

Windsor Community Television, Inc. (WIN – TV)
Minutes of the Board of Directors Meeting
November 27th, 2018

The meeting was held at Jim’s Pizza 124 Poquonock Ave, Windsor, CT 06095
The meeting was called to order at 7:13 pm by **Lorenzo Elliott**- President, Present
were:

Executive Committee:

Lorenzo Elliott
Lawrence Jaggon – Vice President
Bernie Caliendo – Treasurer
Patricia Bruhn- Member At Large

Board Members:

Theresa Tillett
David Raney
Mike Daly
Theresa Harris
Ann Walsh – by phone
Fatmata Williams

Absent:

Dennis Bivens

Lawrence Jaggon - VP moved a motion to table all reports and to only discuss WIN-TV Bylaws and Social Media Guidelines-seconded by **Theresa Tillett**. All present were in favor.

Social Media Guidelines Discussion

Mike Daly recommended the following: updating the jargon to accommodate rapid and changing trends in communication and technology; using general terms such as “social media platforms” etc. so that the guidelines can remain relevant over time; adding verbiage to address politics including clear messaging to address WIN-TV staff and board members running for political office; volunteered to craft the verbiage around politics in the WIN-TV social media guidelines. The group agreed that WIN-TV staff and board members running for political office should not post any information about themselves on the WIN-TV social media page. **Lawrence Jaggon – VP**-stated that he posted information about himself on the WIN-TV but his post was not political in nature. **Lorenzo Elliott** suggested the following: including verbiage to

emphasize that WIN-TV does not endorse any political party; adding a disclaimer upfront to make the community aware that WIN-TV reserves the right to remove “offensive” political postings from their social media page. **Fatmata Williams** suggested the use of the word “non-partisan” to make this point. **Bernie Caliendos** suggested using the word “apolitical,” however, the group felt that “non-partisan” best describes our stance on this issue. **Theresa Tillett** stated the following: she ran for office in 2014, but had no idea that politicians could air a 10 minutes advertisement at the station; she separates her political activities from her WIN-TV role. **Lawrence Jaggon** suggested the following: define what’s considered a “political post;” however, the group noted that this topic has its own entire guideline. **Patricia Bruhn** recommended the following: two administrators for the WIN-TV social media page; including language in the guidelines for contractors. **Mike Daly** moved a motion to table the discussion on the Social Media guidelines until a draft is complete, which was seconded by **Lawrence Jaggon, VP.**

Bylaws Discussion

Lorenzo Elliott suggested that the group review each article within the bylaws and make changes as appropriate. A robust discussion ensued around articles III and IV and the group did not proceed beyond those two articles. **Mike Daly** and **David Raney** mentioned that articles III and IV were interconnected and amendments to one will require an amendment to the other. The conversation evolved into whether the group was open to allowing non-Windsor residents to serve as board members. Everyone in the group seemed open to the idea if implemented with specific controls in place. **Lorenzo Elliott** mentioned the names of various organizations within the town of Windsor that do not require residency to serve on their board. **Lorenzo Elliott, Mike Daly, and Fatmata Williams** were open to allowing non-residents to participate on the board to the extent that: the number and percentages were specified to allow only 3 members total, or 20% of the 15 board members; non-Windsor residents will not be allowed to serve members in the executive committee. **Mike Daly** stated that there’s language in the current bylaws that protects the executive committee. **Lawrence Jaggon** suggested staggering the slots for non-Windsor residents. **Theresa Tillett** suggested the following: that non-Windsor resident board members be business owners who live out of Windsor but owns a business in Windsor; he/she cannot be an employee of the business –he/she must be the business owner. **Bernie Caliendo** and **David Raney** supported **Theresa Tillett’s** idea. **Ann Walsh** stated that WIN-TV is one of the few organizations that has a residency requirement for board members and she also supported opening some slots for non-Windsor residents. There was discussion around whether the non-Windsor resident board members will have voting rights. The group felt non-resident board members should have voting rights otherwise they might not participate in

meetings and other pertinent events. There was a lot of argument for and against opening the board of directorship to non-Windsor residents and **Patricia Bruhn** recommended the appointment of a bylaws committee because such matters should be addressed by a bylaws committee. **Lorenzo Elliott** stated the following: there is a provision to form ad hoc committees to address such issues whenever the need arises; the board utilized ad hoc committees in the past; board members should play our part to recruit new board members. **David Raney** suggested that we develop policies on how to get people on our board however, someone called to attention that such policies are currently in existence. **Lorenzo Elliott** stated that he wanted our thoughts documented on whether or not we agree, and he stated further that we have to address the entire document to see if there's anything else that needs attention before moving forward. **Mike Daly** stated that this meeting was a waste of his time because there is nothing that was done at this meeting that couldn't have been done at the regular meeting. **Lorenzo Elliott** explained that this was a regularly scheduled meeting and he wanted it out of the station to change the environment and "break bread" together. **Mike Daly** stated that his understanding of this meeting was that it was a special meeting to discuss getting someone on the board that was a non-Windsor resident. **Lorenzo Elliott** stated the following: that it would be unethical to have a meeting about changing the bylaws just so we can get someone on the board; the bylaws were due for a review and update anyway and since this issue had come up at our previous meeting, he suggested that we address it as we update the bylaws. **Mike Daly** expressed the following: that he might be wrong but his understanding at our last meeting was that this was going to be a special meeting to discuss the social media guidelines and a non-Windsor resident joining our board of directors; that he had no recollection of a discussion about the purpose of this being to discuss the bylaws in its entirety; that he did not feel comfortable with the way this meeting was set up; "it feels shady and frightening." **Lorenzo Elliott** expressed the following: that he will not apologize for the use of our time because this was a regularly scheduled meeting and as board members this was part of our commitment; that he was sorry if **Mike Daly** misunderstood the real purpose of the meeting which was to discuss the social media guidelines and bylaws. **Mike Daly** then re-stated his understanding of the intent of this meeting, as aforementioned. **Fatmata Williams** stated that we can disagree passionately but still leave each other intact. **Lorenzo Elliott** stated that we can disagree but still leave as friends and the rest of the group agreed. **Pat Bruhn** suggested that we appoint a bylaws committee to review the bylaws and present it to the larger group. **Mike Daly, Pat Bruhn** and the rest of the group agreed. At 8:33pm **Pat Bruhn** moved a motion to appoint a bylaws committee to review the bylaws, seconded by **Theresa Tillett, Pat Bruhn, Lawrence Jaggon, Theresa Tillett** and **Fatmata Williams** volunteered to be on the bylaws committee. At

8:38pm **Lawrence Jaggon** moved a motion to adjourn the meeting, seconded by **Bernie Caliendo**.

Respectfully Submitted,
Fatmata Williams
Board member