020. Executive Director McHaddad</p>
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¹ Author's note: The Executive Director's remarks refer to an invoice from 2018.

² Author's note: The President's remarks refer to a conversation that occurred in 2019.

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Approval:

replied that this year he was able to get the accountant to cut the check on time in 2020. President Wallender asked who delivered the check in 2019. Executive Director McHaddad replied that President Wallender had delivered the check in 2019. President Wallender asked who took care of the late payment situation in 2019. Executive Director McHaddad replied that President Wallender discussed payment with the Hancock Forest manager in 2019. President Wallender asked again who took care of the late payment situation in 2019. Executive Director McHaddad recalled that this was a joint effort in 2019, that he had assured that the accountant cut the check, and President Wallender delivered the bill in person and discussed the payment situation with the representative at Hancock Forest. President Wallender claimed that allegations of late payments are not a chronic problem, and explained that it is not a chronic problem because it is about getting invoices to the accountant in a timely manner. President Wallender finds the direction of the conversation disagreeable and believes that it is not the time for continued discussion.

President Wallender called the question.
Vice President Innerarity withdrew her motion.

Vice President Innerarity wants the discussion to come to a conclusion. She does not oppose an automatic payment method to pay Internet bills, but as a Board, issues with accountant payments need to be resolved. She wants to see evidence that the EONI bill has been paid late.

President Wallender entertained a motion to table the discussion, so moved by Director Butner.

Yes: President Wallender, Vice President

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Approval:

	<p>Innerarity, Director Butner, Director Kenny. No: N/A. Abstain: N/A. Motion passes.</p> <p>President Wallender asked the Executive Director to contact RS Technology about paying Invoice 4516 in full and ensuring that the invoice only reflects charges.</p> <p>President Wallender asked the Executive Director to send the payment stubs from Oregon Public Broadcasting and the Christian radio station because he has not seen a single invoice or check from the latter, and they are supposed to be paying \$8.33 per month. Executive Director McHaddad asked which Christian radio station, KOLU, 7th Day Adventists, or the Baptist Church. KOLU sends a monthly payment of \$83.00 per month and does not receive BMTD invoices because KOLU uses automatic bill pay.</p>
<p>5.c. Minutes</p>	<p>President Wallender asked if the minutes had been reviewed. He was not present at the previous meeting, so he was unable to talk to the District. Directors were asked if they had any questions.</p> <p>Director Butner asked for information about Item 5.d. but withdrew his discussion.</p> <p>Vice President Innerarity moved to approve the July 7, 2020 minutes, second by Director Kenny. Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny. No: N/A. Abstain: N/A. Motion passes.</p>
<p>5.d. Supplemental Budget</p>	<p>Executive Director McHaddad reviewed the item as summarized in the board packet. Questions regarding wage repayment led to a change in</p>

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Approval:

	<p>understanding about the use of funds. The attorney noted that there is currently no audit function about how money is used. The attorney can be asked for more information about how the money is to be used.</p> <p>President Wallender believes that the timesheets from April should be reviewed to see where COVID-related work occurred. Executive Director McHaddad noted that he worked more than his allotted 30 hours for a few months due to COVID-19, but the extra hours were not reported on the timesheet. He would have to provide an additional timesheet showing the additional hours he worked in order to receive unpaid wages for the additional hours worked, and President Wallender and Vice President Innerarity concurred. Directors reached a consensus that this will be done. President Wallender then countered with the caveat that the Executive Director's timesheet should still only reflect 30 hours per week. The Executive Director should discuss this with the accountant.</p> <p>President Wallender asked for use of the other resources; besides funding to backfill unpaid wages, BMTD received a reimbursement for local channel expenses.</p> <p>Directors discussed options for using additional resources. President Wallender does not want to ask the attorney for additional device. In response to a query from President Wallender, Executive Director McHaddad noted that the reimbursement funds are also for the EAS and feed splitter. These two pieces of equipment are not currently in use but will be used by Sinclair once 16-4 is operational.</p> <p>President Wallender noted that the District should be purchasing a new transmitter, and it was an oversight on his part that this is not under discussion.</p> <p>Executive Director McHaddad announced that he</p>
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Approval:

	<p>had just received an estimate from RS Technology for a new transmitter via email. The estimate was displayed over the Zoom screen for the Board's reviewed. Executive Director reminded the Board of the District's transmitter replacement plan, which includes purchasing one new transmitter per year for Mt. Fanny and refurbishing existing transmitters for emergency use. In 2019, the new transmitter could not be installed, so this year two new transmitters will be installed. The Board can vote to approve the quote at this time and then RS Technology will be asked for an invoice. Vice President Innerarity recalled the plan, and believes that BMTD should approve the estimate.</p> <p>President Wallender entertained a motion that in keeping with the transmitter replacement plan Estimate 2156 be approved, so moved by Vice President Innerarity.</p> <p>Discussion</p> <p>Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p> <p>President Wallender asked the Executive Director to instruct RS Technology to replace the transmitter most beneficial for a local channel. Director Butner asked if the new transmitter is Next-Gen TV capable; Executive Director McHaddad clarified that it will be used for ATSC 1.0 but can be upgraded for ATSC 3.0.</p>
<p>5.e. Personnel</p>	<p>President Wallender asked if the Board had read the summary in the Board Packet. He did not realize that automatic deposit of paychecks is a contractual guarantee. He apologized for the payroll issues, and if employees want this, they</p>

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will find a way for the District's accountant to implement this. Executive Director asked for assurance that paychecks would arrive; President Wallender announced that paychecks had been signed on Friday the previous week. Executive Director McHaddad had not been informed of this. Vice President Innerarity will sign paychecks the next day.

President Wallender asked the Executive Director to type a letter of recommendation for Mr. Curtis Carson and send it to the Board of Directors for review. President Wallender noted that the Personnel item covers multiple topics and it is difficult for him to follow.

President Wallender moved to authorize the Executive Director to write a letter of recommendation for Mr. Curtis Carson to be signed by the Board upon their approval and review, second by Director Butner.

Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny.

No: N/A.

Abstain: N/A.

Motion passes.

Executive Director McHaddad reviewed the item as summarized the Board packet. The item had been discussed at the last meeting but Executive Director McHaddad had requested no action be taken because President Wallender was absent and he had noted opposition to the proposal.

Executive Director McHaddad recalled that during the previous fiscal year he had two medical emergencies but was unable to take time off to heal due to the need to pay the medical bills, including breaking his foot and getting pneumonia. The proposal is meant to allow him to take time to heal and pay medical bills, rather

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Approval:

than continue working with diminished productivity in order to pay medical bills. During the previous fiscal year, his take-home pay from the district was \$15,000 and \$4,000 was spent on personal medical bills. This is why he came up with the proposal. Additionally, the employee handbook was not written with BMTD in mind, expecting that the District had multiple salaried management employees and several part-time hourly employees working for them. The Executive Director is a part-time hourly manager. The proposal had been modified since the last meeting to provide 30 hours per week of sick pay rather than 40. The Handbook needs to be modified to provide benefits for hourly employees as well as to create a sick pay policy for hourly employees.

Vice President Innerariy noted that the handbook had not been recently modified. She had recently gotten pneumonia herself, understands the physical toll, and is not opposed to providing sick pay.

Director Kenny is not opposed to the policy, but he wonders if this will carry over to the temporary office assistant. Executive Director McHaddad noted that this is not supposed to carry over to temporary employees; it is intended to be a perk for specific employees as a reward for improved productivity.

Executive Director McHaddad clarified to Director Butner and Vice President Innerarity that the policy accumulates up to 30 hours per year. Sick time cannot be used until earned. President Wallender asked if policy changes had been discussed with the contract accountant. Executive Director McHaddad had not discussed policy changes. He can do this prior to presenting an additional proposal.

President Wallender noted that the District is not obligated to offer sick pay under state law

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Approval:

	<p>because it employs fewer than 10 people. Rather than approaching the Board with this request, the Executive Director should have discussed the Board's vision including for the next 6 months with the local channel and considering a wider restructuring of the District. President Wallender opposes the Executive Director's approach with requesting sick pay. They had a discussion about the healthcare premium increase earlier that year without any information about the value of the increase. He noted that the Executive Director is asking for sick pay because insurance does not cover all healthcare costs, which he understands. He dislikes the approach after sending an email deliberating on the topic to the Executive Director and the Board that morning which he stated he would not summarize during the meeting. The Board has taken action to improve the Executive Director's work environment. President Wallender asked the Executive Director to discuss changes with the contract accountant prior to voting, and the Executive Director consented.</p> <p>Executive Director McHaddad noted that state law mandates a sick pay policy only for organizations employing more than 10 people; under ten, sick time must be offered, but not sick pay. The goal of the proposal is to give the Board the option of providing sick pay to employees as a reward for improved productivity. President Wallender noted that the Executive Director's outside activities impact his health, which is a personal choice, and this should not impact the District. He used the example of the Executive Director working 13 hours per week elsewhere and getting only one hour of sleep per night. The District should not be expected to provide sick pay when the President claims that the Executive Director is encountering fatigue as the result of working multiple jobs.</p>
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Approval:

	<p>Executive Director McHaddad recalled breaking his foot, and that this injury did not occur as the result of working for another employer, nor did getting pneumonia. President Wallender claimed that he used fatigue as an example. He does not know how the Executive Director spends his personal time. President Wallender requested that the Executive Director seek additional information about policy changes and numbers from the District's contract accountant. Director Kenny expressed disagreement with President Wallender, because the amount of sick pay hours requested are a reflection of the Executive Director's work for the District. The Board is not supposed to be delving into the Executive Director's personal life unless it causes problems for the District. President Wallender concurred, but believes that fatigue caused by working multiple jobs should not result in sick pay expenses for the District. Vice President Innerarity noted that the employee handbook is not well adjusted for the Executive Director. She believes that it is reasonable for the District to provide sick leave. The item should be tabled until the contract accountant provides additional information.</p>
<p>5.f. 2019-2020 Audit RFP</p>	<p>Executive Director McHaddad reviewed the item as summarized in the Board Packet. Local governments are required to perform annual audits following the previous fiscal year if spending exceeds \$150,000. BMTD did not exceed this amount, so an audit is not mandatory, but it is good for the District. Audits will reveal the District's performance and provide recommendations on how to improve. This was discussed during the previous fiscal year, but was not during the budget-writing process. The Executive Director's bout of pneumonia during</p>

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Approval:

	<p>the budget-writing process prevented him from properly focusing and writing a budget that would have incorporated this. An audit will cost approximately \$10,000. Once we have a bid and a quote, BMTD needs to pass a supplemental budget to pay for it.</p> <p>Vice President Innerarity moved to approve RFP 2020-4, second by President Wallender. Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny. No: N/A. Abstain: N/A. Motion passes.</p> <p>Executive Director McHaddad noted his personal excitement about the audit process.</p>
<p>5.g. Blue Mountains snow/Engineering</p>	<p>Executive Director McHaddad reviewed the item as summarized in the Board Packet. President Wallender appreciates the information, but believes this is too early to make a decisions. Vice President Wallender concurred. President Wallender suggested promoting Mr. Curtis Carson to be Executive Director in 6 months then creating a station manager position and demoting Executive Director McHaddad to serve in that role. The District should see what happens with COVID-19 and figure out the potential costs to the District. Executive Director McHaddad noted that the District may be able to utilize a refurbished transmitter for a new channel. Broadcasting in ATSC 3.0 would be interesting, but Skyline Tower has verified that the necessary technology does not exist. Lastly, Idaho Channel 22 has provided written retransmission consent; BMTD would need to find a new channel license to get the station on Beaver Mountain.</p>

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<p>5.h. Legislative Affairs</p>	<p>Executive Director McHaddad reviewed the item as summarized in the Board Packet. If the Board supports the bill, the Executive Director will submit letters of support to Oregon's Congressional delegation.</p> <p>Vice President Innerarity moved to take a position of support for HR 7073 and S 4308, second by Director Kenny.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny.</p> <p>No: N/A.</p> <p>Abstain: N/A.</p> <p>Motion passes.</p>
<p>6. Public Comment</p>	<p>President Wallender asked for public comment. Executive Director McHaddad announced that two guests remained on the call, Mr. Nathan Smutz and Mr. Tanner Sheahan. Mr. Smutze is an elector of the District and eligible to serve on the Board.</p> <p>Mr. Smutz introduced himself. He lives outside of La Grande and works for Eastern Oregon University. The Executive Director had informed him that the Board had upcoming vacancies, and asked if he is interested. Mr. Smutz further described his employment at EOU. He has viewed BMTD signals for a long time, and is impressed with the advances the District has made during the Executive Director's tenure. President Wallender asked if Mr. Smutz is interested in serving on the Board, and if his schedule is flexible enough to serve. Mr. Smutz verified that his job offers necessary flexibility for Board service. Vice President Innerarity expressed that Mr. Smutz will learn a lot as a Director. President Wallender and Director Butner concurred that education is a continuing process. Mr. Smutz was invited to attend the next Board meeting on September 1 at 6:30PM.</p>

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Approval:

	<p>Vice President Innerarity and Director Kenny can remain in office until the conclusion of the next Board meeting.</p> <p>Vice President Innerarity asked if the new owners of her residence can view the signals without making a new payment. Executive Director McHaddad clarified that this is permitted.</p> <p>President Wallender suggested that as a conditional of sale, the new property owners should become Directors. Vice President Innerarity noted that one of the property owners is a La Grande City paramedic. Executive Director McHaddad warned that this could violate undue influence laws; the only tangible service that can be offered exempt from undue influence is free childcare on election day. President Wallender expressed that his remark was intended to be humorous; Executive Director McHaddad understands but wants to protect the District from vexatious litigants.</p> <p>Mr. Tanner Sheahan introduced himself. He was invited to attend the meeting by the Executive Director. He is interested in serving on the Board, but is currently not a service fee payer. He has learned a lot and is willing to become a service fee payer. He is interested in attending the next Board meeting, and wants to help with the local channel. President Wallender suggested that Mr. Sheahan could serve on the LPTV Advisory Committee. Mr. Sheahan would be interested in serving on that body. President Wallender asked that Mr. Sheahan attend the next Board meeting.</p>
<p>7. Scheduling of Next Meeting and Adjournment</p>	<p>The next Board meeting will be held on September 1, 2020 at 6:30PM.</p> <p>Vice President Innerarity moved to adjourn, second by President Wallender.</p> <p>Yes: President Wallender, Vice President Innerarity, Director Butner, Director Kenny.</p>

Author: Alex McHaddad, Executive Director
Approval:

	No: N/A. Abstain: N/A. Motion passes. Meeting adjourned.
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