



Public written statement containing an explanation of the reasons for closing the meeting.

[Communications Act Section 396 (k)(4)]

On November 20, 2015 New Hampshire Public Broadcasting's Board of Directors voted to go into non public session for the purposed of discussing proprietary information. The minutes of the meeting are attached.

Peter A. Frid
President & CEO

Date

New Hampshire Public Broadcasting

Board of Directors

Minutes

November 20, 2015

The Mountain Club on Loon

90 Loon Mountain Road

Lincoln, NH

Board Members present: James McKim, Peter Frid, Erin Hennessey, Colleen Chen, Ed MacKay, Jeff Gilbert, Marilyn Forest, Peter Rayno, Lois Haskins, Cynthia Wentworth, Sean O’Kane, John Swope, Zach Slater, Bill Barker, and Katie Wheeler

Joining by phone:

Excused due to a business commitment: Scott Milne, Marge Chiafery, Mark Collin, Kathy Eneguess, and Ron Abramson

Staff present: Mike Lussier, Dawn DeAngelis, Dorinda Ouellette, Sarah Varney, and Attorney Brad Cook

Guest present: Kristen Nevious, Chair of the NHPB Community Advisory Board

CALL TO ORDER:

Mr. Gilbert, Chair of the Board of Directors, called the meeting to order at 11:35 am.

GREETINGS AND INTRODUCTION OF GUESTS:

There were no guests.

PUBLIC COMMENTS:

There were no public comments

NEW VENTURES COMMITTEE:

As Chair Gilbert had to leave the meeting before the committee reports, he asked that the board hear a report from the New Ventures Committee. As the topics to be discussed were addressing negotiation strategies, Chair Gilbert asked that the board go into non public session.

NON PUBLIC SESSION:

Mr. Gilbert called for a motion to go into non-public session. Staff, NHPB general counsel and the Chair of the Community Advisory Board were invited to stay. Upon a motion made by Mr. McKim and seconded by Mr. O’Kane; move that the Board of Directors go into non-public session to discuss contract negotiation strategies.

VOTED: To go into non public session.

Chair Gilbert called for a motion to come out of non public session. Upon a motion made by Mr. Barker and seconded by Mr. McKim; move to come out of non public session.

VOTED: To come out of non public session.

Mr. Gilbert called for a motion to seal the minutes of the non-public session. Upon a motion duly made by Mr. Swope and seconded by Mr. MacKay; move to seal the minutes of the non-public session.

VOTED: To seal the records of the non-public session.

SPECIAL PRESENTATION:

Chair Gilbert called upon Mr. Cook, NHPTV's general counsel, to give presentation on the board's conflict of interest policy.

Having to leave the board meeting early, Chair Gilbert asked Vice Chair Wheeler to chair the remainder of the board meeting

APPROVAL OF MINUTES

The first order of business was consideration of the minutes of the board of directors September 17, 2015 meeting. Upon motion duly made by Mr. Swope and seconded by Mr. Slater.

VOTED: To approve the minutes.

OLD BUSINESS:

There was no old business.

NEW BUSINESS:

Motion to appoint Clinton Miller to the Community Advisory Board's Class of 2017

Ms. Wheeler asked Mr. Frid to present Clinton Miller's nomination to the Community Advisory Board. Discussion followed. Ms. Wheeler called for a motion to appoint Mr. Clinton Miller to

the Community Advisory Board. Upon a motion made by Mr. McKim and seconded by Ms. Chen.

VOTED: To appoint Clinton Miller to the Community Advisory Board's Class of 2017.

Motion to approve New Hampshire Public Broadcasting to appoint the President and Chief Executive Officer and authorized signers:

Ms. Wheeler called upon Mr. Cook, NHPB's general counsel, to give the background for the purposes of the motions. Discussion followed.

Ms. Wheeler called for the following motion:

Move that the New Hampshire Public Broadcasting Board of Directors appoint Peter A. Frid as President and Chief Executive Officer for a term to be coincident with the officers of the Board.

Upon a motion duly made by Mr. McKim and seconded by Ms. Chen.

Voted to appoint Peter A. Frid as President and Chief Executive Officer for a term to be coincident with the officers of the Board.

Mrs. Wheeler called for the following motion:

Move that Peter A. Frid and Dawn DeAngelis be designated signatories for the corporation and that they have the power to sign checks, contracts and documents on behalf of New Hampshire Public Broadcasting, all in accordance with the policies and procedures of the corporation.

Upon a motion duly made by Mr. McKim and seconded by Ms. Chen.

VOTED: To designate Peter A. Frid and Dawn DeAngelis as signatories for the corporation and that they have the power to sign checks, contracts and documents on behalf of New Hampshire Public Broadcasting, all in accordance with the policies and procedures of the corporation.

Motion to authorize the Executive Committee to seek financing for the Littleton and Hanover Towers:

Ms. Wheeler called upon Mr. Frid and Mr. Cook to give the background on the motion to finance the Littleton and Hanover towers. Discussion followed.

Ms. Wheeler called for the following motion:

Move that the Board of Directors approve the borrowing of up to \$770,000 from the United States Department of Agriculture Rural Development Agency, and authorize the Executive Committee to apply for financing for the Littleton and Hanover towers in an amount not greater than \$770,000 and take all necessary action to complete applications, provide information, and review and approve final closing documents and loan terms which are required to obtain such financing, and further, after such review and approval, that the President of the Corporation, Peter A. Frid and the Chief Content Officer, Dawn DeAngelis, or either of them, are hereby authorized to do all things and sign all documents required to effect the purposes of this vote.

Upon a motion duly made by Ms. Hennessey and seconded Mr. Rayno.

VOTED: That the Board of Directors approve the borrowing of up to \$770,000 from the United States Department of Agriculture Rural Development Agency, and authorize the Executive Committee to apply for financing for the Littleton and Hanover towers in an amount not greater than \$770,000 and take all necessary action to complete applications, provide information, and review and approve final closing documents and loan terms which are required to obtain such financing, and further, after such review and approval, that the President of the Corporation, Peter A. Frid and the Chief Content Officer, Dawn DeAngelis, or either of them, are hereby authorized to do all things and sign all documents required to effect the purposes of this vote.

Motion to adopt the revised Diversity and Inclusion Policy:

Ms. Wheeler asked Mr. Frid to explain to changes in the NHPB Diversity and Inclusion Policy. Discussion followed.

Ms. Wheeler called for the following motion:

Move that the Board of Directors adopt the revised Diversity and Inclusion Policy.

Upon a motion duly made by Mr. MacKay and seconded by Ms. Chen.

VOTED: To adopt the revised Diversity and Inclusion Policy.

BOARD OF DIRECTORS:

Chairs and Executive Committee Reports:

There was no report.

Finance Committee:

Ms. Wheeler asked Mr. Barker to give the financial report. Mr. Barker asked Mr. Lussier to give the report as the committee has not met. Discussion followed.

Investment Committee Report:

In the absence of Mr. Collin, Chair of the Committee, Ms. Wheeler called upon Mr. Frid report on the October meeting of the Investment Committee. Discussion followed.

Governance & Nominating Committee:

There was no report. The committee has not met.

Development Committee:

Ms. Wheeler asked Mr. Frid to give the committee report. The committee is focusing its work on a new member initiative to increase new and sustaining members. Discussion followed.

NHPTV REPORTS:

There was no report.

ADJOURNMENT:

Having no further business to come before the Board, Chair Gilbert asked for a motion to adjourn. Upon a motion duly made by Ms. Chen and seconded by Ms. Hennessey.

VOTED: To adjourn the meeting at 12:32 p.m.

A True Attest,

Acting Secretary